

7. Capital and Shareholders

7.1 Registered capital and Paid up capital as of December 31, 2013

Registered Capital : 14,828,650,350 Baht divided by
Common Shares 1,482,865,035 shares and par 10 Baht per share

Paid up Capital : 14,628,650,350 Baht divided by
Common shares 1,462,865,035 shares and par 10 Baht per share

7.2 Shareholders

The following table sets out our major shareholders as of December 31, 2013.

| Major shareholders | # Shares | percent |
|--|---------------|---------|
| 1. GDF SUEZ Energy (Thailand) Co., Ltd. ¹ | 645,259,773 | 44.11 |
| 2. GDF SUEZ Energy Asia Turkey & Southern Africa B.V. ² | 365,716,260 | 25.00 |
| 3. Littledown Nominees Limited | 57,648,000 | 3.94 |
| 4. HSBC (Singapore) Nominees Pte Ltd | 53,763,139 | 3.68 |
| 5. Thai NVDR Co., Ltd. | 48,201,272 | 3.30 |
| 6. Social Security Office (2 KorRaNee) | 40,645,200 | 2.78 |
| 7. State Street Bank Europe Limited | 31,261,140 | 2.14 |
| 8. Chase Nominees Limited 28 | 14,316,402 | 0.98 |
| 9. Krungsri Dividend Stock LTF. | 12,448,600 | 0.85 |
| 10. Chase C.S. Central Nominees Limited 35 | 8,431,600 | 0.57 |
| 11. Boon Rawd Brewery Co., Ltd. | 8,000,000 | 0.55 |
| 13. Others | 177,173,649 | 12.10 |
| | 1,462,865,035 | 100.00 |

Note: ¹GDF SUEZ Energy (Thailand) Co., Ltd. and ²GDF SUEZ Energy Asia Turkey & Southern Africa B.V. are wholly owned subsidiaries of GDF SUEZ S.A.

7.3 Other securities

The following table displays our debentures which have not reached their maturity date as of December 31, 2013

| Debenture | Amount (Million Baht) | Coupon (percent) | Tenor (Yrs) / Maturity Date | Rating (by Tris Rating) |
|------------------|----------------------------------|---------------------------------------|---|------------------------------------|
| GLOW156A | 1,500 | 5.84 percent Semi-annually Payment | 7 Years Maturity Date; 5 June 2015 | A |
| GLOW173A | 1,000 | 4.52 percent Semi-annually Payment | 7 Years Maturity Date; 31 March 2017 | A |
| GLOW175A | 2,000 | 4.56 percent Semi-annually Payment | 10 Years Maturity Date; 21 May 2017 | A |
| GLOW170A | 1,600 | 4.56 percent Semi-annually Payment | 7.5 Years Maturity Date; 8 October 2017 | A |
| GLOW186A | 2,500 | 6.34 percent Semi-annually Payment | 10 Years Maturity Date; on 5 June 2018 | A |
| GLOW18NA | 1,500 | 4.20 percent Semi-annually Payment | 6 Years Maturity Date; on 15 November 2018 | A |
| GLOW194A | 2,000 | 4.72 percent Semi-annually Payment | 9 Years Maturity Date; on 8 April 2019 | A |
| GLOW190A | 1,400 | 4.77 percent Semi-annually Payment | 9.5 Years Maturity Date; on 8 October 2019 | A |
| GLOW218A | 5,555 | 5.00 percent Semi-annually Payment | 10 Years Maturity Date; on 31 August 2021 | A |

7.4 Dividend policy

Glow Energy's board of directors' decisions to declare dividends are, (in the case of annual dividends being available), subject to the approval of shareholders at each year's annual general meeting. Declarations of interim dividends, however, do not require shareholder approval.

Our board of directors' current policy with regard to annual dividends is to recommend to shareholders that dividends be distributed in an amount not less than 50 per cent of our net income for each year. This amount is normalized by excluding net foreign exchange gains/losses, deferred tax revenues or expenses, and deducting all specified reserves, and is subject to our investment plans and other considerations deemed appropriate by the board.

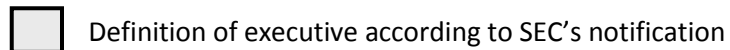
The Public Company Limited Act ("PLCA"), requires dividends to be distributed from our net income. It prohibits dividend payments if our retained earnings are negative, even when a positive annual net income is recorded. The PLCA also requires that we set aside a legal reserve equal to 5 percent of our annual net income until our total legal reserve is equal to at least 10 percent of our total registered capital. This can reduce the amount of net income available for dividend payments.

As of December 31, 2013, our registered capital was Baht 14,828.7 million, our paid-up capital was Baht 14,628.7 million, and our legal reserve was Baht 1,598.3 million. Our total unappropriated retained earnings (company only) as of December 31, 2013 were Baht 10,310 million.

At present, HHPC is our only subsidiary with a specific policy for dividend distribution. The policy requires HHPC to pay a certain amount, per rate as agreed among shareholders of HHPC, of in appropriated retained earnings as a dividend semi-annually, provided that certain conditions of the financing and shareholders agreements are met.

The Board of Directors of our other Subsidiaries can declare interim dividend payout, but must submit dividend proposals to shareholders for approval for distributing annual dividends.

8.1 Management Structure (as of 31 December 2013)



8.1.1 Board of Directors (as of 18 March 2014)

| <u>Name</u> | <u>Position</u> |
|--|--|
| 1. Mr. Jan Franciscus Maria Flachet ¹ | Chairman of the Board |
| 2. Mr. Esa Heiskanen | Director, Vice Chairman of the Board of Director and Chief Executive Officer |
| 3. Mr. Kovit Poshyananda | Independent Director and Chairman of Audit Committee |
| 4. Mr. Vitthaya Vejajiva | Independent Director and Audit Committee member |
| 5. Mrs. Supapun Ruttanaporn | Independent Director and Audit Committee member |
| 6. Prof. Dr. Borwornsak Uwanno ² | Independent Director |
| 7. Mr. Guy Richelle | Director |
| 8. Mr. Anut Chatikavanij | Director |
| 9. Mr. Johan De Saeger | Director |
| 10. Mr. Marc J.Z.M.G. Verstraete ³ | Director |
| 11. Mr. Daniel Pellegrini | Director |

Note:

- 1) Appointed to be Chairman of the Board of Directors as a replacement of Mr. Anthony Patrick Concannon since 24 February 2014
- 2) Appointed to be Independent Directors as a replacement of Mrs. Anchalee Chavanich since 26 April 2013
- 3) Appointed to be Director as a replacement of Mr. Michel J.G. Gantois since 11 November 2013

Changes in members of the Board of Directors in 2013 and 2014 (until 18 March 2014)

| <u>Name</u> | <u>Note</u> |
|----------------------------------|--|
| 1. Mr. Willem Van Twembeke | Resigned since 5 August 2013 |
| 2. Mr. Anthony Patrick Concannon | Appointed to be Chairman of the Board of Directors on 5 August 2013 and resigned since 31 January 2014 |
| 3. Mrs. Anchalee Chavanich | Resigned since 18 January 2013 |
| 4. Mr. Michel J.G. Gantois | Resigned since 8 November 2013 |
| 5. Mr. Geert Peeters | Resigned since 31 January 2014 |

Authorized Directors

Any two of the seven directors listed below are authorized to jointly sign company documents, which must also be affixed with the Company's seal.

Mr. Anut Chatikavanij, Mr. Jan Franciscus Maria Flachet, Mr. Esa Heiskanen, Mr. Daniel Pellegrini, Mr. Johan De Saeger, Mr. Guy Richelle, and Mr. Marc J.Z.M.G. Verstraete.

(1) Scope of Authority and Responsibilities of the Board of Directors

- The Company's Board of Directors performs its duties in accordance with laws, objectives and articles of association of the Company, regulations of the SET as well as in accordance with the resolutions of Shareholders' Meeting. The Board of Directors may authorize one or more Directors or any person to act on its behalf.
- The Board of Directors has the power to make decisions and oversee the operations of the Company, except in the following cases, for which an approval from the Shareholders' Meeting has to be obtained first:
 - any activity that laws and/or articles of association of the Company, has specified that it must have approval from the Shareholders' meeting first;
 - any undertaking of any related transaction which needs to comply with relevant regulations of the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission ("SEC");
 - any acquisition or disposal of the assets which needs to comply with relevant regulations of the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission ("SEC").
- The Board of Directors has the power to declare payment of interim dividends from time to time if it deems that the Company has enough profit and available cash flow to do so.

(2) Board meeting

The Board has at least four (4) fixed and confirmed meetings each year respectively scheduled for February, May, August and November, during which the quarterly financial statements are considered. Extraordinary meetings may be arranged if and when necessary. For each meeting, a clear agenda that includes supporting documents for the matters to be considered during the meeting is submitted to each board member at least seven (7) days in advance. This is designed to provide each board member with sufficient time to study important information before attending the meeting. Each board member can openly discuss and express his/her opinion during board meetings. The Chairman is responsible for collecting and summarizing information addressed during the meeting.

The Company's secretariat is responsible for recording the meeting's minutes in writing. Minutes from previous meetings are made available for the board members and concerned parties to inspect at any time once they have received Board approval.

In 2013, the Board organized four 4 ordinary meetings and 2 extraordinary meetings. The participation of each director is summarized below:

The attendance of the Directors in 2013

| Name | Position Holding | Participation/ Total Meeting | | | |
|--|------------------|----------------------------------|--|---------------------------------------|--|
| | | Ordinary Meeting (4 meetings) | | Extraordinary Meeting (2 meetings) | |
| | | Present at the meeting | Present via VDO or Call Conference | Present at the meeting | Present via VDO or Call Conference |
| 1. Mr. Willem VanTwembeke ¹ | 11 May 2011 | 2 | - | - | - |
| 2. Mr. Anthony Patrick Concannon ² | 5 August 2013 | 2 | - | - | - |
| 3. Mr. Jan Franciscus Maria Flachet ³ | 24 February 2014 | - | - | - | - |
| 4. Mr. Esa Heiskanen | 29 April 2011 | 4 | - | 2 | - |
| 5. Mr. Kovit Poshyananda | 26 April 2010 | 4 | - | 2 | - |
| 6. Mr. Vitthaya Vejajiva | 29 April 2011 | 4 | - | 2 | - |
| 7. Mrs. Supapun Ruttanaporn | 27 April 2012 | 4 | - | 2 | - |
| 8. Ms. Anchalee Chavanich ⁴ | 26 April 2010 | - | - | - | - |
| 9. Prof. Dr. Borwornsak Uwanno ⁵ | 26 April 2013 | 1 | - | 1 | - |
| 10. Mr. Guy Richelle | 29 April 2011 | - | 4 | 1 | 1 |
| 11. Mr. Anut Chatikavanij | 29 April 2011 | 3 | - | 1 | - |
| 12. Mr. Johan De Saeger | 22 April 2009 | 2 | - | 1 | - |
| 13. Mr. Michel J.G. Gantois ⁶ | 22 April 2009 | 2 | - | 1 | - |
| 14. Mr. Marc J.Z.M.G. Verstraete ⁷ | 11 November 2013 | 1 | - | - | - |
| 15. Mr. Geert Peeters ⁸ | 9 May 2012 | - | 2 | - | 1 |
| 16. Mr. Daniel Pellegrini | 27 April 2012 | 3 | - | 2 | - |

Note:

- 1) Resigned from member of the Board of Directors since 5 August 2013
- 2) Appointed to be Chairman of the Board of Directors as a replacement of Mr. Willem Van Twembeke since 5 August 2013 and Resigned from member of the Board of Directors since 31 January 2014
- 3) Appointed to be Chairman of the Board of Directors as a replacement of Mr. Anthony Patrick Concannon since 24 February 2014
- 4) Resigned from member of the Board of Directors since 18 January 2013

- 5) Appointed to be Independent Directors as a replacement of Mrs. Anchalee Chavanich since 26 April 2013
- 6) Resigned from member of the Board of Directors since 8 November 2013
- 7) Appointed to be Director as a replacement of Mr. Michel J.G. Gantois since 11 November 2013
- 8) Resigned from member of the Board of Directors since 31 January 2014

The process of setting and evaluating the objectives related to the remuneration of the Executive Vice Presidents and CEO – excluding remuneration itself – is disclosed to the Board in the Company's annual report and website. The remuneration figures of the Company management and employees are noted in the annual report as an aggregate amount, and are not listed individually. The individual remuneration figures of Company Executives and the CEO are disclosed to the remuneration committee.

