Invitation to the 2017 Annual General Meeting of Shareholders

PTT Public Company Limited

Friday April 28, 2017 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 2017 AGM of the Company. However, the Company will still provide a set of snack and lunch box to the shareholders or their proxies who attend the Meeting (one set per one person)

(Unofficial Translation)
March 27, 2017

Re: Invitation to the 2017 Annual General Meeting of Shareholders

To: Shareholders of PTT Public Company Limited

               2. A 2016 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
              12. Information Memorandum on Disposition of Assets of PTT Public Company Limited
              14. Summary of the Scheme in Relation to the Issuance and Offering of the Warrants to Purchase Ordinary Shares of PTT Oil and Retail Business Company Limited (PTTOR) to the Executives and Employees of PTTOR (PTTOR ESOP Scheme)

PTT Public Company Limited (hereinafter referred to as "PTT") would like to invite you to attend the 2017 Annual General Meeting of Shareholders (hereinafter referred to as "AGM") on Friday April 28, 2017 at 9:30 a.m. at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok, Thailand. The 2017 AGM has 8 agenda items as follows:

Item1: To certify the 2016 performance statement and to approve the 2016 financial statement ended on December 31, 2016

Abstract: The shareholders should certify the 2016 performance statement and the proposed corporate strategy plan and approve the financial statement ended on December 31, 2016 audited by the external auditor. The details are enclosed in the 2016 Annual Report, 2016 Financial Statement
(Attachment 1) and in the 2016 Corporate Sustainability Report (Attachment 2). A summary is as follows:

<table>
<thead>
<tr>
<th>Items</th>
<th>2016</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Assets (Million Baht)</td>
<td>2,232,331.08</td>
<td>2,173,996.19</td>
</tr>
<tr>
<td>Total Liabilities (Million Baht)</td>
<td>1,060,734.07</td>
<td>1,086,308.81</td>
</tr>
<tr>
<td>Total Shareholders’ Equity (Million Baht)</td>
<td>1,171,597.01</td>
<td>1,087,687.38</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>1,718,846.04</td>
<td>2,025,551.71</td>
</tr>
<tr>
<td>Net Income (Million Baht)</td>
<td>94,609.08</td>
<td>19,936.42</td>
</tr>
<tr>
<td>Earnings per Share (Baht/Share)</td>
<td>32.68</td>
<td>6.73</td>
</tr>
</tbody>
</table>

The Board’s opinion: The Board recommends shareholders to certify the 2016 performance statement, to acknowledge the proposed corporate strategy plan and to approve the 2016 financial statement ended on December 31, 2016 which has been audited by the external auditor, reviewed by the Audit Committee and endorsed by the Board.

Item 2: To approve 2016 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 still 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 94,609 million for the 2016 net income. Therefore, PTT considers paying the 2016 annual dividend of Baht 16.00 per share or 49.0% of the net income. Comparison of recent dividend payments is as follows:
### 2015-2016 Dividend Payment Comparison

<table>
<thead>
<tr>
<th></th>
<th>2016</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Net income (Million Baht)</td>
<td>94,609</td>
<td>19,936</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>16.00</td>
<td>10.00</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>10.00</td>
<td>4.00</td>
</tr>
<tr>
<td>4. Total dividend (Million Baht)</td>
<td>45,701</td>
<td>28,563</td>
</tr>
<tr>
<td>5. Payout ratio (as a percentage)</td>
<td>49.0</td>
<td>148.6</td>
</tr>
</tbody>
</table>

The Board’s opinion: The Board recommends shareholders to approve the 2016 net profit allocation and 2016 dividend payment. We propose to pay 2016 dividend of Baht 16.00 per share in total as follows:

- Interim dividend for the first half performance of 2016 was paid Baht 6.00 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 be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code. Such interim dividend was paid on September 16, 2016.

- Dividend for the second half performance of 2016 will be paid at Baht 10.00 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 be 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 31, 2017 (Record Date). The dividend for the second half of 2016 will be paid on May 15, 2017 subject to the shareholders’ approval to be obtained from the 2017 AGM.

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

Abstract: There are 5 directors retired by rotation at the 2017 AGM (one third of the total number of directors) as follows:

1. Mr. Kittipong Kittayarak  
   An independent director and a Chairman of the Audit Committee

2. AM Boonsuib Prasit  
   An independent director and a Chairman of the Nominating Committee
PTT announced a shareholders’ invitation to nominate qualified candidates for a directorship and propose agenda items for the AGM. 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. Kittipong Kittayarak  
An independent director (re-election)

(2) AM Boonsuib Prasit  
An independent director (re-election)

(3) Mr. Vichai Assarasakorn  
An independent director (re-election)

(4) Mr. Somsak Chotrattanasiri  
An independent director (re-election)

(5) Mr. Thammayot Srichuai  
A director (re-election)

Candidates in (1), (2), (3) and (4) are proposed to be independent directors since their qualifications are suitably 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. Kittipong Kittayarak, (2) AM Boonsuib Prasit, (3) Mr. Vichai Assarasakorn, (4) Mr. Somsak Chotrattanasiri and (5) Mr. Thammayot Srichuai. The Nominating Committee had considered their qualifications, wisdom, talent and experiences as valuable for PTT. The candidates in (1), (2), (3) and (4) are proposed to be independent directors since their qualifications are suitably qualified to be the independent directors according to the Stock Exchange of Thailand’s and PTT’s definition of “Independent Directors” who are able to independently raise their opinions and in
compliance with the relevant rules and regulations. Nevertheless, the directors who have conflict of interest did not cast the vote for this proposal.

**Item 4:** To approve the 2017 directors’ remuneration

**Abstract:** PTT requires shareholders’ approval on the directors' remuneration for 2017. The Remuneration Committee had considered the matter and recommended the 2017 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 2017 remuneration package for the Board and specific committee members to be the same as the 2016 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</td>
</tr>
<tr>
<td></td>
<td></td>
<td>The payments are limited up to 15 meetings annually.</td>
</tr>
</tbody>
</table>

The specific committee members’ fees (unchanged)

<table>
<thead>
<tr>
<th>1. Audit Committee</th>
<th>15,000</th>
<th>15,000</th>
</tr>
</thead>
<tbody>
<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 a 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 2017 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 2017 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 a higher rate than that paid to other directors by 25%. (unchanged)

Other Benefits
None

The details of the remuneration of each director for 2016 are presented in the 2016 Annual Report (Attachment 1).

The Board’s opinion: The Board recommends shareholders to approve the 2017 directors’ and the specific committee members’ remuneration package to be the same as the 2016 package as recommended by the Remuneration Committee and endorsed by the Board.

Item 5: To appoint an auditor and to approve the 2017 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 2017 auditing fee of Baht 4,700,000. The fee is equal to the 2016 fee. The details are as follows:

<table>
<thead>
<tr>
<th>Auditing and reviewing of PTT and Subsidiaries’ Financial Statements</th>
<th>2017 (Baht)</th>
<th>2016 (Baht)</th>
<th>Increase (Baht)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Quarterly-Ended on March 31, June 30 &amp; September 30 (Baht 760,000 for 2017 and 2016 quarterly statement)</td>
<td>2,280,000</td>
<td>2,280,000</td>
<td>-</td>
</tr>
<tr>
<td>2. Year-Ended on December 31</td>
<td>2,420,000</td>
<td>2,420,000</td>
<td>-</td>
</tr>
<tr>
<td>Total</td>
<td>4,700,000</td>
<td>4,700,000</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 2017 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: To approve the restructuring plan of its business and the plan for the initial public offering (the IPO) of ordinary shares of PTT Oil and Retail Business Co., Ltd. (“PTTOR”) and the listing of PTTOR on the Stock Exchange of Thailand which is classified as a transaction under Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto)

Abstract: PTT has an intention to proceed with the restructuring of PTT consisting of a transfer of the oil business unit, the assets and liabilities of such business unit, and the shares of companies related to the oil business unit from PTT to PTT Oil and Retail Business Company Limited (PTTOR); the initial public offering of the ordinary shares of PTTOR (IPO) including the offering of PTTOR’s ordinary shares to PTT’s existing shareholders who have the rights to subscribe for such allocated shares. However, PTTOR will not offer such shares to shareholders who will cause PTTOR to be subject to rules and regulations of foreign countries (Preferential Share Offering); and the listing of PTTOR on the SET (collectively referred to as the “Restructuring of PTT”). In this regard, the rationale, needs, and expected benefits of the Restructuring of PTT are described as follows:

1) The Restructuring of PTT is in accordance with the policy and proceeds of governmental authorities to encourage the free market in oil businesses and industry to create national energy security and increase the effectiveness in oil procurement. As a result, Thailand has a surplus in refinery capacity. The number of Section 7 oil traders has increased to be more than 40 traders. Traders are free to import and export oil and petroleum products. The intensity in competition among oil retail business operators is higher as a result of an increase in the number of operators. The variety and complexity in business and service models and offerings creates more choices to customers to have better service. Under such changing business environment, the Restructuring of PTT will increase business efficiency and flexibility to PTTOR, complying with the provision in the draft constitution of Thailand B.E. 2559, stipulating in Section 6 “State’s policy”, Article 75 Paragraph 2, “The State shall refrain from any engagement in an enterprise in a manner of competition with the private sector, unless it is of necessity for the maintenance of security of the State, the maintenance of public interest, the provision of public utilities, or the provision of public services.”;

2) The Restructuring of PTT will provide a clearer corporate structure where PTTOR will be a flagship company in the oil and retail business for PTT Group in the future, with objectives to operate and explore for clear growth opportunities that will enhance the governance and administration of the PTT Group. In addition, PTT will list PTTOR on the SET, which expects to help improve business clarity and transparency of the oil business unit to the public as more information
of operating performance and financial status will be disclosed according to the rules and regulations of the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”);

3) The Restructuring of PTT will make the value of the oil and retail business reflective of its true potential as a non-state controlled business enhancing the ability to recruit talents and/or attracting business partners with high experience especially in the retail business in order to fully unleash business potential of PTTOR. When PTTOR is traded on the SET, its price will reflect an increase in the value of oil and retail business, which will be higher than the value of oil business unit under PTT;

4) The transfer of assets from PTT to PTTOR and the sales of PTTOR’s shares on the SET by PTT will result in an increase in PTT’s revenue from disposal of assets and PTTOR’s shares;

5) PTTOR’s listing and fund raising on the SET will make the Thailand’s capital market more attractive to both domestic and international investors. Being a public company on the SET will also allow the public to closely monitor the operation and performance of PTTOR and provide PTTOR’s access to additional source of fund, which is not accounted as the public debt; and

6) PTT’s oil and retail business currently supports Small and Medium-sized Enterprises (SMEs) as trading partners. As at December 2016, 83% of the approximately 1,530 PTT oil service stations and 90% of the approximately 1,667 branches of Café Amazon are owned by SMEs. In addition, there are many SME business partners located in oil service stations across the country. The Restructuring of PTT will offer PTTOR the flexibility and increase its ability to invest in both domestically and internationally. This expansion will allow SME to grow alongside PTTOR and create more job opportunities to Thai people.

With respect to the Restructuring of PTT, PTT will be required to comply with the following relevant laws:

- **The Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto):** The Restructuring of PTT is classified as a sales or transfer of its business, in whole or substantial part, to other person under Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) whereby approval must be granted at a shareholder meeting with votes of no less than three-quarters of the total votes of the shareholders attending the meeting and eligible to vote and the shareholders with special interests shall not be entitled to cast votes on this agenda item.
• **The Securities and Exchange Act B.E.2535 (1992) (including any amendment thereto)**
  The initial public offering of the ordinary shares of PTTOR (IPO), and the listing of PTTOR on the SET, including the offering of the shares held by PTT, are classified as the disposal of assets transaction of a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (the “Notification Re: the Acquisition and Disposition of Assets”). Based on the calculation of the transaction size, the highest transaction size equals 9.4 percent and when the calculation includes all transactions occurred over the 6-month period prior to the day of the Board of Director’s resolution was made, the total transaction size equals 11.0 percent, which is lower than 15 percent and PTT does not issue any securities as an exchange; therefore, PTT is not obligated to prepare a report and disclose information on the transaction to the SET or request for approval from the Board of Directors’ meeting or the shareholders’ meeting of PTT as specified in the Notification Re: the Acquisition and Disposition of Assets. Notwithstanding the foregoing, in order to comply with the good corporate governance principles and to allow the shareholders to participate in the decision-making in PTT’s important project, PTT prepared the Information Memorandum on Disposition of Assets of PTT Public Company Limited in the form prescribed by the relevant notification on asset acquisition or disposal for disclosure to the SET and the shareholders of PTT as detailed in Attachment 12, and appointed the independent financial advisors to give opinion on the Restructuring of PTT as detailed in Attachment 13 to ensure that the shareholders will receive important information in full in support of their decision-making at the shareholders’ meeting;

• **Private Investments in State Undertakings Act B.E.2556 (2013) (the “PPP Act”)**
  Given that PTTOR is a subsidiary of PTT which is a private entity under the PPP Act. After the proposed Restructuring of PTT, PTTOR will continue to make use of the assets of PTT and of other governmental agencies in its business operations which constitutes a transaction under the PPP Act because it involves a government agency which owns the assets and/or which is entitled to grant PTTOR the right to use the assets. Therefore, at the initial stage, the following criteria and procedures prescribed in the PPP Act must be complied with:
1) The calculation of the transaction value above;
2) The relevant governmental authorities grant PTTOR the right to use the state assets and to undertake any relevant act under the criteria and procedures prescribed in the PPP Act and PTT had duly complied with the procedures under the PPP Act;
3) The implementation of the criteria and procedures prescribed in the PPP Act, the project proposal and project implementation, as well as the project analysis and evaluation, and the application for approval and approval from the Private Investments in State Undertakings Policy Committee where tender submission is not required for large-sized projects, the negotiation and execution of the relevant agreements, and application for approval of the selection of private entities and draft agreements above.

