



**Criteria for proposing agenda and nominating candidates for directorship for
the 2023 Annual General Meeting of Shareholders of Thai Oil Public Company Limited**

Objectives

Thai Oil Public Company Limited (the “**Company**”) is committed to conduct our business at a high standard of the good Corporate Governance practices. Emphasizing the importance of our business conducts, in regards to equitable treatment of shareholders and our responsibility to all stakeholders, and with objectives to enhance the stakeholders’ confidence in our business conducts, the Company would like to invite our shareholders to propose agenda and to nominate candidate(s) for directorship for the 2023 Annual General Meeting of Shareholders (the “**AGM**”) in advance with the criteria as described below.

Criteria

1. Qualifications or characteristics of shareholder, evidence of shareholding and evidence of identification

1.1 Qualifications or characteristics of shareholder who is eligible to propose AGM agenda and/or to nominate candidate(s) for directorship are as follows:

- (a) Being a shareholder or a group of shareholders holding the Company’s shares and entitled to vote with at least 5 percent of total voting rights of the Company at the date of proposing agenda(s) and/or nominating the candidate(s) for directorship. or
- (b) Being a shareholder or a group of shareholders holding the Company’s shares and entitled to vote with at least 1 percent but less than 5 percent of total voting rights of the Company, whereby all shareholders under this criteria must have held the above mentioned shares consecutively for at least 12 months prior to the date of proposing agenda(s) and/or nominating the candidate(s) for directorship.

1.2 Evidence of shareholding of shareholder(s) who is eligible to propose AGM agenda and/or to nominate candidates for directorship are as follows:

- 1.2.1 Shareholder(s) under criteria 1.1 (a) is required to provide his/her evidence of shareholding; for example, share certificate, the statement/confirmation of shareholding from the broker(s), or any other evidence from the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.
- 1.2.2 Shareholder(s) under criteria 1.1 (b) is required to provide his/her evidence of consecutive shareholding for at least 12 months prior to the date of proposing agenda(s) and/or nominating candidate(s) for directorship; for example, share certificate, the statement/confirmation of shareholding from the broker(s), or any other evidence from the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.

1.3 Evidence of identification of shareholder(s) under criteria 1.1 (a) and (b) required to be provided are as follows:

- 1.3.1 **In case of the shareholder(s) being a natural person**, the copy of identification card/passport (in case of foreigner), each page of which must be certified true copy by the respective shareholder(s);

- 1.3.2 **In case of the shareholder(s) being a juristic person**, the juristic person's copy of affidavit, and copy of identification card/passport (in case of foreigner) of the authorized signatories, who signed on the Proposal for Agenda of the 2023 Annual General Meeting of Shareholders Form (Form A) and/or Nomination of Candidate for the Director Election in 2023 Form (Form B), each page of which must be certified as true copy by such authorized signatories.
2. **Proposal** of AGM agenda and/or nomination of candidate(s) for directorship can be proposed by the shareholder(s) **from now to December 31, 2022** by submitting the Proposal for Agenda of the 2023 Annual General Meeting of Shareholders Form (Form A) and/or Nomination of Candidate for the Director Election in 2023 Form (Form B) to the attention of (1) the Chairman of the Board of Directors or (2) the Chief Executive Officer and President or (3) the Company Secretary and sending to **“Thai Oil Public Company Limited at 555/1 Energy Complex Building A, 11th Floor, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900”**.
- 2.1 In case a group of shareholders who are qualified according to criteria 1.1, wishes to propose agenda and/or nominate candidate(s) for directorship, each shareholder must individually fill in 1 set of Form A and/or 1 set of Form B and sign his/her signature as evidence and provide his/her evidences as stated in criteria 1.2 and 1.3 for Form A and/or Form B (as the case may be), which shall be certified as true copies. All forms and certified copies of documents shall then be gathered into one set. A group of shareholders must also identify any one of them to act as a contact representative for all shareholders in the group. In this regard, any contact between the Company and the designated contact representative shall be deemed as contact between the Company and all signed shareholders;
- 2.2 In case a shareholder or group of shareholders who are qualified according to criteria 1.1 wishes to propose more than one agenda and/or nominate more than one candidate for directorship, 1 set of Form A per 1 agenda and/or 1 set of Form B per 1 candidate shall be completed and all forms must be signed as evidence.
- 2.3 For AGM agenda proposal; the shareholder is required to correctly and fully complete and sign Form A. The Company requires the proposed agenda to be identified as for acknowledgement, or for approval, or for consideration (as applicable), the objectives, details of the proposed agenda together with any relevant supporting documents deemed useful for the consideration (if any) such as background, rationale, justification as well as the expected benefits be provided. All of which must be certified as correct by such shareholder.
- 2.4 The Company reserves its right to decline inclusion of the following matters in the AGM agenda;
- 2.4.1 Matter(s) that do not comply with above criteria;
- 2.4.2 Matter(s) to do with normal business operation and allegation made by shareholder(s) without presenting reasonable cause of suspicion to the abnormality of the said matter;
- 2.4.3 Matter(s) beyond the authority of the Company to achieve the expected result(s);
- 2.4.4 Matter(s) with no benefit to the Company's business;
- 2.4.5 Matter(s) that have been previously proposed to Shareholders' Meetings during the past 12 months and were supported by less than 10 percent of total voting rights of

