



Invitation to the 2025 Annual General Meeting of Shareholder

PTT Oil and Retail Business Public Company Limited

Friday, April 4, 2025, at 14.00 hrs.

Via electronic means (E-AGM) only



บริษัท ปตท. น้ำมันและการค้าปลีก จำกัด (มหาชน)  
555/2 ศูนย์เอนเนอร์ยีคอมเพล็กซ์ อาคารบี ชั้น 12  
ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร  
กรุงเทพฯ 10900 โทรศัพท์ : +66 (0) 2196 5959  
เลขประจำตัวผู้เสียภาษี : 0107561000013

PTT Oil and Retail Business Public Company Limited  
555/2 Energy Complex Building B, 12th Floor,  
Vibhavadi Rangsit Rd., Chatuchak,  
Bangkok 10900 Tel : +66 (0) 2196 5959  
Tax ID PTTOR : 0107561000013



No. 31300001/77

March 4, 2025

Re: Invitation to attend the 2025 Annual General Meeting of Shareholders

To: Shareholders of PTT Oil and Retail Business Public Company Limited

Enclosures:

1. Privacy Notice for the Annual General Meeting of Shareholders for the Year 2025 of PTT Oil and Retail Business Public Company Limited;
2. Profiles of candidates nominated for appointment as auditors (Agenda Item 4);
3. Profiles of candidates nominated for election as directors of the Company (Agenda Item 6);
4. Definition of an independent director of the Company, including profiles and information of independent directors proposed by the Company to act as proxies for shareholders;
5. Guidelines and procedures for registration and process to attend the Annual General Meeting of Shareholders for the Year 2025 via electronic means;
6. Documents and evidence which attendees must present in order to attend the Meeting via the e-Request system, supporting documents for the appointment of proxies, and voting procedures at the Meeting;
7. Proxy Forms A, B and C (Proxy Form B is recommended);
8. Articles of Association of the Company concerning shareholders' meetings;
9. Annual Registration Statement / Annual Report for the Year 2024 (Form 56-1 One Report) in QR Code format

The Board of Directors of PTT Oil and Retail Business Public Company Limited (the "Company"), at its meeting dated February 11, 2025, resolved to convene the 2025 Annual General Meeting of Shareholders be held on April 4, 2025, at 14.00 hrs. The meeting will be conducted exclusively via electronic means, in compliance with relevant legal requirements for electronic meetings. The record date for determining the list shareholders entitled to attend the Annual General Meeting of Shareholders (Record Date) has been set for February 25, 2025.

To determine the agenda for the Annual General Meeting of Shareholders for the Year 2025, the Company had announced on the Company's website and via the Stock Exchange of Thailand's news system in order to provide shareholders the opportunity to propose agenda items for the Annual General Meeting of Shareholders for the Year 2025 in advance, between October 1, 2024, and December 31, 2024, in accordance with the principles of good corporate governance of listed companies. However, when the period specified by the Company had lapsed, no shareholders had proposed any agenda items for the Annual General Meeting of Shareholders for the Year 2025. The Company therefore gives notice of the meeting agenda for the Annual General Meeting of Shareholders for the Year 2025 according to the resolutions of the Board of Directors as follows:

**Agenda Item 1**      **To acknowledge the Company's operating result of the year 2024**

**Objective and Reason:** The Company has summarized its operating result for the year 2024 as per the details appearing in the Annual Registration Statement / Annual Report for the Year 2024 (Form 56-1 One Report).

**The Board of Directors' Opinion:** Deems it appropriate to propose that the Annual General Meeting of Shareholders acknowledge the Company's operating result for the year 2024, whereby the Company has summarized its operating result and significant changes occurring in the year 2024 as per the details appearing in the Annual Registration Statement / Annual Report for the Year 2024 (Form 56-1 One Report) in Enclosure 9 in QR Code format.

**Votes required for approval:** This agenda item is for acknowledgement and there will be no casting of votes.

**Agenda Item 2**      **To consider and approve the financial statements for the year ended December 31, 2024**

**Objective and Reason:** Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) (the "Public Limited Companies Act") and Article 49 of the Articles of Association of the Company, the Board of Directors shall prepare a balance sheet and a statement of profit and loss, an auditor's report, and an annual report as at the end of the year for submission to the annual general shareholders' meeting for approval within four (4) months of the last day of the year of the Company. The Board of Directors shall also have an auditor audit the balance sheet and the statement of profit and loss prior to submitting them to the shareholders' meeting. In this regard, the Company has prepared its financial statements for the year ended December 31, 2024, as detailed in Section 3 - Financial Statements of the Annual Registration Statement / Annual Report for the Year 2024 (Form 56-1 One Report) (Shareholders can download the report using the QR Code shown in Enclosure 9). The details are summarized as follows:

Item	2024 (as currently proposed)	2023
Total Assets (Million Baht)	207,492	220,236
Total Liabilities (Million Baht)	98,531	110,728
Total Shareholders' Equity (Million Baht)	108,961	109,508
Paid-up Capital (Million Baht)	120,000	120,000
Total Revenue from Sales and Services (Million Baht)	723,958	769,741
Net Profit (Million Baht)	7,650	11,094
Earnings per share (Baht per share)	0.64	0.92

**The Board of Directors' Opinion:** Deems it appropriate to propose that the Annual General Meeting of Shareholders approve the financial statements of the Company for the year ended December 31, 2024, which have been audited by the auditor and reviewed by the Audit Committee, as well as endorsed by the Board of Directors, for approval.

**Votes required for approval:** A resolution on this agenda item must be approved by a majority vote of the shareholders present at the Meeting and casting their votes.

**Agenda Item 3**      **To consider and approve the allocation of net profit as a legal reserve and dividend payment from the operating results for the year 2024**

**Objective and Reason:** Pursuant to Section 115 of the Public Limited Companies Act and Article 56 of the Articles of Association of the Company, no dividends shall be paid out of any funds other than profits. If the Company still has an accumulated loss, no dividends shall be distributed. Moreover, the dividend payment shall be distributed equally according to the number of shares, except in the case where the Company issues preference shares and specifies that preference shares will receive a different allocation of dividends from ordinary shares, in which case the dividends shall be allocated as specified. The dividend payment shall be approved by the shareholders' meeting. In addition, Section 116 of the Public Limited Companies Act and Article 57 of the Articles of Association of the Company stipulate that the Company must appropriate to a legal reserve, from its annual net profit, at least five (5) percent of its annual net profit less carried-forward accumulated losses (if any) until the legal reserve reaches an amount of no less than ten (10) percent of its registered capital.

The Company's dividend policy is to pay to its shareholders an annual dividend each year at least 30 percent of net profits for the year after making deductions for any legal reserve requirements under the applicable laws, and as determined by the Company in each year. In addition, no dividend payment shall exceed the retained earnings of the Company, and the Company cannot pay dividends if the Company has an accumulated loss in its financial statements.

The Board of Directors will consider the ability to pay dividends based on the applicable law, the Articles of Association of the Company, and considering various factors primarily for the benefit of the shareholders, such as the economic situation, the operating results and financial position, cash flow, investment plans, reservation for the loan repayment, compliance with debt covenants, or for working capital, and other necessary factors relating to the Company in the future as the Board of Directors deems appropriate. Once the Board of Directors has approved the payment of the Company's annual dividend, this must be presented for approval at the shareholders' meeting, unless it is an interim dividend. The Board of Directors has the authority to approve the payment of dividends on a case-by-case basis where the Board of Directors deems the Company has sufficient profits to do so, by reporting this to the shareholders at the next shareholders' meeting.

According to the operating results and financial position of the Company based on consolidated financial statements for the year 2024, the Company has a net profit of 7,650,312,106 Baht, equivalent to a profit per share of 0.64 Baht ( however, in the Company's separate financial statements, the Company had a net profit in 2024 of 4,067,398,817 Baht). The Board of Directors deemed it appropriate to propose to allocate 203,370,000 Baht<sup>1</sup> as a legal reserve for the year 2024, equivalent to 5 percent of the company's separate net profit for the year 2024, and proposed the payment of dividends for the operating results of the year 2024 to shareholders at the rate of 0.40 Baht per share, totaling 4,800,000,000 Baht, equivalent to approximately 62.7 percent of the net profit of the consolidated financial statements, in accordance with the Company's dividend policy, consisting of:

- 1) The interim dividend payment for the Company's operating results for the first half of the year 2024 (January 1, 2024 – June 30, 2024)

The Company would like to report that it has already made an interim dividend payment in compliance with Article 56 of the Articles of Association of the Company, which determines that the Board of Directors may approve payment of interim dividends to shareholders from time to time if the Board of Directors deems that the profits of the Company justified. After the interim dividends have been paid, it shall be reported to the shareholders at the following meeting of shareholders.

In this regard, the Board of Directors' Meeting No. 8/2024, held on August 20, 2024, resolved to make an interim dividend payment for the operating results of the first half of the year 2024 (January 1, 2024 – June 30, 2024) at the rate of 0.27 Baht per share, for 12,000,000,000 ordinary shares of the Company, totaling 3,240,000,000 Baht, which was paid from the Company's unappropriated retained earnings, derived from business subject to corporate income tax at the rate of 20 percent. Individual shareholders are entitled to a tax credit from the dividend payment under Section 47 bis of the Revenue Code. The interim dividend was paid to the shareholders on September 19, 2024.

- 2) The dividend payment for the Company's operating results for the second half of the year 2024 (July 1, 2024 – December 31, 2024) (if approved by the Annual General Meeting of Shareholders for the Year 2025)

The Board of Directors' Meeting No. 2/2025, held on February 11, 2025, deemed it appropriate to approve the dividend payment at the rate of 0.13 Baht per share, for a total of 12,000,000,000 ordinary shares of the Company, totaling 1,560,000,000 Baht,

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<sup>1</sup> Currently, the Company has a legal reserve of 2,079,468,000 Baht, or equivalent to 1.7329 percent of its registered capital.

consisting of:

- The dividend payment at the rate of 0.12 Baht per share, totaling 1,440,000,000 Baht, will be paid from the Company's unappropriated retained earnings, derived from business subject to corporate income tax at the rate of 20 percent. Individual shareholders are entitled to a tax credit from the dividend payment under Section 47 bis of the Revenue Code.
- The dividend payment at the rate of 0.01 Baht per share, totaling 120,000,000 Baht, will be paid from the Company's unappropriated retained earnings, derived from BOI promoted activities during the tax exemption period. Individual shareholders shall not include the dividend as their taxable income and not entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code.

The dividend will be paid on April 29, 2025. The Company will make the dividend payment to the Company's shareholders upon approval from the Annual General Meeting of Shareholders for the Year 2025.

A comparison with the previous year of the rate of dividend payment is as follows:

Item	2024 (As currently proposed)	2023
1. Net Profit (Million Baht)	7,650	11,094
2. Number of Shares (Million Shares)	12,000	12,000
3. Earnings per Share (Baht)	0.64	0.92
4. Dividend Payment per Share (Baht)	0.40	0.52
- Interim Dividend for the operating results of the first half of the year	0.27	0.25
- Dividend for the operating results of the second half of the year	0.13	0.27
5. Total Dividend Payment (Million Baht)	4,800	6,240
- Interim Dividend for the operating results of the first half of the year	3,240	3,000
- Dividend for the operating results of the second half of the year	1,560	3,240
6. Dividend Payout Ratio (Percentage)	62.7	56.2

**The Board of Directors' Opinion:** The Board of Directors has considered various factors, e.g. operating results, estimated cash flow, and the Company's dividend policy, and deems it appropriate to propose that the Annual General Meeting of Shareholders consider the following:

- (1) to approve the allocation of net profit to a legal reserve for the year 2024 in the amount of 203,370,000 Baht, equivalent to 5 percent of the Company's separate net profit for the year 2024;
- (2) to acknowledge the interim dividend payment based on the Company's operating results for the first half of the year 2024 (January 1, 2024 – June 30, 2024) at the rate of 0.27 Baht per share, with a total of 12,000,000,000 ordinary shares of the Company, totaling 3,240,000,000 Baht, which was paid from the unappropriated retained earnings, derived from business subject to corporate income tax at the rate of 20 percent. Individual shareholders are entitled to tax credits from the dividend payment under Section 47 bis of the Revenue Code. The interim dividend was paid to the shareholders on September 19, 2024;
- (3) to approve the dividend payment based on the Company's operating results for the second half of the year 2024 (July 1, 2024 – December 31, 2024) at the rate of 0.13 Baht per share, with a total of 12,000,000,000 ordinary shares of the Company, totaling 1,560,000,000 Baht. The dividend payment at the rate of 0.12 Baht per share, totaling 1,440,000,000 Baht, will be paid from the Company's unappropriated retained earnings, derived from business subject to corporate income tax at the rate of 20 percent. Individual shareholders are entitled to tax credits from the dividend payment under Section 47 bis of the Revenue Code, and the dividend payment at the rate of 0.01 Baht per share, totaling 1,200,000,000 Baht, will be paid from the Company's unappropriated retained earnings, derived from BOI promoted activities during the tax exemption period. Individual shareholders shall not include the dividend as their taxable income and not entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code.

In this regard, the Company will make the dividend payment to the shareholders that are entitled to receive dividends according to the list of names as it appears at the Record Date on February 25, 2025. The dividend will be paid on April 29, 2025. However, the payment of dividends is not yet confirmed. It is subject to the approval of the Annual General Meeting of Shareholders for the Year 2025.

**Votes required for approval:** A resolution on this agenda item must be approved by a majority vote of the shareholders present at the Meeting and casting their votes.

**Agenda Item 4** **To consider and approve the appointment of auditors and the determination of audit fees for the year 2025**

**Objective and Reason:** According to Section 120 of the Public Limited Companies Act and Article 52 of the Articles of Association of the Company, the annual general meeting of shareholders of the Company shall appoint the Company's auditor and determine the audit fees every year. In appointing an auditor, a retiring auditor is eligible for re-appointment, but he/she must have reviewed or audited and expressed an opinion on the Company's financial statements for no more than seven fiscal years, whether consecutive or not, and in any case in accordance with the guidelines set out by the Securities and Exchange Commission.

The State Audit Office of the Kingdom of Thailand ("SAO") has requested the Company to engage an external party to act as auditor instead of the SAO. The new auditor to be appointed must be endorsed by the SAO. The Company, therefore, has taken steps to select an auditor for the year 2025 in compliance with the Public Procurement and Supplies Administration Act B.E. 2560 (2017) and the relevant regulations, guidelines, procedures, and conditions set out by the State Audit Commission.

The Audit Committee considered the qualifications of the auditors from both a performance perspective, examining the experience, abilities, qualifications, and independence of the auditor, and from a price perspective, and is of the opinion that EY Office Company Limited ("EY") is a reliable audit firm with an excellent performance record and a sufficient number of qualified personnel who are knowledgeable and skilled. The Audit Committee provided its opinion to the Board of Directors to propose that the shareholders approve the appointment of EY as the audit firm of the Company and deemed it appropriate to appoint one of the following persons from EY as the auditor of the Company and to express his/her opinion on the financial statements of the Company for the year 2025.