The board’s opinion: The Board of Directors deemed it appropriate that the shareholders’ meeting of PTT approves the Restructuring of PTT consisting of a transfer of the oil business unit, the assets and liabilities of such business unit, and the shares of companies related to the oil business unit from PTT to PTT Oil and Retail Business Company Limited (PTTOR); the initial public offering of ordinary shares of PTTOR (IPO) including the offering of PTTOR’s ordinary shares to PTT’s existing shareholders who have the rights to subscribe for such allocated shares. However, PTTOR will not offer such shares to shareholders who will cause PTTOR to be subject to rules and regulations of foreign countries (Preferential Share Offering); and the listing of PTTOR on the SET. The business transfer will occur only after PTT obtains any approval / consent necessary for the Restructuring of PTT from any relevant governmental authorities and/or agencies according to related rules and regulations. The proposed Restructuring of PTT is intended to enhance PTT’s business operation to be consistent with the provision on non-competition with private entities pursuant to the draft Constitution B.E. 2559, to make PTT’s oil business operation more transparent to the public, and to increase the potential and flexibility to PTT’s competitiveness in business operation in line with the government policy on liberalization of the oil business and the promotion of small and medium sized businesses which will in turn create more job opportunities to the Thai people, strengthen Thai brands and enhance Thai entrepreneurs’ access to the AEC and global markets. Furthermore, the proposed restructuring will promote and stimulate the Thai capital market and enhance the effectiveness in good corporate governance and management of PTT Group. In addition, the Restructuring of PTT will enhance the ability to recruit talents and/or attract business partners with high experience especially in the retail business in order to fully unleash business potential of PTTOR. With the proposed Restructuring of PTT, PTTOR will become a listed company on the SET and the flagship company for the oil and retail business inside and outside of the oil service stations and other related business of PTT Group. PTTOR will be able to
raise funds to accommodate its business expansion on its own and PTT’s burden to secure financial resources will be lessened.

In furtherance of the above, the Board of Directors of PTT deemed it appropriate that the shareholders approve the authorization of the Board of Directors or its delegated person to: enter into negotiation and determine the criteria, conditions, and other details with respect to the Restructuring of PTT; execute the business transfer agreements, other agreements and supporting documents; undertake any act necessary for and relevant to the said businesses for the purposes of the Restructuring of PTT; and to determine other details and conditions in connection with the offer for sale of the ordinary shares of PTTOR in the initial public offering (IPO) and the listing of PTTOR on the SET, including to determine the offering price of the ordinary shares.

Accordingly, the shareholders can refer to the information in the Information Memorandum on Disposition of Assets of PTT Public Company Limited (Attachment 12) and Executive Summary: the Independent Financial Advisor’s Opinion on the Restructuring of PTT Public Company Limited (Attachment 13).

**Item 7**

To approve the issuance and the offering for sale of the warrants to purchase ordinary shares of PTT Oil and Retail Business Company Limited (PTTOR), a subsidiary of PTT to the executives and employees of PTTOR (ESOP)

**Abstract:**

In furtherance of PTTOR’s intention to be converted into a public limited company under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and PTTOR’s plan, after the conversion into a public limited company, to issue and offer for sale of the warrants to purchase the ordinary shares of PTTOR (PTTOR-WA) (the “Warrants”) to the executives and employees of PTTOR, PTT, as the shareholder of PTTOR with shareholding of no less than 50 percent of the total shares with the voting rights of PTTOR, has the duty to approve the issuance and offering for sale of the Warrants to the executives and employees of PTTOR (“PTTOR ESOP Scheme”) in order to comply with the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 Re: Offer for Sale of Newly-issued Securities to Directors or Employees dated 15 December 2008 (including any amendment thereto) and the Notification of Capital Market Supervisory Board TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares dated 15 December 2008 or any other applicable notification, including relevant rules and regulations.

Under the PTTOR ESOP Scheme, PTTOR will issue and offer for sale of the Warrants in the total amount of not exceeding 27,000,000 units with
the maturity date for four years from the issue date. Accordingly, to accommodate the exercise of the Warrants, PTTOR will allocate no more than 27,000,000 ordinary shares (at the par value of THB 100) or no more than 2.58 percent of the total issued shares of PTTOR after the initial public offering of PTTOR’s ordinary shares (IPO) and the full exercise of the Warrants. The preliminary information about the PTTOR ESOP Scheme is detailed in Summary of the Scheme in Relation to the Issuance and Offering of the Warrants to Purchase Ordinary Shares of PTT Oil and Retail Business Company Limited (PTTOR) to the Executives and Employees of PTTOR (PTTOR ESOP Scheme) (Attachment 14).

The board’s opinion: The Board deemed it appropriate that the shareholders approve the issuance and offering for sale of the warrants to purchase ordinary shares of PTTOR, a subsidiary of PTT to the executives and employees of PTTOR in the total amount of not exceeding 27,000,000 units with the exercise price equals to the par value of the shares of PTTOR at the exercise date and authorize the Board of PTTOR or its delegated person to prescribe the criteria, conditions, and other details of the Warrants or to make any amendment as it deems appropriate in order to comply with the relevant law and notifications of the relevant authority.

Furthermore, the Board was of the view that the issuance and offering of Warrants will be in the interests of PTTOR as it will serve as a mechanism to encourage and reward the executives and employees of PTTOR for their contribution in the performance of duties in the maximum interests of PTTOR and the shareholders and to motivate and retain the key executives and employees to work for PTTOR in the long-term. With the sense of ownership, the executives and employees will share the same objective with the shareholders and generally be committed to dedicate themselves to the growth and propensity of PTTOR to achieve its business goals. In turn, the shareholders will benefit from PTTOR’s better operational results and financial stability in the future since PTTOR can retain qualified personnel to jointly exercise their best efforts to work for PTTOR which will yield better return to the shareholders.

Additionally, the shareholders can refer to Summary of the Scheme in Relation to the Issuance and Offering of the Warrants to Purchase Ordinary Shares of PTT Oil and Retail Business Company Limited (PTTOR) to the Executives and Employees of PTTOR (PTTOR ESOP Scheme) (Attachment 14).

*Remark: Given that Agenda Item 7 is continuous from Agenda Item 6, approval of Agenda Item 6 is a condition for approval of Agenda Item 7. If Agenda Item 6 is not approved, it will no longer be necessary to consider Agenda Item 7.

Item 8: Other matters (if any)
Shareholders who wish to receive printed copies of the 2016 Annual Report, 2016 Financial Statement and 2016 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 or email: corporatesecretary@pttplc.com 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 2017 AGM on Friday April 28, 2017 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,

Tevin Vongvanich
President & CEO

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

A 2016 Annual Report and 2016 Financial Statement CD
Attachment 2

A 2016 Corporate Sustainability Report CD
Candidate’s Profile

Name : Mr. Kittipong Kittayarak
Age : 58
Proposed Position : Independent Director
Education :
- Bachelor of Laws (Honor), Chulalongkorn University, Thailand
- Master of Laws (LL.M.), Cornell University, USA (OCSC Scholarship)
- Master of Laws (LL.M.), Harvard University, USA (Fulbright Scholarship)
- Doctor of the Science of Laws (J.SD.), Stanford University, USA (Fulbright Scholarship)
Expertise :
- Business Management / Law / Listed in the Director’s Pool of Ministry of Finance
Certificate :
- Barrister-at-Law, Institute of Legal Education Thai Bar Association
- Politics and Government in Democracy for Executives (Class of 5th), King Prajadhipok’s Institute
- Diploma, The National Defence Course (Class of 49th), National Defence College
- Diploma, (Class of 8th), Capital Market Academy (CMA)
- Certificate in Top Executives in the Energy Education Program (Class of 1st), Thailand Energy Academy (TEA)
- Seminar “Role and Function of Board of Directors of State Enterprise”, State Enterprise Policy Office (June 5, 2015)
- Seminar “Role and Function of Board of Directors of State Enterprise”, State Enterprise Policy Office (June 5, 2015)
- Seminar Strengthen Good Governance of Directors of Public Enterprises, State Enterprise Policy Office (30 September 2016)
- Seminar PTT Group AC Forum 2015
- PTT Board Briefing

Director’s Certificate :
- Thai Institute of Directors Association (IOD), Director Accreditation Program (DAP 112/2014), Advance Audit Committee Program (AACP 18/2015)

Work Experiences (last 5 years) :
- 2008 – 2014          Permanent Secretary, Ministry of Justice
- 2014 –2015          Advisor to the prime minister
- 2015 - Present          Executive Director, Thailand Institute of Justice (TIJ)

PTT Directorship :
- Independent Director First term : 1 July 2014- Present
- Audit Committee :
  - Member of the Audit Committee : 5 July 2014 – 3 September 2014
  - Chairman of the Audit Committee : 4 September 2014 - Present

Meeting attendance in 2016 :
- PTT Board of Directors : 13/13  (100%)
- Audit Committee : 14/15  (93.3%)

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. Kittipong Kittayarak</td>
<td>2</td>
<td>1. Independent Director/Chairman of the Audit Committee/Member of the Compliance Committee, Krung Thai Bank Public Company Limited</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td>2. Independent Director/Member of the Audit Committee, Dusit Thani Public Company Limited</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)

**Type of relationship**

- Not taking part in the management of being and employee, staff member, advisor who receives a regular salary.
- Not being professional services provider, e.g., auditor, legal advisor.
- Not having business relation that is material and could be barrier to independent judgement.
- Not having kin relationship between the Director Member.

**Qualification of Directors**

- Having qualifications as required by the applicable laws and regulations as set out below*

---

* Standard Qualifications of Directors and State Enterprise Officers Act B.E. 2518, section 5 and section 17
- Public Limited Companies Act, B.E. 2535, section 68
- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange Commission No. KorJor. 8/2553 and KorJor. 3/2559 regarding the Lack of Trustworthiness of Directors and Managing Directors
- The Cabinet Resolution on 24 January 2011 regarding the accreditation of the high-level government officials or persons as directors in many State Enterprises, and/or legal entities which its shares held by the State Enterprises.
- PTT Articles of Association and the Corporate Governance Principles as disclosed in the PTT Annual Report and 56-1 Form
Performance in 2016

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured PTT’s performance achievements.
3. Presented useful guidance to the management, which enhance 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 a Chairman of the Audit Committee, efficiently and effectively reviewed internal control system, risk management system, financial statements, and auditor as well as ensured PTT’s conformance to regulations or relevant laws, together with commented on the structural development of the Office of Corporate Audit to engage in proactive audit to accommodate important risks.
## Candidate’s Profile

<table>
<thead>
<tr>
<th>Name</th>
<th>Air Marshal Boonsuib Prasit</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>63</td>
</tr>
<tr>
<td>Proposed Position</td>
<td>Independent Director</td>
</tr>
<tr>
<td>Education</td>
<td>Armed Forces Academies Preparatory School (Class of 13th)</td>
</tr>
<tr>
<td></td>
<td>Royal Thai Air Force Academy (Class of 20th)</td>
</tr>
<tr>
<td></td>
<td>Squadron Officers (Class of 56th)</td>
</tr>
<tr>
<td></td>
<td>Air Command and Staff College (Class of 33rd)</td>
</tr>
<tr>
<td></td>
<td>Air War College (Class of 36th)</td>
</tr>
<tr>
<td>Expertise</td>
<td>Business Management/ Mechanical-Aeronautical Engineering / Political Science / Listed in the Director’s Pool of Ministry of Finance</td>
</tr>
<tr>
<td></td>
<td>Seminar “Incorporation of State Investment Corporation” (July 13, 2015)</td>
</tr>
<tr>
<td></td>
<td>PTT Board Briefing</td>
</tr>
<tr>
<td>Director’s Certificate</td>
<td>Director Accreditation Program (DAP 117/2015), Role of the Nomination &amp; Governance Committee Program (RNG 7/2015), Ethical Leadership Program (ELP 7/2017) Thai Institute of Directors Association (IOD)</td>
</tr>
<tr>
<td>Work Experiences (last 5 years)</td>
<td>2008 – 2011 Chief of Staff, Directorate of Aeronautical Engineering, Royal Thai Air Force</td>
</tr>
<tr>
<td></td>
<td>2011 – 2013 Deputy Director, Directorate of Aeronautical Engineering, Royal Thai Air Force</td>
</tr>
<tr>
<td></td>
<td>2013 Special Expert, Royal Thai Air Force</td>
</tr>
<tr>
<td></td>
<td>2013 – 2014 Director, Directorate of Aeronautical Engineering, Royal Thai Air Force</td>
</tr>
<tr>
<td>PTT Directorship</td>
<td>Independent Director First Term : 4 September 2014 - Present</td>
</tr>
<tr>
<td></td>
<td>Nominating Committee</td>
</tr>
<tr>
<td></td>
<td>- Member of the Nominating Committee : 4 September 2014 – 17 November 2016</td>
</tr>
<tr>
<td></td>
<td>- Chairman of the Nominating Committee : 18 November 2016 - Present</td>
</tr>
<tr>
<td>Meeting attendance in 2016</td>
<td>PTT Board of Directors : 13/13 (100%)</td>
</tr>
<tr>
<td></td>
<td>Nominating Committee : 3/3 (100%)</td>
</tr>
<tr>
<td>Possession of PTT shares</td>
<td>None (0% of total issued shares)</td>
</tr>
</tbody>
</table>
### Proposed Candidate

<table>
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<tr>
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<tr>
<td>Air Marshal Boonsuib Prasit</td>
<td>-</td>
<td>-</td>
<td>None</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)

#### Type of relationship
- ✓ Not taking part in the management of being and employee, staff member, advisor who receives a regular salary.
- ✓ Not being professional services provider, e.g., auditor, legal advisor.
- ✓ Not having business relation that is material and could be barrier to independent judgement.
- ✓ Not having kin relationship between the Director Member.

