



Criteria for proposing agenda and nominating candidates for directorship for the 2018 Annual General Meeting of Shareholders of Thai Oil Public Company Limited

Objectives

Thai Oil Public Company Limited (the “Company”) is committed to conduct our business at a high standard of the good Corporate Governance practices. Emphasizing the importance of our business conducts, in regards to equitable treatment of shareholders and our responsibility to all stakeholders, and with objectives to enhance the stakeholders’ confidence in our business conducts, the Company would like to invite our shareholders to propose agenda and to nominate candidate(s) for directorship for the 2018 Annual General Meeting of Shareholders in advance with the criteria as described below.

Criteria

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

- 1.1 ***Qualifications or characteristics of shareholder*** who is eligible to propose AGM agenda and / or to nominate candidate(s) for directorship are as follows:
 - (a) Being a shareholder or a group of shareholders holding the Company’s shares and entitled to vote with at least 5 percent of total voting rights of the Company (102,001,394 shares); or
 - (b) Being a shareholder or a group of shareholders holding the Company’s shares and entitled to vote with at least 1 percent but less than 5 percent of total voting rights of the Company (20,400,279 - 102,001,393 shares), whereby all shareholders under this criteria must have held the above mentioned shares consecutively for at least 12 months prior to the date of proposing agenda(s) and / or nominating the candidate(s) for directorship.
- 1.2 ***Evidence of shareholding*** of shareholder(s) who is eligible to propose AGM agenda and / or to nominate candidates for directorship are as follows:
 - 1.2.1 Shareholder(s) under the criteria 1.1 (a) is required to provide his / her evidence of shareholding; for example, share certificate, the statement / confirmation of shareholding from the broker(s), or any other evidence from the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.
 - 1.2.2 Shareholder(s) under the criteria 1.1 (b) is required to provide his / her evidence of consecutive shareholding for at least 12 months prior to the date of proposing agenda(s) and / or nominating candidate(s) for directorship; for example, share certificate, the statement / confirmation of shareholding from the broker(s), or any other evidence from the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.
- 1.3 ***Evidence of identification*** of shareholder(s) under criteria 1.1 (a) and (b) required to be provided are as follows:

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

In case of the shareholder(s) being a juristic person, the juristic person's copy of affidavit, and copy of identification card / passport (in case of foreigner) of the authorized signatories, who signed on the Proposal for Agenda of the 2018 Annual General Meeting of Shareholders Form (Form A) and / or Nomination of Candidate for the Director Election in 2018 Form (Form B), which must be certified true copy by such authorized signatories.

2. **Proposal** of AGM agenda and / or nomination of candidate(s) for directorship can be proposed by the shareholder(s) **from now to December 31, 2017** by submitting the Proposal for Agenda of the 2018 Annual General Meeting of Shareholders Form (Form A) and / or Nomination of Candidate for the Director Election in 2018 Form (Form B) to the attention of (1) the Chairman of the Board of Directors or (2) the Chief Executive Officer / President or (3) the Company Secretary and sending to “Thai Oil Public Company Limited at 555/1 Energy Complex Building A, 11th Floor, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900”.
- 2.1 In case a group of shareholders who are qualified according to the criteria 1.1, wishes to propose agenda and / or nominate candidate(s) for directorship, each shareholder must individually fill in 1 set of Form A and / or 1 set of Form B and sign his / her signature as evidence and provide his / her evidences as stated in the criteria 1.2 and 1.3. All forms and certified copies of documents should be gathered into one set. A group of shareholders must also identify any one of them to act as a contact representative for all shareholders in the group. In this regard, any contact between the Company and the designated contact representative shall be deemed as contact between the Company and all signed shareholders;
- 2.2 In case a shareholder or group of shareholders who are qualified according to the criteria 1.1 wishes to propose more than one agenda and / or nominate more than one candidate for directorship, 1 set of Form A per 1 agenda and / or 1 set of Form B per 1 candidate shall be completed and all forms must be signed as evidence.
- 2.3 For AGM agenda proposal; the shareholder is required to correctly and fully complete and sign on Form A. The Company requires the proposed agenda to be identified as for acknowledgement, or for approval , or for consideration (as applicable), the objectives, details of the proposed agenda together with any relevant supporting documents deemed useful for the consideration (if any) such as background, rationale, justification as well as the expected benefits be provided. All of which must be certified correctness by such shareholder.
- 2.4 The Company reserves its right to decline inclusion of the following matters in the AGM agenda;
 - 2.4.1 Matter(s) that do not comply with above criteria;
 - 2.4.2 Matter(s) to do with normal business operation and allegation made by shareholder(s) without presenting reasonable cause of suspicion to the abnormality of the said matter;
 - 2.4.3 Matter(s) beyond the authority of the Company to achieve the expected result(s);
 - 2.4.4 Matter(s) with no benefit to the Company's business;
 - 2.4.5 Matter(s) that have been previously proposed to Shareholders' Meetings during the past 12 months and were supported by less than ten percent of total voting rights of the Company. It is exceptional if the fact in the latter proposal(s) has been changed significantly from the previous ones;