the Company. It is exceptional if the fact in the latter proposal(s) has been changed significantly from the previous ones;

2.4.6 Matter(s) that are against the laws, rules and regulations of the governmental or regulatory or relevant authorities and/or the matter(s) that are not complied with the Company's Objectives and Articles of Association, and Code of Conduct;

2.4.7 Matter(s) which have already been completed by the Company; and

2.4.8 Other matter(s) specified by the Capital Market Supervisory Board.

2.5 For proposal on the nomination of candidate for directorship, the information of the candidate shall be filled in the Information of Nomination of Candidate for the Director Election Form, as well as enclosed other relevant documents and/or evidence to support the selection process with Form B. The candidate must also affix his/her signature on Form B, consent to the nomination and processing of personal data as specified in the Company's Privacy Notice and certify the correctness of the information in all enclosed documents to be submitted to the Company. **The candidate for director or independent director must have qualifications according to criteria 3.**

3. Qualifications / Eligibilities of Directors and Independent Directors

3.1 Directors shall have qualifications as follows:

3.1.1 Possessing the qualifications and none of the prohibited characteristics under the Public Company Limited Act B.E. 2535

3.1.2 Being not over 70 years of age

3.1.3 Being knowledgeable, capable and possessing a variety of skills and working experiences that are beneficial for the Company's business.

3.1.4 Capable of providing leadership and able to efficiently and effectively monitor the business conduct of the Company's executives.

3.1.5 Not serving as a director of more than 3 listed companies in the Stock Exchange of Thailand (including the case of having been approved to serve as a director of the Company)

3.2 Independent Directors

Independent directors must have all qualifications required by the Capital Market Supervisory Board which are:

3.2.1 Holding shares not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.

3.2.2 Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to taking the independent directorship.

3.2.3 Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company.

- 3.2.4 Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.

The term ‘business relationship’ under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or providing loans, guarantee, extending assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

- 3.2.5 Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.
- 3.2.6 Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.
- 3.2.7 Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
- 3.2.8 Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
- 3.2.9 Not having any other characteristics which cause the inability to express independent opinions with regards to the Company’s business operations.
- 3.2.10 The Company’s independent directors shall hold the directorship not more than 9 consecutive years, from the date of being appointed as an independent director.

4. ***Consideration of the AGM agenda proposal and nomination of candidate for directorship proposal*** proposed by the shareholder(s) will be deliberated by the Board of Directors. The Company will notify the result of the consideration to the shareholders after the Board of Directors' meeting, which will be held in February 2023. Those AGM agendas and list of candidates approved to be presented at the AGM will be included in the invitation notice to the 2023 AGM which will be distributed to the shareholders accordingly. The consideration result passed by the Board of Directors shall be final.



Thai Oil Public Company Limited

Proposal for Agenda of the 2023 Annual General Meeting of Shareholders

Date.....

Name-Surname (a person who proposes Annual General Meeting of Shareholders agenda)

(Mr./Mrs./Miss)

Address

.....