#### Qualification of Directors
- ✓ Having qualifications as required by the applicable laws and regulations as set out below *

---

* - Standard Qualifications of Directors and State Enterprise Officers Act B.E. 2518, section 5 and section 17
- Public Limited Companies Act, B.E. 2535, section 68
- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange Commission No. KorJor. 8/2553 and KorJor. 3/2559 regarding the Lack of Trustworthiness of Directors and Managing Directors
- The Cabinet Resolution on 24 January 2011 regarding the accreditation of the high-level government officials or persons as directors in many State Enterprises, and/or legal entities which its shares held by the State Enterprises.
- PTT Articles of Association and the Corporate Governance Principles as disclosed in the PTT Annual Report and 56-1 Form
Performance in 2016

2. Reviewed and ensured PTT’s performance achievements.
3. Presented useful guidance to the management, which enhance 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 a Chairman of the Nomination Committee, amended the Board Skill Matrix which conform to PTT’s Corporate Governance Principles, added the additional skills as well as expertise, and proposed the name of nominated directors in order to achieve PTT’s vision and business strategies.
Candidate’s Profile

Name : Mr. Vichai Assarasakorn
Age : 56
Proposed Position : Independent Director
Education : Bachelor of Engineering, New South Wales University, Australia
Expertise : Business Management/ Marketing/ Energy/ Petroleum Engineering/ International Business/ Accounting and Financial/ Economics / Listed in the Director’s Pool of Ministry of Finance

Certificate : Top Executive Program (Class of 12th), Capital Market Academy (CMA)
 : Diploma, The Joint State - Private Sector Course (Class of 22nd), National Defence College
 : Seminar “Role and Function of Board of Directors of State Enterprise”, State Enterprise Policy Office (June 5, 2015)
 : Seminar “Re-energizing Growth through Better Governance”, IOD (June 18, 2015)
 : Seminar “Incorporation of State Investment Corporation” (July 13, 2015)
 : Certificate in Top Executives in the Energy Education Program (Class of 7th) (2015), Thailand Energy Academy (TEA)
 : Seminar PTT Group AC Forum 2015
 : Briefing on International Anti-Corruption... International cases and practices, IOD (October 14, 2015)
 : Seminar Anti-Corruption: Leadership Role of the Board in Driven the Organization toward the Draft of the Development of Corporate Governance and Enterprise Management Act …and Good Corporate Governance (17 October 2016)
 : PTT Board Briefing

Director’s Certificate
 : Thai Institute of Directors Association (IOD) Directors Certification Program (DCP 215/2016)

Work Experiences (last 5 years)
 : 1995 – Present Director, ShiangHeng International Company Limited
 : 2011 – October 2014 Secretary-General, Anti-Corruption Organization of Thailand
 : October 2014 – Present Vice President, Anti-Corruption Organization of Thailand
 : March 2013- Present Vice Chairman, The Thai Chamber of Commerce
 : 2014- Present Qualified Director, Financial Institutions Policy Committee, Bank of Thailand
 : 2015 – Present Director, Assets Scrutiny Committee
 : 2016- Present Chairman of the sub-committee for the Private sector Mobilization of the National Anti-Corruption Strategy under National Anti-Corruption Commission

PTT Directorship
 : • Independent Director First Term : 4 September 2014 – Present
 : • Member of the Audit Committee : 4 September 2014 - Present

Meeting attendance in 2016
 : • PTT Board of Directors : 13/13 (100%)
 : • Audit Committee : 14/15 (93.3%)

Possession of PTT shares : None (0% of total issued shares)
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<tbody>
<tr>
<td></td>
<td>Number</td>
<td>Position</td>
<td>Number</td>
</tr>
</tbody>
</table>
| Mr. Vichai Assarasakorn         | -      | -        | 2      | 1. Director, The Support Arts and Crafts International Centre of Thailand (Public Organization)  
2. Director, ShiangHeng International Company Limited | 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)

### Type of relationship

- ✔ Not taking part in the management of being and employee, staff member, advisor who receives a regular salary.
- ✔ Not being professional services provider, e.g., auditor, legal advisor.
- ✔ Not having business relation that is material and could be barrier to independent judgement.
- ✔ Not having kin relationship between the Director Member.

### Qualification of Directors

- ✔ Having qualifications as required by the applicable laws and regulations as set out below

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* - Standard Qualifications of Directors and State Enterprise Officers Act B.E. 2518, section 5 and section 17
- Public Limited Companies Act, B.E. 2535, section 68
- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange Commission No. KooJor. 8/2553 and KoelJor. 3/2559 regarding the Lack of Trustworthiness of Directors and Managing Directors
- The Cabinet Resolution on 24 January 2011 regarding the accreditation of the high-level government officials or persons as directors in many State Enterprises, and/or legal entities which its shares held by the State Enterprises.
- PTT Articles of Association and the Corporate Governance Principles as disclosed in the PTT Annual Report and 56-1 Form
Performance in 2016

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured PTT’s performance achievements.
3. Presented useful guidance to the management, which enhance 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 a Member of the Audit Committee, efficiently and effectively reviewed internal control system, risk management system, financial statements and auditor as well as ensured PTT’s conformance to regulations or relevant laws, together with commented on the structural development of the Office of Corporate Audit to engage in proactive audit to accommodate important risks.
Candidate’s Profile

Name: Mr. Somsak Chotrattanasiri
Age: 59

Proposed Position: Independent Director

Education:
- Bachelor of Arts (Political Science), Kasetsart University, Thailand
- Master of Public Administration (MPA), National Institute of Development Administration, Thailand

Expertise: Business Management / Financial / Political Science / Listed in the Director’s Pool of Ministry of Finance

Certificate:
- Diploma, The National Defence Course (2006), National Defence College
- Senior Executives on Justice Administration Batch (Class of 14th), National Justice Academy
- Seminar Thailand's 6\textsuperscript{th} National Conference on Collective Action against Corruption “Anti-Corruption in Thailand: Sustaining the Momentum”, IOD (October 16, 2015):

Director’s Certificate: Thai Institute of Directors Association (IOD) Director Certification Program (DCP 13/2009), Audit Committee Program (ACP 33/2011)

Work Experiences (last 5 years):
- 2010 – 2013: Deputy Director Bureau of the Budget
- 2013 - Present: Director Bureau of the Budget

PTT Directorship:
- Independent Director First Term: 22 April 2015 - Present
- Member of the Corporate Governance Committee: 26 September 2015 – 17 November 2016
- Member of the Remuneration Committee: 18 November 2016 – Present

Meeting attendance in 2016:
- PTT Board of Directors: 12/13 (92.3%)
- Corporate Governance Committee: 3/3 (100%)
- Remuneration Committee: No meeting was held during the designation as Member of Remuneration Committee

Possession of PTT shares: None (0% of total issued shares)
<table>
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<tr>
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<th>Other Listed Companies</th>
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</tr>
</thead>
<tbody>
<tr>
<td>Mr. Somsak Chotrattanasiri</td>
<td>-</td>
<td>5 1. Director, Expressway Authority of Thailand</td>
<td>- None -</td>
</tr>
<tr>
<td></td>
<td></td>
<td>2. Director, Geo-Informatics and Space Technology Development Agency (Public Organization) (GISTDA)</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>3. Director, Office of Knowledge Management and Development (Public Organization)</td>
<td></td>
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<tr>
<td></td>
<td></td>
<td>4. Director, The Government Lottery Office</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>5. Director, Office of National Economic and Social Development Board (NESDB)</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)

Type of relationship

✓ Not taking part in the management of being and employee, staff member, advisor who receives a regular salary.
✓ Not being professional services provider, e.g., auditor, legal advisor.
✓ Not having business relation that is material and could be barrier to independent judgement.
✓ Not having kin relationship between the Director Member.

Qualification of Directors

✓ Having qualifications as required by the applicable laws and regulations as set out below*

Performance in 2016

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured 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 a 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.
6. As the Remuneration Committee, determined the procedures and criteria for fair and reasonable compensation for directors and President& CEO.

* Standard Qualifications of Directors and State Enterprise Officers Act B.E. 2518, section 5 and section 17
  - Public Limited Companies Act, B.E. 2535, section 68
  - The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange Commission No. KorJor. 8/2553 and KorJor. 3/2559 regarding the Lack of Trustworthiness of Directors and Managing Directors
  - The Cabinet Resolution on 24 January 2011 regarding the accreditation of the high-level government officials or persons as directors in many State Enterprises, and/or legal entities which its shares held by the State Enterprises.
  - PTT Articles of Association and the Corporate Governance Principles as disclosed in the PTT Annual Report and 56-1 Form
Candidate’s Profile

Name: Mr. Thammayot Srichuai
Age: 58

Proposed Position: Director

Education: Electrical Power Engineering, Rajamangala University of Technology (Rajamangala Institute of Technology)

Expertise: Business Management/ Energy/ Engineer/ Listed in the Director’s Pool of Ministry of Finance

Certificate: 
- Power Curriculum Program for Executives (Class 1st), Ministry of Energy
- Command and General Program (Class of 47th), Joint Staff College, National Defense Studies Institute
- Senior Executive, Office of the Civil Service Commission (Class of 56th)
- National Defense Course (Class of 52th), National Defense College

Director’s Certificate:
- Thai Institute of Directors Association (IOD) Corporate Governance for Executives Program (CGE 5/2015)

Work Experiences (last 5 years):
- 2007-2014 Deputy Director General Department of Alternative Energy Development and Efficiency, Ministry of Energy
  October 2014- September 2016 Director General Department of Alternative Energy Development and Efficiency, Ministry of Energy
  October 2016- Present Deputy Permanent Secretary, Ministry of Energy

PTT Directorship:
- Director First Term: 15 December 2016 – Present
- Member of the Enterprise Risk Management Committee: 15 December 2016 - Present

Meeting attendance in 2016:
- PTT Board of Directors: 1/1 (100%)
- Enterprise Risk Management Committee: No meeting held during the designation as Member of Enterprise Risk Management Committee

Possession of PTT shares: None (0% of total issued shares)
Qualification of Directors

✓ Having qualifications as required by the applicable laws and regulations as set out below*

Performance in 2016

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured PTT’s performance achievements.
3. Presented useful guidance to the management, which enhance 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.

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* Standard Qualifications of Directors and State Enterprise Officers Act B.E. 2518, section 5 and section 17
- Public Limited Companies Act, B.E. 2535, section 68
- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange Commission No. KorJor. 8/2553 and KorJor. 3/2559 regarding the Lack of Trustworthiness of Directors and Managing Directors
- The Cabinet Resolution on 24 January 2011 regarding the accreditation of the high-level government officials or persons as directors in many State Enterprises, and/or legal entities which its shares held by the State Enterprises.
- PTT Articles of Association and the Corporate Governance Principles as disclosed in the PTT Annual Report and 56-1 Form
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 legal 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 Meeting of 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 legal entity.