List of Auditors	CPA Registration No.	Number of Years of Expressing Opinion on Company's Financial Statements
(1) Mr. Kittiphun Kiatsompob and/or	8050	3 years
(2) Mr. Vorapoj Amnuaypanit and/or	4640	- years
(3) Mrs. Ponnard Paچارoen	5238	- years

(The profiles of the candidates nominated to be appointed as auditor for the year 2025 are as appearing in Enclosure 2).



If such auditor is unable to perform his/her duties, EY may assign another auditor from the firm to audit the Company's accounts in his/her place.

The audit fee for the Company for the year 2025 is in the amount of 3,900,000 Baht, as recommended by the Audit Committee after careful and appropriate consideration and endorsed by the Board of Directors. The details of the auditor's remuneration are as follows:

Audit Fee	2025 (Baht) (As currently proposed)	2024 (Baht)	Increase (Baht)
For the quarterly periods ended March 31, June 30, and September 30	1,200,000	900,000	300,000
For the year ended December 31	2,700,000	2,600,000	100,000
Total	3,900,000	3,500,000	400,000

The non-audit fees for the year 2025, comprising fees for inspection, certification and confirmation of fuel sales volume, inspection, certification and confirmation of retail sales, and inspection of the application for tax exemption benefits from corporate income tax, are in the amount not exceeding 560,000 Baht. The non-audit fees for the year 2024 were in the amount of 200,000 Baht.

The SAO has approved EY and the above-proposed auditors to act as auditors of the Company and express his/her opinion on the financial statements of the Company for the year 2025. In addition, the proposed auditors have qualifications that comply with the Articles of Association of the Company, the notifications of the Securities and Exchange Commission, and have no relationship and/or conflict of interest with the Company, its subsidiaries, management, major shareholders, or their related parties in any way. Therefore, the proposed auditors have the necessary independence to audit and express their opinions on the Company's financial statements.

Moreover, some subsidiaries hire the same auditor as the Company, while others hire a different auditor. The Board of Directors will oversee the timely preparation of financial statements in accordance with the timeline under applicable laws.

**The Audit Committee's Opinion:** After careful and appropriate consideration, is of the opinion that auditors from EY, namely Mr. Kittiphun Kiatsompob, CPA Registration No. 8050 and/or Mr. Vorapoj Amnuaypanit, CPA Registration No. 4640 and/or Mrs. Poonnard Paocharoen, CPA Registration No. 5238 are experienced and appropriately qualified to act as the Company's auditors, as well as possess expertise in auditing. The audit fees are reasonable in relation to the Company's business operations and complexity of transactions and are within the appropriate range in line with the increased workload compared to the previous year.

**The Board of Directors' Opinion:** Deems it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the appointment of auditors from EY, namely, Mr. Kittiphun Kiatsompob, CPA Registration No. 8050 and/or Mr. Vorapoj Amnuaypanit, CPA Registration No. 4640 and/or Mrs. Poonnard Paچارoen, CPA Registration No. 5238 to serve as the auditor of the Company, and determine the audit fee of the Company for the year 2025 at an amount of 3,900,000 Baht, as proposed by the Audit Committee after careful and appropriate consideration, and endorsed by the Board of Directors.

**Votes required for approval:** A resolution on this agenda item must be approved by a majority vote of the shareholders present at the Meeting and casting their votes.

**Agenda Item 5**

**To consider and approve the directors' remuneration for the year 2025**

**Objective and Reason:** Section 90 of the Public Limited Companies Act stipulates that payment of directors' remuneration must be in accordance with the Articles of Association of a company and the resolutions of its shareholders' meetings passed with the votes of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting. Article 26 of the Articles of Association of the Company prescribes that directors are entitled to receive remuneration from the Company in the form of a financial reward, meeting allowance, retirement pension, bonus, or benefit of another nature in accordance with the Articles of Association of the Company or a resolution of the shareholders' meeting passed with not less than two-thirds (2/3) of the total votes of shareholders present at the meeting.

The Board of Directors, after careful and appropriate consideration by the Nomination and Remuneration Committee, has considered the policy for determining remuneration and criteria for remuneration for each position of the Company's directors, by taking into account the appropriateness in relation to the scope of responsibilities, the directors' performance, the level of responsibility assigned, guidelines for determining the remuneration of directors compared to other companies in the same industry and having a similar size (Industry and Size of Company Benchmark), practice guidelines of listed state enterprises, including good corporate governance, and deems it appropriate to propose maintaining the remuneration package for the year 2025 at the same rate as those approved by the resolution of the Annual General Meeting of Shareholders for the Year 2024 as follows:

Remuneration	2025 (as currently proposed)	2024
<b>1. Board of Directors</b>		
<b>Monthly Remuneration</b> (calculated based on duration of holding position)	Baht/person/month	Baht/person/month
<ul style="list-style-type: none"> <li>● Chairman <sup>(1)</sup></li> <li>● Director</li> </ul>	60,000 30,000	60,000 30,000
<b>Meeting Allowance</b> (for those in attendance only) <sup>(2)</sup>	Baht/person/time	Baht/person/time
<ul style="list-style-type: none"> <li>● Chairman <sup>(3)</sup></li> <li>● Director</li> </ul>	75,000 60,000	75,000 60,000
<b>2. Subcommittees</b>		
<b>2.1 Audit Committee</b> (limited to 1 time / month) <sup>(4)</sup>		
<b>Monthly Remuneration</b> (calculated based on duration of holding position)	Baht/person/month	Baht/person/month
<ul style="list-style-type: none"> <li>● Chairman of Audit Committee</li> <li>● Member of Audit Committee</li> </ul>	71,250 60,000	71,250 60,000
<b>Meeting Allowance</b> (for those in attendance only)	None	None
The secretary to the Audit Committee shall receive a monthly remuneration of 20,000 Baht.		
<b>2.2 <u>Nomination and Remuneration Committee, Enterprise Risk Management Committee, Corporate Governance and Sustainable Development Committee, other Subcommittees which may be appointed by the Board of Directors as necessary and appropriate in the future</u></b>		
<b>Monthly Remuneration</b> (calculated based on duration of holding position)		
<ul style="list-style-type: none"> <li>● Chairman of Subcommittee</li> <li>● Member of Subcommittee</li> </ul>	None None	None None
<b>Meeting Allowance</b> (for those in attendance only) <sup>(5)</sup>	Baht/person/time	Baht/person/time
<ul style="list-style-type: none"> <li>● Chairman of Subcommittee <sup>(6)</sup></li> <li>● Member of Subcommittee</li> </ul>	37,500 30,000	37,500 30,000
<b>3. Other benefits</b>	None	None
<b>4. Directors' Bonus</b> <sup>(7)</sup>	0.3 percent of the net profit, up to a maximum of 60 million Baht	0.3 percent of the net profit, up to a maximum of 60 million Baht

Remarks

- (1) *The Chairman shall receive a monthly remuneration at the rate of 2 times the monthly remuneration of directors.*
- (2) *Payments of meeting allowance are limited to 1 time in each month; in the case of reasonable causes, payments may be made more than 1 time in each month but not more than 15 times in one year.*
- (3) *The Chairman shall receive a meeting allowance that is 25 percent higher than that of the directors.*
- (4) *No more than 2 subcommittees can receive monthly remuneration collectively, with payment to each subcommittee limited to 1 time per month (only the Audit Committee).*
- (5) *No more than 2 subcommittees can receive meeting allowances collectively, with payment to each subcommittee limited to 1 time per month.*
- (6) *The Chairmen of the Subcommittees shall receive a meeting allowance that is 25 percent higher than that of the members, except for the Audit Committee.*
- (7) *The directors' bonuses will be payable to the Board of Directors who held such position in the year 2024, including directors who retired or resigned during the year 2024, allocated pro rata based on the duration that each director held his/her position. The Chairman of the Board will receive a bonus that is 25 percent higher than that of the directors.*

**The Board of Directors' Opinion:** Deems it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the determination of the remuneration for the Board of Directors and subcommittees, comprising monthly remuneration, meeting allowances and meeting allowances for the year 2025, including director bonuses based on performance in the year 2024 at the same rate as for the year 2024, in accordance with the resolution of the Annual General Meeting of Shareholders for the Year 2024. The Nomination and Remuneration Committee has carefully and appropriately considered this, which has been subsequently endorsed by the Board of Directors.

**Votes required for approval:** A resolution on this agenda item must be approved by no less than two-thirds (2/3) of the total votes of shareholders present at the Meeting.

Agenda Item 6

To consider and approve the election of directors to replace those who are due to retire by rotation

**Objective and Reason:** Pursuant to Section 71 of the Public Limited Companies Act and Article 19 of the Articles of Association of the Company, one-third of the directors shall retire at the Annual General Meeting of Shareholders, and a retiring director is eligible for re-election. There are 5 directors that are due to retire by rotation at the Annual General Meeting of Shareholders for the Year 2025 as follows:

- |                                |   |
|--------------------------------|---|
| 1. Mr. Chadil Chavanalikhorn   | Director / Member of the Enterprise Risk Management Committee   |
| 2. Mr. Vuttikrai Leewiraphan   | Independent Director / Chairman of the Enterprise Risk Management Committee                                     |
| 3. Dr. Kobsak Pootrakool       | Independent Director  |
| 4. M.L. Peekthong Thongyai     | Director / Member of the Enterprise Risk Management Committee / Chief Executive Office / Secretary to the Board |
| 5. Miss Nantika Thangsuphanich | Director / Member of the Corporate Governance and Sustainability Committee                                      |

Dr. Kobsak Pootrakool submitted a letter of resignation from his position as independent director, with effect from May 9, 2024. The Nomination and Remuneration Committee has been in process of selecting a suitably qualified individual to fill the position of director previously held by Dr. Kobsak Pootrakool. The Board of Directors of the Company resolved on February 11, 2025 and February 24, 2025 to propose that the Annual General Meeting of Shareholders for the Year 2025 consider and appoint Mr. Disathat Panyarachun, being a suitably qualified individual, to replace the position of director previously held by Dr. Kobsak Pootrakool for this term, as per the details set out in the Company's Information Letter No. 31300001/49 re: Scheduling of the date and agenda of 2025 Annual General Meeting of Shareholders, and dividend payment from the operating results for the year 2024 and the Amendment.

The Company had made an announcement on the Company's website and via the Stock Exchange of Thailand's news system providing shareholders with the opportunity to nominate persons to be considered and elected as the Company's directors at the Annual General Meeting of Shareholders for the Year 2025 in advance, between October 1, 2024, and December 31, 2024, in accordance with the principles of good corporate governance of listed companies. However, after the period specified by the Company had lapsed, no shareholders had nominated any persons for consideration and election as directors of the Company.

The Nomination and Remuneration Committee has undertaken the nomination process by carefully considering the candidates' qualifications as required by law, the Articles of Association of the Company, related regulations, and the Board Skills Matrix, including the appropriate qualifications, skills, experience, and expertise which would be the most beneficial to the operations of the Company, as well as the list of state enterprise directors of the State Enterprise Policy Office and the proposal of PTT Public Company Limited as major shareholder. The Board of Directors, after

thorough and careful consideration, has determined that the candidates are fully qualified in accordance with the relevant regulations and suitable for the operation of the Company's business, and deems it appropriate to propose 5 director nominees to serve as independent directors and directors (as the case may be) to the Annual General Meeting of Shareholders for the Year 2025 to elect in replacement of those directors who are due to retire by rotation in 2025, as follows:

No.	Director Due to Retire	Persons Nominated to be Director	Position
1.	Mr. Chadil Chavanalikhorn	Mr. Chadil Chavanalikhorn	to be re-elected as Director for another term
2.	Mr. Vuttikrai Leewiraphan	Mr. Vuttikrai Leewiraphan	to be re-elected as Independent Director for another term
3.	Dr. Kobsak Pootrakool <sup>(1)</sup>	Mr. Disathat Panyarachun	to serve as Director in place of Dr. Kobsak Pootrakool
4.	M.L. Peekthong Thongyai	M.L. Peekthong Thongyai	to be re-elected as Director for another term
5.	Miss Nantika Thangsuphanich	Miss Nantika Thangsuphanich	to be re-elected as Director for another term

Remark: <sup>(1)</sup> Dr. Kobsak Pootrakool submitted a letter of resignation from his position, with effect from May 9, 2024.

The Board, with the nominations from the Nomination and Remuneration Committee, considers that all 5 nominated persons are appropriate to be considered for election as directors as they possess knowledge and abilities that would be beneficial to the Company's operations. They also have knowledge and expertise in areas such as business administration, oil industry and trade, finance, and have experience in managing and developing large organizations. In addition, the Nomination and Remuneration Committee and the Board of Directors have considered and resolved that the nominees in 2 be proposed as an independent director, as such director possess the qualifications as required under applicable laws and regulations pertaining to independent directors, and possess complete independence in accordance with the definition of an independent director of the Company (details of which appear in Enclosure 4), and can provide their opinions independently and in accordance with relevant guidelines. Additionally, this independent director do not hold the position of director or management in any other companies which may result in a conflict of interest with the Company, and the 2<sup>nd</sup> nominee has not held the position of independent director of the Company for more than 9 years.

**The Board of Directors' Opinion:** (excluding directors who have an interest in the matter) Deems it appropriate to propose that the Annual General Meeting of Shareholders consider and elect 5 persons to act as independent directors and directors to replace those who are due to retire by rotation, namely 1. Mr. Chadil Chavanalikhorn 2. Mr. Vutthikrai Leeveeraphan 3. Mr. Disathat Panyarachun 4. M.L. Peekthong Thongyai and 5. Miss Nantika Thangsuphanich which have been proposed by the Nomination and Remuneration Committee, after careful and appropriate consideration in accordance with the guidelines of the Company and applicable law and endorsed by the Board of Directors that the nominees in position 2. will serve as an independent director of the Company, as possess the qualifications as required under applicable laws and regulations pertaining to independent directors and possess complete independence in accordance with the definition of an independent director of the Company. Profiles and information of the nominated directors, including the definition of an independent director, are detailed in Enclosure 3 and 4. Directors with a conflict of interest did not attend the meeting and did not vote at the Board of Directors' meeting.

**Votes required for approval:** A resolution on this agenda item must be individually voted on and approved by a majority vote of the shareholders present at the Meeting and casting their votes.

**Agenda Item 7**      **To consider other matters (if any)**

The Company gave the shareholders an opportunity to submit questions regarding each agenda item of the Annual General Meeting of Shareholders for the year 2025 or any other material information of the Company before the date of the Meeting via email to [corporatesecretary@pttor.com](mailto:corporatesecretary@pttor.com), in order that the Board of Directors or management can prepare the relevant information for clarification.