Contactable Telephone No. Mobile Phone No.

Facsimile No. E-mail Address.....

being a shareholder of Thai Oil Public Company Limited (the “Company”) holding the total amount ofshares (in case of being the shareholder under criteria 1.1 (b), period of shareholding isyears/months) together with other shareholders holding the total amount of shares with the voting rights in accordance with the criteria determined by the Company, hereby proposes the 2023 Annual General Meeting of Shareholders (“AGM”) agenda(s) as follows:

Proposed Agenda For Acknowledgement For Consideration

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.....
.....

Objective/Rationale (Please provide supporting documents, if any)

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.....
.....

, together with the detail/relevant supporting documents (if any), , consisting of.....pages, each page of which has been certified as correct.

(In case of a group of shareholders wishes to propose an agenda, please fill in details below as required by criteria 2.1)

I hereby assign (Mr./Mrs./Miss), who is one of the shareholders of Thai Oil Public Company Limited having the address located at.....

Contactable Telephone No. Mobile Phone No.
Facsimile No. E-mail Address.....
as my representative in contacting with the Company.

I, (Mr./Mrs./Miss)....., certify that the information provided above including the evidence of shareholding and other supporting documents submitted herewith are correct, complete and true in all respects.

Signature..... Shareholder
(.....)

Remarks

1. The shareholder must enclose the evidence of shareholding as specified in criteria 1.2 and the evidence of identification as specified in criteria 1.3. For the address and telephone number, please specify the address and telephone number that are easily contactable for the benefits of communication and provision of additional information.
2. The shareholder may unofficially submit Form A in advance to the Group Company Secretary and Sustainability Department via facsimile at number (66)-2797-2973 or e-mail to the following address “company_secretary@thaioilgroup.com” before submitting the original Form A to the Company by December 31, 2022 (the Company’s address is as appeared in criteria 2.).
3. In case a group of shareholders collectively proposes one agenda, each shareholder must individually fill in and sign on 1 set of Form A as evidence, and gather them into 1 set according to criteria 2.1.
(If possible and for convenience, the shareholders are recommended to appoint only one contact representative for each group of shareholders to coordinate with the Company)
4. In case a shareholder or a group of shareholders wishes to propose more than one agenda, Form A must be filled separately for each agenda and the shareholder(s) must proceed in accordance with criteria 2.2.
5. In case of any cancellation or correction of any statement in Form A, every place of cancellation or correction and/or revision must bear the signature of such shareholder who made such cancellation or correction.

6. In case the shareholder has his/her title, name, or surname changed, the copies of evidence of those changes must be enclosed and certified as true copies.
7. The Company reserves the right to not consider the AGM agenda proposed by the shareholder if the shareholder fails to complete the information, information provided is incorrect, the Company is unable to contact the shareholder, or the shareholder does not meet the qualification in the specified criteria.



Thai Oil Public Company Limited

Nomination of Candidate for the Director Election in 2023

Date.....

Name-Surname (a person who nominates the candidate)

(Mr./Mrs./Miss).....

Address.....

Contactable Telephone No. Mobile Phone No.

Facsimile No.E-mail Address.....

being a shareholder of Thai Oil Public Company Limited holding the total amount ofshares (In case of being shareholder under the criteria 1.1 (b), period of shareholding is.....years/months).

Together with other shareholders holding the total amount of shares with the voting rights in accordance with the criteria determined by the Company, I hereby nominate (Mr./Mrs./Miss) age years as a candidate for directorship. I confirm that such candidate possesses all qualifications as stated in criteria 3 indicating qualifications/eligibilities of directors. As enclosed herewith, such person nominated for candidacy has given his/her consent as evidence and certifies that all relevant documents and/or evidence to support selection process, *i.e.* personal profile, education background, curriculum vitae, director training program, vested interests, litigation history, and other additional supporting documents are correct, complete, and true in all respects.

(In case of a group of shareholders wishes to nominate the candidate for directorship, please also fill in details below according to the criteria 2.1)

I hereby assign (Mr./Mrs./Miss), who is one of the shareholders of Thai Oil Public Company Limited having the address located at.....