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 purpose 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 so as to ensure transparency.
2. To select director nominees to fill vacancies (due to resignation or term completion) for the Board’s or the shareholders’ meeting’s consideration and appointment with due regard for
the composition of the Board, expertise, competencies, and experience that would be useful to PTT in compliance with PTT’s Board Skill Matrix and the Director’s Pool of Ministry of Finance and IOD. Equally important, nominees must have no conflicts of interest with PTT. The qualifications of desirable directors must prove compatible 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. Hold at least two meetings a year.

8. 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. Hold at least two meetings a year (to be enforced in 2017.)
8. 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.
10. Hold at least one meeting each quarter

**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 Corporate Plan and Risk Management (CPRC) (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 CPRC 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**

**ข้าพเจ้า**
I/We

**สัญชาติ**
Nationality

**อยู่บ้านเลขที่**
Address

**เลขทะเบียนผู้ถือหุ้น**
Shareholder Registration No.

เป็นผู้ถือหุ้นของ บริษัท ปตท. จำกัด (มหาชน)
is/are a shareholder(s) of PTT Public Company Limited

โดยถือหุ้นจํานวนทั้งสิ้นรวม holding the total registered amount of

หุ้นสามัญ Ordinary share of

* ผู้เข้าประชุมโปรดนำเอกสารฉบับนี้ พร้อมบัตรประชำชนของผู้เข้าประชุม (หรือหนังสือเดินทางสําหรับชาวต่างชาติ) มาแสดงเพื่อลงทะเบียนเข้าร่วมประชุม*

* 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 2017 Annual General Meeting of
Shareholders (AGM) to be held on Friday 28th April 2017 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.

(Form 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 ................................................................. 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 **2017 Annual General Meeting of Shareholders (AGM)** to be held on **Friday 28th April 2017** 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 2016 performance statement and to approve the 2016 financial statement ended on December 31, 2016

☐ (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 2016 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. Kittipong Kittayarak
☐ Approve ☐ Disapprove ☐ Abstain

☐ Name of Director AM Boonsui Prasit
☐ Approve ☐ Disapprove ☐ Abstain

☐ Name of Director Mr. Vichai Assarasakorn
☐ Approve ☐ Disapprove ☐ Abstain

☐ Name of Director Mr. Somsak Chotrattanasiri
☐ Approve ☐ Disapprove ☐ Abstain

☐ Name of Director Mr. Thammayot Srichuai
☐ Approve ☐ Disapprove ☐ Abstain

☐ Item 4 re:  To approve the 2017 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 2017 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:  To approve the restructuring plan of its business and the plan for the initial public offering (the IPO) of ordinary shares of PTT Oil and Retail Business Co., Ltd. (“PTTOR”) and the listing of PTTOR on the Stock Exchange of Thailand which is classified as a transaction under Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto)

☐ (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 7: To approve the issuance and the offering for sale of the warrants to purchase ordinary shares of PTT Oil and Retail Business Company Limited (PTTOR), a subsidiary of PTT to the executives and employees of PTTOR (ESOP)

(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

*Remark: Given that Agenda Item 7 is continuous from Agenda Item 6, approval of Agenda Item 6 is a condition for approval of Agenda Item 7. If Agenda Item 6 is not approved, it will no longer be necessary to consider Agenda Item 7.

Item 8: 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 2017 Annual General Meeting of Shareholders (AGM) to be held on Friday 28th April 2017 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

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<tr>
<th>Name of Director</th>
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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 2017 Annual General Meeting of
Shareholders (AGM) to be held on Friday 28th April 2017 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:
Item 1: To certify the 2016 performance statement and to approve the 2016 financial statement ended on December 31, 2016

(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: To approve 2016 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: 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  Mr. Kittipong Kittayarak
   - Approve with ........................................ votes
   - Disapprove with ..................................... votes
   - Abstain with ......................................... votes

   Name of Director  AM Boonsuib Prasit
   - Approve with ........................................ votes
   - Disapprove with ..................................... votes
   - Abstain with ......................................... votes

   Name of Director  Mr. Vichai Assarasakorn
   - Approve with ........................................ votes
   - Disapprove with ..................................... votes
   - Abstain with ......................................... votes

   Name of Director  Mr. Somsak Chotrattanasiri
   - Approve with ........................................ votes
   - Disapprove with ..................................... votes
   - Abstain with ......................................... votes
Name of Director  Mr. Thammayot Srichuai

☐ Approve with __________________________ votes
☐ Disapprove with ________________________ votes
☐ Abstain with ____________________________ votes

☐ Item 4 re: To approve the 2017 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 2017 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: To approve the restructuring plan of its business and the plan for the initial public offering (the IPO) of ordinary shares of PTT Oil and Retail Business Co., Ltd. (“PTTOR”) and the listing of PTTOR on the Stock Exchange of Thailand which is classified as a transaction under Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto)

☐ (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 7 re: To approve the issuance and the offering for sale of the warrants to purchase ordinary shares of PTT Oil and Retail Business Company Limited (PTTOR), a subsidiary of PTT to the executives and employees of PTTOR (ESOP)

☐ (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

*Remark : Given that Agenda Item 7 is continuous from Agenda Item 6, approval of Agenda Item 6 is a condition for approval of Agenda Item 7. If Agenda Item 6 is not approved, it will no longer be necessary to consider Agenda Item 7.
Item 8 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
(______________________________)

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 2017 Annual General Meeting of Shareholders (AGM)** to be held on **Friday 28**\(^{th}\) **April 2017 at 9.30 a.m.** at **Bangkok Convention Center, 5**\(^{th}\) **Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900** or such other date, time and place as may be adjourned.

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- **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
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.

   Remarks: The proxy holder must be person who is sui juris only. In case of a minor shareholder: Their parent or legal guardian attending the meeting in person or appointing a proxy to attend the meeting on his/her behalf must present a copy of Identification Card or house registration (in case of not having Identification Card) of the minor shareholder.

      **(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.

(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. Piyavasti Amranand  Independent Director and Chairman of the Board
2. Mr. Chanvit Amatamatucharti  Independent Director, Chairman of the Enterprise Risk Management Committee, and Member of the Nominating Committee
3. Mr. Thon Thamrongnawasawat  Independent Director, Member of the Nominating Committee, and Member of the Corporate Governance Committee
4. Mr. Don Wasantapruek  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 21, 2017.

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 8 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 : 63
   Address : PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.

2. **Mr. Chanvit Amatamatucharti**
   Independent Director, Chairman of the Enterprise Risk Management Committee, and Member of the Nominating Committee
   Age : 60
   Address : PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.

3. **Mr. Thon Thamrongnawasawat**
   Independent Director, Member of Nominating Committee, Member of the Corporate Governance Committee
   Age : 50
   Address : PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.

4. **Mr. Don Wasantapruek**
   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 certify the 2016 performance statement and to approve the 2016 financial statement, year-end on December 31, 2016./ To approve 2016 net profit allocation and dividend payment. /To elect directors to replace those who are retired by rotation. / To appoint an auditor and to approve the 2017 auditor fees.

(2) (Article 27 (7)) Dispose or transfer all or significant part of business of the Company to other persons: Resolutions shall require the votes of not less than three-fourths of the votes of shareholders who attend the meeting and eligible to vote.

In this meeting, this case is: To approve the restructuring plan of its business and the plan for the initial public offering (the IPO) of ordinary shares of PTT Oil and Retail Business Co., Ltd. (“PTTOR”) and the listing of PTTOR on the Stock Exchange of Thailand which is classified as a transaction under Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto).

(3) (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.

(4) (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.

(5) The Notification of the Capital Market Supervisory Board No. Tor. Chor 32/2551 Re: The Offering of Newly Issued Securities to Directors and Employees of the Company dated 15 December 2008: Resolutions shall require the votes of not less than three-fourths of the votes of shareholders who attend the meeting and eligible to vote; and no shareholder(s) having an aggregate shareholding of more than 10 percent of the votes of the shareholders attending the meeting shall vote in opposition.

In this meeting, this case is: To approve the issuance and offering for sale of the warrants to purchase ordinary shares of PTT Oil and Retail Business Company Limited (“PTTOR”) a subsidiary of the Company to the executives and employees of PTTOR (ESOP).
5. Shareholder who has a special interest

(Article 28) A shareholder who has any special interest in a resolution, shall not be entitled to vote on such agenda except for voting on the election of directors.
Requisition Form for Annual Report, Financial Statement and Corporate Sustainability Report

(กรุณากรอกรายละเอียดด้านล่าง เข้าส่งที่สำนักงานใหญ่ ที่หมายเลข 0-2537-3887 หรือ email: corporatesecretary@pttplc.com)

Please fill in the form and fax to 0-2537-3887 or email: corporatesecretary@pttplc.com

เรียน เลขาธิการบริษัท

Dear PTT Corporate Secretary,

ชื่อเจ้า..................................................................................................................................................

ที่อยู่..................................................................................................................................................

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

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

มีความประสงค์ขอรับเอกสารดังต่อไปนี้ ในรูปแบบหนังสือ (กรุณาทำเครื่องหมายในช่องสี่เหลี่ยม)

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

☐ รายงานประจำปี 2559
   2016 Annual Report

☐ งบการเงินประจำปี 2559
   2016 Financial Statement

☐ รายงานความยั่งยืนของ ปตท. ประจำปี 2559
   2016 Corporate Sustainability Report
**Transportation**

MRT: Phaholyothin Station (Exit 3)

BTS: Mochit Station (Exit 3) transfer to MRT/Bus

Bus:
- Bus Number 8, 28, 38, 39, 44, 52, 63, 90, 92, 96, 108, 145

Air Bus Number 29, 38, 39, 44, 63, 92, 134, 145, 502, 503, 509, 510, 512, 513, 517, 518, 545

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
Information Memorandum on Disposition of Assets of

PTT Public Company Limited

The Board of Directors of PTT Public Company Limited (the “Company” or “PTT”), at the meeting No. 3/2017 held on 17 March 2017, approved the restructuring of PTT consisting of a transfer of the oil business unit, the assets and liabilities of such business unit, and the shares of companies related to the oil business unit from PTT to PTT Oil and Retail Business Company Limited (“PTTOR”) (previously named as PTT Retail Business Company Limited); the initial public offering of the ordinary shares of PTTOR (“IPO”) including the offering of PTTOR’s ordinary shares to PTT’s existing shareholders who have the rights to subscribe for such allocated shares. However, PTTOR will not offer such shares to shareholders who will cause PTTOR to be subject to rules and regulations of foreign countries (“Preferential Share Offering”); and the listing of PTTOR on the Stock Exchange of Thailand (the “SET”) (collectively referred to as the “Restructuring of PTT”). In addition, the Board of Directors’ meeting of PTT approved to propose to the shareholders’ meeting of PTT to consider and approve the aforementioned transaction.

The Restructuring of PTT is classified as a disposition or a transfer of the whole or important parts of the Company’s business to other persons under Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (as amended), which shall be approved by the shareholders’ meeting of PTT with votes of not less than three-fourths of the votes of shareholders who attend the meeting and eligible to vote. Also, the IPO of PTTOR including the Preferential Share Offering and the listing of PTTOR on the SET are classified as disposition of assets of listed companies as described in the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (the “Notification Re: the Acquisition and Disposition of Assets”). Based on the calculation of the transaction size, the highest transaction size inclusive of all disposition transactions occurred over a 6-months period prior to the day that the Board of Directors of PTT approved the Restructuring of PTT is lower than 15% and PTT does not issue any securities as an exchange; therefore PTT is not obligated to prepare a report and disclose information on the transaction to the SET or request for approval from the Board of Directors’ meeting or the shareholders’ meeting of PTT as specified
in the Notification Re: the Acquisition and Disposition of Assets. However, for good governance and sufficient information disclosure for the decision making of PTT’s shareholders, PTT deems it appropriate to disclose information of the transaction to the SET and to appoint the Independent Financial Advisor (“IFA”) to provide an opinion on the Restructuring of PTT in order to provide PTT’s shareholders with important information for the decision making at the shareholders’ meeting of PTT to consider and approve the transaction.

The details of the transaction can be summarized as follows:

1. **Date of the Transaction**

The IPO of PTOR including the Preferential Share Offering and the listing of PTOR shares on the SET will occur after the transfer of the oil business unit, the assets and liabilities of such business unit, and the shares of companies related to the oil business unit from PTT to PTOR, which depends on the fulfillment of the conditions for entering into the transaction as specified in Section 10.