The Company, therefore, invites the shareholders to attend the Annual General Meeting of Shareholders for the Year 2025 on April 4, 2025, at 14.00 hrs., via electronic means only in accordance with the rules stipulated in the law relating to electronic meetings.

For shareholders who wish to attend the meeting in person via electronic means or appoint a proxy who is not an independent director of the Company to attend the meeting via electronic means, the shareholder may register or appoint a proxy via the e-Request system according to guidelines procedures for registration and process to attend the Annual General Meeting of Shareholders via electronic means as set out in Enclosure 5, from March 21, 2025 at 08.30 hrs. until the Meeting is adjourned on April 4, 2025.

For shareholders who wish to appoint an independent director of the Company as proxy, as per the names and information appearing in Enclosure 4, the shareholder may appoint a proxy via the e-Request system in accordance with the methods and procedures as set out in Enclosure 5, or the shareholder can post the proxy appointment documents via registered mail with return receipt to the Office of the Chief Executive Officer and the Corporate Secretary, PTT Oil and Retail Business Public Company Limited, No. 555/2, Energy Complex Building B, 12th Floor, Vibhavadi

Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok, 10900, from March 21, 2025 at 08.30 hrs. until March 28, 2025 at 17.00 hrs. However, any proxy appointment documents posted via registered mail must arrive at the Company by March 28, 2025 at 17.00 hrs.

The details of supporting documents and evidence which meeting attendees are required to present in order to register to attend the Annual General Meeting of Shareholders via the e-Request system, supporting documents for the appointment of proxies, and voting procedures in the Annual General Meeting of Shareholders, are shown in Enclosure 6.

After the Company has verified the registrations and documents that the shareholders have submitted to the Company as mentioned above, and has verified the names of the shareholders entitled to attend the Annual General Meeting of Shareholders for the Year 2025 as at the Record Date on February 25, 2025, Inventech Systems (Thailand) Co., Ltd., the meeting control system provider, certified by the Electronic Transaction Development Agency (ETDA), will send the "Link", "Username", and "Password" for logging into the Meeting via electronic means to the shareholders using the email address notified to the Company.

The Company recommends using Proxy Form B as shown in Enclosure 7, as the shareholders can cast their vote for a specific agenda item. The Company will conduct the Meeting in compliance with its Articles of Association as set out in Enclosure 8.

On the date of the Annual General Meeting of Shareholders for the Year 2025, the shareholders, or proxies (in the case of a proxy), are requested to attend the Meeting via the "Link", by filling in the "Username" and "Password" that the shareholders received via the email address notified to the Company during the registration process. The Company shall allow the shareholders and proxies to register to attend the Meeting via electronic means on April 4, 2025, from 12.00 hrs. onwards, and the Meeting shall start at 14.00 hrs.

The Company has prepared the Annual Registration Statement / Annual Report for the Year 2024 (Form 56-1 One Report) in QR Code format as set out in Enclosure 9. Shareholders may download a digital copy of the Annual Registration Statement / Annual Report for the Year 2024 (Form 56-1 One Report) through the aforementioned QR code, or from the Company's website ([www.pttor.com](http://www.pttor.com)) to combat the effects of global warming.

Yours faithfully,

- *Peekthong Thongyai* -

(M.L. Peekthong Thongyai)

Chief Executive Officer

The Office of the Chief Executive Officer and the Corporate Secretary

Tel: 02-196-6242, 02-196-6249



**Privacy Notice**  
**for 2025 Annual General Meeting of Shareholder via electronic means of**  
**PTT Oil and Retail Business Public Company Limited (“AGM”)**

PTT Oil and Retail Business Public Company Limited (the “**Company**”) is greatly aware of the importance of personal data protection of each shareholder, proxy holder, or attorney of those persons. We would like to inform you of the details of procedure for protecting and treatment apply to your personal data which are in line with the personal data protection law as follows.

**Data Controller Information:** PTT Oil and Retail Business Public Company Limited. The contacting details are as appeared in the invitation to AGM of the Company.

**1. Personal Data collected by the Company**

The Company needs to collect your personal data for the purpose of AGM arrangement and AGM attendance as follows:

**(A) General Personal Data**

- 1) **Contacting Information:** address, telephone number, cellphone number, e-mail, social media user accounts (i.e., Line ID, Facebook account).
- 2) **Identifying Information:** name, surname, gender, nationality, occupation, date of birth, status, photographs, signatures, identification number, passport number or data on any similar cards issued by government or any government departments.
- 3) **Other information:** data from still pictures or motion pictures and voice that recorded during the AGM and activities relevant to the preparation and conducting of the AGM.

**(B) Sensitive Personal Data:** nationality, religious, labour union information, biochemical information (such as face recognition and fingerprint), health information or body or mental information and criminal record.

**2. Objectives and Legal basis for the Company to collect, use, process, or disclose your personal data**

The Company collects, uses, processes, or discloses your personal data in accordance with the legal basis as follows:

**(A) Legal Obligation**

The Company collects, uses, processes, or discloses your personal data under 1 (A) and 1 (B) for the purpose of calling, conducting the AGM, including verifying your identity, sending any related documents, and carrying out any action according to the AGM’s resolutions and the laws, as well as 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) (including any amendments thereto), the Civil and Commercial Code, and any other laws.

**(B) Legitimate Interest**

The Company collects, uses, processes or discloses your personal data under item 1 (A) for the purpose of preparing the minutes of AGM, and keeping evidence of your attendance to the AGM, as well as for any activity as necessary such as satisfaction survey and

related to the legitimate interest of Company and other person, to the extent that it is within the scope of the objectives which you can reasonably expect.

The Company collects, uses, processes, or discloses your personal data under item 1 (B) in compliance with the measures and guidelines of AGM.

The Company records still pictures, motion pictures and voice in relation to the convening and conducting AGM for registration purpose, preparation of minutes of the AGM and the public relation for AGM via electronic means and publication, still pictures and motion pictures of the AGM may show your photo during the meeting.

**(c) The establishment, compliance, exercise or defense of legal claims**

For personal verifying and identifying.

**3. Source of Personal Data**

The Company collects your personal data directly from you, from the proxy appointed by you and from Thailand Securities Depository Co., Ltd.

**Remark:** *the personal data that you have sent to the Company such as copy of identification card or any other governmental documents may appear sensitive personal data e.g religious, race etc. which are not necessary for the AGM. Therefore, the Company wishes not to keep such sensitive personal data appeared on the identification card, you are requested to delete/ conceal such information before making a copy and send such data to the Company.*

**4. Personal Data Disclosure**

In order to proceed with the objectives as described in this notice, the Company may disclose your personal data to the following persons:

- Law enforcement agencies, law enforcement agencies, courts, government agencies, and other supervisory agencies (i.e., the Ministry of Commerce, the Office of Securities and Exchange Commission and the Stock Exchange of Thailand etc.) or other person when there is a reasonable and necessity for complying with the laws or protecting the right of the Company, third party's rights or for personal safety, including for performing as necessary in relation to the transfer or accept the right and/or the Company's obligations;
- Shareholders, investors and other persons via the website of the Company, the Stock Exchange of Thailand and Thailand Securities Depository Co., Ltd.;
- Personal data processor;
- Service providers, advisors, law enforcement agencies, courts, officers, government authorities, and other regulatory agencies; and
- Electronic and print media used for reporting minutes of meeting and publicizing the meeting.

## **5. International transfer of Personal Data**

Some of the recipients that the Personal Data have shared with may be located outside Thailand. The destination countries may or may not have the same equivalent level of protection for Personal Data protection standards. In such case, the Company needs to be ensured that the appropriate safeguards in place, and oblige the recipients to protect the Personal Data in accordance with this Privacy Policy and as allowed by applicable laws using appropriate security measures. The Company will request the data owner's consent where consent to cross-border transfer is required by law.

## **6. Period of Personal Data Storage**

The Company will keep your personal data so long as it is necessary for the accomplishment of the objectives for collection of such personal data. In this regard, the Company expects to keep your personal data under item 1 (A) for a period of 10 years, and under item 1 (B) for a period of 6 months 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 anonymised such data. However, the Company may store your personal data for a longer period if it is required by the relevant law.

## **7. Right of Data Owner**

Under the stipulated laws and exceptions under the relevant laws, personal data owner has the rights to access and/or receive the copy, transfer, correct, erase, destroy, or anonymize your personal data, as well as to object and restrain the collection, use, or disclosure of the personal data in certain case. If the Company requires your consent, you may revoke your consent and still have the right to request the Company to disclose the source of the personal data that you did not consent for collection. Further, 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 relevant government authority under the relevant law.

## **8. Data Protection Measure**

The Company has the proper data protection measures for your personal data. These measures will apply to the collection, use, or disclosure of Personal Data in hard copy, electronic, or other formats, of which including the organizational, technical and physical safeguards that covers the various components of information systems involved in the processing of personal data. Taking into account security operations as required by Personal Data Protection laws in order to maintain secrecy, accuracy and completeness and the availability of personal data appropriately according to the level of risk and the nature and purpose of processing personal data, as well as the likelihood and consequences of a personal data breach. This includes controlling access to personal data and critical information system components, proper user access management, defining the responsibilities of users and providing a method for retrospectively reviewing appropriate access, change, correction, or deletion of personal data, inspecting and monitoring threats and incidents of personal data violations, response when threats and personal information violations are detected and treatment and recovery of damages caused by threats or incidents of personal data violations. It has also arranged to enhance knowledge and understanding related to Personal Data Protection and security for relevant personnel in order to prevent loss, access, use, change, modification, or disclosure the personal data without authority or unlawfully.

**9. Contact Us**

If you have any question or queries or would like to exercise any of your rights with regard to your personal data, please contact us or our data controller at:

Data Controller  
PTT Oil and Retail Business Public Company Limited  
555/2 Energy Complex, Building B, 12<sup>th</sup> Floor  
Vibhavadi Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900  
Email: [dpo@pttor.com](mailto:dpo@pttor.com)

If you would have any question, please contact the Company by April 3, 2025, at 17.00 hrs. so that the Company could therefore proceed with any necessary steps.

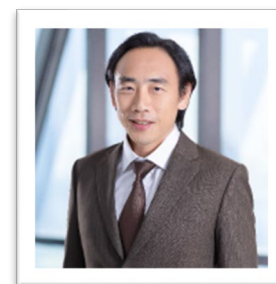
### Profiles and Working Experience of Auditors

#### Kittiphun Kiatsomphob

Partner

EY Office Limited

Certified Public Accountant No. 8050



#### Profiles and Working Experience

- Working Experience
  - Over 27 years of audit working experience with EY and also has experience working with a number of multinational clients and listed clients. He leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in oil & gas, real estate and construction. He is also a consultant in advising companies in the oil & gas business group, including PTT.
- Professional Qualification and Academic Qualification
  - Certified Public Accountant (Thailand) (Since 2006)
  - Approved auditor by The Securities and Exchange Commission of Thailand (Since 2020)
  - Member of the Federation of Accounting Professions
  - The study working group for the implementation of the Thai Financial Reporting Standard for Non-Publicly Accountable Entities.
  - Bachelor's degree in Accounting and Master's degree in Accounting, Thammasat University
- Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
  - None
- The number of years that expressed an opinion on OR's financial statement.
  - 3 years

**Vorapoj Amnauypanit**

Partner

EY Office Limited

Certified Public Accountant No. 4640



Profiles and Working Experience

➤ Working Experience

- Over 30 years of auditing experience with EY and also gained expertise in accounting and valuation for mergers and acquisitions involving both listed companies and multinational clients, particular on companies in the energy, petrochemical, banking, finance, securities, real estate, service, consumer products, and advertising media sectors.
- Vorapoj has over 30 years of audit working experience with EY and also has experience working with a number of multinational clients and listed clients. Vorapoj leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in energy, oil refinery, petrochemical, manufacturing and service.

➤ Professional Qualification and Academic Qualification

- Certified Public Accountant (Thailand) (Since 1995)
- Approved auditor by The Securities and Exchange Commission of Thailand (Since 2022)
- Approved financial advisor by The Securities and Exchange Commission of Thailand
- Member of the Federation of Accounting Professions
- Bachelor's degree in Accounting and Master's degree in Accounting, Chulalongkorn University

➤ Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently

- None

➤ The number of years that expressed an opinion on OR's financial statement.

- - year

Poonnard Paucharoen

Partner

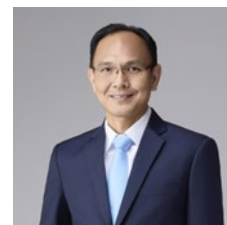
EY Office Limited

Certified Public Accountant No 5238



Profiles and Working Experience

- Working Experience
  - Over 20 years of auditing experience with EY.
  - Supervises the audit work of many large companies covering a wide range of businesses, both listed on the Stock Exchange of Thailand and foreign businesses with branches around the world. She is expertise in the real estate business, consumer goods group, Retail Business Energy Business Manufacturing and Electronic Components and Services.
- Professional Qualification and Academic Qualification
  - Certified Public Accountant (Thailand)
  - Approved auditor by The Securities and Exchange Commission of Thailand
  - Member of the Federation of Accounting Professions
  - Bachelor's degree in Accounting from Thammasat University and Master's degree in business administration from Kasetsart University
- Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
  - None
- The number of years that expressed an opinion on OR's financial statement.
  - - year

Profiles of candidates nominated for election as directors of the Company(Document accompanying Agenda 6)

Name - Last Name : Mr. Chadil Chavanalikhorn

Current Position in the Company's Board of Directors : Director and Member of the Enterprise Risk Management Committee

Proposed type of directorship : Director

Age : 58 years old

Education : Master of Business Administration, Kasetsart University  
: Bachelor of Engineering, Kasetsart University  
: Certified Internal Auditor (CIA): The Institute of Internal Auditors

Expertise according to the Company's Board : Business Management, Engineering and Energy, Oil Industry and Trade and Human  
Skill Matrix Resource Management

Training Experience in Directors' Program of Thai Institute of Directors (IOD)

: Director Certification Program (DCP 340), Thai Institute of Directors Association (IOD)

: Independent Observer Program (IOP 1/2016), Thai Institute of Directors Association (IOD)

: Company Secretary Program (CSP 65/2015), Thai Institute of Directors Association (IOD)

: Successful Formulation & Execution of Strategy (SFE 17/2013), Thai Institute of Directors Association (IOD)

: Anti-Corruption the Practical Guide (ACPG 2/2013), Thai Institute of Directors Association (IOD)

Other Training Experience

: The Executive Program in Energy Literacy for a Sustainable Future, Class of 18th, Thailand Energy Academy (TEA)

: High-Level Anti-Corruption Strategy Executives (Class 13), Office of The National Anti - Corruption Commission

: Senior Energy Executive (Class of 3rd), Ministry of Energy

: Senior Executive Program (SEP 30), Sasin Graduate Institute of Business Administration

: Capital Market Academy Leader Program, Class 34, Capital Market Academy

Current Position as a Director/Management in Other CompaniesPositions in the Company Listed in the Stock Exchange of Thailand (1 Company)