8.2 **Management team**

The Management Team is comprised of 32 individuals:

| <u>Name</u> | <u>Position</u> |
|----------------------------------|---|
| 1. Mr. Esa Heiskanen | Chief Executive Officer |
| 2. Mr. Heikki Pudas | Executive Vice President- Project Development & Business |
| 3. Ms. Sriprapha Sumruatruamphol | Chief Commercial Officer and Executive Vice President |
| 4. Mr. Pajongwit Pongsivapai | Chief Operating Officer and Executive Vice President |
| 5. Mr. Suthiwong Kongsiri | Chief Financial Officer and Executive Vice President |
| 6. Mr. Kanit Thangpetch | Senior Vice President - Rayong Facilities Management |
| 7. Mr. Louis Stephen Holub | Plant Manager – GHECO-One Co., Ltd. |
| 8. Mr. Wisit Srinuntawong | Senior Vice President – Engineering and Environment |
| 9. Mr. Michael W.Reiff | Chief Financial Controller & Senior Vice President |
| 10. Ms. Mantana Kunakorn | Senior Vice President – Human Resources & Administration |

- | | |
|--|---|
| 11. Mr. Narongchai Visutrachai | Senior Vice President – Government & Public Affairs |
| 12. Mr. Suratchai Bangluang | Plant Manager-GIPP and Cogenerations Pluak Daeng |
| 13. Dr. Somgiat Dekrajangpetch | Senior Vice President – Asset Optimization |
| 14. Mr. Gert Meersman ⁽¹⁾ | Managing Director and Country Manager (Laos) |
| 15. Mr. Akarin Prathuangsit | Senior Vice President – Cogeneration Marketing & Fuel Management |
| 16. Ms. Chamaiporn Soonthorntasanapong | Vice President – Legal & Insurance |
| 17. Mr. Anutarachai Nathalang | Vice President – EH&S and Operations Quality Management |
| 18. Ms. Sirichan Chotchaisathit | Vice President – Industrial Customer Sales |
| 19. Mr. Prateep Puthamrugsa | Vice President – Supply Chain Management |
| 20. Mr. Somchai Klinsuwanmalee | Vice President – Public Relations |
| 21. Mr. Apichart Jamjuntr | Plant Manager – Glow SPP 2/ SPP 3, and Glow Energy Site (Phase 3,4 & 5) |
| 22. Mr. Renaud Pilleul | Vice President – Industrial Customer Relations |
| 23. Mr. Sutthi Chuesook | Vice President – Engineering |
| 24. Ms. Suttasinee Pengsupaya | Vice President – Accounting |
| 25. Mr. Chaiwut Rattanapornsinchai | Vice President – Information Technology |
| 26. Mr. Eralp Gullep | Vice President – Business Quality |
| 27. Mr. Rujirote Kasirerk | Plant Manager – Glow Energy Site (Phase 1&2) |
| 28. Mr. Apidech Siriphornoppakhun | Plant Manager – Glow SPP 1/Glow Demin Water |
| 29. Ms. Unchana Kittipiyakul | Vice President – Budgeting & Business Controlling |
| 30. Mr. Nattaphatt Tanboon-ek | Vice President – Finance & Investor Relations |
| 31. Mr. Aungsuthon Puboonterm | Vice President – System Optimization |

32. Mr. Christophe De Schryver⁽²⁾

Vice President – Business Development

Note:

- 1) Appointed to be Managing Director and Country Manager (Laos) since 1 May 2013
- 2) Appointed to be VP-Business Development since 1 May 2013

Scope of Authority and Responsibilities of the CEO

The Company's Chief Executive Officer (the "CEO") has the authority to supervise, manage, and perform all normal business operations excluding the following matters, which require the approval of either the Board or Shareholders:

- Authorization of internal power of attorneys;
- Amendment of the Company's Articles of Association;
- Any merger, separation or general modification to the Company' structure;
- Dissolution of the Company;
- Increase, decrease or transfer of the Company's registered capital;
- Taking a lien or any other security on the Company's assets;
- Any material change to the Company's main agreements, (i.e. Power Purchase Agreement with EGAT, Gas Supply Agreement, Coal Supply Agreement, and EPC Contracts);
- Negotiation and execution of documents related to the opening of credit lines with banks for any amount exceeding the amount allotted in the daily management powers as granted by the Board to the CEO;
- Commencement or discontinuance of any business;
- Removal and appointment of CEO;
- Approval of long-term strategic plans; and
- Approval of annual budget.

8.3 Company Secretary

The Board of Directors has appointed Mr.Natthapatt Tanboon-ek as the Company Secretary.

8.4 Remuneration

8.4.1 Remunerations of the Board of Directors

A resolution was passed concerning the remuneration of the chairman and other non-executive members of the Board during the 26 April 2013 Annual General Shareholders' Meeting. The resolution was based on taking into account the profit of the Company, number of factors compared within the

same industry together with the business expansion. The remuneration of Directors for the year 2013 as below:

| | (Unit: Baht) | |
|------------------------------|----------------------------------|------------------------------------|
| | Fixed Remuneration (Per Year) | Meeting Allowance (Per Meeting) |
| Chairman | 404,250 | 92,400 |
| Non-Executive members | 404,250 | 92,400 |

Fixed remuneration and Meeting Allowance for Non-Executive members of the Board of Directors details as following:

- Fixed Remuneration was THB 4,446,750
- Meeting Allowance was THB 3,511,200

8.4.2 Remunerations for Committees

- The Annual General Meeting of Shareholders dated 26 April 2013 approved the Meeting Allowance for Audit Committee, based on taking into account the profit of the Company, number of factors compared within the same industry together with the business expansion.
- The Board passed a resolution on the remuneration of members of the Nomination and Remuneration Committee on the basis of an Fixed Remuneration and Meeting Allowances as listed in the table below:

| | (Unit: Baht) | |
|--|----------------------------------|------------------------------------|
| | Fixed Remuneration (Per Year) | Meeting Allowance (Per Meeting) |
| The Audit Committee | | |
| Chairman | - | 40,179 |
| Members | - | 34,058 |
| The Nomination and Remuneration Committee | | |
| Chairman | 44,520 | 27,825 |
| Members | 32,277 | 20,034 |

8.4.3 Remuneration of the Management Team

The total remuneration paid by the Company to the 32 individuals of the management team during fiscal year 2013, including salary and provident fund payments as well as other types of remuneration such as bonuses, totaled 209,546,622 Baht.

8.5 Human Resource Management

As of December 31, 2013, there were a total number of 770 people employed by the Company, as indicated below:

| Company | Head Officer | Employee Plants | Total |
|--------------------------|---------------------|----------------------------|--------------|
| Glow Energy Plc. | - | 100 | 100 |
| Glow Co., Ltd. | 133 | 189 | 322 |
| Glow IPP Co., Ltd. | - | 39 | 39 |
| Glow SPP 1 Co. Ltd. | - | 31 | 31 |
| Glow SPP 2 Co., Ltd. | - | 58 | 58 |
| Glow SPP 3 Co., Ltd. | - | 26 | 26 |
| Glow SPP 11 Co., Ltd. | - | 38 | 38 |
| GHECO-One Co., Ltd. | - | 83 | 83 |
| Houay Ho Power Co., Ltd. | 7 | 66 | 73 |
| Total | 140 | 630 | 770 |

Employees Remuneration

As of December 31, 2013, the total remuneration paid to employees amounted to 888,720,804.99 Baht including salaries, overtimes, bonuses and provident funds.

The Company and its Subsidiaries' Policy for Employees

At Glow, our people are the foundation of our success. We have 770 employees in Thailand at a variety of locations including our Head Office in Bangkok, Power plants in Rayong and Chonburi Provinces as well as Houay Ho Power in Laos.

Our employees enjoy a safe and satisfying work environment that encourages teamwork and creativity and seeks to cultivate a sense of belonging and commitment. This is supported by our leadership, high technical standards, and a passion for safety.

We are committed to being a world class operator of power generation and co-generation facilities. This commitment requires that we pay close attention to relevant Environmental, Health and Safety standards in order to protect our employees, clients and the communities within which we operate.

Both collectively and individually, our employees' depth of knowledge and experience creates value for our shareholders and customers. Our human resources department has the crucial role of facilitating our employees' professional development. We devote substantial resources to training our employees, which enhances our organization's competitiveness. Our major shareholder plays an important support and guiding role in these processes.

We also seek to attract and retain qualified professionals capable of working well within Glow's organizational culture, which is based on Communication, Adaptability, Commitment, Social partnerships and Sustainable Business Relations.

We encourage and support employees to realize their full professional potential by offering challenging work, on-the-job development, formal training and external educational opportunities. We also offer our employees highly competitive remuneration packages, which include an attractive range of benefits.

Glow employees treat each other with trust and respect, and seek to maintain a healthy balance between work and family life. Our operational excellence, our ability to consistently deliver high quality products as well as the reliability and availability of our generating units are our most valued strengths.

9. Corporate Governance

9.1 *Principle of Good Corporate Governance*

The Board of Directors is committed to the principles of good corporate governance in compliance with the recommended best practices for listed company and relevant rules, regulations and guidelines of the Stock Exchange of Thailand (“SET”), the Office of the Securities and Exchange Commission (“SEC”), the OECD Principles of Corporate Governance and GDF Suez best practices.

9.1.1 *Rights of Shareholders and Shareholders’ Meeting*

The Company’s Shareholders shall have the following basic rights:

- Rights to buy, sell, or transfer shares;
- Rights to share in the profit of the Company;
- Rights to have access to the Company’s information in a timely fashion and on a regular basis;
- Rights to participate and vote in the Shareholders’ Meeting including the rights to:
 - Elect or remove members of the Board;
 - Propose and approve the appointment of the external auditor;
 - Participate in the decision making of any transactions that affect the Company and/or the shareholders in a material manner.

The Board of Directors shall provide the Shareholders, in advance of the meeting, information regarding the time, venue and all agendas to be discussed during the meeting, including adequate support data. The Shareholders shall also be informed of the criteria and procedures governing the Shareholders’ Meeting including the voting procedure and use of proxy.

9.1.2 *Equitable Treatment of Shareholders and roles of Stakeholders*

The Board of Directors recognizes the rights of Stakeholders and therefore encourages cooperation between the Company and the Stakeholders as well as other concerned parties including staff, customers, trading partners, creditors, government agencies, communities where the Company operates and the society at large. Directors, executives and staff must comply with the Code of Conduct which has been established to ensure fair and balance dealings with Stakeholders.

In addition, the Board of Directors requires that operational information be reported to Stakeholders and related parties through Form 56-1, the annual report, the Company’s website and other relevant channels. Two-way communication channels have been established to ensure Stakeholders and other parties to express their views or file grievances.

The Board of Directors shall represent all Shareholders and in every case must act in the Company's corporate interest. Each Director undertakes to verify that Company's decisions do not favor the interest of one portion or category of Shareholder over those of any other.

The Board of Directors shall facilitate the minority Shareholders to propose, in advance of the meeting dates, any issues for consideration in the Shareholders' Meeting. The Board of Directors has established a procedure to allow the Shareholders to make such proposal including a procedure to nominate candidates.

The Board has approved the Insider Trading Policy to prevent the use of inside information for abusive use of insider information.

9.1.3 Disclosure and Transparency

The Board of Directors shall disclose accurate, complete, adequate, regular and timely information, both financial and non-financial, related to the Company's business and performance.

The Board of Directors shall ensure strict adherence to all relevant laws, rules and regulations relating to the disclosure of information and transparency. The Company has designated the Finance & Investor Relations Department to disseminate information to Shareholders and other Stakeholders and to equitably and appropriately assist investors and securities analysts to understand the Company and its business. Information posted in the Company's website is in both Thai and English. In addition, the Corporate Communications Department has been assigned to widely publicize timely corporate information and performance data via various media.

9.1.4 Responsibilities of the Board of Directors

(1) Roles and Responsibilities of the Board of Directors

– The Company's Board of Directors performs its duties in accordance with laws, objectives and articles of association of the Company, regulations of the SET as well as in accordance with the resolutions of Shareholders' Meeting. The Board of Directors may authorize one or more Directors or any person to act on its behalf.

– The Board of Directors has the power to make decisions and oversee the operations of the Company, except in the following cases, for which an approval from the Shareholders' Meeting has to be obtained first:

- any activity that laws and/or articles of association of the Company, has specified that it must have approval from the Shareholders' meeting first;
- any undertaking of any related transaction which needs to comply with relevant regulations of the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission ("SEC");
- any acquisition or disposal of the assets which needs to comply with relevant regulations of the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission ("SEC").

– The Board of Directors has the power to declare payment of interim dividends from time to time if it deems that the Company has enough profit and available cash flow to do so.

