Invitation to the 2016 Annual General Meeting of Shareholders

PTT Public Company Limited

Monday April 11, 2016 at 9.30 a.m.

Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone),
1695 Phaholyothin Road, Chatuchak, Bangkok 10900, Thailand

Registration starts at 07:30 a.m.

Please bring the registration form with barcode to the meeting

No Tokens To Be Given: In order to comply with the policy on transparency and the guideline for good corporate governance campaigned by the supervising authorities in relation to the decrease or cancellation of token giving at the annual general meeting of shareholders, there will be no token given to the shareholders at the 2016 AGM of the Company. However, the Company will still provide a set of snack and lunch boxes to the shareholders or their attending proxies who attend the Meeting (one set per one person)
March 10, 2016

Re: Invitation to the 2016 Annual General Meeting of Shareholders

To: Shareholders of PTT Public Company Limited

Attachments:
2. A 2015 Corporate Sustainability Report CD
3. Brief personal profiles of nominated candidates for agenda item no.3
4. Definition of Independent Director and functional description of Specific Committees
5. A registration form (must be presented at the meeting)
6. Proxy forms - Type A, B (recommended) and C
7. Registration conditions and procedure and necessary documents to be presented at the meeting.
8. Profiles of the Independent Directors
9. A summary of the PTT Articles of Association relevant to the meeting
11. A map of the meeting venue

PTT Public Company Limited (hereinafter referred to as "PTT") would like to invite you to attend the 2016 Annual General Meeting of Shareholders (hereinafter referred to as "AGM") on Monday April 11, 2016 at 9:30 a.m. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok, Thailand. The 2016 AGM has 6 agenda items as follows:

Item1: To certify the 2015 performance statement and to approve the 2015 financial statement ended on December 31, 2015

Abstract: The shareholders should acknowledge the 2015 performance statement and the proposed corporate strategy plan and approve the financial statement ended on December 31, 2015 audited by the external auditor. The details are enclosed in the 2015 Annual Report, 2015 Financial Statement (Attachment 1) and in the 2015 Corporate Sustainability Report (Attachment 2). A summary is as follows:
<table>
<thead>
<tr>
<th>Items</th>
<th>2015</th>
<th>2014 (Revised)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Assets (Million Baht)</td>
<td>2,173,996.19</td>
<td>2,250,351.38</td>
</tr>
<tr>
<td>Total Liabilities (Million Baht)</td>
<td>1,086,308.81</td>
<td>1,195,657.18</td>
</tr>
<tr>
<td>Total Shareholders’ Equity (Million Baht)</td>
<td>1,087,687.38</td>
<td>1,054,694.20</td>
</tr>
<tr>
<td>Total Paid-up Capital (Million Baht)</td>
<td>28,563.00</td>
<td>28,563.00</td>
</tr>
<tr>
<td>Sales and Service Income(Million Baht)</td>
<td>2,026,911.57</td>
<td>2,605,062.38</td>
</tr>
<tr>
<td>Net Income(Million Baht)</td>
<td>19,936.42</td>
<td>58,677.76</td>
</tr>
<tr>
<td>Earnings per Share(Baht / Share)</td>
<td>6.73</td>
<td>20.34</td>
</tr>
</tbody>
</table>

The Board’s opinion: The Board recommends shareholders to certify the 2015 performance statement, to acknowledge the proposed corporate strategy plan and to approve the 2015 financial statement ended on December 31, 2015 which has been audited by the external auditor, reviewed by the Audit Committee and endorsed by the Board.

Item 2: To approve 2015 net profit allocation and dividend payment

Abstract: PTT establishes dividend payment policy of at least 25 percent of net income after corporate reserves. The dividend payment may vary in each year depending on the investment plan, necessity and other appropriate prospects. After the Board resolves to pay the annual dividend, the dividend payment requires shareholders’ approval. For an interim dividend, the Board may resolve to pay the interim dividend without shareholders’ approval but must inform the shareholders of the same at the next meeting.

The overall performance statements and financial statements indicate that PTT made Baht 19,936 million for the 2015 net income. Therefore, PTT considers paying an annual 2015 dividend of Baht 10.00 per share or 148.6% of the net income. Comparison of recent dividend payments is as follows:
## 2014-2015 Dividend Payment Comparison

<table>
<thead>
<tr>
<th></th>
<th>2015</th>
<th>2014 (Revised)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Net income (Million Baht)</td>
<td>19,936</td>
<td>58,678</td>
</tr>
<tr>
<td>2. Number of shares (Million shares)</td>
<td>2,856</td>
<td>2,856</td>
</tr>
<tr>
<td>3. Dividend per share (Baht per share)</td>
<td>10.00</td>
<td>11.00</td>
</tr>
<tr>
<td>- First half interim dividend (Baht per share)</td>
<td>6.00</td>
<td>6.00</td>
</tr>
<tr>
<td>- Second half dividend (Baht per share)</td>
<td>4.00</td>
<td>5.00</td>
</tr>
<tr>
<td>4. Total dividend (Million Baht)</td>
<td>28,563</td>
<td>31,401</td>
</tr>
<tr>
<td>5. Payout ratio (as a percentage)</td>
<td>148.6</td>
<td>54.1</td>
</tr>
</tbody>
</table>

The Board’s opinion: The Board recommends shareholders to approve the 2015 net profit allocation and 2015 dividend payment. We propose to pay 2015 dividend of Baht 10.00 per share in total. Previously, we paid the interim dividend of Baht 6.00 per share for the first half of 2015. Such dividend of Baht 6 per share was paid from the unappropriated retained earnings derived from Board of Investment promoted activities (BOI) during the period of being income tax exemption where individual shareholders shall not include the dividend as their taxable income and not entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code. Such interim dividend was paid on September 25, 2015.

We will pay the second half of 2015 for the dividend at Baht 4.00 per share from the unappropriated retained earnings derived from the Board of Investment promoted activities (BOI) during the period of being income tax exemption where individual shareholders shall not include the dividend as their taxable income and not entitled to a Dividend Tax Credit of tax under section 47 bis of the Revenue Code. PTT will determine the name of the shareholders who are entitled to receive the dividend on March 7, 2016 (Record Date). The dividend for the second half of 2015 will be paid on April 29, 2016 subject to the shareholders’ approval to be obtained from the 2016 AGM.

**Item 3:** To elect directors to replace those who are retired by rotation

**Abstract:** There are 5 directors retired by rotation at the 2016 AGM (one third of the total number of directors) as follows:

1. Mr. Piyasvasti Amranand
   - An independent director, a Chairman
2. Mr. Somchai Sujjapongse
   - A director, a member of the Remuneration Committee
(3) GEN. Chatchalerm Chalermsukh  
An independent director and a Chairman of Corporate Governance Committee

(4) Mr. Don Wasantapruek  
An independent director and a member of the Corporate Governance Committee

(5) Mr. Prasert Bunsumpun  
An independent director and a member of the Enterprise Risk Management Committee

PTT announced a shareholders’ invitation to nominate qualified candidates for a directorship and propose items for the AGM agenda. Despite the invitation, neither candidates nor agenda items were proposed. The Nominating Committee undertook nomination procedures by considering appropriateness, utmost benefit of PTT, Board composition, qualification, wisdom, talent, experience and expertise. The Nominating Committee (excluding the interested director who abstained from voting) proposed to re-elect those 5 retiring directors and the State Enterprise Policy Committee already endorsed such re-election. The 5 candidates’ profiles are enclosed in Attachment 3. The candidates are as follows:

(1) Mr. Piyasvasti Amranand  
An independent director (re-election)

(2) Mr. Somchai Sujjapongse  
A director (re-election)

(3) GEN. Chatchalerm Chalermsukh  
An independent director (re-election)

(4) Mr. Don Wasantapruek  
An independent director (re-election)

(5) Mr. Prasert Bunsumpun  
An independent director (re-election)

Candidates in (1), (3), (4) and (5) are proposed to be independent directors since their qualifications are qualified to be the independent directors according to the Stock Exchange of Thailand’s and PTT’s definition of “Independent Directors”. The definition of “Independent Directors” and the Duties and Responsibilities of the Specific Committees are set out in Attachment 4.