: Senior Executive Vice President, Organization Effectiveness and Corporate Governance, PTT Public Company Limited

Positions in Other Organizations / Institutes / Businesses (Non-Listed Companies) (4 Companies)

: Chairman, Energy Complex Company Limited

: Chairman, Business Services Alliance Company Limited

: Director, Personnel Management Committee Vidyasirimedhi Institute

: Advisor to the Executive Committee of PTT Savings Cooperative Limited

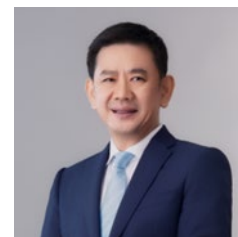


**Work Experiences (last 5 years)**

26 December 2024 - Present	:	Member of the Enterprise Risk Management Committee, PTT Oil and Retail Business Public Company Limited
May 2024 – Present	:	Director, PTT Oil and Retail Business Public Company Limited
August 2024 – Present	:	Chairman, Energy Complex Company Limited
August 2024 – Present	:	Chairman, Business Services Alliance Company Limited
2023 - Present	:	Director, Personnel Management Committee Vidyasirimedhi Institute
2023 - Present	:	Advisor to the Executive Committee of PTT Savings Cooperative Limited
2022 - Present	:	Senior Executive Vice President, Organization Effectiveness and Corporate Governance, PTT Public Company Limited
2023 - 2024	:	Director, Energy Complex Company Limited
2022 - 2024	:	Director, PTT Global Chemical Public Company Limited
2022 - 2024	:	Director, Business Services Alliance Company Limited
2022 - 2024	:	Chairman, Business Professional Solutions Recruitment Company Limited
2019 - 2022	:	Executive Vice President, Office of Corporate Audit, PTT Public Company Limited

<b>Date of appointment</b>	:	21 May 2024
<b>Terms of Directorship</b>	:	First Term: 21 May 2024 – Present (1 Year 1 Month)
<b>Meeting attendance in 2024</b>	:	12/12 (100%)
<b>Meeting attendance for sub-committees in 2024</b>	:	None (Nominated to be a Member of the Enterprise Risk Management Committee on December 26, 2024)

<b>Positions in other organization that compete with/ related to the Company that may cause a conflict of interest</b>	:	Yes
Senior Executive Vice President, Organization Effectiveness and Corporate Governance, PTT Public Company Limited (Engaging in energy business and public utility and major shareholder of the Company)		
<b>Shareholding interests in the Company (Including Spouse and Minor Children) (as of 11 February 2025)</b>	:	None
<b>Having qualifications required by the applicable law and does not have prohibited characteristics according to the announcement of the Capital Market Supervisory Board</b>	:	Yes
<b>Legal Dispute in the past 10 years</b>	:	None
<b>Family relationship with other directors, executives or major shareholders of the Company or its subsidiary</b>	:	None

Profiles of candidates nominated for election as directors of the Company(Document accompanying Agenda 6)

Name - Last Name : Mr. Vuttikrai Leewiraphan

Current Position in the Company's Board of Directors : Director and Chairman of the Enterprise Risk Management Committee

Proposed type of directorship : Independent Director

Age : 58 years old

Education : Master of Science in Administration, Boston University, USA  
: Bachelor of Political Science, Chulalongkorn University

Expertise according to the Company's Board Skill Matrix : Information Technology and Innovation, Business Management, Marketing, International Business, Retail Business, Human Resource Management and Public Administration Management

**Training Experience in Directors' Program of Thai Institute of Directors (IOD)**

: Financial Statements for Directors (FSD 45/2022), Thai Institute of Directors (IOD)

: Director Leadership Certification Program (DLCP 4/2022), Thai Institute of Directors (IOD)

: Role of The Chairman Program (RCP 49/2022), Thai Institute of Directors (IOD)

: Director Certification Program (DCP 248/2017), Thai Institute of Directors Association (IOD)

**Other Training Experience**

: Executive Program in Energy Literacy for a Sustainable Future, Class 18/2023

: Japan-Thailand Top Executive Program, Class 1/2023

: Super Series "Leadership & Effective Corporate Culture", Class 3/2022

: e-Government for Chief Executive Officers program (e-GCEO), Class 8/2022

: Top Executive Program in Commerce and Trade (TEPCoT), Class 23/2016

: Capital Market Academy Executive Program (CMA), Class 23/2016

: National Defence Course, National Defence College (NDC), Class 57/2014

**Current Position as a Director/Management in Other Companies**Positions in the Company Listed in the Stock Exchange of Thailand (None)Positions in Other Organizations / Institutes / Businesses (Non-Listed Companies) (5 Companies)

: Securities and Exchange Committee

: Insurance Business Supervision and Promotion Committee

: Tourism Authority of Thailand Committee

: Member of the Governor's Performance Evaluation and Criteria Subcommittee,

: Tourism Authority of Thailand

: Sub-committee on Good Corporate Governance and Social Responsibility

**Work Experiences (last 5 years)**

November 2024 - Present : Sub-committee on Good Corporate Governance and Social Responsibility

October 2024 – Present : Chairman of the Enterprise Risk Management Committee, PTT Oil and Retail Business Public Company Limited

September 2024 – Present	:	Independent Director, PTT Oil and Retail Business Public Company Limited
June 2024 – Present	:	Securities and Exchange Committee Insurance Business Supervision and Promotion Committee Tourism Authority of Thailand Committee Member of the Governor's Performance Evaluation and Criteria Subcommittee, Tourism Authority of Thailand
June 2024 – Present	:	Permanent Secretary, Ministry of Commerce
2020 – 2024	:	Director General of the Department of Intellectual Property
2018 – 2020	:	Director General of the Department of Business Development

Date of appointment	:	24 September 2024
Terms of Directorship	:	First Term: 24 September 2024 – Present (7 Months)
Meeting attendance in 2024	:	4/5 (80%)
Meeting attendance for sub-committees in 2024	:	2/2 (Nominated to be a Chairman of the Enterprise Risk Management Committee on September 24, 2024)

Positions in other organization that compete with/ related to the Company that may cause a conflict of interest	:	None
Shareholding interests in the Company (Including Spouse and Minor Children) (as of 11 February 2025)	:	Held by Minor Children 600 shares (0.000005%)
Having qualifications required by the applicable law and does not have prohibited characteristics according to the announcement of the Capital Market Supervisory Board	:	Yes
Legal Dispute in the past 10 years	:	None
Family relationship with other directors, executives or major shareholders of the Company or its subsidiary	:	None

Additional Information to Consider for Independent Director Election

(Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that may have conflicts at present or in the past 2 years.)

Being a director who takes part in the management and/or employee, staff member, advisor who receives regular salary	:	No
Being professional services provider, e.g., auditor, legal advisor, financial advisor	:	No
Having material business relationship which affects directors' independence	:	No
Being an entrepreneur or a director who takes part in the management and/or employee, staff member, advisor who receives a regular salary or holding more than one percent of the total number of voting shares of the company which operating under similar business nature and significant competition to the company or its subsidiary	:	No



Profiles of candidates nominated for election as directors of the Company

(Document accompanying Agenda 6)

Name - Last Name : Mr. Disathat Panyarachun

Proposed type of directorship : Director

Age : 60 years old

Education : Master of Political Science (M.P.A.), National University, San Diego, USA  
: B.A. in Ed. (Social Science), Silpakorn University

Expertise according to the Company's Board : Business Management, Engineering and Energy, Oil Industry and Trade, Marketing,  
Skill Matrix International Business, Retail Business and Human Resource Management

**Training Experience in Directors' Program of Thai Institute of Directors (IOD)**

: Director Certification Program (DCP 206/2015), Thai Institute of Directors Association (IOD)

: Ethical Leadership Program (ELP 19/2020), Thai Institute of Directors Association (IOD)

**Other Training Experience**

: Certification of Oil Future Program, The Oxford Princeton, U.K.

: Leadership Development Program III (LDP III), PTT Leadership and Learning Institute (PLLI), PTT Public Company Limited

: Executive Development Training Program, The Royal Thai Police

: Diploma, National Defence College, The National Defence Course, Class 63, National Defence College of Thailand (NDC)

: Capital Market Leader Program (Class 30), Capital Market Academy

: Making the CEO's of Thailand, MCOT (Class 2), MCOT Public Company Limited

: The Executive Program in Energy Literacy for a Sustainable Future, Class 14, Thailand Energy Academy (TEA)

**Current Position as a Director/Management in Other Companies**

Positions in the Company Listed in the Stock Exchange of Thailand (1 Company)

: Director, Gulf Energy Development Public Company Limited

Positions in Other Organizations / Institutes / Businesses (Non-Listed Companies) (None)

**Work Experiences (last 5 years)**

2022 - 2024 : Chief Executive Officer, Director, Member of the Enterprise Risk Management Committee and Secretary to the Board, PTT Oil and Retail Business Public Company Limited

2020 - 2022 : Director to the Risk Management Committee, PTT Global Chemical Public Company Limited

2018 - 2022 : Director, PTT Global Chemical Public Company Limited

2012 - 2022 : Chairman, PTT International Trading Pte., Ltd.

Terms of Directorship : None  
Meeting attendance in 2024 : None  
Meeting attendance for sub-committees in 2024 : None

(Nominated to be a director in the 2025 Annual General Meeting)

Positions in other organization that compete with/ related to the Company that may cause a conflict of interest : None  
Shareholding interests in the Company (Including Spouse and Minor Children) (as of 11 February 2025) : None  
Having qualifications required by the applicable law and does not have prohibited characteristics according to the announcement of the Capital Market Supervisory Board : Yes  
Legal Dispute in the past 10 years : None  
Family relationship with other directors, executives or major shareholders of the Company or its subsidiary : None

Profiles of candidates nominated for election as directors of the Company(Document accompanying Agenda 6)

Name - Last Name : M.L. Peekthong Thongyai

Current Position in the Company's Board of Directors : Director, Member of the Enterprise Risk Management Committee and Secretary to the Board

Proposed type of directorship : Director

Age : 57 years old

Education : Master of Business Administration, Sasin Graduate Institute of Business Administration, Chulalongkorn University  
: Bachelor of Science (Petroleum Engineering), The University of Texas at Austin, USA

Expertise according to the Company's Board Skill Matrix : Finance, Accounting, Information Technology and Innovation, Business Management, Engineering and Energy, Oil Industry and Trade, International Business, Human Resource Management and Public Administration Management

Training Experience in Directors' Program of Thai Institute of Directors (IOD)

: Director Certification Program (DCP 15/2002), Thai Institute of Directors (IOD)

Other Training Experience

: The Executive Program in Energy Literacy for a Sustainable Future, Class of 18th, Thailand Energy Academy (TEA)

: APAC Energy Transition Leadership Program (A-ETLP/2022), GE Crotonville, USA

: Diploma, The National Defence College of Thailand, (Class of 64th), National Defence College

: Leadership Development Program III (LDP III/2019), PTT Leadership and Learning Institute (PLLI)

: Leadership Development Program II (LDP II/2014), PTT Leadership and Learning Institute (PLLI)

Current Position as a Director/Management in Other Companies

Positions in the Company Listed in the Stock Exchange of Thailand (None)

Positions in Other Organizations / Institutes / Businesses (Non-Listed Companies) (4 Companies)

: The Joint Standing Committee on Commerce, Industry and Banking

: Vice President of the Federation of Thai Industries

: Chairman of Economic and Academic Division, Federation of Thai Industries

: Executive Committee, General Prem Tinsulanonda Statesman Foundation

Work Experiences (last 5 years)

26 December 2024 - Present : Member of the Enterprise Risk Management Committee, PTT Oil and Retail Business Public Company Limited

12 December 2024 - Present : Director and Secretary to the Board, PTT Oil and Retail Business Public Company Limited

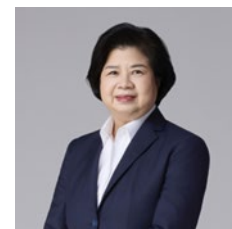
2024 – Present : The Joint Standing Committee on Commerce, Industry and Banking

2024 – Present : Vice President of the Federation of Thai Industries

2024 - Present	:	Chairman of Economic and Academic Division, Federation of Thai Industries
12 September 2023 - Present	:	Executive Committee, General Prem Tinsulanonda Statesman Foundation
21 October 2024 to 11 December 2024	:	Director and Director to the Risk Management, PTT Global Chemical Public Company Limited
29 April 2024 to 11 December 2024	:	Director and Chairman, B. GRIMM Power LNG JV Company Limited
12 January 2023 to 11 December 2024	:	Director and Chairman, PTT Global LNG Company Limited
9 January 2023 to 11 December 2024	:	Director and Chairman Management Director and Chairman of the Management Director PTT Natural Gas Distribution Company Limited
1 December 2022 to 9 October 2024	:	Director, Global Power Synergy Public Company Limited
1 October 2022 to 11 December 2024	:	Senior Executive Vice President, Gas Business Unit, PTT Public Company Limited
1 October 2021 to 30 September 2022	:	Senior Executive Vice President, Downstream Business Group Alignment, PTT Public Company Limited
17 September 2021 to 30 November 2022	:	Director, GPC International Terminal Company Limited
1 October 2019 to 30 September 2021	:	Director, GULF MTP LNG Terminal Company Limited
1 November 2016 to 31 December 2022	:	Director, PTT Tank Terminal Company Limited
1 November 2016 to 30 September 2021	:	Executive Vice President, Senior Executive Vice President, Downstream Business Group Alignment, PTT Public Company Limited, Secondment as acting Managing Director, PTT Tank Terminal Company Limited
28 January 2016 to 26 April 2019	:	Director, PTT Energy Resources Company Limited

Date of appointment	:	12 December 2024
Terms of Directorship	:	First Term: 12 December 2024 – Present (3 Months)
Meeting attendance in 2024	:	1/1 (100%)
Meeting attendance for sub-committees in 2024	:	None (Nominated to be a Member of the Enterprise Risk Management Committee on December 26, 2024)

Positions in other organization that compete with/ related to the Company that may cause a conflict of interest	:	None
Shareholding interests in the Company (Including Spouse and Minor Children) (as of 11 February 2025)	:	Held by himself 3,000 shares (0.000025%)
Having qualifications required by the applicable law and does not have prohibited characteristics according to the announcement of the Capital Market Supervisory Board	:	Yes
Legal Dispute in the past 10 years	:	None
Family relationship with other directors, executives or major shareholders of the Company or its subsidiary	:	None

Profiles of candidates nominated for election as directors of the Company(Document accompanying Agenda 6)

Name - Last Name : Miss Nantika Thangsuphanich

Current Position in the Company's Board of Directors : Director and Member of the Corporate Governance and Sustainability Committee

Proposed type of directorship : Director

Age : 59 years old

Education : Master of Urban Studies, Long Island University, New York, USA  
: Bachelor of Arts (Political Science), Kasetsart University