Contactable Telephone No. Mobile Phone No.

Facsimile No. E-mail Address

as my representative in contacting with the Company.

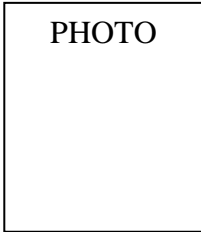
I certify that the information provided above including the evidence of shareholding and other supporting documents submitted herewith are correct, complete and true in all respects.

Signature..... Shareholder

(.....)

Remarks

1. The shareholders must enclose the evidence of shareholding as specified in the criteria 1.2 and the evidence of identification as specified in the criteria 1.3. For the address and telephone number, please specify the address and telephone number that are easily contactable for the benefits of communication and provision of additional information.
2. The candidate nominated for directorship in the Company must sign and consent to the collection, use and/or disclosure his/her personal data for the purpose of identity verification and other relevant procedures as a candidate nominated for directorship in the Company as specified in the Privacy Notice for proposing agendas and nominating candidates for directorship for the 2023 Annual General Meeting of Shareholders of the Company, as well as certify the correctness of all information in all copies of his/her personal profile, education background, curriculum vitae, director training program, vested interests, litigation history, preferred contact address and other supporting documents and/or evidence to be used in the consideration process.
3. The shareholders may unofficially submit Form B in advance to the Group Company Secretary and Sustainability Department via facsimile at number (66)-2797-2973 or via e-mail to the following address “company_secretary@thaioilgroup.com” before submitting original document to the Company by December 31, 2022 (the Company’s address is as appeared in criteria 2.)
4. In case a group of shareholders collectively proposes a candidate, each shareholder must individually fill in and sign on 1 set of Form B as evidence, and gather them into 1 set according to criteria 2.1.
(If possible and for convenience, the shareholders are recommended to appoint only one contact representative for each group of shareholders to coordinate with the Company)
5. In case a shareholder or a group of shareholders wishes to nominate more than one candidate, Form B must be filled separately for each candidate and the shareholder(s) must proceed in accordance with criteria 2.2.
6. In case of any cancellation or correction of any statement in Form B, every place of cancellation or correction and/or revision must bear the signature of such shareholder who made such cancellation or correction.
7. In case the shareholder has his/her title, name, or surname changed, the copies of evidence of those changes must be enclosed and certified as true copies.
8. The Company reserves the right to not consider the nomination of any candidate for directorship if the shareholder fails to complete the information, the information provided is incomplete, incorrect, or the Company is unable to contact the shareholder, or the shareholder does not meet the qualification in the specified criteria.



Information of Nomination of Candidate for the Director Election
Thai Oil Public Company Limited

1. Details of Nomination of Candidate for the Director Election

Name-Surname (a person who nominates the candidate)
(Mr./Mrs./Miss) Date of Birth (D/M/Y)
ID No. Age years Gender Nationality
Address.....
.....
Contactable Telephone No. Mobile Phone No.
Facsimile No. E-mail Address.....
As of being a shareholder of Thai Oil Public Company Limited
holding the total amount ofshares

2. Marriage status

Spouse's name holding shares
Number of children
1. Age years Number of shareholding shares
2. Age years Number of shareholding shares
3. Age years Number of shareholding shares

3. Education Background (please enclosed copies of academic qualifications/certificates)

Institution	Degree and major subject	Year of graduation
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.....
.....

4. Director Training Program

Course	Institution	Year attended
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.....
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.....

5. Work Experience (5 years prior to this nomination)

Institution/Company	Type of business	Position	Period (from - to)
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6. Having direct or indirect vested interests in the Company, subsidiaries, affiliates or joint/associated companies such as shareholding, being a partner to a partnership or a director in a company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company. (please describe in details)

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7. Record of litigation initiated, or initiated against

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Consent and Certification

I, (Mr./Mrs./Miss)....., who is nominated as a candidate for directorship as mentioned above, hereby consent to the collection, use and/or disclosure of my personal data for the purpose of identity verification and other relevant procedures as a candidate nominated for directorship in the Company as specified in the Privacy Notice for proposing agendas and nominating candidates for directorship for the 2023 Annual General Meeting of Shareholders of the Company, and certify that the information disclosed and documents submitted herewith are correct, complete, and true in all respects.

