



Criteria for Shareholders to propose Agenda Items and Director Candidates at the Annual General Meeting of Shareholders

PTT Oil and Retail Business Public Company Limited (“OR”) attaches utmost significance to the Good Corporate Governance Policy regarding the rights and equality of shareholders, therefore, the Board of Directors of OR (“Board”) invites shareholders to propose agenda items and director candidates for OR’s Annual General Meeting of Shareholders (“AGM”) in advance. The criteria are provided as follows:

1. Qualification of Shareholder

Shareholders who wish to propose AGM agenda items and/or to nominate director candidates must possess the following qualifications:

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

1.2 Minimum Shareholding:

1.2.1 Holding not less than 5 percent of the total voting rights of OR (or equivalent to at least 600,000,000 shares) or

1.2.2 Holding not less than 1,000,000 shares of OR consecutively at least 1 year from the first date of holding such shares until the date of proposing agenda items and/or nominating director candidates.

1.3 Shareholder(s) according to No. 1.1 and 1.2 must be shareholder(s) of OR on the date of proposing agenda items or nominating director candidates. Such shareholder(s) is required to provide evidence of consecutive shareholding, such as copy of share certificates or the statement / confirmation of shareholding from the broker as well as a copy of the identification card or passport (in case of a non-Thai nationality), address, and telephone number for convenience in contacting in case of additional inquiries.

2. Proposal of Agenda Items

2.1 Method for Proposal

1) Proposal must be made by the shareholder(s) possessing qualifications as set out in No. 1.

2) The shareholder(s) must fill in “The Proposed Agenda to the Annual General Shareholders’ Meeting Form (Form A)” and submit the original Form A together with other supporting documents within timeframe specified by OR in accordance with the guideline of the Stock Exchange of Thailand in order to allow the Board to have adequate time to consider the proposed agenda. In this regard, the shareholder(s) may unofficially submit Form A via Email.

3) In the case where combined shareholders have agreed to propose the agenda, each shareholder must individually fill in Form A and sign the name as evidence, then consolidate them and submit the same to OR in one set.

2.2 Method for Consideration

2.2.1 The Board shall have the authority to consider the agenda proposed by the shareholder(s). The Board shall be able to reject any of such proposed agendas if it has any of the following characteristics:

1) Matters as set forth in section 89/28 subsection two of the Securities and Exchange Act B.E. 2535, (and the amendment); as follows

(1) the proposal does not comply with the rules as specified in section 89/28 subsection one, i.e. matters proposed by unqualified shareholder(s), or matters that are not indicated whether it is the matter proposed for information, for approval or for consideration;

(2) the proposal is relevant to the ordinary business operation and the fact given by the shareholder(s) does not indicate any reasonable ground to suspect the irregularity of such matter;

(3) the proposal is beyond OR’s authority to implement the purposed results;

(4) the proposal was submitted to the shareholders' meeting for its consideration within the previous 12 months and received the supporting votes of less than 10 percent of the total number of the voting rights of OR, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting; or

(5) any other cases as specified in the notification of the Capital Market Supervisory Board;

2) Matters that violate the laws, rules, regulations of government authorities or regulatory agencies, or which is not in compliance with the objective, the Articles of Association, the Shareholders' resolution and Corporate Governance Ethical Standards and Code of Business Ethics of OR;

3) Matters that OR has already implemented (whether the matter is ongoing or completed); or

4) Matters with insufficient or inaccurate information, matters that OR is unable to contact the proposing shareholder(s) for further information, matters that do not comply with the criteria set out by OR, matters that proposed by unqualified shareholder(s) as stated in No. 1.;

unless decided otherwise by the Board. In this respect, the Board's decision is final and conclusive.

2.2.2 The proposal approved by the Board will be included as an agenda item to be considered by the Shareholders' Meeting, together with the Board's observations.

2.2.3 If the Board disapproves the proposed agenda items, OR will inform the shareholders and will include such matter as an agenda for acknowledgement in the Shareholders' Meeting.

3. Nomination of Director Candidates

3.1 Method for Proposal

1) Proposal must be made by the shareholder(s) possessing qualifications as set out in No. 1.

2) The shareholder(s) must fill in “Form to Nominate Director (Form B)” and “Resume of Director Candidate” and submit the original Form B and the Resume of Director Candidate together with other supporting documents within timeframe set in line with the Stock Exchange of Thailand’s guideline in order to allow OR to have adequate time to consider qualifications of the proposed director candidate. In this regard, the shareholder(s) may unofficially submit Form B via Email.

3) In the case where combined shareholders have agreed to propose director candidates, each shareholder must individually fill in Form B and sign the name as evidence, then consolidate them and submit the same to OR in one set.

3.2 Method for Consideration

3.2.1 The Board will consider the proposed director candidate(s), who must possess the following qualification(s).

- 1) Not over 63 years of age as at the proposed date
- 2) Being qualified and having none of the prohibited characteristics under laws on the public company limited, laws on the securities and exchange, the relevant laws, rules, regulations, Cabinet Resolutions, OR’s Article of Association, other relevant criteria, and the Good Corporate Governance and Code of Business Ethics of OR.
- 3) Having the knowledge, various skills and experiences in areas that are significantly beneficial to OR which are finance, accounting, laws, information technology, business administration, oil and retail business, corporate communication/marketing communication, marketing, international business, retail business, and human resources management; being capable of devoting sufficient time for OR, having a good physical condition, participating meetings by providing constructive comments and having courage to express opinions during the meetings, having good records of work background and good ethics, as well as a public acceptance.
- 4) Directorship in other organizations:
 - 4.1) serving in a director position for no more than 3 state enterprises and/or juristic persons in which a state enterprise is a shareholder (including OR, if elected); and

- 4.2) serving in a director position for no more than 3 listed companies in the Stock Exchange of Thailand (including OR, if elected) which must not contradict to the criteria under 4.1).

The total number of director positions under 4.1) and 4.2) must not exceed 5 positions.

- 5) If nominated to be an independent director, the candidate must possess the qualifications as specified by the Capital Market Supervisory Board.

3.2.2 If the OR Board approves, the director candidate approved by the Board will be included in the agenda item in the Shareholder's Meeting.

If the OR Board disapproves the proposed director candidates, OR will inform the shareholders and will include such matter as an agenda for acknowledgement in the Shareholders' Meeting.

4. Submission Channel

Shareholder(s) may unofficially submit proposal documents via Email at corporatesecretary@pttor.com before submitting original documents and supporting evidence signed in writing to OR's address:

Office of Chief Executive Officer and Corporate Secretary
PTT Oil and Retail Business Public Company Limited
555/2 Energy Complex Building B, 12th Floor,
Vibhavadi Rangsit Rd., Chatuchak, Bangkok 10900

5. Submission Period

The shareholder(s) submits the original documents together with other supporting documents as required to OR during October 1, 2024 to December 31, 2024. In this regard, the original Form A. and B. signed by the shareholder and other relevant documents must be delivered to OR within December 31, 2024.