2. **Related Parties and their Relationships with the Company**

   **Issuer**
   : PTT and PTOR, a subsidiary of PTT

   **Purchasers**
   : (1) Public investors

   (2) Executives and employees of PTOR (“ESOP”)

   (3) PTT’s existing shareholders who have the rights to subscribe for such allocated shares. However, PTOR will not offer such shares to shareholders who will cause PTOR to be subject to rules and regulations of foreign countries (Preferential Share Offering)

3. **General Description of the Transaction**

The Board of Directors, at the meeting No. 3/2017 held on 17 March 2017, approved the Restructuring of PTT consisting of a transfer of the oil business unit, the assets and liabilities of such business unit, and the
shares of companies related to the oil business unit from PTT to PTTOR in which PTT currently owns 100% of total shares with a transfer value of THB 121,952.7 million. In this regard, the key terms of the business transfer agreement between the Company and PTTOR are summarized as follows:

<table>
<thead>
<tr>
<th>Topic</th>
<th>Content</th>
</tr>
</thead>
<tbody>
<tr>
<td>Transfer Date</td>
<td>▪ Expected to be within 2017</td>
</tr>
<tr>
<td>Transfer Price</td>
<td>▪ The Transfer Price shall be THB 121,952.7 million. Payment shall be made in cash.</td>
</tr>
<tr>
<td>Price Adjustment</td>
<td>▪ In the case that there is a loss or damage of assets on the scheduled date to finalize the list of assets and liabilities to be transferred (the Cut-off date) of more than 5% of the Transfer Price, the value of such loss or damages will be used to adjust the Transfer Price down.</td>
</tr>
<tr>
<td></td>
<td>▪ In the case that there are agreements under which the rights, duties, and liabilities cannot be transferred to PTTOR, which have material negative effect on Earnings Before Interest, Income Tax, Depreciation, and Amortization (EBITDA), the parties agree to adjust the Transfer Price down under the terms to be mutually agreed by the parties.</td>
</tr>
<tr>
<td></td>
<td>▪ In the case that the Transfer Date is later than 1 July 2017, the Transfer Price will be adjusted if there is material difference between the fair market value of net assets as of the Transfer Date and the estimate of the fair market value of net assets as at 30 June 2017.</td>
</tr>
<tr>
<td>Conditions Precedent</td>
<td>▪ PTT and/or PTTOR shall obtain any approval / consent necessary for the Restructuring of PTT from any relevant governmental authorities and/or agencies according to related rules and regulations</td>
</tr>
</tbody>
</table>
Relevant governmental authorities shall grant PTTOR the right to use the state assets in accordance with the criteria and procedures as prescribed in Private Investments in State Undertakings Act B.E. 2556 ("PPP Act") and PTT has complied with and completed all the requirements and procedures under the PPP Act.

PTTOR obtains material licenses and permits to operate its business.

Material inter-company agreements are duly executed by relevant parties.

Preliminary information of total assets and total liabilities in relation to the oil business unit to be transferred to PTTOR is summarized as follows:

<table>
<thead>
<tr>
<th>Items</th>
<th>(Unit: THB million)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Assets (2)</td>
<td>70,325</td>
</tr>
<tr>
<td>Total Liabilities (3)</td>
<td>57,363</td>
</tr>
<tr>
<td><strong>Net Asset Value</strong></td>
<td><strong>12,962</strong></td>
</tr>
</tbody>
</table>

(1) Based on financial information from management accounts as at 31 December 2016, which have not been audited nor reviewed by auditor of the Company.

(2) Core assets to be transferred to PTTOR mainly consist of trade and other receivables, inventories and supplies, investments, fixed assets, and other assets.

(3) Core liabilities to be transferred to PTTOR mainly consist of trade and other payables, long-term loans and other liabilities.

The table above presents the information as at 31 December 2016, which is subject to future changes due to various factors, including changes in current assets, non-current assets, current liabilities, and non-current liabilities under a normal business of the oil business unit, as well as the consideration of the capital structure on the Transfer Date.

The Board of Directors also resolved to approve of the IPO of PTTOR and the listing of PTTOR on the SET. In this regard, the Company will continue to be a major shareholder of PTTOR, and PTT and
government agencies will hold less than 50.0% of total paid-up capital after the offering of PTTOR’s shares and its listing on the SET. In addition, the Company has a policy to maintain its shareholding in PTTOR to be at least 45.0% of total paid-up capital (in case that there is an overallotment to stabilize the share price (Stabilization) for a period of 30 days from the first trading day of PTTOR’s shares on the SET, PTT’s holding percentage in PTTOR may temporarily decrease to be lower than 45.0% of total paid-up capital in that period). The limit of total shareholding by foreign entities shall not exceed 25.0%, and the shareholding by each foreign person will be limited to no higher than 3.0% per person. The Company and PTTOR will construct share allocation plan with certain criteria to ensure that PTTOR’s IPO shares will be widely allocated to local individual investors. Furthermore, in order to reserve the rights of the existing shareholders of the Company, The Board of Directors approved the offering of PTTOR’s IPO shares, not higher than 5.0% of ordinary shares being offered at IPO, to PTT’s existing shareholders who have the rights to subscribe for such allocated shares. However, PTTOR will not offer such shares to shareholders who will cause PTTOR to be subject to rules and regulations of foreign countries (Preferential Share Offering)

The Company will have the structure before and after the Restructuring of PTT as follows:
Current Group Structure of the Oil Business Unit

Group Structure after the Restructuring of PTT (Before IPO)
The transaction is classified as a disposition of assets pursuant to the Notification Re: the Acquisition and Disposition of Assets. Details regarding the calculation of transaction size are as follows:

The calculation of transaction size uses the information from the consolidated financial statements for year ended 31 December 2016 of the Company that are audited by the auditor and the pro-forma consolidated financial information for year ended 31 December 2016 after the Restructuring of PTT, which are prepared based on financial information from management accounts and have not been audited nor reviewed by the auditor.

**Calculation Basis**

1. Net Tangible Assets (NTA) = The value of NTA of PTTOR of the portion being disposed\(^1\)/ the value of NTA of PTT according to the Company’s consolidated financial statements\(^1\)

\[ = (\text{THB } 1,503.3 \text{ million } \times 55.0\%) / \text{THB } 540,844.2 \text{ million} \]
= 0.2% and when the calculation includes all transactions occurred over the 6-month period prior to the day of the Board of Directors’ Resolution was made, 3.4%

2. Net Profit

= Net Profit of PTOR of the portion being disposed\(^{2}\)/ Net Profit of PTT according to the Company’s consolidated financial statements

= (THB 16,131.2 million x 55.0%) / THB 94,609.1 million

= 9.4% and when the calculation includes all transactions occurred over the 6-month period prior to the day of the Board of Directors’ Resolution was made, 11.0%

3. Total Value of Consideration

= ((Book value of PTOR before the business transfer + Transfer Price of the oil business unit and the shares of companies related to the oil business unit) x Portion of shares being disposed\(^{3}\))/ Value of total assets of PTT according to the Company’s consolidated financial statements

= ((THB 9,581.4 million + THB 121,952.7 million) x 55.0%) / THB 2,232,331.1 million

= 5.9% and when the calculation includes all transactions occurred over the 6-month period prior to the day of the Board of Directors’ Resolution was made, 7.6%

4. Value of Securities Issued by the Company in exchange for the assets acquired

= Not applicable as the Company does not issue its securities in exchange for the assets acquired
Note:

(1) The calculation of transaction size will use book value of net tangible assets. Book value of net tangible assets of PTTOR is calculated based on the portion of such assets being disposed by the Company according to the information from the pro-forma consolidated financial information of PTTOR after the Restructuring of PTT for the year ended 31 December 2016, which is prepared based on financial information from management accounts.

(2) Net profit of PTTOR refers to the information from the pro-forma consolidated financial information of PTTOR after the Restructuring of PTT for the year ended 31 December 2016 which is prepared based on financial information from management accounts.

(3) The total value of consideration is subject to the price of the IPO of PTTOR including the preferential share offering, which currently has not yet been determined. Therefore, in calculating the total value of consideration, the Company uses PTTOR’s book value before the business transfer for the year ended 31 December 2016 plus the transfer price of the oil business unit and the shares of companies related to the oil business unit, which is within the range of fair market value of Enterprise Value provided by the IFA who is in the approved list of the SEC, which could be different from the IPO price of PTTOR to be determined by the bookbuilding process.

From the above calculation, the highest transaction size which is calculated from the net profit method equals 9.4%. When the calculation includes all transactions occurred over the 6-months period prior to the day of the Board of Directors’ resolution was made, the total transaction size equals 11.0%. With regards to the Notification Re: the Acquisition and Disposition of Assets, the Company can proceed with the IPO of PTTOR including Preferential Share Offering and the listing on the SET without disclosing information memorandum to the SET. However, the Board of Directors has considered the benefits to PTT’s shareholders and deems it appropriate to disclose the transaction to the SET with information memorandum containing at least the information specified in schedule (1) annexed to the Notification Re: the Acquisition and Disposition as well as to appoint the IFA to provide an opinion regarding the Restructuring of PTT. This opinion shall provide PTT’s shareholders with important information for the decision making at the shareholders’ meeting of PTT to consider and approve the transaction.
4. Details of the Disposed Assets

4.1 Details of the IPO of PTTOR

Issuer: PTT and/or PTTOR (Currently, PTTOR has not yet converted to a public company limited.)

Type of Offered Securities: Ordinary shares of PTTOR (Currently, ordinary shares of PTTOR have not yet been listed on the SET.)

No. of Ordinary Shares Being Offered: Not higher than 55.0% of its registered and paid-up capital after the IPO of PTTOR which can be separated as follows:

- Not less than 95.0% of PTTOR’s ordinary shares being offered, to be offered to public investors including the offering of ordinary shares allocated to accommodate the exercise of the warrants to purchase ordinary shares of PTTOR to executives and employees of PTTOR (ESOP)

- Not higher than 5.0% of PTTOR’s ordinary shares being offered, to be offered to PTT’s existing shareholders who have the rights to subscribe for such allocated shares. However, PTTOR will not offer such shares to shareholders who will cause PTTOR to be subject to rules and regulations of foreign countries (Preferential Share Offering).

Par Value: THB 100 (par value may be subject to change)

Preferential Share Offering Ratio and Book Closing Date to Compile Shareholders Lists Who
To be determined by the Board of Directors and/or any person authorized by the Board of Directors on the Preferential Share Offering ratio entitled to existing shareholders of the Company to subscribe for ordinary shares of PTTOR, record date to determine the right of the shareholders who are entitled to the allocation (Record Date) and book closing date to compile
Will be Entitled to shareholders list according to Section 225 of Securities and Exchange Act Preferential Share Offering: B.E. 2535, which will be determined after the Securities and Exchange Commission (SEC) approves the IPO of PTTOR’s ordinary shares. In this regard, the Company will notify its shareholders at least 14 days in advance as required by the SET rules.

Offer Price: The offer price has not yet been determined. The price will be determined based on the demand for the securities from investors (Bookbuilding). The offer price of PTTOR’s preferential share offering shares will be similar to the offer price of ordinary shares to general public.

Offering Period: After the SEC approves the IPO of PTTOR’s newly issued ordinary shares to the public, the Prospectus is rendered effective, and the SET approves the listing application of PTTOR under the condition that PTTOR meets the free-float requirements.

Other Detail: The Company will later inform the details of the IPO of PTTOR to its shareholders for acknowledgement.

Note: The aforementioned details are subject to changes according to the Board of Directors and/or any persons authorized by the Board of Directors as deemed appropriate.

4.2 Details of PTTOR

4.2.1 General Details

Type of Business: Oil and retail business under logo of PTT and other brands both inside and outside oil service stations and other related businesses (after proceeding in accordance with the plan of the Restructuring of PTT)

Head Office Address: 2/4 Vibhavadi Rangsit Road, Thungsonghong, Laksi, Bangkok 10210
Registered Capital : THB 8,780.0 million

Paid-Up Capital : THB 8,621.7 million

Current Par Value : THB 100.0 (Par value may be changed)

4.2.2 PTTOR’s Business Strategy

Development of oil service stations and retail businesses in the country

- Expand the oil service station network nationwide and develop new platforms of service stations (City / Compact model) to suit the network expansion in urban areas and secondary roads in the provincial areas in response to different consumer needs and business conditions which are different from existing traditional service station model. The total number of stations will be 1,800 within the next five years.

- Expand Café Amazon business both inside and outside of service stations amounting to 2,700 branches within five years together with extending the Café Amazon business along the supply chain from upstream to downstream by investing in roasting plant, new products development such as Coffee Drip, mixed powder drink and bakery, and building a product distribution center in order to enhance operational performances.

- Manage the retail brands i.e. Texas chicken, Hua Seng Hong, etc. There is a plan to expand the number of stores in areas with potentials and to seek new retail brands that will be PTTOR-owned or PTTOR has the right to manage franchise (Master Franchise).

- Leverage capabilities and rental space management skills within the oil service stations to rental area management outside service stations such as airports, rest areas, bus terminals and budget hotels.

- Develop smart analytics with big data for use in planning and building a new business models, as well as seeking new business partners in order to diversify and add value to consumers.
• Build electric vehicle car charging points in service stations amounting to 20 locations, in parallel with conducting feasibility studies on various potential businesses along the electric vehicle value chain.

Expansion of oil and retail businesses outside of the country

• Expand oil service stations in the Philippines, Cambodia, Laos, and Myanmar to a total of approximately 500 stations within five years.

• Expand non-oil business including Café Amazon in the form of Master Franchise into the Philippines, Cambodia, Laos, Myanmar, etc. to a total of approximately 400 branches within five years as well as Jiffy convenience stores in Laos and Cambodia to an estimated total of 160 stores within five years.