Signature..... Candidate
(.....)

Privacy Notice
For proposing agenda and nominating candidates for election of directors of
Thai Oil Public Company Limited at the 2023 Annual General Meeting of Shareholders

Thai Oil Public Company Limited (the “**Company**”) values the personal information of the shareholder(s) proxy and/or nominating candidates (“**you**”) and to act in compliance with Personal Data Protection Act B.E. 2562 (A.D. 2019), the Company would like to inform you as follows:

Data Controller’s information: Thai Oil Public Company Limited: The contact details are as appeared in www.thaioilgroup.com

- 1. Personal Data:** The Company needs to collect your personal data to be used in connection to the proposition of agenda and nomination of candidates for election as directors of the Company as follows:

General Personal Data: name, surname, birth date, age, gender, nationality, marital status, address, telephone number, identification number, e-mail, fax number, shareholder identification, copy of identification card/passport (in case of foreigner), personal profile, curriculum vitae, educational background, director training program(s), vested interests, litigation history, information as appeared in the statement/confirmation of share certificate from the Stock Exchange of Thailand from the broker(s), or any other evidence from the Stock Exchange of Thailand or the Thailand Security Depository Co., Ltd.

Note: Identity documents that you provide to the Company, such as copies of ID cards or other official documents may contain sensitive data such as religion, ethnicity, blood type, which is not necessary for proposing agenda and nominating candidates for election as directors and the Company does not wish to collect such data. The Company would request you to conceal or cross-out those sensitive data before submitting such documents to the Company. In case that you do not conceal such sensitive data, the Company reserves the right to conceal the sensitive data on such received documents as appropriate and it shall not be deemed that the Company has collected your aforementioned sensitive data.

- 2. Objectives, Legal basis, and Data Processing:** The Company processes your personal data in accordance with the objectives and legal basis as follows:

- 2.1. Legal obligation**

The Company collects and uses your data for the to be used in connection to the proposition of agendas and nomination of candidates for election as directors of the Company including verifying your identification and carrying out any other activities to comply with the laws and any order of the governmental authorities in accordance with the Public Limited Companies Act, B.E. 2535 (A.D.1992) (as amended), the Civil and Commercial Code, and any other laws.

- 2.2. Legitimate interest**

The Company collects and uses your data for the purpose of considering the qualification/eligibilities of nominated candidates for election as directors of the Company and keeping as evidence of proposition of agenda and nomination of candidates for election as directors of the Company as well as for any activities as necessary relating to the legitimate interest of Company and other persons to the extent that it is within the scope of the objectives which you can reasonably expect.

- 3. Source of Personal Data:** The Company collects your personal data directly from you, Thailand Securities Depository Co., Ltd., and/or each shareholder who nominates the candidates.
- 4. Personal Data Disclosure:** The Company may need to disclose your personal data for the purpose of proposing agenda and nominating candidates for election of directors of the Company to the following persons;
 - Law enforcement agencies (such as Ministry of Commerce, the Securities and Exchange Commission, Thailand, and the Stock Exchange of Thailand).
 - Shareholders, Investors, other people through the Company’s website and The Stock Exchange of Thailand and printing media.

- Thailand Securities Depository Co., Ltd.

- 5. Personal Data Storage:** The Company will keep your personal data so long as it is necessary for the accomplishment of the objectives as stated above. In this regard, the Company expects to keep your personal data for a period of 10 years from the date that the Company receives your personal data. In order to comply with the above objectives, upon the lapse of those respective periods, the Company will destroy your personal data or anonymize such data.
- 6. Right of Data Subject:** You, as the data subject, have the rights to request access and obtain the copy of your personal data, to object the collection, use, or disclosure of the data, to request the Company to correct your personal data, to request the Company to erase your personal data within the prescribed period, to request the Company to restrain from using your personal data, to request the Company to transfer your personal data to other person, and to complain in accordance with the conditions of related laws.

If you would like to exercise any of your rights, please contact the Company and the Company will consider your request and contact you as soon as possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint to the Office of the Personal Data Protection Commission.