The Board’s opinion: The Board recommends shareholders to elect the following 5 persons to be the directors of PTT for another term: (1) Mr. Piyasvasti Amranand, (2) Mr. Somchai Sujjapongse, (3) GEN. Chatchalerm Chalermsukh, (4) Mr. Don Wasantapruek, and (5) Mr. Prasert Bunsumpun. The Nominating Committee had considered their qualifications, wisdom, talent and experiences as valuable for PTT. The candidates in (1), (3), (4) and (5) are proposed to be independent directors since their qualifications are qualified to be the independent directors according to the Stock Exchange of Thailand’s and PTT’s definition of “Independent Directors”.

Nevertheless, the directors who have conflict of interest did not cast the vote for this proposal.

Item 4: To approve the 2016 directors' remuneration

Abstract: PTT requires shareholders’ approval on the directors' remuneration for 2016. The Remuneration Committee had considered the matter and recommended the 2016 remuneration for directors and members of specific committees. The committee applied the previous practice by considering competitiveness of remuneration among listed companies in the same industry, local and international leading companies, good corporate governance practice, performance statements, business size and PTT Directors’ accountability. The Committee also took economic development and inflation rate into account.

The Board proposes the 2016 remuneration package for the Board and specific committee members to be the same as the 2015 package as recommended by the Remuneration Committee. Details are as follows:

- **Monthly fee and attendance fee**

<table>
<thead>
<tr>
<th>Board of Directors</th>
<th>Monthly Fee (Baht)</th>
<th>Per Attendance Fee (Baht)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Directors (unchanged)</td>
<td>30,000</td>
<td>50,000 The payments are limited up to 15 meetings annually.</td>
</tr>
</tbody>
</table>

The specific committee members’ fees (unchanged)

<table>
<thead>
<tr>
<th></th>
<th>Monthly Fee (Baht)</th>
<th>Per Attendance Fee (Baht)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Audit Committee</td>
<td>15,000</td>
<td>15,000</td>
</tr>
<tr>
<td>2. Nominating Committee</td>
<td>-</td>
<td>24,000</td>
</tr>
<tr>
<td>3. Remuneration Committee</td>
<td>-</td>
<td>24,000</td>
</tr>
<tr>
<td>4. Corporate Governance Committee</td>
<td>-</td>
<td>24,000</td>
</tr>
<tr>
<td>5. Enterprise Risk Management Committee</td>
<td>-</td>
<td>24,000</td>
</tr>
<tr>
<td>6. The other committees which may be appointed by the Board of Directors if deemed necessary</td>
<td>-</td>
<td>24,000</td>
</tr>
</tbody>
</table>

The chairman of the Board and the Chairman of each specific committee shall receive monthly fee and attendance fees at the higher rate than that paid to other directors by 25%. The secretary of the Audit Committee shall receive a monthly fee of Baht 7,500.
• **Board of Directors’ bonus**
  The board of directors’ bonus for the 2016 fiscal year will depend on PTT’s performance or net profit. **The directors will be entitled to receive bonus at the rate of 0.05% of PTT’s 2016 net profit.** The bonus will be paid by pro rata but not exceeding Baht 3,000,000 per person and the chairman of the Board is entitled to receive a bonus at the higher rate than that paid to other directors by 25%. (unchanged)

• **Other Benefits**
  None

The details of the remuneration of each director for 2015 are presented in the 2015 Annual Report (Attachment 1).

**The Board’s opinion:** The Board recommends shareholders to approve the 2016 directors’ and the specific committee members’ remuneration package to be the same as the 2015 package as recommended by the Remuneration Committee and endorsed by the Board.

**Item 5:**
To appoint an auditor and to approve the 2016 auditing fees

**Abstract:**
PTT appoints the Office of The Auditor General of Thailand (the Auditor General) as its auditor. The Auditor General is neither related to nor engaged in any conflict of interest with PTT, any of PTT’s subsidiaries, their executives, their major shareholders or relatives of these persons.

The Board concurred with the Audit Committee recommendation to approve the 2016 auditing fee of Baht 4,700,000. The fee is increased Baht 400,000 from the 2015 fee due to increase in business risks and complication in accounting treatment and financial statements procedures. The details are as follows:

<table>
<thead>
<tr>
<th>Auditing, inspection and approval items of PTT and Subsidiaries’ Financial Statements</th>
<th>2016 (Baht)</th>
<th>2015 (Baht)</th>
<th>Increase (Baht)</th>
<th>Reason</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Quarterly-Ended on March 31, June 30 &amp; September 30 (Baht 760,000 for 2016 quarterly statement and Baht 700,000 for 2015 quarterly statement)</td>
<td>2,280,000</td>
<td>2,100,000</td>
<td>180,000</td>
<td>- Increase in business risks and complication in accounting treatment and financial statements procedures</td>
</tr>
<tr>
<td>2. Year-Ended on December 31</td>
<td>2,420,000</td>
<td>2,200,000</td>
<td>220,000</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>4,700,000</td>
<td>4,300,000</td>
<td>400,000</td>
<td></td>
</tr>
</tbody>
</table>

**The Board’s opinion:** The Board recommends shareholders to appoint the Office of The Auditor General of Thailand as PTT’s 2016 auditor and approve the auditing fee of Baht 4,700,000. The proposal had been appropriately recommended by the Audit Committee and endorsed by the Board.
Item 6: Other matters (if any)

Shareholders who wish to receive printed copies of the 2015 Annual Report, 2015 Financial Statement and 2015 Corporate Sustainability Report, please do not hesitate to contact us at Office of President and Corporate Secretary, 24th floor, PTT Building, 555 Vibhavadi Rangsit Rd., Chatuchak, Bangkok 10900, Thailand or call at +66(0)2537-3855. Shareholders may fill in the Request Form (Attachment 10) and fax the form to number +66(0)2537-3887 for a copy.

For shareholders who wish to appoint a proxy to attend the meeting and vote on behalf of the shareholders, please choose and fill in either the proxy form A or B and submit it to PTT before the meeting. For foreign shareholders who deposit PTT shares in safeguard of custodian banks in Thailand, please choose and fill in either the proxy form A, B or C in Attachment 6.

Any shareholder may appoint a PTT Independent Director as his or her proxy to attend the meeting and vote on his or her behalf. Brief Independent Director Profiles are available in Attachment 8.

Shareholders and proxies must submit documents in Attachment 5 and 6 for registration prior to or on the meeting day. Please read the registration terms, conditions and procedures and relevant documents to be presented and delivered on the meeting day in Attachment 7. PTT will conduct the meeting in compliance with its Articles of Association set out in Attachment 9.

For your benefit and to fully protect your rights, please send us your inquiries regarding the meeting and agenda items prior to the meeting date at corporatesecretary@pttplc.com or fax at +66(0)2537 3887

Therefore, we would like to invite our shareholders to 2016 AGM on Monday April 11, 2016 at 9:30 a.m. The meeting will be held at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900, Thailand. The registration will be opened on 7:30 a.m.

Yours Sincerely,

[Signature]

Tevin Vongvanich
President & CEO

Office of President and Corporate Secretary
Telephone: 0-2537-3855
Fax: 0-2537-3887
Attachment 1

A 2015 Annual Report and 2015 Financial Statement CD
Attachment 2

A 2015 Corporate Sustainability Report CD
Candidate's Profile

Name: Mr. Piyasvasti Amranand

Age: 62

Proposed Position: Independent Director / Chairman

Education:
- Bachelor's Degree (First Class Honors) (Mathematics), University of Oxford, U.K.
- Master's Degree (Economics), London School of Economics and Political Science, University of London, U.K.
- Ph.D. (Economics), London School of Economics and Political Science, University of London, U.K.