• Expand sales of lubricants by focusing on markets in China and India by doing global sourcing, increasing manufacturing bases overseas, and creating acceptance from various OEM manufacturers with high demands.

4.2.3 PTTOR’s Board of Directors

Board of Directors of PTTOR as at 17 March 2017 is as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Position in PTTOR</th>
<th>Shareholding in PTTOR as at 14 March 2017 (Shares/%)</th>
<th>Position in the Company</th>
<th>Shareholding in the Company as at 14 March 2017 (Shares/%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Auttapol Rerkpiboon</td>
<td>Director</td>
<td>-None-</td>
<td>Senior Executive Vice President, Oil Business Unit</td>
<td>26,800 0.0</td>
</tr>
<tr>
<td>Mr. Phoomsak Aranyakasemsuk</td>
<td>Director</td>
<td>-None-</td>
<td>-None-</td>
<td>-None-</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
3. Ms. Wilaiwan Kanjanakanti  
Director  
-Vice President Acting Executive Vice President, Group Finance and Accounting Policy  
3,699  
0.0

4. Ms. Jiraphon Kawswat  
Director  
-Executive Vice President, Oil Business Unit  
-None-  
-None-

Note: (1) Percentage of shareholding in the Company includes shares held by connected person.

### 4.2.4 Summary of financial position and operation results of PTTOR

Summary of financial position and operation results of PTTOR for the year 2015 and 2016 from the pro-forma consolidated financial information based on financial information from management accounts after the business transfer which have not been audited nor reviewed by auditor is as follows:

<table>
<thead>
<tr>
<th>(Unit: THB million)</th>
<th>As at 31 December 2015</th>
<th>As at 31 December 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Consolidated Statement of Financial Position</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Assets</td>
<td>75,496</td>
<td>115,105</td>
</tr>
<tr>
<td>Total Liabilities</td>
<td>55,270</td>
<td>95,018</td>
</tr>
<tr>
<td>Total Equity</td>
<td>20,226</td>
<td>20,087</td>
</tr>
<tr>
<td><strong>Consolidated Statement of Income</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sales and Service Income</td>
<td>510,747</td>
<td>484,298</td>
</tr>
<tr>
<td>Gross Profit</td>
<td>27,604</td>
<td>35,818</td>
</tr>
<tr>
<td>Earnings Before Interest and Taxes (EBIT)</td>
<td>12,819</td>
<td>20,500</td>
</tr>
<tr>
<td>Net Profit</td>
<td>9,905</td>
<td>16,131</td>
</tr>
</tbody>
</table>

(1) Pro-forma consolidated financial information after the business transfer have been prepared based on an assumed Transfer Date of 31 December 2016, with an adjustment on historical consolidated financial information for the year 2015 according to Guidance on Accounting for Business Combination under Common Control.
(Translation)

(2) On the Transfer Date, PTTOR will record the deferred tax asset and VAT receivables as a result of the transfer. However, for the financial information to reflect the impact from the transfer, the pro-forma consolidated financial information for year 2016 has been prepared based on the assumption that the Transfer Date is 31 December 2016. As a result, PTTOR will have deferred tax asset of approximately THB 14,300 million and VAT receivables of approximately THB 7,600 million booked as part of its total assets as at 31 December 2016.

This above pro-forma consolidated financial information is only for the preliminary illustration of the overall financial information after the business transfer. Such information is subject to changes due to various factors, including changes in current assets, non-current assets, current liabilities, and non-current liabilities under a normal business of the oil business unit and PTTOR, and the consideration of the capital structure including capital increase of PTTOR on the Transfer Date.

5. Value for Consideration

The total value for consideration is subject to the IPO price of PTTOR, which currently has not yet been determined.

6. Value of Disposed Assets

The disposed assets are newly issued ordinary shares of PTTOR and ordinary shares held by PTT, the existing shareholder of PTTOR, to be offered at the IPO receiving cash in exchange from investors. The IPO price of PTTOR shares has not yet been determined. However, in calculating the value of the disposed assets, the Company uses (1) PTTOR’s book value before the business transfer according to financial information from management accounts for the year ended 31 December 2016 which have not been audited nor reviewed by auditor of THB 9,581.4 million and (2) the transfer price of the oil business unit and the shares of companies related to the oil business unit of THB 121,952.7 million, which is within the range of fair market value of Enterprise Value provided by the IFA who is in the approved list of the SEC. Using the portion of newly issued ordinary shares of PTTOR and ordinary shares held by PTT to be offered at IPO of no higher than 55.0% of the total registered and paid-up capital after the IPO, the value of disposed assets will equal to THB 72,343.5 million.
7. **Basis Used to Determine the Value of Consideration**

Currently, IPO price has not yet been determined. Thus, in calculating of the Value of Consideration, the Company uses the book value of PTTOR before the business transfer for the year ended 31 December 2016 plus the transfer price of the oil business unit and the shares of companies related to the oil business unit, which may be different from the IPO price of PTTOR that will be determined by the demand from investors (Bookbuilding).

8. **Rationale, Needs, and Expected Benefits of the Transaction**

- The Restructuring of PTT is in accordance with the policy of governmental authorities to encourage the free market in oil businesses and industry to create national energy security and increase the effectiveness in oil procurement. As a result, Thailand has a surplus in refinery capacity. The number of Section 7 oil traders has increased to be more than 40 traders. Traders are free to import and export oil and petroleum products. The market share of foreign oil companies becomes smaller from approximately 80% in 1978 to approximately 28% in 2016. The intensity in competition among oil retail business operators is higher as a result of an increase in the number of operators. The increasing variety and complexity in business and service models and offerings creates more choices to customers to have better service. Therefore, the Restructuring of PTT will increase business efficiency and flexibility to PTTOR in the changing business environment. In addition, the Restructuring of PTT complies with the provision in the draft constitution of Thailand B.E. 2559, stipulating in Section 6 “State’s policy”, Article 75 Paragraph 2, “The State shall refrain from any engagement in an enterprise in a manner of competition with the private sector, unless it is of necessity for the maintenance of security of the State, the maintenance of public interest, the provision of public utilities, or the provision of public services.”

- The Restructuring of PTT will provide a clearer corporate structure where PTTOR will be a flagship company in the oil and retail business for PTT Group in the future, with objectives to operate and explore for clear growth opportunities that will enhance the governance and
administration of the PTT Group. In addition, the Company will list PTTOR on the SET, which expects to help improve transparency of the oil business unit to the public as more information of operating performance and financial status will be disclosed.

- The Restructuring of PTT will make the value of the oil and retail business reflective of its true potential as a non-state controlled business enhancing the ability to recruit talents and/or attracting business partners with high experience especially in the retail business in order to fully unleash business potential of PTTOR. When PTTOR is traded on the SET, its price will reflect an increase in the value of oil and retail business, which will be higher than the value of oil business unit under PTT.

- The transfer of assets from PTT to PTTOR and the sales of PTTOR’s shares on the SET by PPT will result in an increase in PTT’s revenue from disposal of assets and PTTOR’s shares.

- PTTOR’s listing and fund raising on the SET will make the Thailand’s capital market more attractive to both domestic and international investors. Being a public company on the SET will also allow the public to closely monitor the operation and performance of the Company and provide PTTOR’s access to additional source of fund, which is not accounted as the public debt.

- PTT’s oil and retail business currently supports SMEs as trading partners. As at December 2016, 83% of the approximately 1,530 PTT oil service stations and 90% of the approximately 1,667 branches of Café Amazon are owned by SMEs. In addition, there are many SME business partners located in oil service stations across the country. The Restructuring of PTT will offer PTTOR the flexibility and increase its ability to invest in both domestically and internationally. This expansion will allow SME to grow alongside PTTOR and create more job opportunities to Thai people.
9. **Plan on Utilization of IPO Proceed**

PTT plans to use the proceeds from this IPO as follows:

1) To be used for PTT’s business expansion in the future

2) To be used as PTT’s working capital

10. **Conditions for Entering Into the Transaction**

10.1 The shareholders’ meeting of PTT shall approve as follows:

10.1.1 The Restructuring of PTT including the transfer of the oil business unit, the assets and liabilities of such business unit, and shares of companies related to the oil business unit from PTT to PTTO, and the IPO of PTTO including Preferential Share Offering, and the listing of PTTO on the SET, in accordance with Section 107(2)(a) of the Public Limited Companies Act B.E. 2535. (as amended); and

10.1.2 The issuance and the offering of the warrants to purchase ordinary shares of PTTO to executives and employees of PTTO (ESOP)

10.2 The shareholders’ meeting of PTTO shall approve the conversion of PTTO to a public company limited, the listing of PTTO’s ordinary shares on the SET, and an increase in the company’s capital to offer the shares to the public which includes the approval on the issuance and the offering of the warrants to purchase ordinary shares of PTTO to executives and employees of PTTO (ESOP) and the issuance and offering of ordinary shares of PTTO to the Company’s existing shareholders who have the rights to subscribe for such allocated shares. However, PTTO will not offer such shares to shareholders who will cause PTTO to be subject to rules and regulations of foreign countries (Preferential Share Offering).
10.3 PTT and/or PTTOR shall obtain any approval / consent necessary for the Restructuring of PTT from any relevant governmental authorities and/or agencies according to related rules and regulations.

10.4 Relevant governmental authorities shall grant PTTOR the right to use the state assets in accordance with the criteria and procedures as prescribed in PPP Act and PTT has complied with and completed all the requirements and procedures under the PPP Act.

10.5 The Company shall transfer the oil business unit, the assets and liabilities of such business unit, and the shares of companies related to the oil business unit to PTTOR.

10.6 PTTOR shall obtain approval from the SEC to offer newly issued shares to the public and the registration statement and the prospectus are rendered effective.

10.7 PTTOR shall register the conversion of the company and the increase in registered capital with the Department of Business Development, Ministry of Commerce.

10.8 The SET shall approve the listing of ordinary shares of PTTOR on the SET and its free-float amount meets the regulatory required amount.

10.9 PTTOR shall register the change in paid-up capital after the IPO of newly issued ordinary shares to the public.

11. Opinion of the Board of Directors on the Transaction

The Board of Directors deemed it appropriate that the shareholders’ meeting of PTT approves the Restructuring of PTT consisting of a transfer of the oil business unit, the assets and liabilities of such business unit, and the shares of companies related to the oil business unit from PTT to PTT Oil and Retail Business Company Limited (PTTOR); the initial public offering of ordinary shares of PTTOR (IPO) including the offering of PTTOR’s ordinary shares to PTT’s existing shareholders who have the rights to subscribe for such allocated shares. However, PTTOR will not offer such shares to shareholders who will cause PTTOR to be subject to rules and regulations of foreign countries (Preferential Share Offering); and
the listing of PTTOR on the SET. The business transfer will occur only after PTT obtains any approval / consent necessary for the Restructuring of PTT from any relevant governmental authorities and/or agencies according to related rules and regulations. The proposed Restructuring of PTT is intended to enhance the Company’s business operation to be consistent with the provision on non-competition with private entities pursuant to the draft Constitution B.E. 2559, to make the Company’s oil business operation more transparent to the public, and to increase the potential and flexibility to the Company’s competitiveness in business operation in line with the government policy on liberalization of the oil business and the promotion of small and medium sized businesses which will in turn create more job opportunities to the Thai people, strengthen Thai brands and enhance Thai entrepreneurs’ access to the AEC and global markets. Furthermore, the proposed restructuring will promote and stimulate the Thai capital market and enhance the effectiveness in good corporate governance and management of PTT Group. In addition, the Restructuring of PTT will enhance the ability to recruit talents and/or attract business partners with high experience especially in the retail business in order to fully unleash business potential of PTTOR. With the proposed Restructuring of PTT, PTTOR will become a listed company on the SET and the flagship company for the oil and retail business inside and outside of the oil service stations and other related business of PTT Group. PTTOR will be able to raise funds to accommodate its business expansion on its own and the Company’s burden to secure financial resources will be lessened.

In furtherance of the above, the Board of Directors of PTT deemed it appropriate that the shareholders approve the authorization of the Board of Directors or its delegated person to: enter into negotiation and determine the criteria, conditions, and other details with respect to the Restructuring of PTT; execute the business transfer agreements, other agreements and supporting documents; undertake any act necessary for and relevant to the said businesses for the purposes of the Restructuring of PTT; and to determine other details and conditions in connection with the offer for sale of the ordinary shares of PTTOR in the initial public offering (IPO) and the listing of PTTOR on the SET, including to determine the offering price of the ordinary shares.
12. **Opinion of the Audit Committee and/or Directors of the Company Which is Different From the Opinion of the Board of Directors**

-None-


13.1 Fair market value of the transfer price of the oil business and the shares of companies related to the oil business unit

IFA applied 3 valuation methods which are Discount Cash Flows Method (“DCF”), Market Comparable Method (“Market Comparable”), and Book Value Method (“Book Value”). The value from appropriate methods, DCF and EV/EBITDA, can be summarized as follow.