- 2.4.6 Matter(s) that are against the laws, rules and regulations of the governmental or regulatory or relevant authorities and / or the matter(s) that are not complied with the Company's Objectives and Articles of Association, Statement of Business Conduct of the Company;
 - 2.4.7 Matter(s) which have been completed;
 - 2.4.8 Other matter(s) specified by the Capital Market Supervisory Board.
- 2.5 For proposal on the nomination of candidate for directorship, personal profile, curriculum vitae and current contact address of the candidate, as well as other material evidence to support the selection process shall be enclosed with the Form B. The candidate must also sign on Form B and certify the information in all enclosed documents to be submitted to the Company. **The candidate for director must have qualifications according to criteria 3.**

3. Qualifications / Eligibilities of Directors and Independent Directors

3.1 Directors:

- 3.1.1 Possessing the qualifications and none of the prohibited characteristics under the Public Company Limited Act B.E. 2535
- 3.1.2 Being of the age not over 70 years
- 3.1.3 Being knowledgeable, capable and possessing a variety of skills and working experiences that are beneficial for the Company's business
- 3.1.4 Being capable of providing leadership and being able to efficiently and effectively monitor the business conduct of the Company's executives
- 3.1.5 Serving as a director of no more than 5 listed companies in the Stock Exchange of Thailand (including the case of having been approved to serve as a director of the Company)

3.2 Independent Directors

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

- 3.2.1 Holding shares not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.
- 3.2.2 Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years.
- 3.2.3 Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company.
- 3.2.4 Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his / her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.

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

- 3.2.5 Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.
- 3.2.6 Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years.
- 3.2.7 Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
- 3.2.8 Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
- 3.2.9 Not having any other characteristics which cause the inability to express independent opinions with regards to the Company’s business operations.
- 3.2.10 The Company’s independent directors shall serve no more than 6 consecutive years from the date of appointment. (Effectives from the date that the Board of Directors has approved this policy on August 23, 2012).

4. Consideration of the AGM agenda proposal and nomination of candidate for directorship proposal proposed by the shareholder(s) will be deliberated by the Board of Directors. The Company will notify the result of the consideration to the shareholders after the Board of Directors’ meeting, which will be held in February 2018. Those endorsed agendas and candidates will be included in the invitation notice to the 2018 AGM which will be distributed to the shareholders accordingly. The decision made by the Board of Directors shall be final.



Thai Oil Public Company Limited

Proposal for Agenda of the 2018 Annual General Meeting of Shareholders

Date.....

Name – Surname (a person who proposes Annual General Meeting of Shareholders agenda)
(Mr. / Mrs. / Miss).....
Address.....

