



Criteria for the Nomination and Appointment of Directors and Executives

1. Nomination and Appointment of Directors and Independent Directors

In an effort to conduct the nomination and appointment of Directors in a principled and transparent fashion, policies of Good Corporate Governance are strictly followed. The Board of Directors nominated 3 Directors to serve on the Nomination and Remuneration Committee. These Directors are responsible for the nomination of Company Directors - determining the nomination of candidates for vacant positions and vacant positions being left by Directors completing their tenures. As a result, **Criteria for the Nomination and Appointment of Directors and Executives** is set forth as a means to accommodate the procedures for identifying qualified candidates with skills and experiences that are useful to the Company in a principled and transparent fashion listed below:

- The Nomination and Remuneration Committee is responsible for allowing both the majority shareholder and minority shareholders to nominate individuals for Directorships.
- The suitability of these individuals is determined based on how they match criteria set forth by Public Limited Companies Act, Cabinet Resolution on the nomination of high-level government officials or persons as directors in many state enterprises as well as Company's Articles of Association and Good Corporate Governance Policy.
 - Nomination procedure set forth by Stock Exchange of Thailand
 - Directors' Pool database from the State Enterprise Policy Office
 - Nominations are to be made to find individuals that are appropriately qualified, have a high level of expertise, and are experienced in various related fields that the Board may currently be lacking.
 - Potential conflicts of interest

(1) Directors

Nomination of New Directors :

- Consideration encompasses the suitability of the nominees, as well as their compliance to related laws & regulations and Company's Articles of Association.
- Nominees will be judged on the basis of their expertise and the benefit this expertise would bring to the organization's structure.
- A Skill Matrix is used to assess suitability related to the operations of PTTGC in the field of engineer, laws, finance & accounting, economic, national security and management that are beneficial to the Company's business.

- Potential conflicts of interest or connected transactions
- Consent from the nominees

Nomination of Directors Presently Serving :

- Past performance of the Directors
- Useful comments and suggestions
- Time dedicated
- Participation in other important activities

(2) Independent Directors

The nomination and appointment of Independent Directors begins by determining the number of Independent Directors that are necessary to meet criteria as listed below:

- Criteria set forth by the Securities and Exchange Commission (SEC) – PTTGC has more Independent Directors as required by SEC
- Independent Directors are defined as having the quality of being independent, as explained (Definition of Independent Directors) in the Good Corporate Governance Handbook and listed on PTTGC's website.

In the event an Independent Director needs to be nominated and appointed to replace a position not vacated by expiry of term, the Nomination and Remuneration Committee may nominate qualified individual for the Board of Directors to be elected by no less than $\frac{3}{4}$ of the votes. The term of service for replacement Directors may be no longer than the length of service remaining for the Directors they replaced

2. Nomination and Appointment of Chief Executive Officer

The criteria are set forth by the Nomination and Remuneration Committee for the nomination and appointment of Chief Executive as listed below:

- Serving as a Director of the Company, as per the Company's Articles of Association
- Knowledgeable and skilled in business operations
- Experienced in business, energy, petroleum and petrochemicals
- Experienced in organizational leadership
- Strong leadership skills
- Well-recognized by leading organizations in the industry
- Approved by the Board of Directors
- Consider the conflict of interest