Expertise:
- Energy/Petroleum/Engineer, Business Management/Marketing, Economics

Certificate:
- Seminar “Incorporation of State Investment Corporation” (July 13, 2015)
- Seminar “Role and Function of Board of Directors of State Enterprise”, State Enterprise Policy Office (June 5, 2015)
- Seminar “Briefing on International Anti-Corruption... International cases and practices”, IOD (October 14, 2015)
- PTT Board Briefing

Director's Certificate:
- Thai Institute of Directors Association (IOD) Director Accreditation Program (DAP 35/2005)

Work Experiences (last 5 years):
- 2006 - 2008 Ministry, Ministry of Energy
- 2008 - 2009 Chief Advisor to Chief Executive Officer, Kasikorn Bank Public Company Limited
- 2009 - 2012 President, Thai Airways International Public Company Limited
- Present - Independent Director/Chairman, PTT Public Company Limited
  - Independent Director/Chairman of the Audit Committee, Kasikorn Bank Public Company Limited
  - Independent Director/Chairman of the Audit Committee, Pruksa Real Estate Public Company Limited
  - Chairman, Energy for Environment Foundation

PTT Directorship:
- Independent Director First term: 1 July 2014 - present

Meeting attendance in 2015:
- PTT Board of Directors: 16/16 (100%)

Possession of PTT shares:
- None (0% of total issued shares)
<table>
<thead>
<tr>
<th>Proposed Candidate</th>
<th>Other Listed Companies</th>
<th>Other Important Organizations (non-listed companies)</th>
<th>Position in other organization that compete with/related to the Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Piyasvasti Amranand</td>
<td>2. Independent Director / Chairman of the Audit Committee, Kasikorn Bank Public Company Limited</td>
<td>1. Chairman, Energy for Environment Foundation</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td>2. Independent Director / Chairman of the Audit Committee, Pruksa Real Estate Public Company Limited</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Additional Qualification for independent director**

(Having the following relationship with PTT, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

<table>
<thead>
<tr>
<th>Type of relationship</th>
<th>Qualification</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.</td>
<td>None</td>
</tr>
<tr>
<td>2. Being professional services provider, e.g., auditor, legal advisor.</td>
<td>None</td>
</tr>
<tr>
<td>3. Having business relation that is material and could be barrier to independent judgement.</td>
<td>None</td>
</tr>
<tr>
<td>4. Kin in Relationship between the Director Member.</td>
<td>None</td>
</tr>
</tbody>
</table>

**Criminal offense record during the past 10 years**

<table>
<thead>
<tr>
<th>Qualification</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Being adjudged of convicting a crime or being on trial for convicting a crime.</td>
</tr>
<tr>
<td>2. Being adjudged bankrupt or a receiver is appointed.</td>
</tr>
<tr>
<td>3. Being a management in the company of partnership which is adjudged bankrupt or a receiver is appointed.</td>
</tr>
</tbody>
</table>

**Performance in 2015**

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured that PTT’s performance achievements.
3. Presented useful guidance to the management, which has enhanced PTT’s business development in creating added value and competitive efficiency for PTT’s sustainable growth.
4. Promoted PTT’s business operation based on good corporate governance with equitable and justifiable treatment of all stakeholders.
5. Encourage managements and employees to be company representatives to respond to needs/expectations of stakeholders.
Candidate's Profile

Name : Mr. Somchai Sujjaponse

Age : 54

Proposed Position : Director/Member of the Remuneration Committee

Education :
- B.A. (Economics) (Hons.) Chulalongkorn University, Bangkok
- M.A. (Economics) The Ohio State University, U.S.A.
- Ph.D. (Economics) The Ohio State University, U.S.A.

Expertise : Business Management/Marketing, Financial Accounting, Economics

Certificate :
- Certificate, The Civil Service Executive Program for Senior Civil Servants
  (Visionary Leadership, Class 44/2005), Office of the Civil Service Commission
- Top Executive Program (Class 2/2006) Capital Market Academy (CMA)
- Diploma, The Joint State - Private Sector Course (Class of 20th) (2007-2008),
  National Defence College
- Top Executive Program in Commerce and Trade (TEPCoT) (Class 2/2009),
  Commerce Academy
- Corporate Governance for Directors and Senior Executives of State Enterprises and
  Public Organizations 2011, Public Director Institute (PDI), King Prajadhipok’s Institute
- Certificate in Top Executives in the Energy Education Program (Class 3/2013),
  Thailand Energy Academy (TEA)

Director’s Certificate : Thai Institute of Directors Association (IOD) Director Certification Program
  (DCP75/2006)

Work Experiences (last 5 years) :
- 2009 - 2010  Director-General, Thai Customs Department
- 2010 - 2011  Director, State Enterprise Policy Office, Ministry of Finance
- 2011 - 2014  Director, Fiscal Policy Office, Ministry of Finance
- 2014 - 2015  Director-General, Thai Customs Department
- 2015 - Present Permanent Secretary, Ministry of Finance

PTT Directorship : Director First term: 1 November 2015 - Present

Member of the Remuneration Committee: 1 November 2015 - Present

Meeting attendance in 2015 : PTT Board of Directors : 2/3 (67%)

Possession of PTT shares : None (0% of total issued shares)
<table>
<thead>
<tr>
<th>Proposed Candidate</th>
<th>Other Listed Companies</th>
<th>Other Important Organizations (non-listed companies)</th>
<th>Position in other organization that compete with/ related to the Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Somchai Sujjapongse</td>
<td>Number</td>
<td>Position</td>
<td>Number</td>
</tr>
</tbody>
</table>
| 2                  | 1. Director/ Chairman, Krung Thai Bank Public Company Limited  
2. Director, Thai Airways International Public Company Limited | - | - | None |

<table>
<thead>
<tr>
<th>Criminal offense record during the past 10 years</th>
<th>Qualification</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Being adjudged of convicting a crime or being on trial for convicting a crime.</td>
<td>None</td>
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<tr>
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Performance in 2015

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured that PTT’s performance achievements.
3. Presented useful guidance to the management, which has enhanced PTT’s business development in creating added value and competitive efficiency for PTT’s sustainable growth.
4. Promoted PTT’s business operation based on good corporate governance with equitable and justifiable treatment of all stakeholders.
Candidate’s Profile

Name : GEN. Chatchalerm Chalermsukh
Age : 60
Proposed Position : Independent Director / Chairman of the Corporate Governance Committee
Education : Bachelor of Science Program, Chulachomklao Royal Military Academy, Thailand
 : Master of Arts (Military), Command and General Staff College, Thailand
Expertise : Business Management/Marketing, Political Science
Certificate : PTT Board Briefing
Director’s Certificate : -
Work Experiences (last 5 years) : 2012 Assistant Chief of Staff for Intelligence, Royal Thai Army
 : 2013 Deputy Chief of Staff, Royal Thai Army
 : 2014 - September 30, 2015 Chief of Staff, Royal Thai Army
PTT Directorship : Independent Director First term : 4 September 2014 – Present
 : Chairman of the Corporate Governance Committee : 4 September 2014 – Present
Meeting attendance in 2015 : PTT Board of Directors : 14/16 (87.5%)
 : Corporate Governance Committee : 4/4 (100.0%)
Possession of PTT shares : None (0% of total issued shares)
### Proposed Candidate

<table>
<thead>
<tr>
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<tr>
<td>GEN. Chatchalerm Chalermusukh</td>
<td>Number</td>
<td>Position</td>
<td>Number</td>
</tr>
<tr>
<td></td>
<td>1</td>
<td>1. Independent Director/Chairman, MCOT Public Company Limited</td>
<td>2</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Additional Qualification for independent director

(Having the following relationship with PTT, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

<table>
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### Criminal offense record during the past 10 years

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<td>3. Being a management in the company of partnership which is adjudged bankrupt or a receiver is appointed.</td>
<td>None</td>
</tr>
</tbody>
</table>

### Performance in 2015

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured that PTT’s performance achievements.
3. Presented useful guidance to the management, which has enhanced PTT’s business development in creating added value and competitive efficiency for PTT’s sustainable growth.
4. As Chairman of the Corporate Governance Committee, supervised and ensured PTT to abide by its good corporate governance policy and business code of conduct, as well as developing and upgrading PTT’s good corporate governance system to international standards, and proposed good corporate governance guidelines to the Board.
Candidate’s Profile

Name: Mr. Don Wasantapruek

Age: 57

Proposed Position: Independent Director, Member of the Corporate Governance Committee

Education:
- Bachelor of Industrial Engineering, University of New South Wales, Sydney, Australia
- Master of Industrial Engineering, University of New South Wales, Sydney, Australia

Expertise:
- Energy/ Petroleum/ Engineer, Business Management/ Marketing

Certificate:
- Certificate in Top Executives in the Energy Education Program (Class 6/2015), Thailand Energy Academy (TEA)
- Seminar “Incorporation of State Investment Corporation” (July 13, 2015)
- Briefing on International Anti-Corruption... International cases and practices, IOD (October 14, 2015)
- PTT Board Briefing

