

Part 2

Management and Corporate Governance

7. Securities Information and Shareholders

7.1 Securities of the Company

As of 31st December 2020, Indorama Ventures Public Company Limited (the “Company” or “IVL”) had the Registered Capital of Baht 5,666,010,449 divided into 5,666,010,449 ordinary shares with the par value of Baht 1 per share and Paid-up Capital of Baht 5,614,551,908 divided into 5,614,551,908 ordinary shares with the par value of Baht 1 per share.

7.2 Shareholders

1) Major Shareholders of IVL (as of November 24, 2020)¹

a) Top Ten Major Shareholders

No.	Shareholders	No. of Shares	%
1.	Indorama Resources Ltd. ²	3,504,991,318	62.427
2.	Thai NVDR Ltd.	314,019,609	5.593
3.	Bangkok Bank Public Company Limited	270,905,264	4.825
4.	Mr. Sataporn Ngamruengphong	83,658,700	1.490
5.	Social Security Office	79,352,900	1.413
6.	Credit Suisse AG, Singapore Branch	75,297,500	1.341
7.	South East Asia UK (Type C) Nominees Limited	62,558,647	1.114
8.	Canopus International Limited ²	55,000,000	0.980
9.	State Street Europe Limited	40,083,866	0.714
10.	VAYU 1 by MFC	25,257,400	0.450
11.	VAYU 1 by KTB	25,257,400	0.450
12.	Other Shareholders	1,078,169,304	19.203
Total Shares		5,614,551,908	100.00

Remarks: ¹ The Company Secretary has updated the list of major shareholders of the Company to the Board of Directors and senior managements every quarter.

² Group of Lohia Family	No. of Shares	%
- Indorama Resources Ltd.*	3,504,991,318	62.43
- Canopus International Limited**	130,000,000***	2.32
- Mr. Alope Lohia****	1,000,010	0.02
- Mr. Anuj Lohia	10	0.00

* Owned by Canopus International Limited 99.98%

** Mr. Alope Lohia and his immediate family jointly hold voting rights of 76% and an equity interest of 50% in Canopus, while the remaining voting rights of 24% and 50% of the equity interest of Canopus are ultimately controlled by a Trust in which Mr. Sri Prakash Lohia and his immediate family members are the discretionary beneficiaries.

*** 75,000,000 shares out of 130,000,000 shares are in the custodian of Credit Suisse AG, Singapore Branch.

**** Mr. Alope Lohia's shareholding in the Company, through his family holding in Canopus International Limited, is more than 25 times of his annual base salary.

- b) *The majority of shareholders who have the control or influence on the management of setting the corporate policy and strategy of the Company*

Group of Lohia Family holding IVL's shares at 64.77 percent

- c) *The ultimate shareholders of the Company*

Indorama Resources Limited* holds 62.43 percent and Canopus International Limited** holds 2.32 percent in the Company's shares respectively.

Remarks: * Owned by Canopus International Limited 99.98%

** Mr. Alope Lohia and his immediate family have voting rights of up to 76% and an equity interest of up to 50% in Canopus International Limited while the remaining voting rights of 24% and 50% of equity interest is effectively controlled and held for the benefit of Mr. Sri Prakash Lohia and his immediate family.

2) Shareholders' Information of Core Business Subsidiaries



3) Shareholders' Agreement

- None -

7.3 Debentures

7.3.1 Debentures of Indorama Ventures Public Company Limited

The extraordinary general meeting of shareholders held on 22 September 2011, the annual general meeting of shareholders held on 29 April 2013, the annual general meeting of shareholders held on 24 April 2015 and the annual general meeting of shareholders held on 24 April 2019, approved the issue of debentures totally not exceeding Baht 150,000 million.

During year 2020, the Company had issued unsubordinated and unsecured debentures on 27 November 2020 in the amount of Baht 9,000 million. And the Company had redeemed unsubordinated and unsecured debentures on maturity date, totally 3 times on 4 May 2020, 27 June 2020 and 14 December 2020 in the amount of Baht 2,000 million, Baht 520 million and Baht 880 million, respectively.