– Meeting of the Board of Directors:

The Board of Directors is fixed to have at least 4 meetings a year to consider and approve the quarterly financial statements during the months of February, May, August and November and if it is necessary, an additional meeting may be arranged. For each meeting, a clear agenda is specified with correct, complete and adequate supporting documents submitted to each Director at least 7 days in advance prior to the meeting so that the Director can have time to study the information before attending the meeting. Each Director can openly discuss and express his/her opinion. The Chairman will collect all comments and summarize information gathered from the meeting. The Company's secretariat shall record the minutes of the meeting in writing. Minutes of meeting of the previous meetings which have been approved from the Board of Directors' meeting shall be kept and available for the directors and concerned parties to inspect any time.

(2) Qualification, Composition and Structure of the Board of Directors

(2.1) Qualification and Composition of the Board

GLOW's Board is the key to good corporate governance. Members of the Board shall have knowledge, expertise and experience considered beneficial to GLOW. They shall also make every endeavour and devote their time to perform their duties. As such, GLOW has stipulated details in respect of the composition, primary credentials and election of the Board as follows:

- The Board must comprise of a minimum of 5 members, but not exceeding 15 members.
- The Board must comprise of at least 3 Independent Directors or as required by relevant rules, regulations and guidelines of the Stock Exchange of Thailand.
- There should be a good mixture of Board members, including at least three professionals who have knowledge of the energy and power business, at least one with knowledge of law and another with knowledge of finance and accounting.
- Members must be qualified and must have no restricted qualifications as stipulated in the Public Company Act.
- The election of Board members must be transparent and clear.
- Adequate information on the candidates must be provided through the Nomination and Remuneration Committee, before the Board of Directors considers presenting them to the Shareholders' Meeting for approval.
- Details of the background and experience of each Director must be disclosed and updated if there are any changes.

(2.2) Structure and Independence of the Board

- GLOW shall ensure clear segregation between the roles and responsibilities of the Chairman and the CEO so that the Board, under the guidance of the Chairman, has the authority and is able to control the management's operations effectively and efficiently.
- The Board shall consist of professional external Independent Directors, who must have adequate access to financial and other business information so that they are able to demonstrate independent judgment, protect Shareholders' interests, and attend meetings regularly. The meetings of Independent Directors shall be held at least every six months.
- Directors must be independent according to the SEC's notification regarding the qualifications and scope of work of the Audit Committee, including other qualifications as required by GLOW. This is to enable the Directors to work for the best interest of all Shareholders on an equitable basis and to prevent conflicts of interest between GLOW and management of major Shareholder(s) or other companies having management/major Shareholders in common. In addition, Directors must also be able to express their opinion independently.
- Terms of Directorship
 - Board members will be elected for a period of three (3) years, after which, the members need to resign.
 - Resigned member may be nominated again.
 - During any rotation period, no more than one third of the Directors should be rotated to ensure continuity.
 - During the implementation phase some members may serve on additional year to ensure the rotation policy could be implemented effectively.

(3) Committees of the Board of Directors

To ensure thorough and efficient examination of key operations, GLOW's Board has established two specific Committees as follows:

(3.1) Audit Committee is to comprise of at least three independent members of the Board, with at least one Director Member having accounting/finance knowledge. The Audit Committee must be independent in accordance with the notification of the Securities and Exchange Commission (SEC) regarding qualifications and scope of work. The Audit Committee's duties shall involve auditing/governing GLOW's operations, financial reports and internal control systems, the selection of auditors, and the consideration of conflicts of interest, including GLOW risk management. The Audit Committee's scope and responsibilities are described in the Audit Committee Charter.

(3.2) Nomination and Remuneration Committee is to comprise of 3 members of the Board, 1 of which shall be an Independent Director. The Nomination and Remuneration Committee shall select appropriate candidates proposed for the positions of Director and CEO. The nomination process shall be set up in accordance with certain criteria and shall be transparent.

The Nomination and Remuneration Committee shall also consider the guidelines for the remuneration of the Board, the CEO and the executives directly reporting to the CEO to ensure that the basis is fair and reasonable for submission to the Board and the Shareholders' meeting for approval.

The Nomination and Remuneration Committee's scope and responsibilities are described in the Nomination and Remuneration Committee Charter.

(4) Self Assessment of the Board of Directors

- The Chairman ensures that every 2 years, the members of the Board will assess the performance of the Board and its Committee as a whole or specifically to the issues, not to any Director. Over a period of time the Board will develop a benchmark of its performance.
- The Chairman (of the Board) will act on the results of the performance evaluation by recognizing the strengths and addressing the weaknesses of the Board and, where appropriate, proposing new members be appointed to the Board or seeking the resignation of Directors.
- The Board will disclose in the annual report that a performance evaluation of the Board and its Committees has been conducted. Evaluations will not be disclosed.

9.1.5 Code of Conduct

This policy applies to all units of Glow and to all employees regardless of function, grade or standing. References in this policy to "Glow" or "the Company" are meant to include references to all Units of the Glow Group.

1. The Company's activities and operations will be carried out in strict compliance with all applicable laws and prevailing rules and regulations of the countries Glow operates in and in line with International Power plc Values, International Power plc Ethics Charter, and International Power plc Anti Bribery Policy Board Statement, as announced by International Power plc. and communicated to all Glow employees.
2. In each of its decisions regarding its activities and operations, Glow must respect the environment (both our natural and human environment) and take into account the direct and indirect impact of its activities and operations on the environment in order for Glow to conduct itself as a business leader responsible for our shared environment for the sustainable development of its business.

Under this environmental and social responsibility, Glow is committed to its Glow Environment Policy as announced by the Operations Management and communicated to all staff to encourage concern and respect for the natural and human environment.

3. Employees will ensure that the Company deals in all fairness with its customers, suppliers, competitors and any stakeholders in order to conduct its business operation. In its relations with governmental agencies, customers and suppliers, the Company will not, directly or indirectly, engage in bribery, kick-backs, payoffs, or other activities which may be construed as corrupt business practices.

4. The use, directly or indirectly, of Company funds for political contributions to any organization or to any candidate for public office is strictly prohibited, where such contributions are forbidden by applicable laws. Where such contributions are lawful and organized within a legal framework, they must be kept at a minimum, they must be made in a fair and prudent way avoiding any partisan or one-sided attitudes and not being made to organizations or candidates holding extremist views, and they must be approved by the most senior Glow officer.
5. Sales and marketing agents, representatives and consultants ("Agents") will be retained and paid only if they operate independently from Glow and in conformity with applicable legislation. All contracts and agreements must be in writing. Compensation must be comparable to that paid to similar Agents for similar work and in accordance with the applicable detailed policy.
6. Corporate funds and assets must be utilized solely for lawful and proper corporate purposes. Transfer or expenditure of such funds or assets will be undertaken only if the stated purpose is in fact the actual purpose. The transfer or expenditure of such funds and assets must be authorized in writing in accordance with procedures established by Glow. No false or artificial entries shall be made in the Company's books and records for any reason, and all financial transactions must be accurately and properly accounted for in those books and records.
7. Employees may not take advantage of, commercialize or exploit any of the Company's information or property, or their position with the Company, for the purpose of inappropriate personal gains or opportunities.
8. In principle, employees do not accept gifts in connection with or because of their business activity. Nevertheless, courtesy considerations may lead to their acceptance. However, such gifts must be limited in number and associated with occasions which justify them in accordance with local custom.

Employees may receive gifts or may accept invitations only if such gifts or invitations have no influence on their decision making and are not illegal under any applicable law.

No employee may receive cash from any customer, supplier or business associate of Glow, and only gifts or invitations of a reasonable amount are permitted.

9. Employees, irrespective of their function, grade or standing, must avoid conflict of interest situations between their direct or indirect (including members of immediate family) personal interests and the interest of the Company. Typical conflict situations include providing services (whether as an employee or otherwise) to or

owning stock (or stock options) in business entities which are competitors, customers or suppliers of Glow (minor shareholdings of less than 1% in listed companies are generally not considered to be conflict of interest situations).

10. Employees must notify their direct supervisor of any actual or potential conflict of interest situation and obtain a written ruling as to their individual case (which in the case of directors or senior executive officers can only be given by the Board or one of its committees, and will be disclosed to shareholders).
11. No employee of Glow can buy or sell shares or other securities of a business undertaking, or give advice on the same, if he or she has access by reason of his or her professional activities with Glow, to any non-public information about that business undertaking (whether a part of the Glow Group or not). Trading by employees of Glow stock, including the exercise of stock options, if any, is possible only in accordance with the more detailed guidelines published from time to time by corporate management (see note on insider trading).
12. All employees of Glow shall be treated fairly and equally in terms of accountability, rights, remuneration and labor practices and in compliance with the labor law. All benefits provided to Glow employees in addition to their standard remuneration (salary and bonus) must be awarded in full compliance with corporate guidelines and national legislation (including tax regulations) and remain in line with local practice.
13. Glow will respect the privacy of data relating to individual persons (whether employees or third parties) which it may hold or handle as part of its information processing activities or otherwise, and will support and respect, within its sphere of influence, the protection of international human rights set out in the United Nations' Universal Declaration of Human Rights.
14. Employees should maintain the confidentiality of the Company's and its employees' and customers' confidential information which is disclosed to them. Glow recognizes Intellectual Property Rights and other proprietary information as a central shareholder value in any high technology company. Glow takes every appropriate action to preserve and enhance its Intellectual Property and respects the Intellectual Property rights of others.
15. All officers, executives and managers of Glow and its subsidiaries are responsible for the continuing enforcement of and compliance with this policy, including necessary distribution to ensure employee knowledge and compliance. Non-compliance with this policy will result in disciplinary measures.

16. Any employees meeting with difficulties in the application of this policy must consult with their management. Any reports of violations of this policy by an employee to his or her supervisor, or directly to Glow's Ethics Officer, will be treated seriously and confidentially provided they are made in good faith and properly documented, and Glow will not take any retaliatory action against employees or anyone who do such reports.
17. In line with SET Instructions, Glow employees shall not accept stock options of any company other than Glow.

9.2 Subcommittee of the Board of Directors

9.2.1 Audit Committee

The Audit Committee shall consist of at least 3 independent directors who are members of the Board of Directors of the “Glow Energy Public Company Limited”, one of whom shall act as the Chairman.

The Audit Committee qualifications must comply with the Regulations of the Stock Exchange of Thailand and at least one member should have accounting or financial management expertise.

Appointment of a secretary shall be at the discretion of the Audit Committee.

The Audit Committee must hold at least four (4) meetings per year. In 2013, there were four (4) meetings.

The Audit Committee is currently comprised of the following three (3) committee members:

| <u>Name</u> | <u>Position</u> |
|----------------------------|---------------------------------|
| 1. Mr. Kovit Poshyananda | Chairman of the Audit Committee |
| 2. Mr. Vitthaya Vejajiva | Audit Committee Member |
| 3. Mrs. Supapun Rattanaorn | Audit Committee Member |

Duties of the Audit Committee

Duties of the Audit committee according with the Stock Exchange of Thailand requirements are as below;

- To review the sufficiency, reliability and objectivity of the financial reporting by coordinating with the external auditors and management who is responsible for preparing the quarterly and yearly financial reports.
- To review the adequacy and effectiveness of internal control systems and internal audit functions by coordinating with the external auditors and internal auditors.
- To review compliance with the Securities and Exchange Acts, Regulations of the Stock Exchange of Thailand, and any other relevant laws of Thailand.
- To consider and advise the appointment of the external auditors including the audit fee by considering the credibility, the adequacy of its resources, the volume of engagements, the experience and the independence of the auditors.
- To review the non-audit services of the external auditor in order to maintain the independence of the external auditor in conducting the audits.
- To consider the connected transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the regulations of the Securities and Exchange Commission & the Stock Exchange of Thailand, and are reasonable and for the highest benefit of the Company, including having appropriate disclosure of these transactions.
- To report the activities of the Audit Committee in the Company's annual report, which shall be signed by the Chairman of the Audit Committee.
- To act as the Corporate Governance Committee to ensure that the Company has effectively complied with the good corporate governance framework to protect the reputation of the Company and the interest of all stakeholders.
- To take care of other matters assigned to it by the Board of Directors and agreed to by the Audit Committee
- The Chairman of the Audit Committee should attend the Company's Annual General Meeting of the Shareholders.

9.2.2 The Nomination and Remuneration Committee

The Nomination and Remuneration Committee is to comprise of 3 members of the Board, 1 of which shall be an Independent Director. The Nomination and Remuneration Committee shall select appropriate candidates proposed for the positions of Director and CEO. The nomination process shall be set up in accordance with certain criteria and shall be transparent.

The Nomination and Remuneration Committee shall also consider the guidelines for the remuneration of the Board, the CEO and the executives directly reporting to the CEO to ensure that the basis is fair and reasonable for submission to the Board and the Shareholders' meeting for approval. The Nomination and Remuneration Committee's scope and responsibilities are described in the Nomination and Remuneration Committee Charter.