Director’s Certificate:
- Thai Institute of Directors Association (IOD) Director Accreditation Program (DAP 117/2015), Role of the Nomination & Governance Committee Program (RNG 7/2015)

Work Experiences (last 5 years):
- 2009 - Present: Self-employed

PTT Directorship:
- Independent Director First Term: 26 July 2014 - Present
  Member of the Corporate Governance Committee: 4 September 2014 - Present

Meeting attendance in 2015:
- PTT Board of Directors: 16/16 (100%)
- Corporate Governance Committee: 4/4 (100%)

Possession of PTT shares:
- None (0% of total issued shares)
### Proposed Candidate: Mr. Don Wasantapruek

<table>
<thead>
<tr>
<th>Number</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>1. Independent Director, Member of the Corporate Governance Committee, PTT Global Chemical Public Company Limited</td>
</tr>
</tbody>
</table>

**Other Important Organizations (non-listed companies)**

- Number: -
- Position: -
- Position in other organization that compete with/related to the Company: - None -

**Additional Qualification for independent director**

(Having the following relationship with PTT, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

<table>
<thead>
<tr>
<th>Type of relationship</th>
<th>Qualification</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.</td>
<td>None</td>
</tr>
<tr>
<td>2. Being professional services provider, e.g., auditor, legal advisor.</td>
<td>None</td>
</tr>
<tr>
<td>3. Having business relation that is material and could be barrier to independent judgement.</td>
<td>None</td>
</tr>
<tr>
<td>4. Kin in Relationship between the Director Member.</td>
<td>None</td>
</tr>
</tbody>
</table>

**Criminal offense record during the past 10 years**

<table>
<thead>
<tr>
<th>Qualification</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
</tr>
<tr>
<td>None</td>
</tr>
<tr>
<td>None</td>
</tr>
</tbody>
</table>

**Performance in 2015**

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured that PTT’s performance achievements.
3. Presented useful guidance to the management, which has enhanced PTT’s business development in creating added value and competitive efficiency for PTT’s sustainable growth.
4. Promoted PTT’s business operation based on good corporate governance with equitable and justifiable treatment of all stakeholders.
5. As Member of the Corporate Governance Committee, supervised and ensured PTT to abide by its good corporate governance policy and business code of conduct, as well as developing and upgrading PTT’s good corporate governance system to international standards, and proposed good corporate governance guidelines to the Board.
# Candidate's Profile

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Prasert Bunsumpun</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>63</td>
</tr>
<tr>
<td>Proposed Position</td>
<td>Independent Director, Member of the Enterprise Risk Management Committee</td>
</tr>
<tr>
<td>Education</td>
<td>Bachelor in Engineering (Civil Engineering), Chulalongkorn University, Thailand</td>
</tr>
<tr>
<td></td>
<td>MBA, Utah State University, USA</td>
</tr>
<tr>
<td></td>
<td>Honorary Doctoral in Engineering, Chulalongkorn University, Thailand</td>
</tr>
<tr>
<td></td>
<td>Honorary Doctoral in Management, National Institute of Development Administration (NIDA), Thailand</td>
</tr>
<tr>
<td></td>
<td>Honorary Doctoral in Management Science, Petchaburi Rajabhat University, Thailand</td>
</tr>
<tr>
<td></td>
<td>Honorary Doctoral in Management, Mahasarakarn University, Thailand</td>
</tr>
<tr>
<td></td>
<td>Honorary Doctoral in Social Innovation Management, Suan Sunandha Rajabhat University, Thailand</td>
</tr>
<tr>
<td>Expertise</td>
<td>Energy/Petroleum/Engineer, Business Management/Marketing, Financial Accounting</td>
</tr>
<tr>
<td>Certificate</td>
<td>Certificate in Advanced Management Program (AMP 155), Harvard Business School, USA</td>
</tr>
<tr>
<td></td>
<td>Diploma, The Joint State - Private Sector Course (Class of 10(^{th})), National Defence College</td>
</tr>
<tr>
<td></td>
<td>Politics and Government in Democracy for Executives (Class of 6(^{th})), King Prajadhipok’s Institute</td>
</tr>
<tr>
<td></td>
<td>Top Executive Program (Class of 3(^{rd})), Capital Market Academy (CMA)</td>
</tr>
<tr>
<td></td>
<td>Certificate in Top Executives in the Energy Education Program (Class of 3(^{rd})), Thailand Energy Academy (TEA)</td>
</tr>
<tr>
<td></td>
<td>PTT Board Briefing</td>
</tr>
</tbody>
</table>

| Director's Certificate | Thai Institute of Directors Association (IOD)Director Accreditation Program (DAP 26/2004), The Role of Chairman (RCP 28/2012) |

| Work Experiences (last 5 years) | 2003 - 2011 President and CEO, PTT Public Company Limited |
|                                | Present Chairman of Thailand Business Council for Sustainable Development (TBCSD) |
PTT Directorship

: Independent Director First Term : 11 April 2013 – Present

Member of the Enterprised Risk Management Committee : 25 November 2013 - Present

Meeting attendance in 2015

: PTT Board of Directors : 16/16 (100%)

Enterprised Risk Management Committee : 4/4 (100%)

Possession of PTT shares

: Own 0; Spouse 130,800 (0.004579% of total issued shares)
<table>
<thead>
<tr>
<th>Proposed Candidate</th>
<th>Other Listed Companies</th>
<th>Other Important Organizations (non-listed companies)</th>
<th>Position in other organization that compete with/related to the Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Prasert Bunsumpun</td>
<td>4</td>
<td>3</td>
<td>-None -</td>
</tr>
<tr>
<td></td>
<td>1. Independent Director/Chairman, PTT Global Chemical Public Company Limited</td>
<td>1. Chairman, Mermaid Maritime Public Company Limited</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2. Independent Director, Intouch Holdings Public Company Limited</td>
<td>2. Member of the National Legislative Assembly (NLA)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>3. Chairman / Chairman of the Executive Board of Director, Thoresen Thai Agencies Public Company Limited</td>
<td>3. Chairman, Thailand Business Council for Sustainable Development (TBCSD)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>4. Independent Director/Chairman of executive committee, Thaicom Public Company Limited</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Additional Qualification for independent director**

(Having the following relationship with PTT, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

<table>
<thead>
<tr>
<th>Type of relationship</th>
<th>Qualification</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.</td>
<td>None</td>
</tr>
<tr>
<td>2. Being professional services provider, e.g., auditor, legal advisor.</td>
<td>None</td>
</tr>
<tr>
<td>3. Having business relation that is material and could be barrier to independent judgement.</td>
<td>None</td>
</tr>
<tr>
<td>4. Kin in Relationship between the Director Member.</td>
<td>None</td>
</tr>
</tbody>
</table>

**Criminal offense record during the past 10 years**

<table>
<thead>
<tr>
<th>Type of Offense</th>
<th>Qualification</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Being adjudged of convicting a crime or being on trial for convicting a crime.</td>
<td>None</td>
</tr>
<tr>
<td>2. Being adjudged bankrupt or a receiver is appointed.</td>
<td>None</td>
</tr>
<tr>
<td>3. Being a management in the company of partnership which is adjudged bankrupt or a receiver is appointed.</td>
<td>None</td>
</tr>
</tbody>
</table>
Performance in 2015

2. Directed and ensured that PTT's performance achievements.
3. Presented useful guidance to the management, which has enhanced PTT's business development in creating added value and competitive efficiency for PTT's sustainable growth.
4. Promoted PTT's business operation based on good corporate governance with equitable and justifiable treatment of all stakeholders.
5. As the Member of the Enterprise Risk Management Committee, defined and reviewed the Company's risk management policy and framework and regulated risk management process to be in line with strategy and business goal including changing situations.
PTT Independent Director Qualification

(More restrictions than the Stock Exchange Commission and Stock Exchange’s minimum requirements)

PTT independent director must;

1. Hold shares in their own name or in the name of a related person (as defined by section 258 of the Securities and Stock Exchange Act) not more than 0.5% of the total voting share of PTT, subsidiary, affiliate of potential conflicted legal entity.

2. Not participate in management and not be an employee, a staff, an advisor who regularly earn monthly salary or controlling party of PTT, parent company, subsidiary, affiliate company, associate company or potential conflicted legal entity. (Either currently or 2 years prior to the appointment.)