Expertise according to the Company's Board Skill Matrix : Information Technology and Innovation, Engineering and Energy, Oil Industry and Trade, Human Resource Management and Public Administration Management

**Training Experience in Directors' Program of Thai Institute of Directors (IOD)**

: Role of the Chairman Program (RCP 51/2022), Thai Institute of Directors Association (IOD)

: Risk Management Program for Corporate Leader (RCL 26/2022), Thai Institute of Directors Association (IOD)

: Board Nomination and Compensation Program (BNCP 13/2022), Thai Institute of Directors Association (IOD)

: Direct or Certification Program (DCP 248/2017), Thai Institute of Directors Association (IOD)

**Other Training Experience**

: The National Defence Course (Class of 61), National Defence College

: Senior Executive Program in Energy Science (Class of 7), Thailand Energy Academy (TEA)

: Corporate Governance for Directors and Senior Executives of Regulator, State Enterprises and Public Organization Class 10/2020 King Prajadhipok's Institute

: e-Government Executive Program: e-GEP (Class 2/2553), Digital Government Personnel Development Institute

**Current Position as a Director/Management in Other Companies**

Positions in the Company Listed in the Stock Exchange of Thailand (None)

Positions in Other Organizations / Institutes / Businesses (Non-Listed Companies) (1 Company)

: Director General of the Department of Alternative Energy Development and Efficiency, Ministry of Energy

**Work Experiences (last 5 years)**

July 2024 – Present : Director General of the Department of Alternative Energy Development and Efficiency, Ministry of Energy

April 2024 – Present : Member of the Corporate Governance and Sustainability Committee, PTT Oil and Retail Business Public Company Limited

February 2024 – Present : Director, PTT Oil and Retail Business Public Company Limited

2024 – July 2024 : Deputy Permanent Secretary, Ministry of Energy

2023 : Chairman of the Human Resources Committee, EGAT



2021 – 2023	:	Chairman of Risk Management Committee, Ratch Group Public Company Limited
2020 – 2023	:	Chairman of the Governor Nomination Committee, EGAT
2020 - 2023	:	Human Resource Management Committee, Ratch Group Public Company Limited
2020 - 2022	:	Member of the Governor's Performance Evaluation and Criteria Subcommittee, EGAT
2019 – 2023	:	Chairman of the Deputy Governor and Assistant Governor Nomination Committee, EGAT
2019 – 2023	:	Director, EGAT
2019 – 2023	:	Chairman of the Executive Committee, EGAT
2019 – 2023	:	Chairman of the Corporate Governance and Social Responsibility Committee, EGAT
2019 – 2023	:	Director, Ratch Group Public Company Limited
2019 – 2021	:	Risk Management Committee, Ratch Group Public Company Limited
2018 – January 2024	:	Director - General, Department of Energy Business, Ministry of Energy

Date of appointment	:	13 February 2024
Terms of Directorship	:	First Term: 13 February 2024 – Present (1 Year 4 Months)
Meeting attendance in 2024	:	16/16 (100%)
Meeting attendance for sub-committees in 2024	:	4/4 (Nominated to be a Member of the Corporate Governance and Sustainability Committee on April 10, 2024)

Positions in other organization that compete with/ related to the Company that may cause a conflict of interest	:	None
Shareholding interests in the Company (Including Spouse and Minor Children) (as of 11 February 2025)	:	None
Having qualifications required by the applicable law and does not have prohibited characteristics according to the announcement of the Capital Market Supervisory Board	:	Yes
Legal Dispute in the past 10 years	:	None
Family relationship with other directors, executives or major shareholders of the Company or its subsidiary	:	None

### **Qualifications of Independent Directors of PTT Oil and Retail Business Public Company Limited**

The qualifications of the independent directors of the Company, which are more stringent than the minimum requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, are as follows:

1. An independent director holds no more than 0.5% of the total voting shares of the Company, parent company, subsidiary, associated company, major shareholder or controlling person of the Company, including shares held by the connected persons of such independent director.
2. An independent director is not or has not been an executive director, employee, staff, advisor earning regular monthly salary or controlling person of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended for at least two years prior to the date of his/her appointment as an independent director. Such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or a controlling person of the Company.
3. An independent director is not a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child of other directors, executives, major shareholders, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. An independent director has no or had have a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person in a manner that may interfere with independent discretion, which includes not being or not having been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person of the Company, unless such forgoing relationships have ended for at least two years prior to his/her appointment as an independent director.

Such business relationship in paragraph one shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing 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 an amount starting from 3 percent of the net tangible assets (NTA) of the Company or from Baht 20 Million, whichever is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, *mutatis mutandis*. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year to the date of establishing the business relationship with the related person.

5. An independent director is not or has not been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, and is not a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, unless the foregoing relationship has ended for not less than two years prior to his/her appointment as an independent director.

6. An independent director is not or has not been a provider of professional services which includes serving as a legal advisor or financial advisor being paid with a service fee of more than Baht 2 Million per year by the Company, the parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, and is not a significant shareholder, a controlling person or a partner to such professional service provider, unless the foregoing relationship has ended for not less than two years prior to his/her appointment.
7. An independent director is not appointed as the representative of directors of the Company, major shareholder, or shareholder who is connected person with a majority shareholder.
8. An independent director does not undertake any business of the same nature and in significant competition with the business of the Company or its subsidiary, and is not a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than 1 percent of the voting shares of another company which undertakes a business of the same nature and in significant competition with the business of the Company or its subsidiary.
9. An independent director does not have any other characteristics which cause the inability to express independent opinions on the business operation of the Company. After being appointed as an independent director with the characteristics in item (1) to (8), the independent director may be assigned by the Board of Directors to make a decision on the business operation of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person in the form of collective decision.

In the case that an independent director holds the position as an independent director in the parent company, subsidiary, associated company, same-level subsidiary, the Company shall disclose information about such position and total remuneration that such independent director has received in the Annual Registration Statement / Annual Report (Form 56-1 One Report).

## Profiles of Independent Directors acting as shareholder proxies

(Exclude the directors are due to retire by rotation at the AGM for the year 2025)



1. Prof. Dr. Bundhit Eua-Arporn  
Independent Director / Chairman of the Nomination and Remuneration Committee  
Age: 59 years old  
Address: PTT Oil and Retail Business Public Company Limited  
No. 555/2, Energy Complex Building B, 12<sup>th</sup> Floor, Vibhavadi Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900  
**Special conflicts of interests in meeting agenda:** None



2. Mr. Chintapun Dansubutra  
Independent Director / Chairman of the Audit Committee / Member of the Corporate Governance and Sustainability Committee  
Age: 54 years old  
Address: PTT Oil and Retail Business Public Company Limited  
No. 555/2, Energy Complex Building B, 12<sup>th</sup> Floor, Vibhavadi Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900  
**Special conflicts of interests in meeting agenda:** None



3. Mr. Tawatchai Cheevanon  
Independent Director / Chairman of the Corporate Governance and Sustainability Committee / Member of the Nomination and Remuneration Committee  
Age: 57 years old  
Address: PTT Oil and Retail Business Public Company Limited  
No. 555/2, Energy Complex Building B, 12<sup>th</sup> Floor, Vibhavadi Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900  
**Special conflicts of interests in meeting agenda:** None

## Terms and Conditions for Meeting Attendance via Inventech Connect

To attend meeting of company via Inventech Connect, please thoroughly study and fully observe the terms and conditions stated below.

### 1. Filing of request for meeting registration and attendance via Inventech Connect

1.1 Attendee intending to attend the meeting are required to file a request to attend the meeting via Inventech Connect. In doing so, all required personal data and relevant documents as indicated in the notice of invitation letter the Company must be duly and completely provided in support of the identity verification.

The Company reserves the right to accept requests for meeting attendance via Inventech Connect from attendee who are, as of the record date announced by the Company, eligible to attend the meeting

1.2 In filing the request stated in 1.1 above, attendee hereby affirm that all information provided is complete and correct, and acknowledge that the Company reserves the right to proceed with relevant verification. Should findings from such verification give grounds for doubts about the validity of relevant information or documents, the Company may at its discretion proceed with any actions, which include but are not limited to the rejection of their requests and the suspension of their meeting attendance rights, to ensure compliance of the meeting with applicable laws and the Company's rules and regulations.

### 2. Meeting attendance and voting via Inventech Connect

2.1 After the meeting attendance request filed each attendee has been approved, a username and a password will be sent to the e-mail address specified during the request filing stated in 1.1 above. Kindly note that such username and password are considered personal data. Therefore, attendee shall be accountable for the confidentiality of such information and shall disclose the username and password provided by the Company to any other parties.

2.2 The rights to attend and vote at the meeting are personal rights of attendee. As each username can log into Inventech Connect only from one device at a time, attendee shall keep the username and password only for their own and sole use without allowing other parties to use their username and password. The Company shall not be responsible for any damage arising from or in consequence of non-compliance of attendee with these terms and conditions.

2.3 With regard to voting via Inventech Connect, attendee may opt for advance voting on all agenda items or for live voting. However, attendee must remain logged in throughout the session of such agenda item(s) and are required to cast their votes on each agenda item prior to its close of voting. In the case, the attendee who intentionally leave the meeting (log-out) prior to the close of voting of any agenda item will not be counted toward the quorum for such agenda item and their votes will be annulled for such agenda item. Nonetheless, log-out during any agenda items does not bar the rights of attendee to re-login or vote on remaining agenda items.

- 2.4 To make inquiries or express opinions, attendee may press the microphone button on the screen and then type their name, surname, status (attendee), followed by their questions and/or opinions. The questions and/or opinions raised by attendee must be related to items on the meeting agenda. Suggestions and questions that are irrelevant to any items on the meeting agenda may be presented during the open session at the end of the meeting. The Company reserves the right to provide answers and clarifications in response to matters that are relevant to the items on the meeting agenda only.
- 2.5 In the event that audiovisual communication is used as a means for attendee to raise their questions and/or opinions, attendee give consent that the Company may create, use and distribute video and audio records of attendee for the benefit of the electronic meeting and relevant documentation. The Company reserves the right to limit the number of attendee presenting their questions and/or opinions to the meeting via the audiovisual communication as deemed appropriate. In addition, the Company reserves the right to terminate any inquiries and/or opinions that are considered profanity, intimidation, harassment, obscenity, or violation of laws or rights of others.
- 2.6 If there are any attendee who cause disturbance to the meeting or nuisance to other meeting participants during the meeting, the Company reserves the right to revoke the meeting attendance rights of such attendee and to immediately remove them from the system without prior notice.

### **3. Personal data**

- 3.1 The Company will collect, use and process personal data of attendee in support of rights and identity verification, meeting attendance, voting, and meeting minutes preparation. The Company will also collect, use, distribute and create video and audio records of attendee for the benefit of the meeting. Attendee may further study the Privacy Policy Notice as set out in Enclosure 8 to understand how the Company collects, uses and discloses personal data and the data owner's legitimate rights under the Personal Data Protection Law. Therefore, in the case that the attendee who have provided personal data of third parties shall be accountable for notifying such third parties the details about the collection, use and disclosure of personal data and rights according to the Privacy Policy Notice.
- 3.2 Personal data will be retained by the Company according to the data retention period prescribed by laws but no longer than 10 years. Such personal data will be erased/destroyed upon the end of the data retention period.

### **4. Other terms and conditions**


- 4.1 Contents, including video and audio records, of this meeting are intellectual property of the Company as the sole owner. Recording, extraction, copying, use, and distribution of contents, including video and/or audio records, of the meeting by any means are strictly prohibited, and the Company reserves the right to take legal actions against any breaches of such prohibitions.

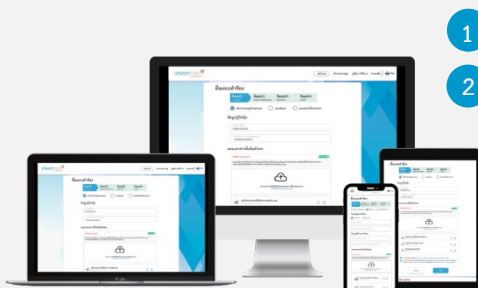
- 4.2 In the event that attendee use any systems related to the meeting via Inventech Connect in any manners which violate the terms and conditions stated herein or any other stipulations of the Company for this meeting and therefore potentially cause damages or losses to the Company in any manners whatsoever, such attendee shall be liable for fully compensating the Company for all costs and expenses arising from litigation initiated by any third parties and litigation initiated by the Company against them or violators.
- 4.3 The Company reserves the rights to deny access to this meeting by attendee who do not agree to comply with the terms and conditions stated herein and to terminate access to this meeting by attendee who do not follow the terms and conditions stated herein or the decisions of the chairman of the meeting.
- 4.4 Attendee acknowledge that the audio and video quality of the meeting will vary with the internet network, data transmission and connectivity, and devices of attendee. Therefore, the attendee agree that if they cannot attend the meeting due to any reasons that are beyond the Company's control, they will not make any claims nor take any actions to impose responsibilities on the Company.

## Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/OR306156R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step as following
  - Step 1 Fill in the information shown on the registration
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**\*\* Merge user accounts, please using the same email and phone number \*\***

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from March 21, 2025 at 8:30 a.m. and shall be closed on April 4, 2025 until the end of the meeting.
3. The electronic conference system will be available on 4 April 2025 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Directors

For Shareholders who wish to authorize one of the Company's Independent Directors to attend the meeting and vote on his or her behalf, the Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by post via registered mail with return receipt to the following address starting from March 21, 2025 at 8.30 hrs. until March 28, 2025 at 17.00 hrs. The proxy form and required documents send by post via registered mail with return receipt shall be delivered to the Company by March 28, 2025 at 17.00 hrs.