The Nomination and Remuneration Committee is currently comprised of the following three committee members:

| <u>Name</u> | <u>Position</u> |
|--|---|
| 1. Mr. Guy Richelle | Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Vitthaya Vejajiva | Nomination and Remuneration Committee Member |
| 3. Mr. Jan Franciscus Maria Flachet ¹ | Nomination and Remuneration Committee Member |

Notes:

- ¹ Appointed to be Nomination and Remuneration Committee Member as a replacement of Mr. Anthony Patrick Concannon since 24 February 2014

Changes in members of the Nomination and Remuneration Committee in 2013 and 2014 (until 18 March 2014)

| <u>Name</u> | <u>Note</u> |
|----------------------------------|---|
| 1. Mr. Willem Van Twembeke | Resigned from the Nomination and Remuneration Committee since 5 August 2013 |
| 2. Mr. Anthony Patrick Concannon | Appointed to be Chairman of the Nomination and Remuneration Committee on 5 August 2013 and resigned since 31 January 2014 |

Overall Purpose / Objectives

1. The role of the Nomination and Remuneration Committee (the "Committee") is to propose to the Board of Directors (the "Board"), in the first instance, any new appointments, whether of executive or of non-executive directors, and recommend a successor to the Chief Executive Officer ("CEO") when considered necessary. The Committee will review Board membership on a regular basis, considering inter alia the length of service of members, their contribution to the work of the Board and the breadth of expertise of the Board as a whole.
2. The Nomination and Remuneration Committee is also responsible for recommending to the Board the remuneration arrangement for non-executive and independent members of the Board.
3. In performing its duties, the Nomination and Remuneration Committee will maintain effective working relationships with the Board, and each Committee member will obtain an understanding of the detailed responsibilities of Committee membership as specified in this Charter.
4. The Committee shall define on behalf of the Board and the Shareholders, Glow's remuneration policy for the Chief Executive Officer ("CEO") and Executive Vice Presidents ("Senior Executives"), and to determine their specific remuneration, benefits and terms of employment including pension rights and any compensation payments and to monitor implementation of Glow's human resources vision and strategy.

Authority

1. The Board authorises the Nomination and Remuneration Committee, within the scope of its responsibilities, to propose candidates with proper qualifications to the Board, and make all decisions relevant to this Charter (other than where Board approval is specifically required).
2. The Board authorises the Nomination and Remuneration Committee, within the scope of its responsibilities, to make all decisions relevant to its Charter (other than where Board approval is specifically required) and have access to professional advice inside and outside Glow at Glow's expense, subject to the prior approval of the Board.

Roles and Responsibilities

Nomination:

1. Review and recommend the criteria for Board membership and required qualifications.
2. Review the composition, size and experience of the Board on a regular basis, including current and future requirements, having regard in part to regulatory constraints.
3. Make recommendations to the Board of candidates with proper qualifications for the Board to submit for appointment to the Annual General Shareholders Meeting.
4. Seek proposals of individuals for appointment as independent members of the Board.
5. Ensure that new members to the Board participate in the orientation program for new directors.
6. Review and recommend to the Board the remuneration arrangements for non-executive and independent members of the Board, including their responsibilities for Committee activities, for subsequent approval by shareholders.
7. Make recommendations to the Board for the successor to the CEO when considered necessary.
8. Develop a succession plan for the CEO that considers both potential internal and external candidates.

Remuneration:

9. Review Glow's annual remuneration strategy and recommend strategy to the Board for endorsement.
10. Establish guidelines for remuneration on the initial appointment of the CEO and the Senior Executives of Glow.
11. Ensure that a proper system of long and short-term compensation is in place to provide performance-oriented incentives to management.
12. Monitor implementation of Glow's human resources vision and strategy, including management development programs for Senior Executives.
13. Evaluate the Chief Executive Officer's performance based on a personal development plan, which incorporates short-term and long-term objectives together with performance targets linked to Glow's strategy. Determine the salary and benefits annually at the end of each financial year.

14. Ensure that Glow's remuneration packages are competitive in view of industry practices and judge where to position Glow relative to other similar companies with respect to salaries and relevant performance of comparable banks.
15. Provide a remuneration policy and package designed to attract, retain and motivate staff of outstanding ability and of the quality required but, the Committee should avoid, where possible, paying more than is necessary for this purpose.
16. With respect to early retirements for the Chief Executive Officer and Senior Executives, the Committee should avoid rewarding poor performance, while dealing fairly with cases where departure is not due to poor performance.
17. Ensure that succession plans for CEO and Senior Executives are reviewed periodically, through assessment of specific senior executive positions and qualified potential replacements.

Salary and Benefits of CEO and Executive Vice President:

18. Review the salary and benefits of the Chief Executive Officer ("CEO") and on the recommendation of the CEO, review the salaries and benefits of the Executive Vice Presidents ("EVPs") individually, annually at the end of each financial year.

Bonus of CEO and Executive Vice President:

19. Operate an annual performance related bonus scheme for the Chief Executive Officer and Executive Vice Presidents. Approve the objectives and the compensation (which for Executive Vice Presidents is proposed by the CEO). Annual performance bonus should be a percentage of base salary and depend upon the achievement of individual performance targets which reflect Glow's strategic objectives and the individual's contribution to such objectives. Bonuses should be aligned to give the Chief Executive Officer and Executive Vice Presidents incentives to perform at the highest levels.

Share Options issued by Glow:

20. Make recommendations to the Board on executive share options in Glow.

Pensions and Life Assurance of CEO and Executive Vice President:

21. Assess reasonableness of pensions and life assurance benefits for the Chief Executive Officer and Executive Vice Presidents. In general, pensionable salary should not include annual bonuses or the value of other contingent benefits.

Aggregate Salary and bonuses of Vice President and Senior Vice President:

22. Review the aggregate salary, benefit and bonus package of the Vice Presidents ("VPs") and Senior Vice Presidents ("SVPs") of the Company with a review of each individual package that exceeds the maximum level under the applicable Glow grading system.

Notice Period for Resignation of CEO and EVPs:

23. Establish notice periods for the Chief Executive Officer and EVPs at initial appointment. Notice periods should not be less than 3 months.
24. Approve the terms and conditions of early retirement for the Chief Executive Officer and EVPs.

9.3 Selection of Management Team

The Nomination and Remuneration Committee is also responsible for nominating qualified candidates to replace the CEO whenever necessary. This responsibility includes the development of a CEO succession plan that considers both potential internal and external candidates.

The Board is responsible for selecting the Company's management teams by taking into consideration the experience, knowledge and skills for the managerial position in question. For more details on the scope and responsibilities of the Nomination and Remuneration Committee.

9.4 Management Control of subsidiaries/affiliates

The Company appoints and nominates its member of the Board of Directors and/or managements to be members of the Board of Directors of subsidiaries and affiliates. For existing subsidiaries which we hold more than 90% take, including Glow IPP, Glow SPP 1, Glow SPP 2, Glow SPP3, Glow SPP 11, Glow SPP 12, Glow SPP 13, Glow Company, Glow IPP 2, and Glow IPP 3, all board members are appointed by the company. For other subsidiaries and affiliates, the number of board members who are nominated by and represent the Company are:

- GHECO-One (65% stake) : 5 out of 8 board members
- HHPC (67.25% stake; direct and indirect holding) : 4 out of 9 board members
- HHTC (49% stake) : 2 out of 5 board members
- Glow Hemaraj Wind (49% stake) : 2 out of 4 board members

Although separate companies within our corporate group own our key operating assets, we maintain a single centralized management structure for all of our companies and assets. This allows us to effectively monitor and coordinate our operation and management of all key operating assets. Existing entities, which hold operating assets, are managed with single and coordinated management structure.

9.5 The Supervision of the Use of Inside Information

The Company has established operating guidelines and penalties to discourage the Company's board members, managers and employees from using inside information not yet disclosed to the public for personal gain or benefit. This includes information that has already been publicly disclosed, but not at a level deemed sufficient to be used for his/her own benefit or for the benefit of a third party who has been told about such information. Related policies are aimed at preventing conflicts of interest that could damage the Company and/or the public.

1. All directors and employees with the position at or higher than Vice President shall report to Vice President – Finance and Investor Relations all purchases and sales of the Company's securities within 3 working day after completion of such transactions;
2. All employees shall strictly take all reasonable precautions of information which has not been publicly released or which is intended to be used society for company purpose or which the company temporally withholds, and shall not use such information to obtain personal benefit or disclose or exchange any of such information with or to any person for any personal use;

3. All management, including but not limited to, Directors, Executive Management Committee (EMC), Finance, Accounting and Budgeting offices who are exposed to the Company's relevant financial information, shall be prohibited from carrying out any transaction involving the shares of the Company over a period of 30 calendar days leading up to the publication of the consolidated financial statements and quarterly financial information;and
4. This Insider Trading Policy is treated as a part of Company's rules and regulations and shall be complied with by all employees

9.6 Auditor's fee

Auditor's remuneration for the period of 1 January 2013 to 31 December 2013 consists of

(Unit: Baht)

| | The Company | Subsidiaries |
|---|--------------|--------------|
| Audit fee | 1,869,310.00 | 8,849,614.00 |
| Non – audit fee | | |
| - Review of Financial ratio | 400,000.00 | - |
| - Review of the financial statements prepared in accordance to international accounting standards | - | 503,372.00 |
| - Other | 500,000.00 | 1,050,000.00 |

10. Corporate Social Responsibility

10.1 Overview of CSR policies and practices

Glow Group has prescribed to social responsibility policy in its vision, mission, and corporate values by focusing on increasing value for shareholders, customers, environment, and social responsibility.

Glow mission is to create value for our shareholders and customers in a sustainable manner through reliable products, profitable growth and knowledgeable employees with network of expertise.

Perform the business by developing and implementing environmentally and socially responsible projects while improving the quality of life of communities in areas where we do business

Glow values:

- **Communication:** Openly communicate with supervisors, subordinates, colleagues, and customers
- **Commitment:** Finish what you start and commit to tasks assigned and take accountability
- **Adaptability:** Adjust in an environment where tasks, assignments, priorities and surrounding do change
- **Ambition:** Openly look at challenges and weaknesses and seek continuous improvement
- **Sustainable Relations:** Maintain sustainable relationship with the environment, community, society and business partners (suppliers, customers, equity investors) through loyal, honest and sincere conduct

10.1.1 Sustainable development policy

The United Nations has defined “**Sustainable Development**” as “**development that meets the needs of the present without compromising the ability of future generations to meet their own needs.**”

Glow Group acknowledges its responsibility for the impact its decisions and activities have on society and the environment through transparent and ethical behavior that

- contributes to sustainable development, the health and welfare of society
- takes into account the expectations of stakeholders
- is in compliance with applicable laws and consistent with international norms of behavior and
- is integrated throughout the organization and practiced in its relationships.

We will implement our social responsibility policy based on the following principles and core subjects:

Principles of social responsibility:

- **Accountability:** Glow Group is accountable for its impact on society and the environment.
- **Transparency:** Glow Group is transparent in its decisions, activities and the impact on its employees, society, the environment and stakeholders.
- **Ethical behavior:** Glow Group behaves ethically at all times
- **Respect for stakeholder interest:** Glow Group respects and considers the interests of its stakeholders.
- **Respect for the rule of law:** Glow Group respects the rule of law.
- **Respect for international norms:** Glow Group respects relevant international norms where these norms are more favorable than local norms with respect to sustainable development and the welfare of society.
- **Respect for human rights:** Glow Group recognizes both the importance and the universality of human rights and also includes them in the company’s Code of Conduct.

Glow Group focuses on developing its business to meet the needs of all customers and stakeholders, and being accountable for environmental, social and governance (ESG) responsibility. The company sets its sustainable development policy by concentrating on three main approaches.

1) Customers or Market

Glow has determined to develop products and services which respond to customers' demands by applying efficient procedures such as improving energy efficiency methods, focusing on electricity production stability, improving thermal efficiency, reducing production costs, increasing productivity, streamlining fuel management to reduce greenhouse gas emissions, and observing corporate governance principles.

2) External Stakeholders

Glow Group has reduced the impact from its business operations and responded to the expectations of external stakeholders or society in general by increasing the ratio of renewable energy in electricity generation, communicating with stakeholders, protecting the environment and helping provide underprivileged people with access to basic public utilities, among others.

3) Employees

Glow Group considers every employee an internal stakeholder that the company has placed a high priority on. In particular, the company places significance on occupational safety, human resource development, equitable treatment and the active participation of its staff.

10.1.2 Engagement of stakeholders

Glow Group has set the policy to conduct its business by considering the impact and benefits on all stakeholders because the company realizes that social acceptance is the foundation for a sustainable business operation. Therefore, the company has responsibility and placed high priority on decisions and activities that may affect stakeholders. Glow Group has identified ways and means to reach out to the stakeholders as comprehensively as possible.