3. Not be a relative both by bloodline and registration; i.e. parents, spouse, sibling, child and child’s spouse; with any executive, major shareholder, controlling party or currently nominated executives or controlling parties of PTT subsidiary.

4. Not have substantial business relationship with PTT
   a. Relationships:

      ➢ Professional relationship

      ■ Type of relationship: i.e. external auditor and other professions such as legal consultant, financial consultants and appraisals.

      ■ Transactional indicator for independency

        • External auditor is prohibited.

        • Annual transaction with PTT is more than THB 2 million per annum.

      ➢ Business and commercial relationship

      ■ Type of relationship: any other business relationship i.e. ordinary transactions, immovability assets rental transactions, assets related and services transaction, providing and receiving financial support, etc.

      ■ Transactional indicator for independency

        • The transaction is either worth from THB 20 million or more or worth from 3% of net tangible assets or more. The transaction value shall be cumulative of the last 6 months prior to the transaction date.

   b. Positions: Major shareholders, directors (except independent and audit committee member), executives and partners deem dependent in any relationship described in a. with legal entities.

   c. Cooling period: Directors deem dependent if they currently or in the past 2 years have relationships and position described in a. and b.

   d. Exemption: In a rarely and discontinuously appropriate case and if necessity, independent director and Audit Committee member may be exempted the qualification described above. The board of directors must consider such circumstance and unanimously approve the appointment of such independent directors. PTT must disclose such relationship in annual report (56-1 and
56-2 form). If PTT nominate such independent director for reelection, PTT must disclose such relationships in notice of Annual General Shareholder Meeting in director nomination item.

5. Not be appointed as representatives of PTT’s directors, major shareholders or shareholders who are related parties to the major shareholders.

6. Not have other circumstance that may conflict with the independency.

7. Be delegated by the board of directors to make a collective decision for activities in PTT, parent company, subsidiary, affiliate or potential conflicted legalentity.

In addition, independent directors serve in this position in PTT, its subsidiaries, associated companies, or sister companies, PTT must also disclose information about such service and the total remuneration of such directors in Form 56-1 and Form 56-2.

Roles and Responsibility of PTT’s Independent Directors

1. Recommend essential and beneficial matters to PTT and all its shareholders to the Board or the President & CEO, or both.

2. Advocate roles and responsibility of the Board and provide views commonly expected of independent directors for the benefit of PTT and all its shareholders.

3. Review matters to ensure PTT’s compliance with the law dealing with independent directors, and revise the definition of independent directors for suitability and legal completeness.

4. Take other Board-assigned actions provided that these actions do not compromise their independence.

5. An independent director’s term begins once he or she fulfills all the requirements under the definition for PTT’s corporate governance; it ends when he or she lacks qualifications or completes the PTT term.

6. The independent directors must hold their own meeting at least once a year.

Duties and Responsibilities of the Audit Committee

1. Review and reassess the adequacy of the Audit Committee Charter annually in accordance with PTT strategic objectives. Final approval of the charter resides with PTT Board of Directors.

2. Review the effectiveness and efficiency of governance, risk management and control processes.

3. Review and ensure that PTT financial statement is appropriate and in accordance with the accounting standards.

4. Review and ensure that PTT business processes are in accordance with the Securities Law, the Stock Exchange’s regulations, policy, rules, ordinances, the Articles, the Cabinet Resolutions and the relevant laws.

5. Review and ensure that PTT internal audit system is appropriate including the sufficiency of internal audit budget, resource, and the organizational independence of the internal audit activity.
6. Consider any connected or Conflict of Interest transaction or fraud occurrence that may affect PTT business in accordance with the Stock Exchange’s regulations and rules.
7. Recommend to PTT Board of Directors, the Chief Audit Executive appointment, removal and performance.
8. Recommend to PTT Board of Directors, the external auditor nomination, appointment or termination including its fee.
9. Coordinate with the external auditor and may purpose to review or assess any significant accounting and reporting issues.
10. Report to PTT Board of Directors, the Audit Committee performance at least one time quarterly. For the fourth quarter, the Audit Committee Annual Report must be prepared and submitted to Responsible Ministry of Government agencies and the Ministry of Finance.
11. Report to PTT Board of Directors, the Audit Committee performance on internal audit activity assessment at least one time annually.
12. Disclose the Audit Committee Annual Report and the external auditor annual fee in the PTT annual report.
13. Either the Chairman or a member of the Audit Committee must attend the PTT annual general shareholder meeting.
14. Ensure that the management has established Whistle Blowing System including its monitoring process.
15. If competent advice or assistance is needed to perform internal audit activity or other the Audit Committee tasks, the Audit Committee can propose PTT Board of Directors to appoint any independent consultant or expert. The costs and expenses of such services or invitations shall be on PTT’s account.
16. Inform the CEO, any breach of the Securities Law, the Stock Exchange’s regulations, policy, rules, ordinances, the Articles, the Cabinet Resolutions and the relevant laws to resolve the issue.
17. Meet at least one time quarterly and must hold private meeting with the external auditor at least one time annually.
18. Officially meet with the managements at least one time annually.
19. Perform any designated tasks by the laws or PTT Board of Directors under the Audit Committee duties and responsibilities.

**Duties and Responsibilities of the Nominating Committee**

1. To determine procedures and criteria for nomination of PTT’s directors to ensure transparency.
2. To nominate qualified candidates for being appointed as PTT’s directors to replace the resigning directors and/or retiring directors by rotation. The Nominating Committee then proposes the list of the qualified candidates to the Board and the shareholder meeting for approval and formal designation. The nomination shall be taken into account of the board’s composition, knowledge, expertise, competencies, useful experiences to PTT’s businesses, and possess no conflict of interest to PTT. In addition, the nomination shall be in line with PTT’s business strategies.
3. To appoint the suitably qualified directors to perform duty as Sub-Committee, taking into account the compositions of committees in question, suitability, qualifications, knowledge,
and competencies. Then, purpose the list to the Board for approval, except for the Nominating Committee which is being appointed directly by the Board.

4. To possess direct responsibility to the Board through their specific areas. The Board is ultimately responsible for PTT’s business matters to all its stakeholders.

5. Appraisal performance of the Nominating Committee and report to the Board of Directors in order to disclose in the Annual Report.

6. To report the outcome of the performance of the Nominating Committee in the Annual Report

7. To perform other Board-assigned tasks.

The procedures and criteria for nomination of directors are as follow;

1. The Committee determines the qualifications of the new directors to ensure that they meet the criteria and qualifications as stipulated in the related laws/regulations. The Committee also establishes the procedures for nominating qualified candidates.

2. The Committee summarizes the results of the nomination process and presents a shortlist of qualified candidates for directorship along with supporting reasons to the board.

3. The Board selects the candidates with appropriate qualifications from the list prepared by the Committee and submits the names of the selected candidate(s) to the shareholders’ meeting for approval.

Duties and Responsibilities of the Remuneration Committee

1. To determine guidelines and methods for paying remuneration and propose fair and reasonable remuneration of Directors and Sub-Committees to the Board and Shareholder Meeting for approval.

2. To propose the approach for evaluation and remuneration of Chief Executive Officer (CEO) to PTT Board for approval.

3. To acknowledge and recommend the re-structuring of the Company and its departments, including appraisement and remuneration of Chief Operation Officers.

4. To possess direct responsibility to the Board through their specific areas. The Board is ultimately responsible for PTT’s business matters to all its stakeholders.

5. To evaluate the performance of the Nomination Committee and report to the Board of so as to be disclosed in the Annual Report

6. To report the outcome of the Remuneration Committee operation in the annual report

7. To perform other Board-assigned tasks.

Duties and Responsibilities of the Corporate Governance Committee

1. To propose principles and guidelines of the corporate governance (CG) to the Board.

2. To advise the Board on the corporate governance (CG) matters.

3. To ensure that the duties and responsibilities of directors as well as the management are in line with CG principles.

4. To review and revise the corporate governance (CG) principles and guidelines of PTT by comparing with international practice and present to the Board.

5. To delegate corporate governance policies to the Corporate Governance Task Force.

6. To delegate sustainable management (SM) policy and guidelines together with corporate social responsibility (CSR).
7. To set up the criteria to authorize the minority shareholders to propose the agenda and the qualified candidates for appointment as director prior the AGM meeting.
8. To monitor the implementation of SM and report its findings to the Board.
9. To define guidelines for PTT’s oversight of anti-corruption.