As at 31 December 2020, the Company had outstanding unsubordinated and unsecured debentures totalling Baht 54,470 million and the subordinated perpetual debentures totalling Baht 15,000 million as follows:

Debentures issued on 19 October 2011:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL210A	Debentures of INDORAMA VENTURES No. 1/2011 Tranche 3	37	Year 1-4: 5.00% Year 5-8: 5.50% Year 9-10: 6.00%	10 years	19 October 2021
IVL210B	Debentures of INDORAMA VENTURES No. 1/2011 Tranche 6	3,163	5.35%	10 years	19 October 2021
Total		3,200			

Debentures issued on 5 April 2012:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL224A	Debentures of INDORAMA VENTURES No. 1/2012 Tranche 2	1,250.50	Year 1-3: 5.10% Year 4-7: 5.60% Year 8-10: 6.00%	10 years	5 April 2022
IVL224B	Debentures of INDORAMA VENTURES No. 1/2012 Tranche 5	2,649.50	5.52%	10 years	5 April 2022
Total		3,900			

Debentures issued on 14 December 2012:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL22DA	Debentures of INDORAMA VENTURES No. 2/2012 Tranche 3	1,645	5.11%	10 years	14 December 2022
IVL24DA	Debentures of INDORAMA VENTURES No. 2/2012 Tranche 4	1,475	5.28%	12 years	14 December 2024
Total		3,120			

Debentures issued on 27 June 2013:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL236A	Debentures of INDORAMA VENTURES No. 1/2013 Tranche 3	1,100	5.10%	10 years	27 June 2023
Total		1,110			

Debentures issued on 14 March 2014:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL243A	Debentures of INDORAMA VENTURES No. 1/2014 Tranche 3	1,400	5.30%	10 years	14 March 2024
Total		1,400			

Debentures issued on 13 October 2015:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL22OA	Debentures of INDORAMA VENTURES No. 1/2015 Tranche 1	500	4.00%	7 years	13 October 2022
IVL25OA	Debentures of INDORAMA VENTURES No. 1/2015 Tranche 2	1,100	4.20%	10 years	13 October 2025
Total		1,600			

Debentures issued on 9 December 2015:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL25DA	Debentures of INDORAMA VENTURES No. 2/2015	1,150	3.92%	10 years	9 December 2025
Total		1,150			

Debentures issued on 20 October 2016:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL21OC	Debentures of INDORAMA VENTURES No. 1/2016 Tranche 1	300	2.88%	5 years	20 October 2021
IVL26OA	Debentures of INDORAMA VENTURES No. 1/2016 Tranche 2	200	3.68%	10 years	20 October 2026
IVL28OA	Debentures of INDORAMA VENTURES No. 1/2016 Tranche 3 *	2,200	4.10%	12 years	20 October 2028
IVL31OA	Debentures of INDORAMA VENTURES No. 1/2016 Tranche 4 *	2,300	4.39%	15 years	20 October 2031
Total		5,000			

*Note * The issuer has rights of early redemption*

Debentures issued on 4 May 2017:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL225A	Debentures of INDORAMA VENTURES No. 1/2017 Tranche 2	500	3.24%	5 years	4 May 2022
IVL245A	Debentures of INDORAMA VENTURES No. 1/2017 Tranche 3	1,000	3.75%	7 years	4 May 2024
IVL275A	Debentures of INDORAMA VENTURES No. 1/2017 Tranche 4	2,000	4.11%	10 years	4 May 2027
IVL295A	Debentures of INDORAMA VENTURES No. 1/2017 Tranche 5	2,000	4.28%	12 years	4 May 2029
Total		5,500			

Debentures issued on 16 November 2017:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL24NA	Debentures of INDORAMA VENTURES No. 2/2017 Tranche 1	300	2.92%	7 years	16 November 2024
IVL27NA	Debentures of INDORAMA VENTURES No. 2/2017 Tranche 2	700	3.46%	10 years	16 November 2027
IVL32NA	Debentures of INDORAMA VENTURES No. 2/2017 Tranche 3	1,000	3.90%	15 years	16 November 2032
Total		2,000			