To understand expectations and concerns about the company's operations and to be able to address these in the most appropriate manner, the company has conducted social dialogues with its stakeholders on a regular basis and has promoted effective two-way communication by creating different communication channels, such as shareholders meeting, CEO briefing, Welfare Committee meeting, meeting with customers, tri-partite committee meeting, public hearing, etc., so that our stakeholders can voice their opinions which we can use to solve future problems.

Glow Group has categorized the stakeholders as follows:

1. Communities and society
2. Employees
3. Shareholders
4. Government agencies
5. Customers
6. Academics/non-governmental organizations/civil societies

7. Trade partners and sub-contractors
8. Neighboring industrial operators
9. Media

Each group of stakeholders may have different perspectives and expectations. Therefore, Glow has to determine different approaches for different stakeholders.

| Stakeholder | Concern/Expectation | Procedure/Communication Channel | Operation guidelines |
|---------------------------------|---|---|---|
| 1. Community and Society | <ul style="list-style-type: none"> Care for the environment and safety Generate income and bring development to the community Support community activities Involve community in the monitoring of Glow's activities Set up the Energy Development Fund | <ul style="list-style-type: none"> Survey the opinions and satisfaction of residents in surrounding communities Meetings with community members Allow community members to visit and monitor the power plants' operation Allow community members to share their comments and exchange their opinions Open for complaints from the community | <p>Carry out business with ethical practices and participate in an effort to create prosperity and improve the quality of life of people in the communities where we operate through the following actions:</p> <ul style="list-style-type: none"> Cooperate with the community for education and quality of life improvement and environmental protection. Monitor and care for the environment and safety on a continuous basis Open house activity Set up a committee to supervise and monitor Glow Group's power plant operation Contribute to the Energy Development Fund |
| 2. Employees | <ul style="list-style-type: none"> Welfare and remuneration Training and development. Job stability and career path. Occupational health, safety and quality of life in the workplace | <ul style="list-style-type: none"> "CEO Briefing" in which management and employees will meet every quarter. Employee's opinion survey Suggestions or complaints Promote capacity building for employees on a continuous basis to add value to the work operation by using three approaches: core competency, managerial management and functional competency | <p>Provide fair treatment to employees based on human rights principles and employees' expectations to create a good relationship within the company and continually develop capacity of the employees through the following actions:</p> <ul style="list-style-type: none"> Provide appropriate remuneration and welfare benefits Develop the skills of employees in each field |

| | | | |
|-------------------------------|---|---|--|
| | | | <p>according to the training and human resource development plan</p> <ul style="list-style-type: none"> Carry out operations based on occupational health and safety guidelines set out by OHSAS 18001 and ISO 14001 |
| 3. Shareholders | <ul style="list-style-type: none"> Return on investment and business growth Successful performance as targeted Manage and operate the business in a transparent manner according to good corporate governance | <ul style="list-style-type: none"> Annual shareholders' meeting Opportunity Day Investors' visit to the power plant Annual Report/56-1 Form. Disclose information on website of the company and the Stock Exchange of Thailand (SET) | <ul style="list-style-type: none"> Treat shareholders fairly according to the business code of conduct and respect the rights of shareholders by providing them with accurate and truthful information as required by SET and the Securities and Exchange Commission (SEC) |
| 4. Government agencies | <ul style="list-style-type: none"> Strictly follow rules, regulations and legal requirements Inform and report emergency cases Care for safety and occupational health Environmentally friendly business operation. Be an exemplary model for other businesses in term of production procedures, environmental management and occupational health & safety | <ul style="list-style-type: none"> Hold meetings with government agencies Voice opinions or complaints on various issues Cooperate with government agencies to organize social activities on various occasions | <ul style="list-style-type: none"> Strictly follow the rules, regulations and legal requirements Join the meetings to exchange opinions and take comments and suggestions for future improvement Provide facilitation and notification in case of emergency Co-organize socially responsibility activities. Set up a committee to supervise and monitor the operations of Glow Group's power plants |
| 5. Customers | <ul style="list-style-type: none"> Deliver quality products and services according to the agreed quantity and deadline with fair prices Satisfaction in products and services Eco-friendly production procedures | <ul style="list-style-type: none"> Participate in meetings with customers Listen to opinions and complaints from customers | <ul style="list-style-type: none"> Treat the customers based on professional energy management principles with expertise and management excellence; production facilities that are interconnected with integrated networks to |

| | | | |
|--|--|---|--|
| | | | ensure continued and reliable supply of utilities to the customers; and the development of products and services that are environmentally friendly under the slogan “Proven Technology” |
| 6. Academics/ Non-Governmental Organization/Civil Society | <ul style="list-style-type: none"> • Carry out the business by minimizing the impact on the environment and the community • Natural resource and environmental preservation • Reveal business information in a transparent and verifiable manner • Develop alternative energy. • Place high importance on minimizing the environmental impact | <ul style="list-style-type: none"> • Take all complaints, suggestions and reasonable criticisms for consideration and improvement • Open for opinions from all parties in the society • Monitor news and articles from various media | <ul style="list-style-type: none"> • Open for different opinions and fully and accurately disclose information to create mutual guidelines for sustainable development to both business and the community through eco-friendly technology, maximization of resources, environmental preservation and creation of sustainability report |
| 7. Trade partners | <ul style="list-style-type: none"> • Fairness and equitable treatment in business operations • Reasonable selling and purchasing prices and on-time payment • Sustainable and transparent business operations • Technical assistance for eco-friendly procurement | <ul style="list-style-type: none"> • Participate in the meeting with trade partners • Open for opinions and complaints | <ul style="list-style-type: none"> • Strictly observe the ethics charter and code of conduct prescribed by GDP SUEZ Group as follow: • Honor the promises and ensure fair business competition according to the code of conduct and obligations made with trade partners • Determine appropriate purchasing price and prescribe it clearly in the agreement • Avoid purchasing or using the services of trade partners which come from a violation of human rights or the intellectual property infringement • Ensure confidentiality, justice and fairness for an employee who reports |

| | | | |
|---|---|---|---|
| | | | any misconduct, violation of laws/regulations or breaching of the company's Code of Conduct and Ethics Charter |
| 8 Neighboring business operators | <ul style="list-style-type: none"> Strictly follow the rules and legal requirements Report and notify in case of emergency Care for safety and the environment and observe good corporate governance. | <ul style="list-style-type: none"> Join the meetings with neighboring plants Open for opinions or complaints Co-organize public service activities with neighboring plants | <ul style="list-style-type: none"> Strictly follow the rules, regulations and legal standards Join the meetings to exchange opinions and take comments and suggestions for future improvement Provide facilitation and notification in case of emergency Co-organize corporate social responsibility activities |
| 9. Media | <ul style="list-style-type: none"> Disclose information in an accurate, transparent and clear manner to society and the community via the media Provide interesting and updated information Arrange interviews with management for the media | <ul style="list-style-type: none"> Facilitate and participate in activities organized by the media Provide information in a continuous, straightforward and transparent manner | <ul style="list-style-type: none"> Place high importance on the disclosure of information in a clear and transparent manner to accurately and promptly communicate with the general public Facilitate and participate in activities organized by the media |

The issues gathered from the discussions and meetings have been summarized as follows:

1. The survey of employee opinion shows that employees expect appropriate welfare benefits and remuneration, career path, skills and knowledge development as well as occupational health and safety. Glow Group has treated employees fairly, based on human rights principles and the employees' expectations in order to create affinity, corporate bonding and to promote capacity building and job security on a continuous basis by providing proper salary payment, welfare benefits, skill development training for all levels of employees, and improving work efficiency according to the standards set out by ISO and OHSAS.

2. The meeting of the committee to supervise the preventive measures, remedy and environmental impact examination of the construction of Glow Group's power plants, consisting of representatives

from the communities, government agencies and Glow Group came to a conclusion over the environmental management, particularly the dust from the coal pile yard in the GHECO-One Power Plant. Glow Group has addressed the issue by implementing additional measures to prevent dust as follows:

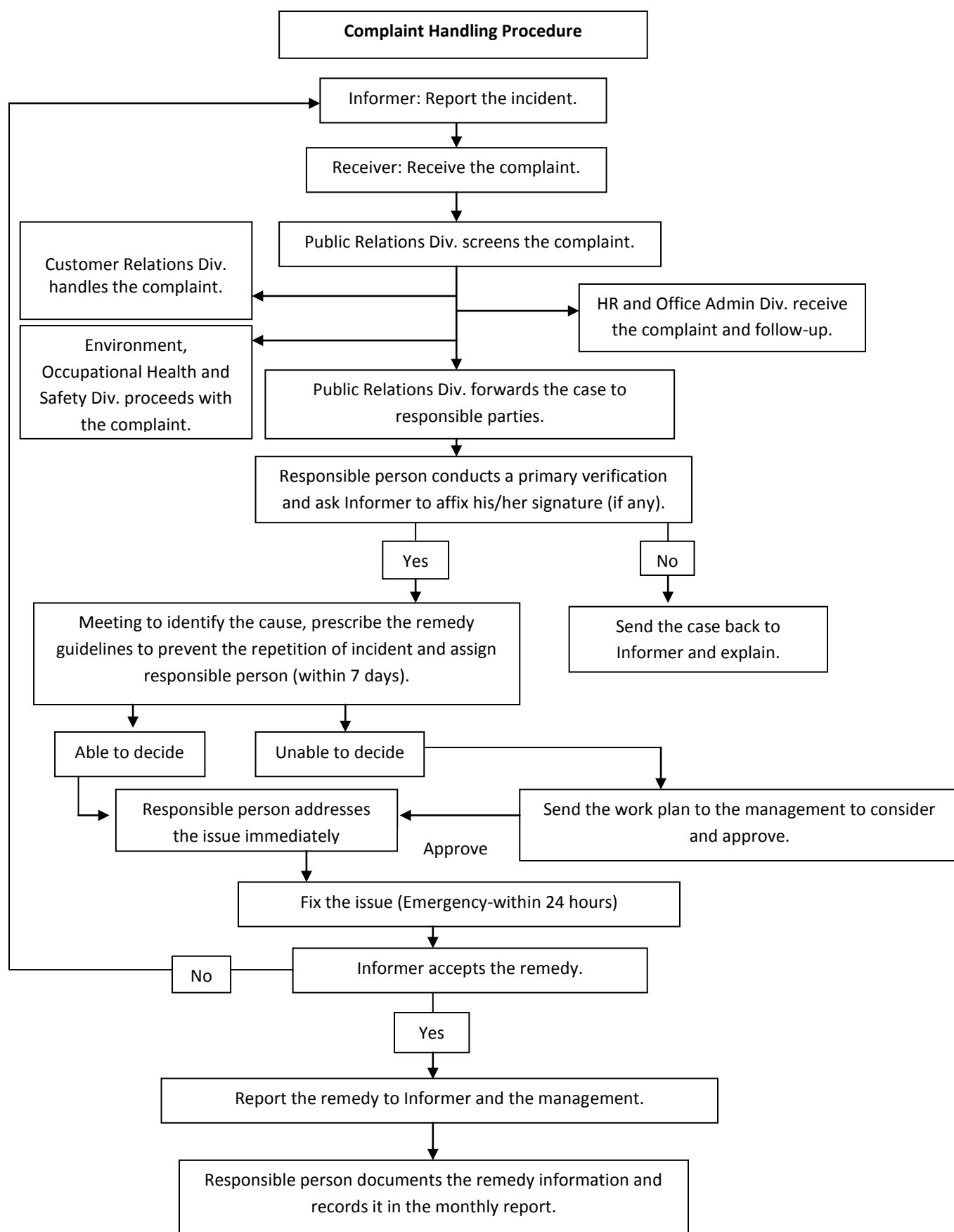
- a. Extension of the handler of the telescopic duster to reach the ground with flexibility powered by a laser censoring system.
- b. Construction of additional wind-blocking walls with a height of 15 meters to reduce airborne dust caused by coal dust.
- c. Provide for staff and equipment to clean up the dust.

10.1.3 Channel for complaints and suggestions

The company has established procedures that enable internal and external stakeholders to file complaints or recommendations at all times. The channels or steps to file complaints are as follows:

1. The procedure for employees to file a complaint is included in the employees' manual to inform them of their rights, complaint and settlement procedures, investigation and verification procedures and protection to informers and relevant parties.
2. The Ethics Reporting Process is available for all employees and outside stakeholders to file their complaints in case a discriminatory or unethical practice is found. The company also designated an ethical officer to be directly responsible for the code of conduct governance to ensure fair treatment to all parties.
3. A Suggestion Box is available for employees to submit complaints and recommendations to the company. The suggestion boxes are placed in different spots which are easily visible.
4. Tel. Bangkok office 02 670 1500, and Rayong (Map Ta Phut) office Tel. 038 698 400-10 or Email: pr@glow.co.th

Apart from providing channels to receive complaints, the company has also set a deadline to address the issue. If the complaint is verified and proven to be true, the company will assign a responsible person to resolve the issue within 7 days or within 24 hours for an emergency case.