Duties and Responsibilities of the Enterprise Risk Management Committee

1. To define and review the Company's risk management policy and framework.
2. To regulate and support risk management process to be in line with strategy and business goal including changing situations.
3. To monitor, evaluate, and provide recommendations to the Risk Management and Internal Control Committee (RMCC) (executive level) for further implementation.
4. To review the Risk Management’s report and provide suggestions on the potential risks, including specification on control measure or mitigation plan as well as development of risk management system to RMCC to ensure efficient continuity.
5. To support Chief Risk Officer (CRO) to achieve the Company’s Risk Management Goal.
6. To report the results of risk management to the Board. In case where there are factors or events that might have significant impact on the Company, the Board of Directors shall be immediately notified.
7. To consider and express opinion over the long-term continuity matters with a potential of businesses complication and risk that will have a significant impact to PTT before proposing such agendas to the Board.
8. The Enterprise Risk Management Committee should meet at least once a quarter.
9. To perform other Board-assigned tasks.
Registration Form of PTT Public Company Limited

I/We

Address

Nationality

Shareholder Registration No.

I/We is/are a shareholder(s) of PTT Public Company Limited

holding the total registered amount of

shares

Ordinary share of

shares

Registration Form

The 2016 Annual General Meeting of Shareholders

PTT Public Company Limited

Monday 11th April 2016 at 9.30 a.m.

Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), No. 1695 Phaholyothin Road, Chatuchak, Bangkok 10900, Thailand

I, (name), am either a shareholder or a proxy of

PTT Public Company Limited. My identification number (or passport number) is

I hereby attend the mentioned meeting above.

Signature

The meeting attendant

Name of the attendant (please print)

* Please present this document and attendant’s identification card (or passport for non-Thai attendant) to the meeting registrars.*
Form of Proxy, Form A.
(General Form)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at ..................................................
Date .......... Month .......................... Year ..........

(1) I/We .............................................................................................................., nationality ..........., residing/located at No. .................................................., Road, Tambol/Kwaeng ..........................,
Amphur/Khet .........................., Province ................................................., Postal Code ..........................

(2) being a shareholder of PTT Public Company Limited, holding ......................................... shares in total which are entitled to cast ........................................ votes as follows:

ordinary shares: ......................................... shares in total which are entitled to cast ........................................ votes; and
preferred shares: ......................................... shares in total which are entitled to cast ........................................ votes,

(3) I/We wish to appoint

(1) ............................................................................................................ age ........ years, residing/located at No. ............
................................................., Road, Tambol/Kwaeng .........................., Amphur/Khet ..........................
Province .........................................., Postal Code .........................., or

(2) ............................................................................................................ age ........ years, residing/located at No. ............
................................................., Road, Tambol/Kwaeng .........................., Amphur/Khet ..........................
Province .........................................., Postal Code .........................., or

(3) ............................................................................................................ age ........ years, residing/located at No. ............
................................................., Road, Tambol/Kwaeng .........................., Amphur/Khet ..........................
Province .........................................., Postal Code ..........................

any one of them as my/our proxy to attend and vote on my/our behalf at the 2016 Annual General Meeting of Shareholders (AGM) to be held on Monday 11th April 2016 at 9.30 a.m. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed ........................................ Grantor
(........................................)

Signed ........................................ Grantee
(........................................)

Signed ........................................ Grantee
(........................................)

Signed ........................................ Grantee
(........................................)

Remarks
A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
Form of Proxy, Form B.

(From Specifying Various Particulars for Authorisation Containing Clear and Concise Details)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at .................................................................
Date ...... Month .................................. Year .........

(1) I/We .................................................................. nationality .................
residing/located at No. ............................................., Road, Tambol/Kwaeng .........................,
Amphur/Khet .............................................., Province ........................................, Postal Code ..................................

(2) being a shareholder of PTT Public Company Limited, holding ................. shares in total which are entitled to cast ................. votes as follows:
ordinary shares: ................. shares in total which are entitled to cast ................. votes; and
preferred shares: ................. shares in total which are entitled to cast ................. votes,

(3) I/We wish to appoint

(1) ........................................................................... age ...... years,
residing/located at No. ............................................., Road, Tambol/Kwaeng .........................,
Amphur/Khet .............................................., Province ........................................, Postal Code ................................., or

(2) ........................................................................... age ...... years,
residing/located at No. ............................................., Road, Tambol/Kwaeng .........................,
Amphur/Khet .............................................., Province ........................................, Postal Code ................................., or

(3) ........................................................................... age ...... years,
residing/located at No. ............................................., Road, Tambol/Kwaeng .........................,
Amphur/Khet .............................................., Province ........................................, Postal Code .................................,

any one of them as my/our proxy to attend and vote on my/our behalf at the 2016 Annual General Meeting of
Shareholders (AGM) to be held on Monday 11th April 2016 at 9.30 a.m. at Bangkok Convention Center,
5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the
following manners:

☐ Item 1 re: To certify the 2015 performance statement and to approve the 2015
financial statement ended on December 31, 2015

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve       ☐ Disapprove       ☐ Abstain
Item 2 re: To approve 2015 net profit allocation and dividend payment

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   - Approve
   - Disapprove
   - Abstain

Item 3 re: To elect directors to replace those who are retired by rotation

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   - Appointment of the entire board
     - Approve
     - Disapprove
     - Abstain

   - Appointment of any director(s)
     Name of Director: Mr. Piyasvasti Amranand
     - Approve
     - Disapprove
     - Abstain

     Name of Director: Mr. Somchai Suijaponse
     - Approve
     - Disapprove
     - Abstain

     Name of Director: GEN. Chatchalerm Chalermmsukh
     - Approve
     - Disapprove
     - Abstain

     Name of Director: Mr. Don Wasantapruet
     - Approve
     - Disapprove
     - Abstain

     Name of Director: Mr. Prasert Bunsumpun
     - Approve
     - Disapprove
     - Abstain

Item 4 re: To approve the 2016 directors' remuneration

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   - Approve
   - Disapprove
   - Abstain

Item 5 re: To appoint an auditor and to approve the 2016 auditing fees

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   - Approve
   - Disapprove
   - Abstain
☐ Item 6 re: Other matters (If any)

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve ☐ Disapprove ☐ Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed ........................................ Grantor
...................................................

Signed ........................................ Grantee
...................................................

Signed ........................................ Grantee
...................................................

Signed ........................................ Grantee
...................................................

Remarks
1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.
Attachment to Proxy Form B.

A proxy is granted by a shareholder of PTT Public Company Limited.

For the 2016 Annual General Meeting of Shareholders (AGM) to be held on Monday 11th April 2016 at 9.30 a.m. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as may be adjourned.

______________________________

☐ Agenda Item __________ re: ________________________________________________________
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda Item __________ re: ________________________________________________________
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda Item __________ re: ________________________________________________________
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda Item __________ re: To elect directors to replace those who are retired by rotation
Name of Director ____________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________
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Name of Director ____________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________
☐ Approve ☐ Disapprove ☐ Abstain
Form of Proxy, Form C.