Debentures issued on 8 June 2018:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL216A	Debentures of INDORAMA VENTURES No. 1/2018 Tranche 1	3,000	2.31%	3 years	8 June 2021
IVL236B	Debentures of INDORAMA VENTURES No. 1/2018 Tranche 2	3,000	2.78%	5 years	8 June 2023
IVL256A	Debentures of INDORAMA VENTURES No. 1/2018 Tranche 3	1,500	3.18%	7 years	8 June 2025
IVL286A	Debentures of INDORAMA VENTURES No. 1/2018 Tranche 4	1,800	3.83%	10 years	8 June 2028
IVL306A	Debentures of INDORAMA VENTURES No. 1/2018 Tranche 5	5,000	4.12%	12 years	8 June 2030
IVL336A	Debentures of INDORAMA VENTURES No. 1/2018 Tranche 6	3,200	4.27%	15 years	8 June 2033
Total		17,500			

Debentures issued on 8 November 2019:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL19PA	Subordinated Perpetual Debentures of Indorama Ventures Public Company Limited No. 1/2019	15,000	5.00%	Perpetual	Redemption Upon Liquidation
Total		15,000			

Debentures issued on 27 November 2020:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL25NA	Debentures of INDORAMA VENTURES No. 1/2020 Tranche 1	4,000	2.78%	5 years	27 November 2025
IVL27NB	Debentures of INDORAMA VENTURES No. 1/2020 Tranche 2	1,990	3.15%	7 years	27 November 2027
IVL30NA	Debentures of INDORAMA VENTURES No. 1/2020 Tranche 3	3,010	3.42%	10 years	20 November 2030
Total		9,000			

7.3.2 Debentures of IVL Singapore PTE Limited

The resolution of IVL Singapore PTE Limited, an indirect subsidiary of the Company, held on 25 August 2015 approved the issuance of debentures up to an amount not exceeding USD 140 million equivalents in Singapore dollars.

On 7 October 2015, IVL Singapore PTE Limited issued the Senior Unsecured Debenture of SGD 195 million (equivalent to USD 138 million) to institutional investors in Singapore. The debenture is guaranteed by Credit Guarantee & Investment Facility, a trust fund of the Asian Development Bank and listed on the SGX-ST.

Debenture issued on 7 October 2015:

No.	Amount (M SGD)	Interest Rate per year	Term of Issue	Maturity Date
1/2015	195	3.73%	10 Years	7 October 2025
Total	195			

7.3.3 Debentures of Avgol Industries 1953 Ltd. (“Avgol”)

As at 31 December 2020, Avgol, an indirect subsidiary of IVL, had outstanding unsecured debentures totalling USD 157.9 million, as follows:

No.	Amount (M USD)	Interest Rate per year	Term of Issue	Maturity Date
1/2014-C	104.0	4.75%	10 Years	31 December 2024
1/2017-D	53.9	3.90%	8 Years	31 December 2025
Total	157.9			

On 14 August 2014, Avgol issued the Unsecured Debenture series C of ILS 502 million to the public.

On 28 March 2017, Avgol issued the Unsecured Debenture series D of USD 53.9 million to the public.

7.3.4 Debentures of Indorama Ventures Global Services Limited (“IVGSL”)

The resolution of IVGSL held on 27 June 2019 approved the issuance of debentures up to an amount not exceeding USD 600 million (or its equivalent in any other currencies).

On 12 September 2019, IVGSL issued senior unsecured bonds to foreign institutional investors for the total amount of USD 300 million. The debenture is guaranteed by the Company.