10.2 In-process CSR

Glow Group has committed itself to conducting its core business in a socially and environmentally responsible way. Our electricity generation process may have an impact on the environment and nearby communities, thus we conduct our business by taking into account all our stakeholders, using the best state-of-the-art and environmentally friendly technology and strictly following the rules and regulations regarding occupational health and safety. The Group has implemented an environmental monitoring program for air emissions, water and natural resources consumption, energy conservation, industrial waste and biodiversity management on a continuous basis. We have also used effective environmental and safety management systems in accordance with established international standards, such as ISO 14001, TIS18001, etc., to ensure the well-being and safety of our employees, sub-contractors, surrounding communities and all involved parties in tandem with environmental preservation.

In addition, Glow Group has strictly followed its Environmental Charter and the "Occupational Health and Safety Charter of GDF SUEZ Group, which is its major shareholder.

10.2.1 Environmental management

a) Environmental Management Policy

The environmental impact associated with power generation, co-generation and industrial utilities is not limited to our own facilities, neighbors and customers but extends to the entire country and the larger world. Glow has committed itself to conducting its core business without compromising the ability of current and future generations to enjoy the environment. Glow has adopted the following principles that will direct our efforts towards achieving this objective:

- 1) We will maintain methods, programs and procedures to ensure compliance with all applicable environmental regulations.
- 2) We will meet all standards established in the environmental regulations, site permits and corporate objectives and we will respond quickly and effectively to any incidents damaging the environment and resulting from our operations, there by cooperating with industry organizations and authorized government agencies.
- 3) We consistently prevent air, water and land pollution.
- 4) We will conduct periodic audits to identify opportunities to continually improve our business processes and will address audit findings expeditiously.
- 5) We will identify the framework for setting objectives and targets. We will select objectives with significant environmental impact.
- 6) We will maintain open communication with the community, authorities, policy makers, customers and our employees concerning the environmental impact of our business and facilities.
- 7) We will effectively communicate the intent of this policy to all our employees and contractors. We will ensure that all of our employees are aware of their responsibility for appropriate operating practices and are well trained on the environmental matters. We will also promote environmental awareness amongst our contractors, suppliers and customers.

b) Air quality control at point sources

Glow Group concentrates on preventing and controlling air quality at the point sources before stack emission especially nitrogen oxide (NO_x), sulfur dioxide (SO₂) and particulate matter (dust) emissions from the thermal combustion process. The company has chosen **the best available control technology** to use in every power plant site to control and minimize pollution from the combustion process before emission in compliance with legal requirements. This is also to prevent any adverse impact on the environment, local communities and society. In addition, all operational power plants are equipped with a Continuous Emission Monitoring System (CEMs) that transmits data 24 hours a day to the environmental monitoring control center of related government authorities and is displayed on the air emission signboard in front of the power plant.

The ambient air quality monitoring stations, together with the air emission signboard, are established in the communities surrounding the power plants to display the results of ambient air quality to the public and to ensure that the environmental management has been strictly followed in a transparent manner and in compliance with the required standards.

c) Environmental management technology

Glow Group has successfully implemented the air emission reduction program in accordance with the resolution from the National Environmental Board (NEB) based on “bubble concept (80:20)” to control NO_x and SO₂ emissions at Glow SPP2/Glow SPP3, located in Map Ta Phut Industrial Estate, Rayong Province. This allowed new power plants e.g. Glow Energy Phase 5 gas-fired combined cycle plant (328 MW of electrical generating capacity, 160 tons per hour of steam) and GHECO-One coal-fired supercritical boiler plant (660 MW) to be constructed and start commercial operations in 2011 and 2012 respectively.

In addition, the Group has selected the Best Available Technology (BAT) and Best Environmental Practices (BEP) for power generation, co-generation and industrial utilities to minimize the emission of NO_x, SO₂ and dust in accordance with environmental standards. The technologies are as follows:

| Pollutant | Control Sources/Technology |
|---------------------------|---|
| NO _x reduction | <ul style="list-style-type: none"> • Low NO_x burner • Steam or water injection to control NO_x • Selective catalytic reduction (SCR) |
| SO ₂ reduction | <ul style="list-style-type: none"> • Low sulfur Bituminous Coal • Limestone injection • Seawater flue gas desulfurization (FGD) |
| Dust control | <ul style="list-style-type: none"> • Closed Coal conveyer system • Sprinkler system for water spraying at Coal pile • Wind wall of 15 m height at Coal pile • Fabric filter of bag house filter • Electrostatic precipitator (ESP) |

d) Conserving biodiversity

All Glow Group power plant sites in Thailand are located in industrial estates that are considered 'Non-Priority Sites' or do not present a potential risk on the biodiversity due to its activities, and are not located within or near protected areas (e.g. national parks, wetlands, etc.) as defined in the GDF SUEZ local instruction: Biodiversity Guidelines. However, the Group is aware of its role in the conservation of biodiversity and deploys various actions to restore or preserve the biodiversity as follows:

- Organizes the Marine Juveniles Releasing Program together with neighboring companies to increase the marine population, e.g. fish, crab and shrimp, etc. and provide an opportunity for further breeding of marine life
- Coordinate the Crab Replenishment Program with the Fisheries Department and local fishermen to provide know-how on raising baby crabs and building a crab nursery facility, later releasing them back to the sea
- Coordinate and participate in beach cleaning activities
- Glow, together with the Forest Protection Club and nearby communities, organized the reforestation activity on Houay Mahad hill in Rayong province
- Glow joined the Community Partnership Association (CPA) in a tree planting activity aiming at increasing green area on the traffic island along the road to Map Ta Phut Industrial Estate
- Glow Group, together with the 1st Marine and Coastal Resources Conservation Center (Rayong) and Nong Fab trawlers group, have jointly produced fish aggregating devices (FADs) to be used as man-made habitats, shelters and breeding grounds for marine animals to enhance marine production

e) Saving water and natural resources

The Group promotes and implements efficient water savings and proper use of natural resources in line with the National Energy Conservation Policy and the Enhancement and Conservation of National Environmental Quality Act B.E.2535, based on the 3R principle (Reduce, Reuse and Recycle). This includes increasing the number of cycles of the once-through seawater cooling system, and improving the efficiency of the Reverse Osmosis (RO) Water Treatment Unit.

The power plants located in Map Ta Phut Industrial Estate, Rayong Province, use seawater for the once-through seawater cooling system to reduce the demand of fresh water consumption from the main public reservoirs in Rayong Province. Another practice is reusing by-products from coal-fired power generation such as fly ash, bottom ash in the cement or ready mixed concrete industries.

f) Energy Conservation

Glow has initiated various energy conservation measures to ensure that energy consumption is highly efficient and effective. For example, reducing energy consumption by using state-of-the-art, world-class technology, installing high-quality machinery and equipment in the operational process and maintaining them so they are ready to be used at all times.

In addition, Glow Group has focused on raising individual awareness on environmental conservation by providing training on energy conservation and sustainable energy consumption for employees and contractors on a continuous basis. The Group's energy saving measures can be categorized into two areas: electricity and thermal energy. Here are some examples of measures and methods that we used in order to achieve the target:

- To save the electricity energy, we have stopped using fuel oil system, resulting in reduced power consumption of the gas turbine
- To save the thermal energy, we
 - Injected liquid insulation into HRSG's wall to reduce heat lost
 - Improved CTG5's efficiency by replacing original filters with AAF & Freudenberg HEPA filters which are more efficient in dust removal
 - Improved efficiency of chillers by reusing cooled water left from the power plant
 - Cleaned the HRSG1A tube by using bang and clean techniques, i.e. cleaning tube by using gas explosion

g) Waste management

Glow Group has established the Industrial Waste Management Procedure for non-hazardous waste, hazardous waste and domestic waste to ensure that involved parties in waste management have licenses and correctly collect, store, and transport industrial waste and by-products that are generated from Glow Group activities for treatment and disposal at the assigned areas to prevent any environmental impact.

10.2.2 Occupational health and safety

Glow is committed to being a world class operator of power generation and co-generation facilities and to conducting this core business with full attention to Health and Safety concerns that affect our employees, customers and the community. Glow has adopted the following principles that will direct our efforts toward achieving these objectives:

a) Occupational health and safety policy

- 1) Health and Safety is a prime responsibility of all Glow employees
- 2) We will surpass all criteria stated in industry standard Health and Safety regulations, permits and corporate objectives.
- 3) We will consistently promote safety and minimize the impacts of safety and health related hazards by reducing the number of accidents and illnesses, and workplace risks including employee behavior.
- 4) We will avoid working situations that may have an unfavorable effect on employee's health.
- 5) We will promote awareness, understanding and involvement of all Glow employees and contractors in Health and Safety issues through consultation and training.
- 6) We will review and conduct periodic audits to verify compliance with Health and Safety Policy, and implement corrective action where required.
- 7) We will maintain excellent relations and cooperation with the community, authorities, policy makers, customers and our employees concerning Health and Safety issues.

- 8) We will implement programs to achieve permanent improvement of the Glow Group's Health and Safety performance

Glow management commits to provide the necessary resources in order to implement the Health and Safety Policy. The Company will establish the realistic and measurable goals to measure the Health and Safety performance.

b) Safety practices enhancement policy

This policy is established to provide the framework and guidelines for the implementation of the mandatory Safety Practices Enhancement Program within Glow Group. The objective of this policy is to enhance the safety performance beyond traditional safety management.

The traditional safety management at Glow Group has focused on workplace safety designs and standards, safety systems and methods of work, such as engineering controls and procedural controls. However, safety statistics and analysis of incidents and accidents have shown that there are limits to the improvements that can be achieved through traditional safety management.

Controlling unsafe acts is one of the keys to successful accident prevention; "Behavioral Based Safety" (BBS) is a way of gaining further improvements in safety culture in Glow Group. The Safety Practices Enhancement Program is constructed with an emphasis on the involvement of executive management, line managers, operational staff, temporary workers, and external contractors to continually practice safety awareness and safety behavior.

The Safety Practices Enhancement Policy shall require the following safety activities to be implemented at each of Glow Group's operating plant sites at minimum:

- 5S (or Housekeeping)
- Near Miss Reporting
- Safety/Toolbox Talk
- Fresh Eyes Safety Observation
- KYT Training (a.k.a., Hazard Prediction Training), and
- CEO & COO Safety Walk down

c) Safety practices

- Behavioral Based Safety (BBS)
- Commitment made by Glow employees to create a common safety culture
- Created a plan to promote observation of safety-first working behavior
- Organized Glow EH&S Day to promote and exchange knowledge and experiences on the environment, occupational health and safety best practices among employees
- Promoted Safety Practices Enhancement Program through such activities as 5S (or Housekeeping), Near Miss Reporting, Safety/Toolbox Talk, Fresh Eyes Safety Observation, KYT Training (a.k.a., Hazard Prediction Training), CEO & COO Safety Walk down, etc.

- Organized a field trip to exchange experience and learn from leading organizations, such as petrochemical and oil refinery companies, how they create a strategy to promote safety culture
- Provided training on safety leadership for middle to high ranking executives
- Conducted an employee satisfaction survey on Safety Practices Enhancement Program

Plan in 2014-2018 (5-year plan)

- Safety leadership program for all supervisors
- Employee involvement in creating safety culture

In addition to that the following activities are also included in our action plan:

- Annual emergency and evacuation drill
- Promote the CEO safety message of “Think Safety, Act Accordingly” by disseminating information, e.g. safety alerts, accident lesson-learned sharing, occupational disease and others related issues, via various communication tools, including electronic mails, in-house magazine (G-Power), announcements, Glow Intranet and meetings, to ensure employees and contractors have convenient access to the information that can create safety and environmental awareness at work
- Provide training on the environment, occupational health and safety to contractors before they start their works in Glow’s premises so that they will have knowledge and understanding to perform their works according to the ISO 14001 and OHSAS 18001 standards.

d) Occupational health

Glow Group believes that a healthy work force is vital to the success of its business. Although the company recognizes that health maintenance is fundamentally the responsibility of the individual, it also recognizes the mutual advantage of sustaining good health by providing employees with an occupationally oriented preventive health and medical program. Toward this end, it is the intention of management to;

- 1) Promote the maintenance of a high degree of physiological and psychological well-being of employees.
- 2) Provide a medical program that will aid in the placement of employees in an occupationally safe environment.
- 3) Comply with the requirement of Occupational Safety and Health Acts (OSHA) and Thai Regulations.
- 4) Assure employees that medical information obtained as a result of participation in the medical program will be treated confidentially.