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)

Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at ____________________________
Date _______ Month __________ Year _______

(1) We ____________________________, located at No. ____________________________, Road, Tambol/Kwaeng ____________________________, Amphur/Khet ____________________________, Province ____________________________, Postal Code ____________________________, in our capacity as the custodian for ____________________________, being a shareholder of PTT Public Company Limited, holding ____________________________ shares in total which are entitled to cast ____________________________ votes as follows:

ordinary shares: ____________________________ shares in total which are entitled to cast ____________________________ votes; and
preferred shares: ____________________________ shares in total which are entitled to cast ____________________________ votes,

(2) We wish to appoint
(1) ____________________________, age _______ years, residing/located at No. ____________________________, Road, Tambol/Kwaeng ____________________________, Amphur/Khet ____________________________, Province ____________________________, Postal Code ____________________________, or
(2) ____________________________, age _______ years, residing/located at No. ____________________________, Road, Tambol/Kwaeng ____________________________, Amphur/Khet ____________________________, Province ____________________________, Postal Code ____________________________, or
(3) ____________________________, age _______ years, residing/located at No. ____________________________, Road, Tambol/Kwaeng ____________________________, Amphur/Khet ____________________________, Province ____________________________, Postal Code ____________________________,

any one of them as my/our proxy to attend and vote on my/our behalf at the 2016 Annual General Meeting of Shareholders (AGM) to be held on Monday 11th April 2016 at 9.30 a.m. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

☐ The voting right in all the voting shares held by us is granted to the proxy.
☐ The voting right in part of the voting shares held by us is granted to the proxy as follows:
  ☐ Ordinary shares: _________ shares in total, which are entitled to cast _________ votes; and
  ☐ Preferred shares: _________ shares in total, which are entitled to cast _________ votes,
  Total: _________ votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

Page 1 of Page 5
☐ **Item 1 re:** To certify the 2015 performance statement and to approve the 2015 financial statement ended on December 31, 2015

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
- □ Approve with ........................................, votes
- □ Disapprove with ...................................., votes
- □ Abstain with ........................................, votes

☐ **Item 2 re:** To approve 2015 net profit allocation and dividend payment

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
- □ Approve with ........................................, votes
- □ Disapprove with ...................................., votes
- □ Abstain with ........................................, votes

☐ **Item 3 re:** To elect directors to replace those who are retired by rotation

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
- □ Appointment of the entire board
- □ Approve with ........................................, votes
- □ Disapprove with ...................................., votes
- □ Abstain with ........................................, votes
- □ Appointment of any director(s)

<table>
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<tr>
<th>Name of Director</th>
<th>Mr. Pivavasti Amranand</th>
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<tr>
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<td>□ Approve with ............, votes</td>
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<td>□ Disapprove with .........., votes</td>
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<td>□ Abstain with ............., votes</td>
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<th>Name of Director</th>
<th>Mr. Somchai Sujjaponse</th>
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<tr>
<th>Name of Director</th>
<th>GEN. Chatchalerm Chalermsukh</th>
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<td>□ Approve with ............., votes</td>
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<tr>
<th>Name of Director</th>
<th>Mr. Don Wasantapruek</th>
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<td></td>
<td>□ Approve with ............, votes</td>
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<td></td>
<td>□ Disapprove with .........., votes</td>
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<td></td>
<td>□ Abstain with ............., votes</td>
</tr>
</tbody>
</table>
Name of Director  Mr. Prasert Bunsumpun

☐ Approve with ........................................ votes
☐ Disapprove with ..................................... votes
☐ Abstain with ......................................... votes

☐ Item 4 re: To approve the 2016 directors’ remuneration

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
   ☐ Approve with ....................................... votes
   ☐ Disapprove with .................................... votes
   ☐ Abstain with ......................................... votes

☐ Item 5 re: To appoint an auditor and to approve the 2016 auditing fees

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
   ☐ Approve with ....................................... votes
   ☐ Disapprove with .................................... votes
   ☐ Abstain with ......................................... votes

☐ Item 6 re: Other matters (If any)

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
   ☐ Approve with ....................................... votes
   ☐ Disapprove with .................................... votes
   ☐ Abstain with ......................................... votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.
(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed ........................................ Grantor
(............................................)

Signed ........................................ Grantee
(............................................)

Signed ........................................ Grantee
(............................................)

Signed ........................................ Grantee
(............................................)

Remarks
1. This Form C, is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
   (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
   (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.
Attachment to Proxy Form C.

A proxy is granted by a shareholder of **PTT Public Company Limited**.

For the **2016 Annual General Meeting of Shareholders (AGM)** to be held on **Monday 11th April 2016 at 9.30 a.m. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as may be adjourned.**

----------------------------------------

☐ Agenda Item re: ...
   (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
   (b) The proxy must cast the votes in accordance with the following instructions:
       ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes

☐ Agenda Item re: ...
   (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
   (b) The proxy must cast the votes in accordance with the following instructions:
       ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes

☐ Agenda Item re: ...
   (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
   (b) The proxy must cast the votes in accordance with the following instructions:
       ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes

☐ Agenda Item re: **To elect directors to replace those who are retired by rotation**
   (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
   (b) The proxy must cast the votes in accordance with the following instructions:
       ☐ Appointment of the entire board
           ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes
       ☐ Appointment of any director(s)
           Name of Director ... ...
               ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes
           Name of Director ...
               ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes
           Name of Director ...
               ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes
           Name of Director ...
               ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes
           Name of Director ...
               ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes
           Name of Director ...
               ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes

Page 5 of 5
Registration Conditions, Procedure and Necessary Documents

1. **Shareholders** must
   1.1 Sign and submit the Registration Form (Attachment 5) to registrars.
   1.2 Present Identification Card, Government Official Identification Card or passport (for non-Thais) to registrars. In case of any changes of name and/or surname, evidence of such changes, certified as true and correct copy, shall be presented.

2. **Proxy** must
   2.1 Sign and submit the Registration Form (Attachment 5) to registrars.
   2.2 Submit the proxy form (Attachment 6) to registrars as follows:
      (1) Precisely fill in and sign the proxy form (Attachment 6). PTT recommends to use Proxy Form B and specify your vote(s) for each item. PTT will be responsible for the Duty Stamp of Baht 20 to be affixed to the proxy form.

(1.1) **If the appointing shareholder is an ordinary person,**
   (a) Please enclose a copy of the Identification Card or passport (for non-Thais), certified as true and correct copy by the grantor.
   (b) Please enclose a copy of the Identification Card or passport (for non-Thais), certified as true and correct copy by the proxy.

(1.2) **If the appointing shareholder is a juristic person or a custodian:**
   (a) The proxy form shall be signed by the authorized person(s), according to its Affidavit with the seal of the juristic person being affixed (if any), and by the proxy.
   (b) Juristic Persons Incorporated in Thailand, please enclose the documents as follows:
      - A copy of the latest version of the Affidavit of the juristic person, issued by the Ministry of Commerce or the relevant government authority (not older than 60 days prior to the meeting date). Such document must be certified as true and correct copy by the authorized person(s), with the juristic person’s seal being affixed. (if any);
      - A copy of Identification Card or passport (for non-Thais), certified as true and correct copy, of the authorized person(s) who signs the proxy form; and
      - A copy of the Identification Card or passport (for non-Thais), certified as true and correct copy, of the proxy.
   (c) Foreign Juristic Persons, please enclose the documents as follows:
      - A copy of the latest version of the Affidavit of the juristic person, issued by the relevant government authority of the country where the juristic person is incorporated which has been notarized by a notary public or competent government authority. The date of issue shall not exceed 6 months from the date of the meeting;
      - A copy of Identification Card or passport (for non-Thais), certified as true and correct copy, of the authorized person(s) who signs the proxy form;
      - A copy of the Identification Card or passport (for non-Thais), certified as true and correct copy, of the proxy;
      - If the copy of the latest version of Affidavit that has been notarized by the notary public or the competent government authority is presented, such document must be certified as true and correct copy by the authorized
person(s) of that juristic person, together with its seal being affixed. 
(if any)
(d) For foreign juristic persons, unless the document is in English language, the 
English translation certified as true and correct translation by the 
authorized director(s) must also be presented.
(f) If the grantor is a custodian, please enclose the power of attorney appointing 
the custodian and the evidences of the person who has appointed the custodian 
in accordance with (1.1) or (1.2) (as the case may be) and a copy of the 
confirmation letter or license showing that it can act as the custodian.

(2) Each copy of the document must be certified as true and correct copy.
(3) If a shareholder prefers to appoint PTT’s independent directors to be his or her proxy, please appoints any of the following persons:

1. Mr. Piyasvasti Amranand Independent director and Chairman of the Board
2. Mr. Kittipong Kittayarak Independent director and Chairman of the Audit Committee
3. Mr. Watcharakiti Watcharothai Independent director, Chairman of the Nominating Committee, and Member of the Remuneration Committee
4. GEN. Chatchalerm Chalermsukh Independent director, Chairman of the Corporate Governance Committee
5. Mr. Chanvit Amatamatucharti Independent director, Member of the Nominating Committee, and Chairman of the Enterprise Risk Management Committee
6. Mr. Vichai Assarasakorn Independent director and Member of the Audit Committee
7. Mrs. Nuntawan Sakuntanaga Independent director and Member of the Audit Committee
8. Air Marshal BoonsuibPrasit Independent director and Member of the Nominating Committee
9. Mr. Don Wantaapatruex Independent Director and Member of the Corporate Governance Committee
10. Mr. Prasert Bunsumpun Independent Director and Member of the Enterprise Risk Management Committee
11. Mr. Soamsak Chottrattanasiri Independent Director and Member of the Corporate Governance Committee

2.3 For your convenience, please submit the proxy form to PTT for examination by April 1, 2016.

3. Change of Title/Name/Surname of a Meeting Attendee

Please present the evidence to verify that change.
4. Registration Procedure and Itinerary

4.1 Attendances must bring the documents stated in 1., 2. and 3. above to the meeting. Please proceed to ‘documents verification’ booth for initial verification. The booth will be opened at 7.30 am.