PTT Oil and Retail Business Public Company Limited

Office of Chief Executive Officer and Corporate Secretary

555/2, Energy Complex Building B, 12th Floor, Vibhavadi Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900

### If you have any problems with the software, please contact Inventech Call Center



02-460-9222



@inventechconnect



The system available during March 21, 2025 – April 4, 2025 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**



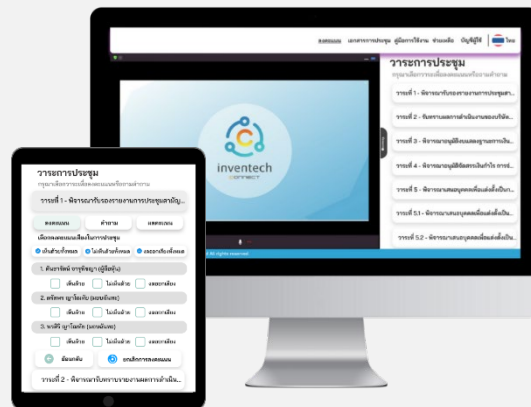
Report a problem

@inventechconnect



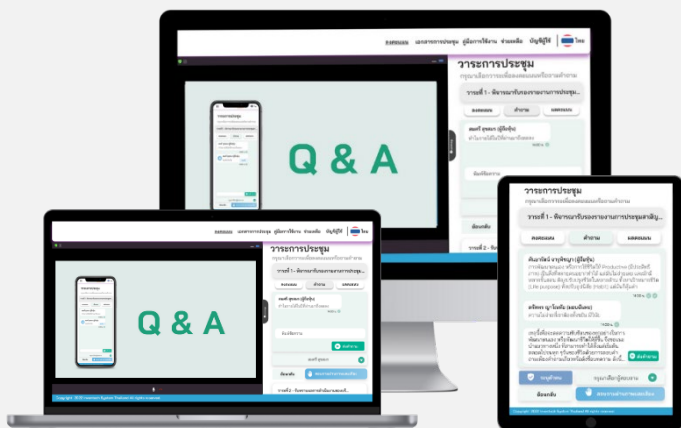
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

## Step to ask questions via InvenTech Connect



- Select which agenda
  - Click on “Question” button
- 1 Ask a question
    - Type the question then click “Send”
  - 2 Ask the question via video
    - Click on “Conference”
    - Click on “OK” for confirm your queue
    - Please wait for the queue for you then your can open the microphone and camera

## How to use InvenTech Connect

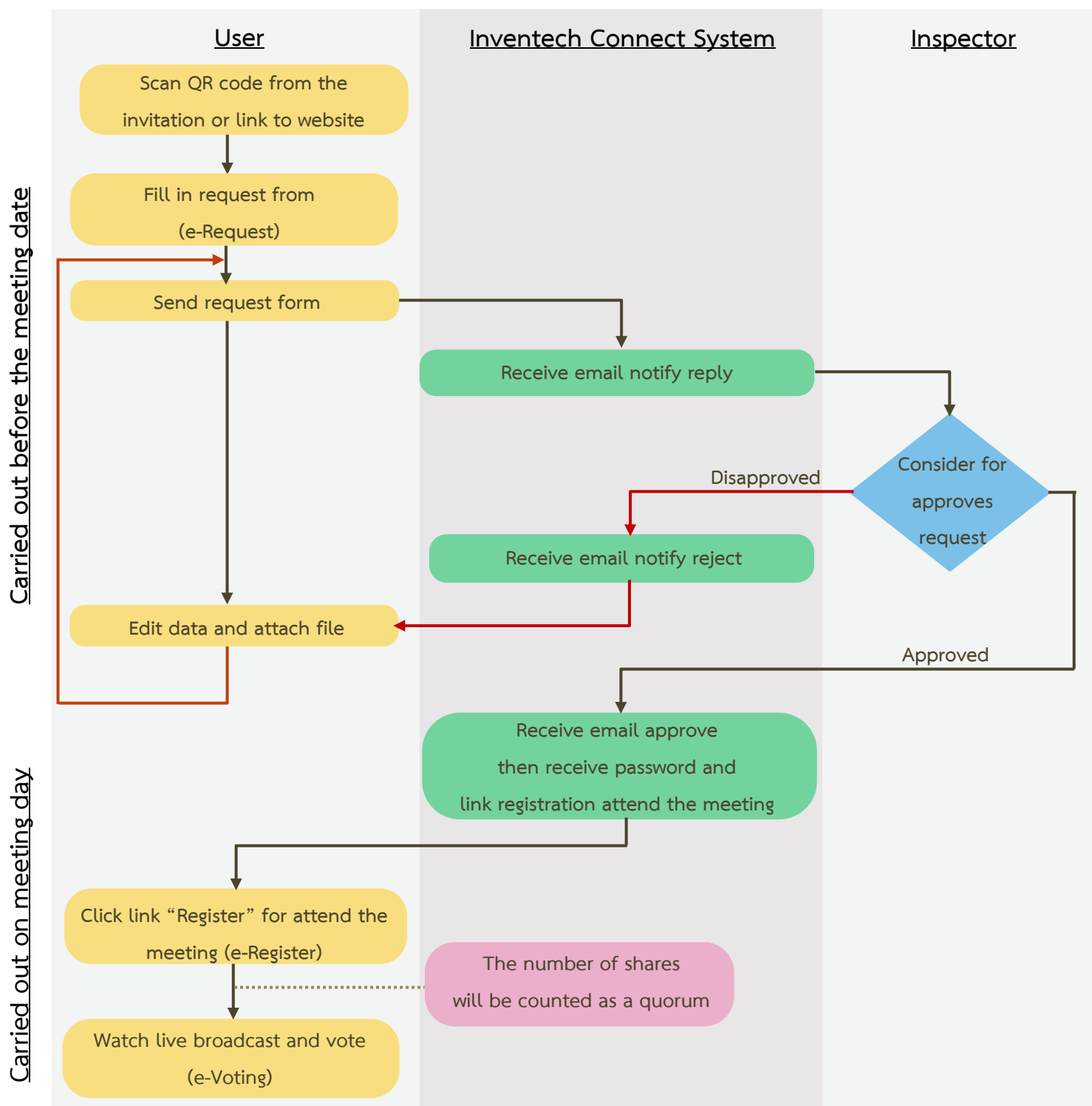


User Manual and Video of using InvenTech Connect

\* Note Operation of the electronic conferencing system and InvenTech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not support internet explorer.**

### Guidelines for attending of Electronic Meeting



#### Condition of use

##### In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

##### In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

## **Documents and Evidence for registered via e-Request system**

### **1. In the event the shareholders attend the meeting through electronic media (E-Meeting) in person**

#### 1.1 Individual Person

- (1) Notice of Meeting with barcode
- (2) A valid official document of the shareholder issued by the government agency e.g. copy of identification card, copy of driver's license, copy of Government Identification Card or copy of passport (for non-Thai nationality shareholders), on which there is a photo of the shareholder and the shareholder signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed)

#### 1.2 Juristic person

In the event a representative (director) of the shareholder is present in person:

- (1) Notice of Meeting with barcode
- (2) A copy of the shareholder's Affidavit issued no longer than three (3) months prior to the date of the meeting evidencing that the shareholder representative who attends the meeting is the authorized person of the juristic person holding the shares, certified by the authorized person and affixed with the company's seal (if any).
- (3) A valid official document of the authorized person issued by the government agency e.g. copy of the valid identification card, driver's license, copy of Government Identification Card or copy of passport (for non-Thai nationality shareholders), on which there is a photo of the authorized person and the authorized person signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed).

### **2. In the case where the shareholder appoints a proxy to attend the meeting via electronic media (E-Meeting)**

Shareholders who wish to appoint a proxy may appoint any individual of their choosing, including either of the independent directors of the Company. Profiles of the independent directors are set out in Enclosure 4. And in order to comply with the requirements under Notification of the Capital Market Supervisory Board No. TorJor. 79/2564 re: Criteria on the General Solicitation relating to the Appointment of Proxy by the Shareholders to Attend and Vote in Shareholders' Meetings, therefore, if the shareholder wish to appoint a proxy to any individual person or the independent directors of the Company to attend and vote in Shareholders' Meeting, the Company hereby informs the shareholders as follows:

- 2.1 Shareholders are advised to review the details of agenda items before appointing a proxy;
- 2.2 Shareholders are allowed to grant a proxy to only one representative to attend and vote at the meeting by using the proxy form (Proxy Form A, Proxy Form B, or Proxy Form C) (Enclosure 5), together with THB 20 stamp duty along with crossing out and date of making the said proxy to be legal and legally binding;.
- 2.3 In the case that a shareholder appoints any individual person who is not an independent director of the Company as their proxy to attend the meeting via electronic means, the shareholder may register or appoint a proxy via e-Request

system according to methods and procedures as set out in the Step and procedures for registration and process to attend the Annual General Meeting of Shareholders via electronic means in Enclosure 5 by submitting the required document for the appointment of proxy (as the detail of which prescribed below) through such system. The company will open a registration system for submitting petition forms from March 21, 2025 at 8:30 hrs. until the meeting adjourned on April 4, 2025.

- 2.4 In the case that a shareholders who wish to appoint an independent director of the Company as the name and information of which appeared in Enclosure 4, the shareholder may appoint a proxy via e-Request system. The company will open a registration system for submitting petition forms from March 21, 2025 at 8:30 hrs. until March 28, 2025 at 17.00 hrs., or the shareholder can post the required document for the appointment of proxy (as the detail of which prescribed below) **via registered mail with return receipt**, to the Office of the Chief Executive Officer and the Corporate Secretary, PTT Oil and Retail Business Public Company Limited, No. 555/2, Energy Complex Building B, 12<sup>th</sup> Floor, Vibhavadi Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok, 10900, from March 21, 2025 at 08.30 hrs., until March 28, 2025 at 17.00 hrs. However, the proxy posted via registered mail must be arrived at the Company by March 28, 2025 at 17.00 hrs.
- 2.5 After the Company has verified the registrations and documents that the shareholders have submitted to the Company as mentioned above, and has verified the names of the shareholders that are entitled to attend the 2025 Annual General Meeting of Shareholders as at the Record Date, i.e., February 25, 2025, Inventech Systems (Thailand) Co., Ltd., the meeting control system provider, certified by the Electronic Transaction Development Agency (ETDA), will send the “Link”, “Username”, and “Password” for logging into the Meeting via electronic means to the shareholders using the email address as notified to the Company.
- 2.6 In the case that a shareholder appoints a proxy and has cast their votes in advance for each agenda item using Proxy Form B, the Company will record the votes as specified in the proxy form. If the shareholder appointing an independent director as their proxy has not cast their votes in advance using Proxy Form B, the appointed independent director will cast the votes on behalf of the shareholder as deemed suitable and appropriate. In case the Company fails to record a shareholder's votes as indicated in the proxy form, or if the independent director who has been appointed as a proxy does not act as you have specified in the proxy form and such failure or omission causes damage to the shareholder, the shareholder will have the right to pursue legal action.
- 2.7 In the case that a shareholder has appointed a proxy, the shareholder will be unable to attend and vote at the meeting due to the fact that a proxy has been granted (unless the shareholder cancels the appointment of the proxy as specified in the “*Cancellation of the appointment of proxy*” section below). In this regard, if the appointed proxy attends the meeting but intentionally logs out of the system during the meeting for any reason, the votes cast in advance on the proxy form will be canceled and will not be counted for any remaining agenda items that have not been completed. However, logging out of the system will not affect the votes cast for any agenda items that have already been completed.

### 3. Supporting Documents for the Appointment of Proxies

- 3.1 For shareholders who are natural persons:
- (1) Notice of Meeting with barcode
  - (2) A duly completed Proxy Form A or Proxy Form B (Enclosure 7) signed by the shareholder and the proxy, together with THB 20 stamp duty;
  - (3) A valid official document of the shareholder issued by the government agency e.g. copy of identification card, copy of driver's license, copy of Government Identification Card, copy of passport (for non-Thai nationality shareholders) on which there is a photo of the shareholder and the shareholder signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed).
  - (4) A valid official document of the proxy issued by the government agency e.g. copy of identification card, copy of driver's license, copy of Government Identification Card, copy of passport (for non-Thai nationality shareholders) on which there is a photo of the shareholder and the shareholder signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed).
  - (5) **The proxy's email address and contact number, so that the meeting control system provider can send a meeting link, username, and password for accessing the system for the Annual General Meeting of Shareholders via electronic means** (for the case that the documents required for appointment of proxy will be post via registered mail with return receipt to the Office of the Chief Executive Officer and the Corporate Secretary).
- 3.2 For shareholders who are juristic persons registered in Thailand:
- (1) Notice of Meeting with barcode
  - (2) A duly completed Proxy Form A or Proxy Form B (Enclosure 7) signed by the authorized signatory of the juristic person granting the proxy with a seal (if any) and the proxy, together with THB 20 stamp duty
  - (3) A copy of the shareholder's Affidavit issued no longer than three (3) months prior to the date of the meeting evidencing that the authorised signatory is the authorized person to sign on behalf of the juristic person who is the shareholder, certified by the authorized person and affixed with the company's seal (if any).
  - (4) A valid official document of the authorised person of the shareholder issued by the government agency e.g. copy of identification card, copy of driver's license, copy of Government Identification Card or copy of passport (for non-Thai nationality shareholders), on which there is a photo of the shareholder and the shareholder signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed).
  - (5) A valid official document of the proxy issued by the government agency e.g. copy of identification card, copy of driver's license, copy of Government Identification Card, copy of passport (for non-Thai nationality shareholders), on which there is a photo of the shareholder and the shareholder signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed).
  - (6) **The proxy's email address and contact number, so that the meeting control system provider can send a meeting link, username, and password for accessing the system for the Annual General Meeting of Shareholders via electronic means** (for the case that the documents required for appointment of proxy will be post via registered mail with return receipt to the Office of the Chief Executive Officer and the Corporate Secretary).

- 3.3 For shareholders who are juristic persons registered overseas:
- (1) Notice of Meeting with barcode
  - (2) A duly completed Proxy Form (Enclosure 7) signed by the authorized signatory of the juristic person granting the proxy with a seal (if any) and the proxy, together with THB 20 stamp duty
  - (3) A copy of the shareholder's Affidavit issued by the relevant government authority of the country where the juristic person is incorporated evidencing that the authorised signatory is the authorized person to sign on behalf of the juristic person who is the shareholder, issued no longer than three (3) months prior to the date of the meeting, certified by the authorized person and affixed with the company's seal (if any).
  - (4) A valid official document of the authorised person of the shareholder issued by the government agency e.g. copy of identification card, copy of driver's license, copy of Government Identification Card, copy of passport (for non-Thai nationality shareholders), on which there is a photo of the shareholder and the shareholder signs to certify as a true copy (In case of any changes in first name or last name, evidence of such change, certified as true and correct copy shall be enclosed).
  - (5) A valid official document of the proxy issued by the government agency e.g. copy of identification card, copy of driver's license, copy of Government Identification Card, copy of passport (for non-Thai nationality shareholders), on which there is a photo of the shareholder and the shareholder signs to certify as a true copy (In case of any changes of first name or last name, certified as true and correct copy shall be enclosed).
  - (6) An English translation of any original document that is not in English, with such translation being certified as a true translation by the authorized signatory(ies) of the shareholder
  - (7) **The proxy's email address and contact number, so that the meeting control system provider can send a meeting link, username, and password for accessing the system for the Annual General Meeting of Shareholders via electronic means (for the case that the documents required for appointment of proxy will be post via registered mail with return receipt to the Office of the Chief Executive Officer and the Corporate Secretary).**
- 3.4 In the event of proxy granted by a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares:
- (1) Notice of Meeting with barcode
  - (2) A duly completed Proxy Form C (Enclosure 7) and signed by such person authorized to act on behalf of the custodian as registered, in his/her capacity as grantor, and signed by the proxy holder and fully affixed THB 20 stamp duty;
  - (3) Documents of the shareholder appointing the proxy:
    - A copy of the certificate of incorporation of the shareholder issued by the relevant government authority of the country where the juristic person is incorporated (evidencing that the director who acts as a shareholder appointing a proxy is the authorized director(s) of the juristic person holding the shares) issued no longer than three (3) months prior to the date of the meeting, certified by an authorized director(s) and affixed with the company's seal (if any).
    - A copy of a valid official document of the authorized person signed on behalf of the shareholder e.g. copy of identification card, copy of driver's license, copy of Government Identification Card, copy of

passport (for non-Thai nationality shareholders), on which there is a photo of the shareholder and the authorized person signed on behalf of the shareholder signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed).