This policy is set forth in the belief that each employee should be encouraged to participate in a personal preventive medical program that can assist in the prevention or early detection of illness at a stage when corrective measures or treatments are most likely to succeed. The occupational health practices in 2013 are as follows:

- Conduct an annual medical health check-up for employees
- Conduct the Health Risk Assessment (HRA) by the Department of Social and Environmental Medicine, Faculty of Tropical Medicine, Mahidol University in accordance with the requirements mentioned in the Notification of the Ministry of Industry No.4439 (B.E.2555), RE: Thai Industrial Product Standard - Health Risk Assessment for Chemicals Exposure of Workers in Industries issued on 25 June 2012. The HRA is to evaluate health risks of employees/contractors on chemicals exposure according to work conditions in the workplace and to provide preventive measures and health promotion for employees/contractors as appropriate
- Provide regular basic first aid training to employees
- Promote physical exercise and arrange for fitness centers nearby employees' residences to encourage them to exercise regularly. In addition, the company provides financial support for employees' activities, such as sports clubs, volunteering activities and others as deemed appropriate
- Promote sports competition activities both inside and outside the company
- Provide a health insurance program for employees and their families

e) Crisis management and emergency preparedness plan and response

Glow Group has established the Emergency Preparedness Plan and Response Procedure and Emergency Communication Procedure in case of an abnormal event, emergency level 1 and emergency level 2 to define responsible persons, instructions and process workflow of how to respond, control, coordinate and communicate. The procedures must be strictly followed to minimize property damage and prevent the loss of life and reduce the number of casualties that may happen. In addition, good preparation measures boost the morale and confidence of employees, contractors and stakeholders of Glow Group.

All power plant sites have defined the yearly plan for emergency drills and evacuation in several scenarios e.g. fire, explosion, chemical release, bomb threat, etc. to increase the technical skills of the emergency response and ensure that the Emergency Response Team follows their roles and responsibilities to control an abnormal event or emergency.

10.2.3 Anti-bribery practices

Realizing the importance of good corporate governance, Glow Group has laid down business guidelines in line with desirable and acceptable business practices set out by the Head Office and internationally recognized standards. The company prescribes the corporate governance practices for every employee to strictly observe to fight corruption in all forms and ensure fair and transparent business competition. Operational procedure, framework and measures for internal controls are put in place to ensure that the company will follow the best practices prescribed by GDF SUEZ and operate in full compliance with the standards for listed companies on the Stock Exchange of Thailand.

The anti-corruption issues that are included in Glow's Code of Conduct are as follows:

Item 3: *Employees will ensure that the Company deals in all fairness with its customers, suppliers, competitors and any stakeholders in order to conduct its business operation. In its relations with governmental agencies, customers and suppliers, the Company will not, directly or indirectly, engage in bribery, kick-backs, payoffs, or other activities which may be construed as corrupt business practices*

Item 7: *Employees may offer tips, gratuity or hospitality of a customary amount or value for routine services or courtesies received. All such expenditures must be reported and recorded in the Company's book of accounts.*

Item 8: *Employees may not take advantage of, commercialize or exploit any of the Company's information or property, or their position with the Company, for the purpose of inappropriate personal gains or opportunities. In particular, they may receive gifts of token value or accept invitations only if such gifts or invitations have no influence on their*

Item 9: *Employees, irrespective of their function, grade or standing, must avoid conflict of interest situations between their direct or indirect (including members of immediate family) personal interests and the interest of the Company. Typical conflict situations include providing services (whether as an employee or otherwise) to or owning stock (or stock options) in business entities which are competitors, customers or suppliers of Glow (minor shareholdings of less than 1 percent in listed companies are generally not considered to be conflict of interest situations).*

Item 17: *In line with SET Instructions, Glow employees shall not accept stock options of any company other than Glow.*

This policy applies to all units of Glow and to all employees regardless of function, grade or standing. References in this policy to "Glow" or "the Company" are meant to include references to all units of the Glow Group.

In addition to this, we have provided Code of Conduct trainings to create awareness among employees about various ethical issues including the anti-corruption. This is to ensure that they comply strictly and fully to the anti-bribery policy and able to report to the company's Ethics Officer or law enforcement officer if there is any corruption or bribery detected. Moreover, the company has informed contractors, suppliers and trade partners about our purchasing policy which states clearly about the anti-bribery. The company has never received any complaint or report on bribery.

*Remark: Details of our Code of Conduct can be found in section [9.1.5 Code of Conduct].

10.3 After process CSR

“Sustainable Development” is the main goal of Glow Group’s business operation. We have carried out the activities to demonstrate the company’s responsibility towards the community, the society and the environment in parallel with the company’s business operation.

During the past 20 years, we have many impressive and successful stories that created a sense of pride in the company and part of them are our achievements in corporate social responsibility and environmental management.

Glow offers more than just reliable supply to our customers. We work on the basis of a lasting relationship and having a social partnership with the community. Moreover, we have always realized that we are a part of the communities and that the communities are our family. Glow has initiated and developed corporate social responsibility and environmental projects focusing on three main areas including **education, quality of life improvement** and **environmental preservation** both in the communities where we do our business and also in remote areas.

We also cooperate with major industrial enterprises in the Map Ta Phut Industrial Estate by establishing the ‘Community Partnership Association’ with an aim to become a model of environmental friendly industrial plants that can co-exist with the community in a sustainable relationship. We firmly believe that with the growth of our company comes greater responsibility to the community, society and the environment.

Highlights of our after process Corporate Social Responsibility activities:

1. Education

Glow Group believes that **“Education is the basic foundation for developing the quality of life and the most sustainable kind of development.”** Therefore, the company has placed high priority on activities to improve education. Educational activities that Glow Group has continuously implemented are as follows:

- **Children and Youth Development in Collaboration with the Office of HRH Princess Maha Chakri Sirindhorn’s Projects (OPSP):** Northern part of Thailand is located on the mountainous landscape where public transport is lacking or inadequate. A majority of population are hill tribes who scatter around the region. Therefore, many hill tribe children do not have access to basic education provided by the government.

Glow and its mother company, GDF Suez, have then joined forces to financially contribute to the establishment and development of educational institutions in the remote areas in collaboration with OPSP since 2002. Until today we have contributed over MBt17 to establish and develop six child learning centers, 15 extended classrooms and 12 schools and Border Patrol Police schools in Tak and Mae Hong Son provinces with almost **3,000 children** benefited from this collaborative project.

In 2013, Glow together with its subsidiary, Houay Ho Power Company Limited (HHPC), donated MBt3.3 to OPSP for a school development project in Laos. The project, which includes three schools in Attapeu and Sekong both in primary and secondary level, will be completed in 2014.

- **Scholarships to Students in Rayong and Chonburi:** Glow has provided scholarships to students in Rayong and Chonburi from primary to university level.
- **Native English Teacher:** Glow has provided native English speaking teachers for schools in Rayong since 2012 in response to the need of the schools as they are gearing up for the ASEAN Economic Community (AEC) and there is a severe shortage of English teachers.
- **Teaching Tool Development:** Glow in collaboration with Microsoft (Thailand) have provided trainings on Microsoft MultiPoint Program for 17 schools in Rayong and Nakhon Ratchasima. In addition, we provided equipment for Microsoft MultiPoint classroom set-up at two schools so that they will be a model which the participating schools can learn from. The program helps create lively learning environment and promote active interaction between teachers and students.

2. Quality of Life Improvement

- **Mini Hydropower Plant Project:** GDF Suez Energy Asia, Glow Group and Energy Assistance, together with OPSP, developed the mini hydro-electric power plant at Baan Kong Por Tai, Mae Lob River, Omkoi District, Chiang Mai. The plant, with an installed capacity of 32 kW, can supply electricity to the Karen villages, representing a total of 160 households. The project was completed and commissioned in August 2006.
- **Clean Drinking Water Project:** Glow has helped improve drinking water system of over 15 schools all over the county since 2009 by installing water purification system and water tanks so that children in remote areas would have clean drinking water.
- **Mobile Smiling District Project:** Glow has teamed up with Sri Racha district, Chonburi province, to provide mobile clinic service. The mobile clinic provides a variety of activities, such as medical check-up, vocational training, mobile power plant exhibition, advisory service on how to apply for identification card, driving license and social security card as well as residence transfer for people migrating from other provinces and wanting to transfer the rights entitled by social security card to the province where they work.

3. Environmental Conservation

- **Crab Bank:** Glow Group has joined hands with Rayong fishermen group and small trawler groups in Map Ta Phut area since 2008 to return blue swimming crabs to nature by providing equipment to breed crabs and propagate these small creatures in the containers before releasing them into the seawater to let them grow naturally. The project is aimed at increasing the number of crab population.
- **Houay Mahad Reforestation Project:** Glow, together with Kasetsart University, the Forest Protection Club, nearby communities and the local administrations inside and outside the area, organized the reforestation activity on Houay Mahad hill in Houay Pong sub-district, Muang district, Rayong province, to preserve and nurture the natural resources, protect the environment and balance the bio diversity. The project has promoted community involvement

and generated income of local people who have been hired to restore the forest. Glow and relevant parties have also committed to providing proper care of the forest area for five years (2013-2017) to ensure successful restoration and to ensure that the green shoots will survive and grow up.

- **Marine Juveniles Releasing Activity:** Glow together with other industrial entrepreneurs, small trawler groups in Map Ta Phut area, government authority and local community in Map Ta Phut has organized the marine juveniles releasing activity throughout the year to protect the environment, balance the diversity of ecosystem and promote sustainable fishing in the area. The activity also reflects cooperation and peaceful co-existence between the industries and the communities. In 2013, more than three million fingerlings were released into the seawater.
- **International Coastal Cleanup:** Glow Group and industrial operators in Rayong organize a beach clean-up activity on Coastal Cleanup Day every year. In 2013, the volunteers collected trash weighted around 15,268 kilograms. The collected trash has been segregated and sent to relevant organizations for proper treatment.
- **Light Bulb Replacement:** Glow Group has teamed up with BLCP Power and Rayong Technical College to send college students to survey and inspect electricity transmission cables and to replace light bulbs at some schools and temples in nearby communities to ensure safety, save the cost of electricity and develop professional skills of students.
- **Create Fish Habitats Using Fish Aggregating Devices and Artificial Reef:** Glow Group, Chulalongkorn University and the government agencies both inside and outside the areas have jointly produced the artificial reefs and fish aggregating devices to be released into the sea of Map Ta Phut, Rayong province, to create spawning and nursery for fish and prevent the marine animals from highly-efficient fishing equipment which can destroy the ecological system in the coastal area. The project, which is aimed to prevent coastal erosion, increase the population of marine animals in Map Ta Phut and nearby locations, and maintain the fertility of this fishing ground, is now under development and expected to be completed in 2014.

4. Others

- **Energy Development Fund:** Glow has actively participated in community development by setting up an energy development fund together with other power plants in the areas where we operate. In addition to financial contribution to the fund, the company has sent its representatives to serve as an assistant secretary and a sub-committee member of the fund to give advice and opinion based on their experience in running the power plants.
- **Community Partnership Association (CPA):** CPA is the first ever cooperation of major industrial enterprises in the Map Ta Phut Industrial Estate with its aim to become a model of environmental friendly industrial plants that can co-exist with the community in a sustainable relationship. The first five founding members of the group include PTT, Siam Cement Group, BLCP Power, Dow Chemical and Glow Group.

Major CSR activities of CPA in 2013 include granting continuous scholarship to students in university level; providing medical equipment for medical volunteers in the community; providing mobile and dental mobile clinic services; and planting trees to increase green areas.

- **Humanitarian and Disaster Relief Assistance:** Glow provided both emergency and renovation support to the victims of natural disasters. We renovated almost 20 schools and medical centers, which were seriously damaged from the flood and natural disaster in several provinces in the past few years.
- **Volunteer Spirit Activity:** Glow Group and BLC Power, including their staff and family members, organizes a volunteer spirit activity every year to provide various kinds of public service, such as renovation of school buildings, draining waterways, collecting trash, improving landscape of temple park, etc.
- **Projects with the First Naval Area Command (NAC):** Glow Group has implemented CSR activities in collaboration with the 1st NAC since 2011. Those activities, which were mostly implemented in the 1st NAC's responsible areas, include renovation of school buildings that were damaged from natural disasters; building of sports field; renovation of school libraries; and donation of winter clothing to hill tribe children in the northern part of Thailand.
- **CSR Activities in Laos:** Glow Group's Houay Ho Hydro Power Plant in Laos has also implemented a number of projects, such as improvement of food security and nutrition of villagers in Sanamxay district, Attapeu province, donation of rice and consumer products to the flood victims, scholarship to medical students, joining cultural activities and other social service activities, etc.