.....
Contactable Telephone No.Mobile Phone No.
Facsimile No. E-mail Address.....

being a shareholder of Thai Oil Public Company Limited holding the total amount of
.....shares (in case of being the shareholder under the criteria
1.1 (b), period of shareholding isyears / months) together with other shareholders
holding the total amount of shares with the voting rights in accordance with the criteria determined
by the Company, hereby proposes the 2018 AGM agenda(s) as follows:

Proposed Agenda

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Objective/Rationale

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

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

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

Contactable Telephone No. Mobile Phone No.

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

as my representative in contacting with the Company.

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

Signature..... Shareholder

(.....)

Remarks

1. The shareholder must enclose the evidence of shareholding as specified in the criteria 1.2 and the evidence of identification as specified in the criteria 1.3. For the address and telephone number, please specify the address and telephone number that are easily contactable for the benefits of communication and provision of additional information.
2. The shareholder may unofficially submit Form A in advance to the Corporate Compliance Department via facsimile at number (66)-0-2797-2973 or e-mail at the following address “company_secretary@thaioilgroup.com” before submitting the original Form A to the Company by December 31, 2017 (the Company’s address is as appeared in criteria 2).
3. In case a group of shareholders collectively proposes one agenda, each shareholder must individually fill in and sign on 1 set of Form A as evidence, and gather them into 1 set according to the criteria 2.1.
(If possible, the shareholders should agree among themselves to only one contact representative for each group of shareholders for the convenience in coordinating with the Company)
4. In case a shareholder or a group of shareholders wishes to propose more than one agenda, Form A must be filled separately for each agenda and the shareholder(s) must proceed according to the criteria 2.2.
5. In case of any cancellation or correction of any statement in Form A is made, every place of cancellation or correction must bear the signature of such shareholder.
6. In case the shareholder has his/her title, name, or surname changed, the copies of evidence of those changes must be enclosed and certified true copies.

7. The Company reserves the right to not consider the AGM agenda proposed by the shareholder if the shareholder fails to complete the information, information provided is incorrect, the Company is unable to contact the shareholder, or the shareholder does not meet the qualification in the specified criteria.



บริษัท ไทยออยล์ จำกัด (มหาชน)

แบบเสนอระเบียบวาระการประชุมสามัญผู้ถือหุ้น ประจำปี 2561

วันที่.....

ชื่อ – นามสกุล (ผู้เสนอระเบียบวาระ) (นาย / นาง / นางสาว)

ที่อยู่

โทรศัพท์ที่สามารถติดต่อได้ โทรศัพท์มือถือ

โทรสาร อีเมล

เป็นผู้ถือหุ้นของบริษัท ไทยออยล์ จำกัด (มหาชน) จำนวน หุ้น (ในกรณีเป็นผู้ถือหุ้นตามหลักเกณฑ์

ข้อ 1.1 (ข) ระยะเวลาที่ถือหุ้น ปี / เดือน)

ทั้งนี้ ข้าพเจ้าร่วมกับผู้ถือหุ้นรายอื่น เมื่อรวมจำนวนหุ้นแล้วเป็นไปตามหลักเกณฑ์ที่บริษัทฯ กำหนด มีความประสงค์
เสนอระเบียบวาระการประชุมในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ดังนี้

ระเบียบวาระที่เสนอ

วัตถุประสงค์ / คำชี้แจงเหตุผล

โดยมีรายละเอียด / เอกสารประกอบเพิ่มเติม (ถ้ามี) ที่ได้ลงนามรับรองความถูกต้องไว้แล้วทุกหน้า จำนวน..... หน้า

(กรณีผู้ถือหุ้นหลายรายรวมกันเสนอระเบียบวาระการประชุม ให้กรอกข้อความด้านล่างนี้ตามหลักเกณฑ์ ข้อ 2.1 ด้วย)