<table>
<thead>
<tr>
<th></th>
<th>DCF</th>
<th>EV/EBITDA</th>
</tr>
</thead>
<tbody>
<tr>
<td>Enterprise Value</td>
<td>110,826</td>
<td>147,401</td>
</tr>
</tbody>
</table>

IFA has opinion on the selection of valuation methods as follow:

- **DCF** is appropriate because it reflects the performance of the operation based on the assumptions that are in accordance with future tendency and management’s business plan and policy.

- **Market Comparable** is appropriate because it reflects the share price in the investor’s view regarding future operation through demand and supply of shares.

  - P/E ratio is not appropriate as debt to equity ratios of the comparable peers are significantly different from that of PTTOR which results in different financial cost.
P/BV is not appropriate because book value does not reflect the value of intangible assets such as brands or trademarks which have an impact on profitability in the future.

EV/EBITDA is appropriate because it reflects the demand and supply of the investors without an impact of different capital structure.

BV is not appropriate because it refers to the book value which does not reflect performance of the operation in the future.

To summarize the fair value of enterprise value for the Business Transfer, IFA uses a range of the values derived from DCF and EV/EBITDA methods. The fair range of enterprise value is THB 110,826 million – THB 147,401 million.

13.2 Reasonableness of the price and the conditions of the transfer of the oil business unit

For the reasonableness of the value, IFA has assessed the enterprise value in a range of THB 110,826 million – THB 147,401 million. Thus, the transfer price within the said range shall be deemed reasonable.

IFA is of the view that the conditions of the transaction, including any required approval and/or agreement from relevant agencies and shareholders’ meeting in accordance with the relevant rules and regulations obtained by PTT and/or PTTO, a consent from governmental authorities and/or approval from relevant agencies regarding the lease/sublease of assets under PPP Act and the grant of license needed to operate the business, are reasonable as they are processes defined by law.

13.3 Justification of the Restructuring of PTT

IFA is of the opinion that the Restructuring of PTT have more pros than cons. The Conditions of the Business Transfer are also reasonable as the conditions are necessary to ensure that the Business Transfer has been done according to the law.
IFA is of the view that the Board of Directors and the Shareholders of PTT shall vote for the Business Transfer and the IPO. However, the approval of the Business Transfer and the IPO is the decision of the Board of Directors and the Shareholders of PTT. Therefore, the Board of Directors and the Shareholders of PTT should make decision with due care.
Executive Summary

The Independent Financial Advisor’s Opinion on the Proposed Restructuring of

PTT Public Company Limited

1. Role and Scope of Service

Asia Plus Advisory Company Limited ("ASP" or “IFA”) has been engaged by PTT Public Company Limited ("PTT") as its Independent Financial Advisor to render opinion regarding the enterprise value of its Oil and Retail Business (“the Business Transfer”) and to render opinion regarding the reasonableness of the Business Transfer for public purpose whereby ASP’s qualifications meet the Terms and Conditions of the engagement.

The scope of the work shall cover the transfer of the business, assets and liabilities of the Oil Business Unit which comprises Retail Sales, Commercial Sales, Supply Sales to the traders under Article 7 of the Fuel Trade Act, Convenient Store, Café and Restaurants, Space Rental and Lubricants (collectively “Oil Business Unit”) and the transfer of shares of the following PTT’s subsidiaries and affiliates that are under Oil Business Unit to PTTOR; a) Bangkok Aviation Fuel Services Public Company Limited (“BAFS”), b) Fuel Pipeline Transportation Co., Ltd. (“FPT”), c) Intoplane Services Co., Ltd. (“IPS”), d) Petroasia (Thailand) Co., Ltd. (“PAT”), e) PTT (Cambodia) Co., Ltd. (“PTTCL”), f) PTT (Lao) Co., Ltd. (“PTTLAO”), g) PTT Oil Myanmar Co., Ltd. (“PTTOM”), h) Thai Petroleum Pipeline Co., Ltd. (“THAPP”), and i) Thai Lube Blending Co., Ltd. (“TLBC”)

The scope of work shall not include a) the valuation of subsidiaries and affiliates that PTTOR has already held shares, b) the impact of accounting and tax as a result of the Business Transfer, c) the transfer of OGP Energy Solutions Co., Ltd. to PTT, d) the valuation of intangible assets, e) the purchase price allocation and f) impact of related party transactions that shall occur in the future.
2. **Working Approach**

IFA has reviewed the projections prepared by PTT’s Advisors (“Advisors”) and considered the information received from PTT, Advisors and public information in assessing the fair value of the Business Transfer. IFA has done the following; a) verify information for the year ended 2016 which is the base year of IFA’s financial projection with the Carve-Out Financials of the relevant Oil Business Unit prepared by the Advisors, b) assess the reasonableness of the key assumptions used by the Advisors, c) test whether the assumptions used are in line with information appeared in the projections and d) test the calculation accuracy of the information received.

3. **Nature of the Transaction**

PTT would like to transfer the business, assets and liabilities of the Oil Business Unit and those shares of PTT’s subsidiaries and affiliates engaging in businesses related to Oil Business Unit in Thailand and abroad to PTTOR. PTTOR will be PTT’s flagship company to operate Oil and Retail Business and will be listed in the Stock Exchange of Thailand (“The Restructuring of PTT”). PTT will a) transfer assets or right to use assets to PTTOR for compensation, b) engage PTTOR to operate and render maintenance service of the port and LPG tank at Khao Boya Gas Tank Farm Extension, c) grant permission of trademark use to PTTOR, d) transfer employees of the transferred business to PTTOR, e) render human resource management services, f) support secondment, and g) engage PTTOR to manage oil tank.

4. **The Valuation and the Reasonableness of the Value**

IFA applied 3 valuation methods which are Discount Cash Flows Method (“DCF”), Market Comparable Method, and Book Value Method (“Book Value”). The value from appropriate methods, DCF and EV/EBITDA, can be summarized as follow.

<table>
<thead>
<tr>
<th></th>
<th>DCF</th>
<th>EV/EBITDA</th>
</tr>
</thead>
<tbody>
<tr>
<td>Enterprise Value</td>
<td>110,826</td>
<td>147,401</td>
</tr>
</tbody>
</table>
Ifa has opinion on the selection of valuation methods as follow.

- DCF is appropriate because it reflects the performance of the operation based on the assumptions that are in accordance with future tendency and management’s business plan and policy.

- Market Comparable is appropriate because it reflects the share price in the investor’s view regarding future operation through demand and supply of shares.
  - P/E ratio is not appropriate because debt to equity ratios of the comparable peers are significantly different from that of PTTOR which results in different financial cost.
  - P/BV is not appropriate because book value does not reflect the value of intangible assets such as brands or trademarks that have an impact on profitability in the future.
  - EV/EBITDA is appropriate because it reflects the demand and supply of the investors without an impact of different capital structure.

- BV is not appropriate because it refers to book value which does not reflect performance of the operation in the future.

To summarize the fair value of enterprise value for the Business Transfer, IFA uses a range of the value derived from DCF and EV/EBITDA methods. The fair range is Baht 110,826 million – Baht 147,401 million. Therefore, the Business Transfer at the aforementioned range shall deem appropriate.

5. The Reasonableness of the Conditions of the Transaction

IFA is of the view that the conditions of the transaction, including any required approval and/or agreement from relevant agencies and shareholders’ meeting in accordance with the relevant rules and regulations obtained by PTT and/or PTTOR, a consent from governmental authorities and/or approval from relevant agencies regarding the lease/sublease of assets under Private Investments in State Undertaking Act B.E. 2556 (2013) and the grant of license needed to operate the business, are reasonable as they are processes defined by law.
6. The Reasonableness of the Transaction

Advantages of the Transaction

- Oil and related businesses will be transferred to PTTOR, resulting in more unity, flexibility and efficiency.
- Higher flexibility helps boost competitive advantage both in the country and abroad as well as increase the return to shareholders in the long run.
- Create more transparency of each division in PTT Group in the public views.
- Be in compliance with the provisions of the draft of new constitution of the year 2016 which states that the government shall not compete with the private sector.
- Create an investment option to enable investors to selectively invest in oil and related retail businesses.
- Create an opportunity for local operators to become a partner in the business which will support the growth of SME enterprises and create more jobs for Thai people.

Disadvantages of the Transaction

- Expenses and complexities related to the Business Transfer such as approval processes, defining price and conditions for the related party transactions, drafting relevant contracts, employee transfer and public relation to inform relevant parties.

Advantages of the IPO

- PTTOR will have access to the capital markets without relying on a sole support from PTT.
- Reflect an intrinsic value of oil and retail businesses.
- Regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand shall enhance the check and balance of PTTOR’s management.
Public sector will have more access to PTTOR’s information.

Stimulate Thai capital market and increase tax revenue to the Thai government.

PTT can use the capital gain from the Business Transfer and the IPO for the business expansion.

Disadvantages of the IPO

PTT’s ownership in PTTOR will be diluted. However, after IPO, PTT still be major shareholder of PTTOR and have management control.

7. Risks that might impact the Business Transfer and IPO

Negative public reaction on the privatization

8. IFA’s Opinion

The Business Transfer and the IPO have advantages, disadvantages and risks as stated above. However, IFA is of the opinion that the Business Transfer and the IPO have more pros than cons. The Conditions of the Business Transfer are also reasonable as the conditions are necessary in order to ensure that Business Transfer has been done according to the law.

For the reasonableness of the value, IFA has assessed the enterprise value in a range of Baht 110,826 million – Baht 147,401 million. Thus, the transfer price within the said range shall be deemed reasonable.

IFA is of the view that the Board of Directors and the Shareholders of PTT shall vote for the Business Transfer and the IPO. However, the approval of the Business Transfer and the IPO is the decision of the Board of Directors and the Shareholders of PTT. Therefore, the Board of Directors and the Shareholders of PTT should review the information disclosed in the IFA Report together with the information disclosed by PTT and make decision with due care.
Summary of the Scheme in Relation to the Issuance and Offering of the Warrants to Purchase Ordinary Shares of PTT Oil and Retail Business Company Limited (“PTTOR”) to the Executives and Employees of PTTOR (“PTTOR ESOP Scheme”)

1. Objectives and necessity

1.1. To encourage and reward the executives and employees of PTTOR for their contribution in the performance of duties in the maximum interests of the Company and the shareholders.

1.2. To retain personnel who have knowledge and capability and are nearly irreplaceable, to continue to work for PTTOR in the long-term in order to achieve its business goal.

1.3. To create sense of ownership in order that the executives and employees will share the same objective with the shareholders and generally be committed to dedicate themselves to the growth and propensi

2. Preliminary details of warrants to purchase ordinary shares

<table>
<thead>
<tr>
<th>Name of securities</th>
<th>Warrants to purchase the ordinary shares of PTT Oil and Retail Business Public Company Limited (PTTOR – WA) (the&quot; Warrants&quot;)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Securities</td>
<td>Warrants</td>
</tr>
<tr>
<td>Types of securities</td>
<td>Registered certificate and non-transferable, except for the transfer under the Item 3.2</td>
</tr>
<tr>
<td>Term of Warrants</td>
<td>Four years from the issuance date of the Warrants. In this regard, after the issuance of the Warrants, PTTOR will not extend the term of the Warrants and will complete the offering of the accommodated shares in accordance with its term.</td>
</tr>
<tr>
<td>Number of Warrants offered for sale</td>
<td>Not exceeding 27,000,000 units</td>
</tr>
<tr>
<td></td>
<td>In this regard, the number of the Warrants shall be adjusted subject to the change of par value of PTTOR’s shares.</td>
</tr>
<tr>
<td>Number of ordinary shares allocated to accommodate the exercise of the Warrants</td>
<td>Not exceeding 27,000,000 shares</td>
</tr>
<tr>
<td></td>
<td>with par value of THB 100 equivalent to 2.58 percent of the total issued shares of PTTOR after the Initial Public Offering of PTTOR’s ordinary shares (IPO) and the full exercise of the Warrants.</td>
</tr>
<tr>
<td></td>
<td>In this regard, the number ordinary shares allocated to accommodate the exercise of the Warrants shall be adjusted subject to the change of par value of PTTOR’s share.</td>
</tr>
<tr>
<td>Issuance date</td>
<td>The Warrants shall be issued together with the Initial Public Offering of PTTOR’s ordinary shares (IPO).</td>
</tr>
<tr>
<td>Offering period</td>
<td>PTTOR shall offer the Warrants within one year from the date on which the issuance and offering of the Warrants has been approved by PTTOR’s shareholders meeting.</td>
</tr>
<tr>
<td>Offering method</td>
<td>This issuance of the Warrants will be offered to the executives and employees of PTTOR. In this regard, the Board of PTTOR and/or the person delegated by the Board of PTTOR will be authorized to consider and determine qualifications of the executives and employees</td>
</tr>
</tbody>
</table>

1 PTTOR will be converted to public company limited later
who will be entitled to obtain the Warrants and the number of Warrants allocated to each person.