Achievements and Awards

- **Environment Management, Occupational Health and Safety Awards:** Glow Energy Public Company Limited, Glow SPP 11 Co Ltd and Glow SPP 13 Co Ltd, which are the companies under Glow Group, **have been certified by ISO 14001, due to their exemplary environmental management system, and OHSAS 18001, which is an international standard for occupational health and safety management systems.**

Glow Energy PCL (phase 1-2 and 4-5) and Glow SPP 2 Co., Ltd. received **green-star flags** as an award for their **good** environmental governance and **gold-star flags** for their **excellent** environmental governance from the Industrial Estate Authority of Thailand (IEAT). This is the evidence of Glow Group's outstanding efficiency in environmental management.

Moreover, **Glow IPP Power Plant** received the award for being an exemplary factory with national standard in safety, occupational health and environment from the Labor Department. It also received a certificate given to recognize its active participation in "Zero Workplace Accident Rate Campaign".

- **Operation Standard Awards:** Glow Group has strived for excellence in all aspects of operations. **GHECO-One Co. Ltd**, a company under Glow Group, has been certified by **ISO 9001:2008 standard** for demonstrating quality management.

- **Investment Awards:** Glow Group received Business Award 2012 in the category of “Largest Investment in Thailand”, which is the prestigious award presented to the company that achieves success in management and business operation by the Netherlands-Thai Chamber of Commerce and the Belgian-Luxembourg/Thai Chamber of Commerce.
- **Social Responsibility Awards:** Glow Group participated in CSR-DIW, which is a cooperative project between the Department of Industrial Works (DIW) and the Management System Certification Institute (Thailand) to elevate local industrial factories to ISO26000 standard. The companies under Glow Group, namely Glow SPP 2 Co., Ltd/SPP 3 Co., Ltd/Glow Energy PCL, GHECO – One Co., Ltd and Glow IPP Co., Ltd, received the honorary trophies and certificates from DIW **for observing CSR-DIW Corporate Social Responsibility standard** in 2009 and 2010 respectively.
- **Thailand Coal Awards 2013 and ASEAN Coal Awards 2013:** Coal-Fired power plants of Glow Group recently received **Thailand Coal Award 2013** under the **Best Practices – Clean Coal Use and Technology in Power Generation Category** from the Department of Mineral Fuels while GHECO-One Project won the **ASEAN Coal Awards 2013** under the same category. The awards were given to organizations that have excelled in their production process, utilization of coal, clean coal technology, coal shipment and corporate social and environmental responsibility to promote sustainable development and utilization of coal while addressing environmental issues and facilitating intra-ASEAN coal related issues.

11. Internal Control and Risk Management

The Glow Audit Committee consists of three members who are also members of the Company's Board of Directors (the "Board"). The Company's Internal Auditor reports to the Audit Committee and Glow CEO. Some of the internal audits are performed in cooperation with GDF SUEZ Internal Audit.

In 2013, the Audit Committee assessed the adequacy of the Company's existing internal control systems to ensure the effectiveness of all operational and financial controls. Taking into account the current business environment and organizational characteristics, the Audit Committee concluded that the internal control systems in place are adequate and appropriate. Additionally, the Company's Statutory Auditor commented that there were no material deficiencies in the Company's internal control systems in accordance with Thai Standards on Auditing.

THE ORGANIZATION AND THE ENVIRONMENT

- The Company's current organizational structure allows the Company's management team to operate objectively and efficiently by clearly specifying the roles and responsibilities of each person.
- During the past years, the Company has dedicated substantial time and effort on continuing to improve the internal control framework.
- Comprehensive policies and procedures have been developed and thereafter implemented for every significant business processes. Employees are required to comply with these policies and procedures within the context of their respective functional responsibilities.
- A Glow Code of Conduct has been implemented, and, along with the GDF SUEZ Ethics Charter, has been communicated to all Company employees.
- Glow's Internal Audit formally reports its activities and its findings to Company's CEO and to the Audit Committee at least four times each year.
- The Company is also subject to audits performed by GDF SUEZ Internal Audit, which works closely with the Company's Internal Audit function, the latter of which is responsible for coordinating and following-up on the implementation of all audit recommendations.
- The Company's COO, CFO and CEO commit to, by signing an annual attestation letter, formulating internal control systems within the scope of their respective responsibilities. This is based on existing monitoring programs and must take into consideration the conditions and constraints relevant to the internal controls function. This process includes evaluations that are carried out using self-assessment questionnaires on the general control environment.

RISK MANAGEMENT

- Business risks, present and future, deemed as having a potential impact on the business's ability to achieve its objectives are formally assessed and managed within the context of the strategic, financial, operational and compliance environment. The impact and likelihood of each risk and associated risk factors are identified and assessed, as well as development of risk responses and measure to reduce such risks.
- Identified risks are monitored continuously.
- Risks are discussed during the Board's meetings and monthly management meetings.

OPERATION CONTROLS OF THE MANAGEMENT

- Internal and General Power Of Attorney (“POA”) have been established and communicated to all Company employees. Both documents are updated as required and approved by the Board. The POA clearly specifies authorization limits for capital and operational expenditures on a functional basis.
- For other transactions with major shareholders, directors, management, staff or other persons related to those parties, the Company has established strict rules in Related Party Transactions Policy in order to prevent any conflicts of interest, which take into consideration the optimization of the Company’s value on behalf of shareholders and other stakeholders. In addition, all related-party transactions must be completed on an “arms-length” basis — the same basis applicable to all third party transactions.

INFORMATION AND COMMUNICATION SYSTEMS

- Important and reliable business and financial information is made available to the Company’s Board to assist them in all decision making processes.
- The Company strives continuously to improve information and communication systems.
- Before the meeting, and within the minimum period of time prescribed by law, the members of the Board receive an invitation, meeting agenda, and all related supporting documentation for consideration during official Board meetings. Moreover, the minutes of the Board meetings are available for shareholders to inspect, and to ensure the appropriateness of the Board’s actions.
- The Company maintains and retains all documentation used in the recording of accounting transactions, as well as all other relevant supporting documentation, in an organized manner and in compliance with laws regulating the documentation retention period.
- The Company applies generally accepted accounting principles and policies in accordance with Thai Accounting Standards (“TAS”) and other applicable International Financial Reporting Standards (“IFRS”), and aligned with the characteristics of the Company’s business.

MONITORING SYSTEMS

- Glow Internal Audit promptly reports all material internal control deficiencies to Glow management and to the Audit Committee. The Audit Committee evaluates these deficiencies, assesses the adequacy of the remediation plans in place and reports these findings to the Board for their consideration within a reasonable period of time.
- The Company’s Board monitors and compares the operational performance of the organization and management using agreed upon objectives, key performance indicators and budgets.
- The Company’s internal control systems are audited continuously.
- Each year, the Company agrees on an Internal Audit Plan based on identified high-risk areas to be included in the Internal Audit’s planning.

REGULATIONS ON INTERNAL CONTROL

- The Company’s corporate governance principles and internal control requirements have been undergoing deep reforms for several years.
- In September 2003, the GDF SUEZ launched the Control Disclosure Program (“CODIS”) in response to increasing regulatory pressures regarding internal control and disclosure requirements, such as the French Law on Internal Control (“LSF”). Beyond the importance of ensuring compliance, the Program was seen as an opportunity to add value by reinforcing the Company’s existing financial reporting processes as well as our Group of companies’ internal control systems.
- The CODIS program was renamed to the INCOME (Internal Control Management & Efficiency) program in 2009 for the purpose of focusing on management of internal controls and their efficiency benefits.

- The INCOME Internal Control program required a significant effort from Glow Group, especially during the last five years. All processes and relevant internal control procedures related to financial statements have been documented and assessed by the Business Process Owners (“BPOs”) for design effectiveness (completeness of documentation of the control) and operating effectiveness (effective execution of the internal control). This self-assessment process reinforces ownership and responsibility. It also guarantees the sustained operational effectiveness of the internal control system, and ensures its ability to adapt to organizational, procedural, or regulatory changes. Accounting management, asset management, sales management, procurement management, inventory management operations management, corporate governance, and IT management are among the processes that are documented.
- Business Process Owners are assisted by an Internal Control Coordinator (“ICC”). The ICC ensures the Internal Control program’s proper implementation within the company, and prepares information in support of the COO, CFO and CEO’s signing of the internal control attestation letter.
- Glow’s Internal Audit and Statutory Auditor conduct extensive tests on the Company’s most critical internal controls (Key Controls). These tests, which include assessments of design and operating effectiveness, help improve internal control systems by recommending action plans designed to remedy identified deficiencies and opportunities for improvement.
- Glow management develops the necessary remediation plans for all deficiencies identified during these tests. The implementation of remediation actions is closely monitored and subject to ongoing tests to ensure effective implementation.
- On 28 October 2013, the Company’s COO, CFO and CEO signed the Glow Internal Control Attestation Letter for the 2013 Accounting Year, which was subsequently submitted to CEO and CFO of GDF SUEZ Asia Business Area.
- The Company will continue to embed the above noted internal control systems into the corporate culture and business processes of its organization.

INTERNAL AUDIT MANAGER

Ms. Siriporn Supittayakul holds a position of Internal Audit Manager of Glow Group.

- Audit Committee agrees that the Internal Audit Manager is qualified and effectively & efficiently performs the internal audit works.
- Management shall appoint, remove & replace the Internal Audit Manager with the consent of the Audit Committee.

12. Related Party Transactions**12.1 Details of Related Party Transactions**

The Company has business transactions with its subsidiaries, associated companies and related companies as details disclosed in the note to the financial statements No. 21.

In addition, the Company and its six subsidiaries, comprising of Glow Co., Ltd., Glow SPP 1 Co., Ltd., Glow SPP 2 Co., Ltd., Glow SPP 3 Co., Ltd. and Glow IPP Co., Ltd. jointly entered into Support Services Agreement and Engineering Services Agreement on February 9, 2009 with Suez – Tractebel S.A. (“Suez”), whereby, Suez shall provide consulting services in respect of engineering, operational, financial and auditing system, investment, project finance, insurance, etc. The service fee is based on reference market rate and shall be in Euro currency. The service agreements will be determined in the hourly rate depending on the type of services. The term of the agreements is 2 years from July 11, 2008, automatically renewed for successive one- year term unless termination is notified by either party. Nevertheless, the agreements shall be terminated on the date that GDF SUEZ S.A. (the ultimate shareholder) holds directly or indirectly less than 25 percent of the shares of Glow Group..

12.2 Necessity and reasonableness of the Related Transactions

The related transactions of the Company and the person who might have conflict of interest for the past year have been done by taking into consideration the maximum benefit of the Company, and the Audit Committee has considered and agreed that such transactions were normal course of the business and there was no benefit transfer between the Company and the person who might have the conflict of interest. In addition, price fixing, fee rate and interest rate of the transactions all were in accordance with general trade conditions. Price fixing was comparable to market price and competitive mechanism or was the reasonable price and did not have condition that differed from making transactions with other third parties.

12.3 Approval Procedures of Related Transactions

For related transactions with the normal course of business operations, the approval procedures are in accordance with the regulations of the company, the subsidiaries, and the associated companies, just like the transactions provided to other unrelated business. For other related transactions, the Company has control measures in compliance with related regulations of Securities Exchange Commission (SEC) and Stock Exchange of Thailand (SET). In addition, for the consideration of the related transactions between the Company and the persons who might have conflict of interest and are a shareholder or the management of such company, such shareholder or such management shall not take part in the approval process.

12.4 Policy and Trend of Related Transaction in the Future

The Company anticipates that there will be related transactions incurred in the future because the related transactions of the Company have been done in accordance with the normal business of the Company and the Company has the policy to operate such related transactions for the maximize benefit of the Company. For the related transactions in the future, the Company shall comply with the laws

concerning securities and stock exchange and the regulations, announcements, orders or requirements of the Stock Exchange of Thailand as well as to comply with the requirements concerning the disclosure of the related transactions and the acquisition and disposal of the material assets of the Company including compliance with the accounting standard specified by the Accountants and the Certified Public Auditors Association of Thailand and Federation of Accounting Professional.

However, if there is a related transaction of the Company with a person who might have conflict of interest or the stakeholders or who might have conflict of interest in the future, the Company shall appoint the Audit Committee to give opinion on necessity and reasonableness of such transaction and the appropriateness of price fixing of other items so as to be in accordance with the general market price and with the conditions that is not different from other third parties or at prime cost. In addition, the Company shall disclose the related transactions in the note to the financial statements, which has been audited by the auditors of the Company.