Debenture issued on 12 September 2019:

No.	Amount (M USD)	Interest Rate per year	Term of Issue	Maturity Date
1/2019	300	4.375%	5 Years	12 September 2024
Total	300			

7.4 Dividend Policy

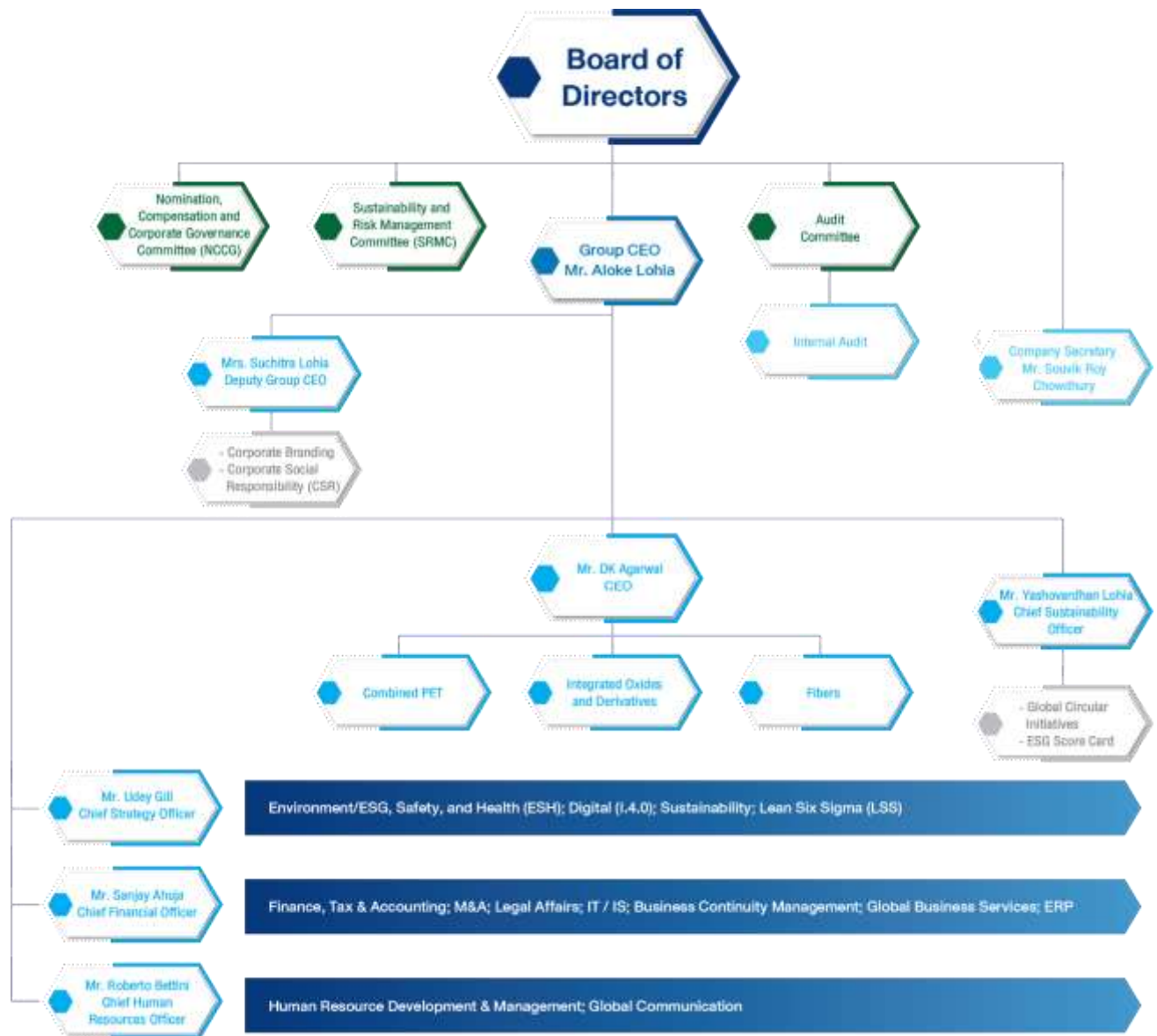
Dividend Policy of the Company

According to the Company's policy on dividend payment, dividend will be paid at not less than 30% of the net profit after tax and the appropriation to the legal reserve. However, the Board of Directors shall have the authority to consider waiving or amending such dividend policy subject to the condition that it will bring the greatest benefit to the shareholders, such as to use such portion of the net profit as a reserve for debt repayment, capital investment for production expansion or as a support in case of changing market conditions which would affect the Company's future cash flows.