4.2 Please proceed to registration booths and hand over the verified documents.

4.2.1 For shareholder and proxy by individual, please proceed to ‘Individual /Proxy’ booths for meeting registration.

4.2.2 For proxy by legal entity, please proceed to ‘Legal entity /Fund /Institution’ booths for meeting registration.

4.3 The registered attendance will receive voting ballots, an identification sticker, a coffee break voucher, a lunch box voucher and a satisfaction survey form.

4.4 Please enjoy your coffee break and visit our presentation booths. The meeting room will be opened at 9.00 am. The meeting commencement will be at 9.30 am.

4.5 The chairman will proceed according to the meeting agenda. The meeting will be closed after completing 6 agenda items.

Remarks

- If the attendances leave the meeting before the closing, please cast your vote and complete the satisfaction form. Please hand the voting ballots and the form to our staff for evidence collections.

- PTT reserves the rights to register uncompleted documents or after the meeting is adjourned.

***************
The Independent Directors
Profiles for Proxies Appointment

1. Mr. Piyasvasti Amranand
   Independent Director and Chairman of the board
   Age: 62
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   Conflicts in item 3 - To elect directors in replacement

2. Mr. Kittipong Kittayarak
   Independent Director and Chairman of the Audit Committee
   Age: 57
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.

3. Mr. Watcharakiti Watcharoithai
   Independent Director, Chairman of the Nominating Committee and Member of the Remuneration Committee
   Age: 55
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.

4. GEN. Chatchalerm Chalermsukh
   Independent Director and Chairman of the Corporate Governance Committee
   Age: 60
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   Conflicts in item 3 - To elect directors in replacement

5. Mr. Chanvit Amatamatucharti
   Independent Director, Member of the Nominating Committee and Chairman of the Enterprise Risk Management Committee
   Age: 59
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.
6. **Mr. Vichai Assarasakorn**  
Independent Director and Member of the Audit Committee  
Age: 55  
Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900  
No conflicts.

7. **Mrs. Nuntawan Sakuntanaga**  
Independent Director and Member of the Audit Committee  
Age: 57  
Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900  
No conflicts.

8. **AM Boonsuib Prasit**  
Independent Director and Member of the Nominating Committee  
Age: 62  
Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900  
No conflicts.

9. **Mr. Don Wasantapruek**  
Independent Director and Member of the Corporate Governance Committee  
Age: 57  
Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900  
**Conflicts in item 3 - To elect directors in replacement**

10. **Mr. Prasert Bunsumpun**  
Independent Director and Member of the Enterprise Risk Management Committee  
Age: 63  
Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900  
**Conflicts in item 3 - To elect directors in replacement**

11. **Mr. Somsak Chotrattanasiri**  
Independent Director and Member of the Corporate Governance Committee  
Age: 58  
Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900  
No conflicts.

***************
Company’s Articles of Association concerning the Shareholders Meeting and Vote Casting

1. **Closing of Share Registration Book**
   
   *(Article 16)* During the period of twenty-one (21) days prior to each shareholders meeting, the Company may cease to accept registration of share transfer by notifying the shareholders in advance at the Company’s head office and every branch office (if any) at least fourteen (14) days prior to the commencement date of cessation of the registration of share transfers.

2. **Calling of the Shareholders Meeting**
   
   *(Article 18)* The Board shall arrange for an annual general meeting of shareholders to be held within four (4) months after the end of the accounting year of the Company. This meeting shall be called “General Meeting”. Any other shareholders’ meetings shall be called “Extraordinary General Meeting”. The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate.

   *(Article 19)* Any shareholders holding the aggregate amount of up to one-fifth (1/5) of all issued shares or at least twenty-five (25) shareholders holding the aggregate amount of up to one-tenth (1/10) of all issued shares, may request in writing to the Board of Directors for the holding of an Extraordinary General Meeting. The request shall clearly specify the reason for summoning the meeting. The Board of Directors shall call a meeting to take place within one (1) month from the date of receipt of the request.

   *(Article 20)* In calling a shareholder meeting, The Board of Directors shall prepare a written notice of the meeting. The said notice shall be delivered to the shareholders and the Registrar under the public limited companies law for their information at least seven (7) days prior to the date of the meeting. The notice shall state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the related opinions of the board of directors. The notice of meeting shall be also published in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.

3. **The quorum**
   
   *(Article 23)* In a shareholders’ meeting, a quorum shall be constituted by at least twenty-five (25) shareholders present in person or by proxy (if any) or half (1/2) of all shareholders representing up to, one-third (1/3) of all issued shares.

   If within one (1) hour from the time fixed for the shareholders’ meeting the required quorum is, not constituted, the meeting, if called by a request of shareholders according to Article 19, shall be dissolved. If such meeting is not called by the shareholders’ request according to Article 19, another meeting shall be convened and a notice of the meeting shall be sent to the shareholders not less than seven (7) days and not more than fourteen (14) days prior to the meeting date. At such meeting, no quorum shall be required.

   *(Article 24)* The Chairman of the Board of Directors shall preside over the shareholders’ meeting. In the event that the Chairman is unavailable or unable to perform his/her duties, the Vice-chairman shall act as the presiding Chairman. If the Vice-chairman is unavailable or unable to perform his/her duties, the shareholders present at the meeting shall elect one of their members to be the presiding Chairman.
4. Voting

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

(1) **(Article 26)** All general cases: Resolutions shall require a 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.

   (In this meeting, these cases are: To approve the 2015 performance statement and the 2015 financial statement, year-end on December 31, 2015./ To approve 2015 net profit allocation plan and dividend policy. / To elect directors in replacement. / To appoint an auditor and to consider the 2016 auditor fees.)

(2) **(Article 29)** Fixing of directors’ remuneration: Resolutions shall require not less than two-thirds of the total number of votes cast by the shareholders present and entitled to vote.

(3) **(Article 37)** Election of director will be complied with the following rules and methods

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

   2) The persons who received highest votes in their respective order of the votes shall be elected as directors until all of director positions that the Company may have or that are to be elected at such meeting are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

**********
แบบฟอร์มขอรับรายงานประจำปี และ/หรืองบการเงิน และ/หรือรายงานความยั่งยืนของ ปทท.
Requisition Form for Annual Report, Financial Statement and Corporate Sustainability Report
( กรุณากรอกรายละเอียดด้านล่าง และส่งไปที่หมายเลขโทรศัพท์ 0-2537-3887 )
( Please fill in the form and fax to 0-2537-3887 )

เรียน เลขานุการบริษัท
Dear PTT Corporate Secretary,

ชื่อผู้ติดต่อกลับ
I, (name)...........................................................................................................

ที่อยู่
Address ..............................................................................................................

เมือง/จังหวัด ประเทศ
City ................................................................................................................... Country ..........................................................................................................

รหัสไปรษณีย์
Postcode .........................................................................................................

นี้ความประสงค์ของบริษัทขอส่งต่อไปนี้ ในรูปแบบหนังสือ (กรุณาทำเครื่องหมายในช่องสี่เหลี่ยม)
wish to receive a printed copy of the following reports. (Please mark)

☐ รายงานประจำปี 2558
  2015 Annual Report

☐ งบการเงินประจำปี 2558
  2015 Financial Statement

☐ รายงานความยั่งยืนของ ปทท. ประจำปี 2558
  Corporate Sustainability Report 2015
A map of the meeting venue
Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900, Thailand

- Shareholders, who park their vehicle at Central's parking lots, can use the door in Zone D to enter to the hall
- Shareholders, travelling with MRT, can use the door next to On The Table Restaurant to enter to the hall