- A copy of a power of attorney of the shareholder appointing a custodian to attend and cast the vote on behalf of the shareholders which certified by an authorized person and affixed with the company's seal (if any).
- (4) Documents of the Custodian
- A copy of a power of attorney evidencing that the custodian authorizes its director, executive, or employee to grant a proxy to any of its employees or another person to attend the shareholders' meeting on behalf of its customer, certified by a director, executive, or employee of the custodian who grants a proxy.
  - A letter certifying the business operation or a copy of the business operation certificate of the custodian, certified by the person who grants a proxy and affixed with the company's seal (if any).
  - A copy of the certificate of incorporation of the custodian issued by the relevant government authority of the country where the juristic person is incorporate, issued no longer than three (3) months prior to the date of the meeting, evidencing that the authorized signatory is the authorized person of the custodian who sign on behalf of the custodian and certified by the authorized person of the custodian and affixed with the company's seal (if any).
  - A copy of a valid official document of the authorized person of the custodian e.g. copy of identification card, copy of driver's license, copy of Government Identification Card copy of passport (for non-Thai nationality shareholders), on which there is a photo of the authorized person, and the authorized person signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed).
  - A copy of a valid official document of the proxy e.g. copy of identification card, copy of driver's license, copy of Government Identification Card, copy of passport (for non-Thai nationality shareholders), on which there is a photo of the proxy, and the proxy signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed).
- (5) Sub-authorization before granting of proxy to the custodian:
- Documents of sub-authorization must show every stage of sub-authorization with a statement that empowers the sub-authorized person to further sub-authorize another person.
  - A copy of a valid official document issued by the relevant government authority of the country where the juristic person is incorporate of every sub-authorized person e.g. copy of identification card, copy of

driver's license, copy of Government Identification Card, copy of passport (for non-Thai nationality shareholders), , on which certified by the person grants a proxy (in the case of a juristic person, by an authorized director of the proxy grantor).

- (6) If any document's original is not issued in English, the English translation is required and must be attached with the original, and certified as a true translation by an authorized director(s) of such juristic person

### 3.5 Appointment of proxy to independent director

For the shareholders who wish to grant proxy to one of the Company's independent directors, please prepare the following documents.

- (1) Notification of Meeting with barcode.
- (2) Proxy Form A. or Proxy Form B. (either Proxy Form A or Proxy Form B only) which has been filled out, selecting a proxy from one of the Company's independent directors (the name list is set out in Attachment 4), and signed by the shareholder
- (3) In case of natural-person shareholders, prepare supporting document as a copy of a valid official document of the shareholder e.g. copy of identification card, copy of driver's license, copy of Government Identification Card, copy of passport (for non-Thai nationality shareholders), on which there is a photo of the authorized person, and the authorized person signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed)
- (4) In case of juristic-person shareholders, prepare supporting document as copy of the certificate of incorporation of the shareholder, issued no longer than three (3) months prior to the date of the meeting, and certified by the authorized person of the shareholder and affixed with the company's seal (if any) and a copy of a valid official document of the authorized person of the shareholder who sign in the proxy e.g. copy of identification card, copy of driver's license, copy of Government Identification Card, copy of passport (for non-Thai nationality shareholders), on which there is a photo of the authorized person, and the authorized person signs to certify as a true copy (In case of any changes of first name or last name, evidence of such change, certified as true and correct copy shall be enclosed).

## 4. **Cancellation of the appointment of proxy**

In the case that shareholders wish to cancel the appointment of a proxy, they may notify the Chairman of the Board in writing by sending an email to [corporatesecretary@pttor.com](mailto:corporatesecretary@pttor.com) prior to the commencement of the meeting (i.e., by April 3<sup>rd</sup>, 2025, 12.00 hrs.).



### **Voting Procedures and Vote Counting**

1. When casting a vote, one (1) share shall be entitled to one (1) vote.
2. Shareholders may cast their votes to either approve, disapprove, or abstain from voting. The allocation of votes is not allowed (except for voting by the Custodian).
3. Before casting their votes for each agenda item, the Chairman of the Meeting will provide shareholders with an opportunity to make inquiries or comments on issues related to the agenda as appropriate.
4. A simple majority vote of the shareholders who are attending the meeting and casting their votes is required to pass a resolution for all agenda items, **except for the following items:**
  - Agenda Item 5, regarding the approval of directors' remuneration for the year 2025 requires a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.
5. Once the vote counting for an agenda item is completed, the Chairman of the Meeting will announce the voting result to the meeting.

หนังสือมอบฉันทะ (แบบ ก.)  
Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น  
Shareholders register no.

เขียนที่ .....

วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ ..... อายุ ..... ปี .....  
I/We nationality age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....  
Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ปตท. น้ำมันและการค้าปลีก จำกัด (มหาชน) (บริษัท)  
Being a shareholder of PTT Oil and Retail Business Public Company Limited (the Company)

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
Holding the total amount of shares and have the right to vote equal to votes as follows:  
 หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Ordinary share shares and have the right to vote equal to votes  
 หุ้นบริวารพิเศษ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Preferred share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (1) ..... อายุ ..... ปี .....  
Hereby appoint age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Province Postal Code or

(2) ..... อายุ ..... ปี .....  
Age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Province Postal Code or

(3) ..... อายุ ..... ปี .....  
Age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568  
ในวันที่ 4 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the 2025 Annual General Meeting of shareholders on April 4, 2025,  
at 14.00 hrs., through an electronic media platform, or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed ..... ผู้มอบฉันทะ/Grantor  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

หนังสือมอบฉันทะ (แบบ ข.)  
Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
I/We ..... nationality ..... age ..... years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road ..... Tambol/Khwaeng ..... Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....  
Province ..... Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ปตท. น้ำมันและการค้าปลีก จำกัด (มหาชน) (บริษัท)

Being a shareholder of PTT Oil and Retail Business Public Company Limited (the Company)

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
Holding the total amount of ..... shares with the voting rights or ..... votes as follows:

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Ordinary share ..... shares with the voting rights or ..... votes

หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Preferred share ..... shares with the voting rights or ..... votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทได้ โดยมีรายละเอียดกรรมการอิสระของบริษัท ปรากฏตามสิ่งที่ส่งมาด้วย 2)  
Hereby appoint (May grant proxy to the Company's Independent Director of which details as shown in Enclosure 2)

(1) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
Name Age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road ..... Tambol/Khwaeng ..... Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Province ..... Postal Code or

(2) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
Name Age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road ..... Tambol/Khwaeng ..... Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Province ..... Postal Code or

(3) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
Name Age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road ..... Tambol/Khwaeng ..... Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....  
Province ..... Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 4 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์หรือที่ซึ่งจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the 2025 Annual General Meeting of shareholders on April 4, 2025, at 14.00 hrs., through an electronic media platform, or such other date, time and place as may be adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

**ระเบียบวาระที่ 1 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2567**

**Agenda Item 1 To acknowledge the Company's operating result of the year 2024**

- (ก) ให้ผู้รับมอบฉันทะรับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2567

(a) To grant my/our proxy to acknowledge the Company's operating results for the year 2024

**ระเบียบวาระที่ 2 พิจารณานุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2567**

**Agenda Item 2 To consider and approve the financial statements for the year ended December 31, 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**ระเบียบวาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิ เป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล สำหรับการดำเนินงานของปี 2567**

**Agenda Item 3 To consider and approve the allocation of net profit as a legal reserve and dividend payment from the operating results for the year 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**ระเบียบวาระที่ 4 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2568**

**Agenda Item 4 To consider and approve the appointment of auditors and the determination of audit fees for the year 2025**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**ระเบียบวาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ ประจำปี 2568**

**Agenda Item 5 To consider and approve the directors' remuneration for the year 2025**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**ระเบียบวาระที่ 6 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

**Agenda Item 6 To consider and approve the election of directors to replace those who are due to retire by rotation**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

**การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้**

The appointment of certain directors as follows:

**1. นายชฎิล ชวนะลิทิกร**

Mr. Chadil Chavanalitikorn

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**2. นายวุฒิไกร ลีวีระพันธุ์**

Mr. Vuttikrai Leewiraphan

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**3. นายดิษทัต ปันยารชุน**

Mr. Disathat Panyarachun

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**4. หม่อมหลวงปึกทอง ทองใหญ่**

M.L. Peekthong Thongyai

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**5. นางสาวนันทิกา ทังสุพานิช**

Miss Nantika Thangsuphanich

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**ระเบียบวาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

**Agenda Item 7 To consider other matters (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงนาม/Signed ..... ผู้มอบฉันทะ/Grantor  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. ระเบียบวาระแต่งตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of directors, the meeting may consider appointing the entire board as a whole or any individual director(s).
3. ในกรณีที่ระเบียบวาระที่ต้องพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ  
In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Supplemental Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Supplemental Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ปตท. น้ำมันและการค้าปลีก จำกัด (มหาชน)

The proxy is granted by a shareholder of PTT Oil and Retail Business Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 4 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of shareholders for the year 2025 on April 4, 2025, at 14.00 hrs., through an electronic media platform, or such other date, time and place as may be adjourned.

ระเบียบวาระที่... ..  
Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่... ..  
Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่... ..  
Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่... ..  
Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่... ..  
Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่..... พิจารณาแต่งตั้งกรรมการ (ต่อ)

Agenda Item ..... To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ .....		
Name of Director		
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ .....		
Name of Director		
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ .....		
Name of Director		
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ .....		
Name of Director		
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ .....		
Name of Director		
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ .....		
Name of Director		
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ .....		
Name of Director		
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ .....		
Name of Director		
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ .....		
Name of Director		
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม/Signed ..... ผู้มอบฉันทะ/Grantor  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )



หนังสือมอบฉันทะ แบบ ค.  
(สำหรับผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
Proxy Form C.

(For shareholders who are foreign investors appointing a local custodian in Thailand to keep their shares in custody)

เลขทะเบียนผู้ถือหุ้น ..... เขียนที่ .....  
Shareholders register no. .... Written at

วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า .....  
I/We

สำนักงานตั้งอยู่เลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at Road Tambol/Khwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphur/Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ .....  
As being the custodian of  
ซึ่งเป็นผู้ถือหุ้นของ บริษัท ปตท. น้ำมันและการค้าปลีก จำกัด (มหาชน) (บริษัท)  
Being a shareholder of PTT Oil and Retail Business Public Company Limited (the Company)

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
Holding the total amount of shares and have the right to vote equal to votes as follows:  
 หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Ordinary share shares and have the right to vote equal to votes  
 หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Preferred share shares and have the right to vote equal to votes

(2) ขอมอบฉันทะให้ (1) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
Hereby appoint age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Province Postal Code or

(2) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
Age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Province Postal Code or

(3) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
Age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ .....  
Province Postal Code

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568  
ในวันที่ 4 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the 2025 Annual General Meeting of shareholders on  
April 4, 2025, at 14.00 hrs., through an electronic media platform, or such other date, time and place as may be adjourned.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้  
I/We hereby authorize the proxy to attend the meeting and to cast the votes on my/our behalf at this meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้  
Grant proxy the total amount of shares holding and entitled to vote
- มอบฉันทะบางส่วน คือ  
Grant partial shares of
- |   |        |                                       |       |
|---|--------|---------------------------------------|-------|
| <input type="checkbox"/> หุ้นสามัญ .....      | หุ้น   | มีสิทธิออกเสียงลงคะแนนได้เท่ากับ..... | เสียง |
| Ordinary share                                | shares | and have the right to vote equal to   | votes |
| <input type="checkbox"/> หุ้นบุริมสิทธิ ..... | หุ้น   | มีสิทธิออกเสียงลงคะแนนได้เท่ากับ..... | เสียง |
| Preferred share                               | shares | and have the right to vote equal to   | votes |
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด ..... เสียง  
Total voting rights ..... votes

(4) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We hereby authorize the proxy to cast the votes on my/our behalf at this meeting as follows:

**ระเบียบวาระที่ 1 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2567**  
**Agenda Item 1 To acknowledge the Company's operating results for the year 2024**

- (ก) ให้ผู้รับมอบฉันทะรับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2567  
(a) To grant my/our proxy to acknowledge the Company's operating results for the year 2024

**ระเบียบวาระที่ 2 พิจารณานุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2567**  
**Agenda Item 2 To consider and approve the financial statements for the year ended December 31, 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**ระเบียบวาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิ เป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล สำหรับผลการดำเนินงานของปี 2567**  
**Agenda Item 3 To consider and approve the allocation of net profit as a legal reserve and dividend payment from the operating results for the year 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**ระเบียบวาระที่ 4 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2568**  
**Agenda Item 4 To consider and approve the appointment of auditors and the determination of audit fees for the year 2025**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ ประจำปี 2568

Agenda Item 5 To consider and approve the directors' remuneration for the year 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ 6 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda Item 6 To consider and approve the election of directors to replace those who are due to retire by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:

**การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้**

The appointment of certain directors as follows:

1. นายชฎิล ชวนะลิขิกร

Mr. Chadil Chavanalikhikorn

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

2. นายวุฒิไกร ลีวีระพันธุ์

Mr. Vuttikrai Leewiraphan

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

3. นายดิษทัต ปันยารชุน

Mr. Disathat Panyarachun

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

4. หม่อมหลวงปึกทอง ทองใหญ่

M.L. Peekthong Thongyai

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

5. นางสาวนันทิกา ทังสุพานิช

Miss Nantika Thangsuphanich

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item 7 To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่จะระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงนาม/Signed ..... ผู้มอบอำนาจ/Grantor  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบอำนาจ/Proxy  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบอำนาจ/Proxy  
( ..... )

ลงนาม/Signed ..... ผู้รับมอบอำนาจ/Proxy  
( ..... )

**หมายเหตุ/Remarks**

- หนังสือมอบอำนาจแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คิสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
The Proxy Form C. only use for shareholders whose names appearing in the foreign investors registration and who appoints a local custodian in Thailand to keep his/her shares in custody only.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบอำนาจ คือ  
Documents and evidence to be enclosed with the proxy form are:
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คิสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบอำนาจแทน  
Power of attorney from the shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบอำนาจได้รับอนุญาตประกอบธุรกิจคิสโตเดียน (Custodian)  
Letter of certification to certify that the authorized signatory of the Proxy Form is licensed to operate the custodian business.
- ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- ระเบียบวาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of directors, the meeting may consider appointing the entire board as a whole or any individual director(s).
- ในกรณีที่ระเบียบวาระที่จะต้องพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ ค. ตามแบบ  
In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Supplemental Proxy Form C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Supplemental Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ปตท. น้ำมันและการค้าปลีก จำกัด (มหาชน)

The proxy is granted by a shareholder of PTT Oil and Retail Business Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 4 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of shareholders for the year 2025 on April 4, 2025 at 14.00 hrs., through an electronic media platform, or such other date, time and place as may be adjourned.