<table>
<thead>
<tr>
<th>Offering price per unit</th>
<th>THB 0 (Zero Baht)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Exercise ratio</td>
<td>One unit of Warrant is entitled to purchase one ordinary share, unless the ratio has been adjusted according to the provision on the adjustment of the terms and conditions of the Warrants.</td>
</tr>
<tr>
<td>Exercise price</td>
<td>Exercise price shall be equal to the par value of PTTOR’s shares at the Exercise Date</td>
</tr>
</tbody>
</table>
| Conditions to exercise and the exercise period | Except for the case that the executives and employees are unable to exercise the rights under the Warrants as specified in Item 3.2, each of the Warrant holders may exercise the right in accordance with the exercise periods and the specified portion as follows:  
  - **Upon one year from the Warrant’s issuance date:** each Warrant holder can exercise the right up to 25 percent of the total units of the Warrants he or she has been allocated  
  - **Upon two year from the Warrant’s issuance date:** each Warrant holder can exercise the right of additional 25 percent of the total units of the Warrants he or she has been allocated  
  - **Upon three year from the Warrant’s issuance date:** each Warrant holder can exercise the right of additional 25 percent of the total units of the Warrants he or she has been allocated  
  - **Upon four year from the Warrant’s issuance date:** each Warrant holder can exercise the right of additional 25 percent of the total units of the Warrants he or she has been allocated  

  “**Exercise Date**” means the last Business Day of every three months from the first Exercise Date throughout the term of the Warrants in compliance with the above conditions. In this regard, the first Exercise Date is the last Business Day of the first month after the end of one year period from the issuance date of the Warrants and the last Exercise Date shall be the five Business Days period prior to expiry of the 4-year period from the issuance date of the Warrants.  

  “**Business Day**” means the business day of PTTOR  

  The Warrants remaining from the exercise or being unexercised on any Exercise Date may be carried forward to the following Exercise Date for the whole term of the Warrants. Nevertheless, if the term of the Warrants has expired, any warrants remaining from the exercise will be cancelled and ceased to be in effect. |
| Period for notification of the intention to exercise the Warrants | The Warrant holder who wishes to exercise the right to purchase the ordinary shares of PTTOR shall declare the intention to exercise the right between 09.00 hrs. and 15.00 hrs. prior to each Exercise Date at least five Business Days in advance. With the exception of the last Exercise Date, the Warrant holder shall declare their intention during the fifteen Business Days prior to the last Exercise Date. |
| Allocation method | Directly allocated to the executives and employees of PTTOR with the details as set out in Item 3, exclusive of an assignee. |
Reasons to issue new shares to accommodate the adjustment of rights

<table>
<thead>
<tr>
<th>Rights and benefits other than those normally attached to the ordinary shares</th>
<th>- None -</th>
</tr>
</thead>
<tbody>
<tr>
<td>Secondary market of the Warrants</td>
<td>PTTOR will not file an application to list the Warrants on the SET.</td>
</tr>
<tr>
<td>Secondary market of the ordinary shares reserved to accommodate the Warrants</td>
<td>PTTOR will file an application to list the ordinary shares purchased under the Warrants on the SET.</td>
</tr>
</tbody>
</table>

Nevertheless, the Board of PTTOR shall be authorized to prescribe the criteria, conditions, and other details of the ESOP Scheme or to make any amendment as it deems appropriate. Furthermore, the Board of PTTOR or its delegated person shall be authorized to prescribe the terms and conditions of the Warrants and the duties and responsibilities of the Warrant’s issuer, as well as prescribe or amend the criteria, terms, conditions, and details related to the ESOP Scheme in order to comply with the relevant law and notifications of the relevant authority.

3. **Criteria and conditions for the allocation and exercise of the Warrants under PTTOR ESOP Scheme**

3.1. **Criteria and conditions for the allocation of the Warrants**

3.1.1. The Board of PTTOR and/or its delegated person is authorized to proceed with the following:

   (1) Consider and determine the names of the executives and employees of PTTOR entitled to obtain the allocation of the Warrants and numbers of Warrants allocated to each person.

   In this regard, no executives or employees will be entitled to the Warrants in an amount exceeding five percent of the total number of Warrants.

   (2) Change, increases, or decrease of the number of the Warrants allocated to the executives and employees.

3.1.2. In the event that the executives and employees fail to exercise the right under the Warrants as specified in Item 3.2, PTTOR will not reallocate such Warrants received from the executives and employees to other executives and employees. Consequently, PTTOR will cancel such Warrants at a later date.

3.1.3. The qualification of the executives and employees who will be entitled to the allocation of the Warrants:

   (1) The executives and employees shall be the executives and employees of PTTOR at the issuance date of the Warrants.
(2) The number of the Warrants to be allocated to each of the executives and employees is not required to be equal. The numbers of the allocation will depend on the position, experience, years of service, performance, potential, and/or salary.

3.2. Conditions on the exercise of rights under the Warrants

3.2.1. The Warrants holder shall retain his or her status as an executive or an employee of PTTOR on the Exercise Date, with exception of the case specified in 3.2.2.

3.2.2. Exception cases are as follows:

(1) In the case of death of the Warrant holder or the Warrant holder becomes incompetent, quasi-incompetent, has disappeared or any other reason which renders that the Warrant holder is unable to manage his or her affairs or property, his or her heir, guardian, or curator (as the case may be) is entitled to exercise the right of the Warrants for the Warrant holder until the date of maturity.

(2) In the case of retirement in accordance with HR policy of PTTOR, the Warrant holder shall be entitled to exercise the right to purchase the shares under the Warrants up until the retirement date. The Warrant holder will not be able to exercise the rights under the remaining Warrants and shall return the remaining Warrants to PTTOR immediately. Consequently, PTTOR will cancel such Warrants at a later date.

(3) In the event that the Warrant holder is no longer an executive or an employee of PTTOR by PTTOR’s intention such as being transfer to another company, the Warrant holder’s right to exercise the Warrants shall be at discretion of The Chief Executive Officer of PTTOR on the case by case basis.

3.2.3. In the event that the Warrant holder is no longer an executive or an employee of PTTOR before or at the Exercise Date due to other reasons apart from the exception case in Item 3.2, the Warrant holder will not be able to exercise the rights under the remaining Warrants and shall return the remaining Warrants to PTTOR immediately. Consequently, PTTOR will cancel such Warrants at a later date.

3.2.4. When the last Exercise Date has passed and term of Warrants is expired, if the Warrant holder does not exercise the rights to purchase the ordinary shares under the Warrant or do not exercise all of the rights under the Warrants, it shall be deemed that the Warrant holder waives the right under the remaining Warrants. Such Warrant holder shall have no right to claim any compensation from PTTOR.

3.2.5. The Board of PTTOR or its delegated person is completely authorized to consider, determine and amend the conditions for the exercise of rights under the Warrants, which may differ from those stated above.

4. Effects on shareholders

4.1. Control Dilution

In the event that the right under the Warrants allocated to the executives and employees of PTTOR is fully exercised, there will be control dilution to PTTOR’s existing shareholders of 2.58 percent which can be calculated as follows:
Numbers of shares before the offering\(^{(1)}\): 1,018,760,753 shares (with the par value of THB 100)

Number of shares to accommodate the exercise of the Warrants: Not exceeding 27,000,000 shares (with the par value of THB 100)

Control Dilution

\[
\text{Control Dilution} = \frac{\text{Number of shares to accommodate the exercise of the Warrants}}{\text{Numbers of shares before the offering} + \text{Number of shares to accommodate the exercise of the Warrants}}
\]

\[
= \frac{27,000,000}{1,018,760,753 + 27,000,000}
\]

\[
= 2.58 \text{ percent}
\]

Notes:
(1) Calculated from estimated number of shares after capital increase in order to obtain the transferred business and estimated newly issued shares for IPO (with par value of THB 100)

4.2. Price Dilution

Price Dilution of PTTOR’s share

In the event that the right under the Warrants allocated to the executives and employees of PTTOR is fully exercised, market price of PTTOR’s share will decrease by 0.58 percent which can be calculated as follows:

Market price of PTTOR’s share before the offering\(^{(1),(2)}\): THB 129.11 per share

Market price of PTTOR’s share after the offering\(^{(3)}\): THB 128.36 per share

Price Dilution of PTTOR’s share

\[
= \frac{\text{Market price of PTTOR’s share before the offering} - \text{Market price of PTTOR’s share after the offering}}{\text{Market price of PTTOR’s share before the offering}}
\]

\[
= \frac{129.11 - 128.36}{129.11}
\]

\[
= 0.58 \text{ percent}
\]

Notes:
(1) Calculated from estimated number of shares after capital increase in order to obtain the transferred business and estimated newly issued shares for IPO (with par value of THB 100)

(2) Assumed Market price of PTTOR’s share before the offering = Book value of PTTOR before the business transfer as of 31 December 2016 (THB 9,581 million) + Transfer price of the oil business and the shares of companies related to the oil business unit which is within the range of fair market value of Enterprise Value suggested by the Independent Financial Advisor that is in the approved list of the SEC (THB 121,953 million).

(3) Calculated from

\[
= \frac{(\text{Market price before the offering} \times \text{No. of shares before the offering}) + (\text{Exercise price} \times \text{No. of shares to accommodate the exercise})}{\text{No. of shares before the offering} + \text{No. of shares to accommodate the exercise of the Warrants}}
\]
Price Dilution of PTT’s share

Since market price of PTT’s share will be affected by investors’ demand and supply; therefore, effects on market price of PTT’s share from the issuance of PTTOR’s shares to accommodate the exercise of the Warrants cannot be directly calculated. However, in order to provide additional information to shareholders, the size of market value of PTTOR’s shares issued to accommodate the exercise of the Warrants compared to market capitalization of PTT’s shares has been calculated and the details of calculation are as follows:

Market capitalization of PTT’s shares (1) : THB 1,128,238.53 million

Market value of PTTOR’s shares issued to accommodate ESOP : THB 3,465.73 million

The size of market value of PTTOR’s shares to accommodate the exercise of the Warrants compared to market capitalization of PTT’s shares

= \frac{\text{Market value of PTTOR’s shares issued to accommodate ESOP}}{\text{Market capitalization of PTT’s shares}}

= \frac{3,465.73}{1,128,238.53}

= 0.31 percent

Notes:
(1) Data from Setsmart as of 15 March 2017
(2) Assumed Market value of PTTOR’s shares issued to accommodate ESOP = Number of shares issued to accommodate ESOP (27,000,000 shares) x Market price of PTTOR’s share after ESOP offering (THB 128.36 per share)

5. Criteria and conditions of the issuance and offering of the Warrants under PTTOR ESOP Scheme

The issuance and offering of the Warrants to the executives and employees of PTTOR shall be subjected to the Notification of the Capital Market Supervisory Board No. Tor. Chor 32/2551 Re: The Offering of Newly Issued Securities to Directors and Employees of the Company dated 15 December 2008 and the Notification of the Capital Market Supervisory Board No. Tor. Chor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares dated 15 December 2008, or any other notifications as applicable in replacement of such notifications, as well as any other relevant rules and regulations.

6. Right of shareholders to oppose the offering

6.1 The issuance and offering of the Warrants to the executives and employees of PTTOR shall be approved by shareholders’ meeting of PTT by not less than three-quarters of the total votes of the shareholders attending the meeting and entitled to vote; and no shareholder(s) having an aggregate shareholding of more than 10 percent of the votes of the shareholders attending the meeting shall vote in opposition to the issuance and offering of the Warrants.
6.2 The issuance and offering of the Warrants to the executives and employees of PTTOR shall be approved by shareholders’ meeting of PTTOR according to the Public Limited Companies Act B.E. 2535 (1992) and shall comply with any other relevant rules and regulations.

7. Opinion of the Board on the worth of benefits the Company shall obtained in comparison with the difference between the Warrants offering and exercise price and the market price that the Company shall foregone and the appropriateness of the market price

The Board was of the view that even though the exercise price has a discount over the market price, the discount has little impact on price dilution of PTTOR’s shares. Therefore the issuance and offering of the Warrants will be in the interests of PTTOR as it will serve as a mechanism to encourage and reward the executives and employees of PTTOR for their contribution in the performance of duties in the maximum interests of the Company and the shareholders. Furthermore, with the sense of ownership, the executives and employees will share the same objective with the shareholders and generally be committed to dedicate themselves to the growth and propensity of PTTOR to achieve its business goals. In turn, the Company will benefit from PTTOR’s better operational results. This is deemed worthwhile in comparison to the difference between the Warrants offering and exercise price and the market price that the Company shall foregone.

In addition, since PTTOR’s ordinary shares are not listed on the SET; therefore, there is no market price for reference. So, the market price of PTTOR’s shares before the offering is assumed to be equal to transfer price of the oil business (THB 121,953 million) plus book value of PTTOR before business transfer (THB 9,581 million), which was deemed an appropriate estimation in the Board’s view.