ข้าพเจ้าขอมอบหมายให้ (นาย / นาง / นางสาว) ซึ่งเป็นผู้ถือหุ้นของ

บริษัท ไทยออยล์ จำกัด (มหาชน) ที่อยู่

โทรศัพท์ที่สามารถติดต่อได้ โทรศัพท์มือถือ

โทรสาร อีเมล

เป็นผู้ที่ได้รับมอบหมายจากข้าพเจ้า ในการติดต่อกับบริษัทฯ แทนข้าพเจ้า

ข้าพเจ้าขอรับรองว่า ข้อมูลข้างต้น รวมทั้งหลักฐานการถือหุ้น และเอกสารประกอบเพิ่มเติมที่แนบมาพร้อมนี้ถูกต้อง
ครบถ้วน และเป็นความจริงทุกประการ

ลงนาม..... ผู้ถือหุ้น

(.....)

หมายเหตุ

1. ผู้ถือหุ้นต้องแนบหลักฐานแสดงการถือหุ้นตามหลักเกณฑ์ข้อ 1.2 และหลักฐานแสดงการยื่นยันตัวตนตามหลักเกณฑ์ข้อ 1.3 และสำหรับการระบุที่อยู่และหมายเลขโทรศัพท์ ขอให้ท่านระบุที่อยู่และหมายเลขโทรศัพท์ที่สามารถติดต่อได้สะดวกเพื่อประโยชน์ในการติดต่อสอบถามข้อมูลเพิ่มเติม
2. ผู้ถือหุ้นสามารถส่งข้อมูลแบบ ก. อย่างไม่เป็นทางการถึงฝ่ายกิจการองค์กรทางโทรสาร หมายเลข 02-797-2973 หรือทางจดหมายอิเล็กทรอนิกส์ (E-mail) company_secretary@thaioilgroup.com ก่อนส่งต้นฉบับ แบบ ก. ถึงบริษัทฯ ภายในวันที่ 31 ธันวาคม 2560 (ที่อยู่บริษัทฯ ตามที่ปรากฏในหลักเกณฑ์ข้อ 2)
3. ในกรณีที่ผู้ถือหุ้นหลายคนรวมกันเสนอระเบียบวาระการประชุม ผู้ถือหุ้นทุกคนต้องกรอกแบบ ก. คนละ 1 ฉบับ และลงนามไว้เป็นหลักฐาน แล้วรวบรวมเป็นชุดเดียวกันตามหลักเกณฑ์ ข้อ 2.1 (หากเป็นไปได้ ผู้ถือหุ้นควรตกลงกันเสนอชื่อผู้แทนเพียงรายเดียว ทั้งนี้ เพื่อความสะดวกในการติดต่อประสานงานกับบริษัทฯ)
4. ในกรณีที่ผู้ถือหุ้นคนเดียวหรือหลายคนเสนอระเบียบวาระการประชุมมากกว่า 1 วาระ ผู้ถือหุ้นต้องจัดทำแบบ ก. 1 ชุดต่อ 1 วาระ และดำเนินการตามหลักเกณฑ์ข้อ 2.2
5. เมื่อมีการชี้แจงหรือแก้ไขข้อความใดๆ ในแบบ ก. ให้ผู้ถือหุ้นคนดังกล่าวลงนามกำกับในจุดที่ชี้แจงหรือแก้ไขด้วยทุกจุด
6. กรณีผู้ถือหุ้นมีการแก้ไขคำนำหน้าชื่อ ชื่อ และ / หรือ ชื่อสกุล จะต้องแนบสำเนาหลักฐานการเปลี่ยนแปลงดังกล่าว พร้อมทั้งรับรองสำเนาถูกต้อง
7. บริษัทฯ ขอสงวนสิทธิ์ที่จะไม่พิจารณาระเบียบวาระที่ผู้ถือหุ้นเสนอ ในกรณีที่ผู้ถือหุ้นกรอกข้อมูลไม่ครบถ้วน ไม่ถูกต้อง หรือบริษัทฯ ไม่สามารถติดต่อผู้ถือหุ้นได้ หรือผู้ถือหุ้นมีคุณสมบัติไม่ตรงตามหลักเกณฑ์ที่กำหนด