ระเบียบวาระที่.....  
Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่.....  
Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่.....  
Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่.....  
Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่..... พิจารณาแต่งตั้งกรรมการ (ต่อ)  
Agenda Item..... To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ .....  
Name of Director  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ .....  
Name of Director  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ .....  
 Name of Director

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....  
 Name of Director

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....  
 Name of Director

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....  
 Name of Director

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....  
 Name of Director

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....  
 Name of Director

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                              Disapprove                              Abstain

ระเบียบวาระที่... ..  
 Agenda Item..... ..

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                              Disapprove                              Abstain

ระเบียบวาระที่... ..  
 Agenda Item..... ..

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                              Disapprove                              Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
 I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม/Signed ..... ผู้มอบฉันทะ/Grantor  
 ( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
 ( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
 ( ..... )

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
 ( ..... )

## **Company's Articles of Association**

### **Regarding the Shareholders General Meeting and Voting**

#### **Chapter 5 Board of Directors**

Article 16. The shareholders meeting shall elect the Company's Board of Directors to operate the Company's business, consisting of not less than five (5) directors, but not more than fifteen (15) directors, and amongst such directors, not less than three (3) directors shall be independent directors; provided that not less than half (1/2) of all directors shall have residence in the Kingdom of Thailand. All of the Company's directors shall have qualifications as required by laws and this Articles of Association. In this regard, at least one (1) director shall be an expert in accounting and finance.

The directors shall operate the Company's business in accordance with the laws, Company's objectives, and this Articles of Association, as well as the resolutions of the shareholders meeting, with integrity and in line with moral principles and business ethics; and shall exercise their best efforts with prudence to protect the interests of the Company and its shareholders.

The Board of Directors shall elect one of the directors to be the Chairman of the Board of Directors. In case where the Board of Directors deems expedient, the Board of Directors may elect one or several directors to be the Vice-Chairman(s).

The Board of Directors has the right to appoint the Chief Executive Officer from the nomination in accordance with the procedures and methods prescribed by relevant laws and regulations. The Chief Executive Officer shall also hold the position of a director and a secretary to the Board of Directors.

It is not required that directors shall be the shareholders of the Company.

Article 17. The independent directors shall have the qualifications and not possess prohibited characteristics as prescribed under Article 16, as well as shall have the qualifications in accordance with the criteria under the law on securities and exchange.

Article 18. The directors shall be elected by the shareholders meeting in accordance with the following rules and procedures:

- (1) one shareholder shall have one vote for each share held;
- (2) each shareholder may exercise all the votes he or she has under (1) to elect one or several persons to be director(s). In the latter case, such votes cannot be divided for allocation to any particular person at any extent; and
- (3) persons receiving the highest votes in a descending order will be elected as directors in proportion to the number of directors who shall be elected at that time. In case where the number of persons, who are elected in descending order, and receive equal votes, exceeds the number of directors required or who shall be elected at that time, the Chairman shall have a casting vote.

Article 19. At every annual general meeting, one-third (1/3) of the number of the directors at that time shall vacate the office. If the number is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office.

A retiring director is eligible for re-election.

The directors to retire during the first and second year following the registration of the Company shall be determined by means of drawing lots. In subsequent years, the director who has been in the office for the longest term shall retire.

Article 26. Directors shall be entitled for remuneration from the Company in the form of a financial rewards, meeting allowances, retirement pensions, bonuses, or other benefits in other forms pursuant to the Company's Articles of Association or the approval of the shareholders meeting by a vote of not less than two-third (2/3) of the number of shareholders present at the meeting. The remuneration may be designated in a fixed amount or as prescribed by specific rules, and which may be fixed from time to time or remain effective until further change by a resolution of the shareholders meeting. In addition, the directors are entitled to the per diem and other benefits in accordance with the Company's regulations.

The provision under the first paragraph shall not prejudice rights of the Company's officer or employee, who has been elected as a director, in receiving remuneration and other benefits as the Company's officer or employee.

The payment of remuneration under the first and second paragraph shall not contradict or be in contrary to the qualifications of the independent directors as required by the law on securities and exchange.

## **Chapter 6 Shareholders Meeting**

Article 38. The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the Company's fiscal year in the municipality where the company's headquarters is located or in a nearby province. The shareholders' meeting may be conducted electronically in accordance with the laws governing electronic conferencing. In the event that the meeting is held via electronic means, the head office of the Company shall be deemed to be the place of the meeting.

Meetings of shareholders, other than that specified under the first paragraph, shall be called extraordinary meeting. The Board of Directors may summon the extraordinary meeting whenever it deems appropriate.

A shareholder or shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold, may, at any time, subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting; provided that they must clearly state the reasons and purposes for such request in the said letter. In this case, the Board of Directors shall convene the shareholders meeting within the forty-five (45) days from the date of receipt of such letter.

In case the Board of Directors fails to convene the meeting within the period specified under the third paragraph, shareholders who subscribed their names or other shareholders holding the required aggregate number of shares may convene the meeting by themselves within forty-five (45) days from the date of expiration of the period under the third paragraph. In such case, the meeting is deemed to be shareholders meeting called by the Board of Directors, provided that the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.



In the case where the number of shareholders present at the meeting called by the shareholders under the fourth paragraph does not constitute a quorum, the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement of such meeting to the Company.

In this regard, if the shareholders call the meeting themselves in accordance with paragraph four, a shareholder convening a meeting may distribute meeting notices electronically to other shareholders, provided that the shareholders have notified their intention or consented as required by law to the Company or the board of directors.

Article 39. In summoning the shareholders meeting, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details explicitly stating whether the matters are for acknowledgment, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice of the meeting shall be published in a newspaper or advertised via electronic means in accordance with criteria prescribed by law instead with at least three (3) days prior to the date of the meeting for three (3) consecutive days.

A meeting of shareholders shall be held in the province where the Company's head office is located or any other locations as may be specified by the Board of Directors. The Company and its Board of Directors shall facilitate such convening of a shareholders meeting by means of establishing procedures and methods that encourage equitable treatment amongst all shareholders.

Article 40. In every shareholders meeting, whether a physical meeting or a meeting via electronic means, in whole or in part, in order to constitute a quorum, there shall be shareholders and proxies (if any) attending the meeting amounting not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders, holding in an aggregate amount number of not less than one-third (1/3) of the total number of shares sold.

At any shareholders meeting, if one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders present at the meeting is inadequate to constitute a quorum as specified in the first paragraph, and if such shareholders was convened pursuant to a request of the shareholders, such meeting shall be cancelled. If such meeting was not convened pursuant to the request of the shareholders, the meeting shall be adjourned and the notice of the adjourned meeting shall be sent to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 41. A shareholder may appoint any other person to be his or her proxy to vote at the meeting on his or her behalf. The appointment of proxy shall be made in writing, signed by the shareholder, and submitted to the Chairman of the Board of Directors or the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.

The proxy form shall be as prescribed by the registrar and shall contain at least the following particulars:

- (1) the number of shares held by the shareholder;
- (2) the full name of the proxy; and

- (3) the number and date of the meeting in which the shareholder appoint the proxy to attend and cast vote.

In appointing a proxy under paragraph two, it may be carried out via electronic means in accordance with the criteria prescribed by law.

In casting votes, it shall be deemed that the proxy has votes equivalent to the total number of votes of the shareholder, unless the proxy has declared to the meeting prior to the vote casting that he or she will vote on behalf of only certain shareholders, indicating the names of those shareholders and the number of shares held by each of them.

Clause 42 The chairman of the board shall be chairman of all shareholders' meetings. If the chairman is not present at the meeting or cannot perform his or her duty, then the vice-chairman shall be chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but he or she is not present at the meeting or cannot perform the duty, a shareholder attending at the meeting shall be elected as chairman of the meeting.

Article 43. The shareholders have the rights to attend and cast votes at every shareholders meeting. One (1) share is entitled to one (1) vote. Voting shall be made openly by show of hands, unless at least five (5) shareholders request for secret ballots and the meeting resolved to vote secret ballots.

Article 44. In casting votes at a shareholders meeting, any shareholder who has special interest in any matter shall not be entitled to vote on such matter, except for the voting of election of directors. The resolution of the shareholders meeting shall comprise of the following votes:

- (1) in general, a resolution shall be passed by majority votes of shareholders present at the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have a casting vote;
- (2) in the following circumstances, resolutions shall be passed by a votes of not less than three-quarters (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote:
  - (a) the addition to or amendment of the Memorandum of Association or the Articles of Association of the Company;
  - (b) the increase of the Company's registered capital;
  - (c) the reduction of the Company's registered capital;
  - (d) the issuance of debentures of the Company;
  - (e) the amalgamation of the Company's business with another company;
  - (f) the winding up of the Company;
  - (g) the sale or transfer of the whole or substantial part of the businesses of the Company to other persons;
  - (h) the purchase or acceptance of transfer of businesses of private limited companies or public limited companies by the Company;
  - (i) the making, amendment, or termination of agreements relating to the leasing out of the whole or substantial part of the Company's business;

- (j) the designation of any other persons to manage the Company's business;
- (k) the consolidation of the business with other persons with an objective towards profit and loss sharing; and
- (l) the performance of other acts, as required by law, which must be approved by a vote of not less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

Article 45. The chairman of the shareholders meeting shall have the duty to conduct the meeting in compliance with these Articles of Association and to follow the sequence of the agenda items stipulated in the notice calling for the meeting, unless the meeting passes a resolution allowing a change in the sequence of the agenda items with a vote of no less than two-thirds (2/3) of the number of the shareholders present at the meeting.

When the consideration of the matters under the first paragraph is finished, the shareholders holding shares in aggregate of no less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

In the case where the meeting has not concluded the consideration of the matters according to the sequence of the agenda under the first paragraph or the matters raised by shareholders under the second paragraph, as the case may be, and it is necessary to adjourn the consideration of the meeting, the meeting shall determine the place, date, and time for the next meeting and the Board of Directors shall deliver the notice calling the meeting which indicates the place, date, time, and agenda of the meeting to the shareholder no less than seven (7) days prior to the date of the meeting, provided the notice calling the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting.

Articles 46. The following matters shall be decided by the annual general meeting of shareholders:

- (1) To acknowledge a report of the Board of Directors concerning the Company's business during the previous year;
- (2) to consider and approve the balance sheet, and the profit and loss account of the accounting period of the previous year;
- (3) to consider and approve the appropriation of profits and distribution of dividends;
- (4) to appoint new directors to replace the directors who are due to retire upon the expiration of the term of office;
- (5) to determine the directors' remunerations;
- (6) to appoint auditors and to determine the audit fee; and
- (7) to transact other business.

**Chapter 7**  
**Accounting, Finance, and Auditing**

- Article 48. The Company shall prepare and maintain accounts, arrange for the auditing in accordance with the relevant governing laws, and shall prepare a balance sheet and a profit and loss statement at least once in every twelve (12) months which is the fiscal year of the Company.
- Article 49. The Board of Directors shall prepare the balance sheet, the profit and loss statement, the auditor's audit report, as well as the Board of Directors' annual report, at the end of the fiscal year of the Company, and shall propose the same to the shareholders meeting for approval at the annual general meeting within four (4) months from the end of the fiscal year. The Board of Directors shall arrange for the auditor to complete the auditing prior to the proposal of the said balance sheet and the profit and loss statement to the shareholders meeting.
- Article 50. The Board of Directors shall deliver to the shareholders the following documents, together with a notice calling for shareholders annual general meeting:
- (1) a copy of the balance sheet and the profit and loss statement which have been audited by the auditor, as well as the auditor's audit report; and
  - (2) the annual report of the Board of Directors, and the supporting documents.
- Article 52. The annual general meeting of shareholders shall annually appoint an auditor and determine the audit fee of the Company. The former auditor may be re-appointed. No director, officer, employee, or any other person holding a position in the Company shall not be appointed as an auditor.
- Article 53. The auditor has the power to examine the accounts, documents, and any other evidence relating to the revenues and expenditures, including the assets and debts of the Company during the business hours of the Company. In this regard, the auditor shall have the power to interrogate the directors, officers, employees, or any other persons holding a position in the Company, including the Company's agents, as well as to request for a clarification regarding any matters or to deliver documents or evidence in connection with the operation of the business of the Company.
- Article 54. The auditor has the right to present a written explanation to the meeting of shareholders and has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss statement, and the issues relating to the accounts of the Company are to be considered in order to clarify to the shareholders the auditing of accounts. The Company shall deliver to the auditor the report and all relevant documents of the Company which are to be received by the shareholders at that meeting of shareholders.

**Chapter 8**  
**Dividends and Reserve**

- Article 56. No dividend shall be paid other than out of profits. If the Company still has an accumulated loss, no dividend shall be paid.
- Payment of dividend shall be equally paid in accordance with the number of shares, except in the case of preference shares, for which the dividends are determined to be allocated differently from those of ordinary shares. The payment of dividend must obtain approval from the shareholders meeting.

The Board of Directors may from time to time pay to the shareholders an interim dividend when the Board of Directors deems that the profit of the Company justifies such payment. After such payment has been made, it shall be reported to the shareholders at the next shareholders meeting.

The payment of dividend shall be made within one (1) month from the date the resolution was passed by the shareholders meeting or by the Board of Directors meeting, as the case may be. In this regard, the shareholders shall be notified in writing and the notice of such payment of dividend shall also be published in a newspaper for not less than three (3) consecutive days.

Article 57. The Company must appropriate to a reserve fund, from the annual net profit, at least five (5) percent of the annual net profit less carried- forward accumulated loss (if any) until the reserve fund attains an amount of not less than ten (10) percent of the registered capital.

Article 58. The Board of Directors may propose that the shareholders meeting approve other reserves in the interests of the operation of the Company. In case where the shares of the Company have not yet been completely sold up to the number of shares registered or where the company has already registered an increase in the registered capital, the Company may distribute dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided that it has received the approval of the meeting of shareholders.

**Annual Registration Statements / Annual Report  
for the year 2024 (Form 56-1 One Report)**

To Shareholders

The Company has prepared the Annual Report for the year 2024 (Form 56-1 One Report) in electronic version. Please scan QR Code, which appear below, to access the Company's Annual Report for the year 2024 in both Thai and English versions.



Form 56-1 One Report

Should you have any query or suggestion, please contact  
The Office of the Chief Executive Officer and Corporate Secretary  
PTT Oil and Retail Business Public Company Limited  
Tel. 02-196-6242, 02-196-6249