Dividend Policy of the IVL Subsidiaries Company

The payout of dividend by the IVL subsidiaries to IVL is up to 80% of their net profit after tax and after appropriation to legal reserve. However, the board of directors of the subsidiaries will consider the dividend payment, and may amend the dividend payment policy, by taking into account the reserves for debt payment, capital investment, changing market conditions or as required to manage the future cash flows.

8. Management Structure



The Board of Directors

As of 31st December 2020, IVL's Directors are:

Name	Position	Appointment Date of Directorship
1. Mr. Sri Prakash Lohia	<ul style="list-style-type: none"> Chairman of the Board Non-Executive Director 	19 September 2009
2. Mr. Alope Lohia	<ul style="list-style-type: none"> Vice Chairman of the Board Executive Director Chairman of the Sustainability and Risk Management Committee Group Chief Executive Officer 	19 September 2009
3. Mrs. Suchitra Lohia	<ul style="list-style-type: none"> Executive Director Chairperson of the Corporate Social Responsibility Committee Deputy Group CEO 	19 September 2009
4. Mr. Amit Lohia	<ul style="list-style-type: none"> Non-Executive Director 	19 September 2009
5. Mr. Yashovardhan Lohia	<ul style="list-style-type: none"> Executive Director Member of the Sustainability and Risk Management Committee Chief Sustainability Officer 	24 April 2019
6. Mr. Dilip Kumar Agarwal	<ul style="list-style-type: none"> Executive Director Member of the Sustainability and Risk Management Committee Chief Executive Officer of Combined PET, IOD and Fibers Business 	27 April 2010
7. Mr. Udey Paul Singh Gill	<ul style="list-style-type: none"> Executive Director Member of the Sustainability and Risk Management Committee Chief Strategy Officer 	27 April 2011
8. Mr. Sanjay Ahuja	<ul style="list-style-type: none"> Executive Director Chief Financial Officer 	13 November 2015
9. Mr. Rathian Srimongkol	<ul style="list-style-type: none"> Vice Chairman of the Board Lead Independent Director Chairman of the Audit Committee Member of the Sustainability and Risk Management Committee 	19 September 2009
10. Mr. William Ellwood Heinecke	<ul style="list-style-type: none"> Independent Director Member of the Nomination, Compensation and Corporate Governance Committee 	19 September 2009
11. Dr. Siri Ganjarende	<ul style="list-style-type: none"> Independent Director Member of the Audit Committee Member of the Nomination, Compensation and Corporate Governance Committee 	27 April 2010
12. Mr. Kanit Si	<ul style="list-style-type: none"> Independent Director Member of the Nomination, Compensation and Corporate Governance Committee Member of the Sustainability and Risk Management Committee 	27 April 2010
13. Mr. Russell Leighton Kekuwa	<ul style="list-style-type: none"> Independent Director Chairman of the Nomination, Compensation and Corporate Governance Committee Member of the Sustainability and Risk Management Committee 	20 October 2014

Name	Position	Appointment Date of Directorship
14. Mr. Chakramon Phasukavanich	<ul style="list-style-type: none"> Independent Director Member of the Nomination, Compensation and Corporate Governance Committee 	13 November 2015
15. Mr. Tevin Vongvanich*	<ul style="list-style-type: none"> Independent Director Member of the Sustainability and Risk Management Committee Member of the Audit Committee 	24 April 2019
16. Mrs. Kaisri Nuengsigkapien**	<ul style="list-style-type: none"> Independent Director 	30 June 2020

* Mr. Tevin Vongvanich was appointed as a member of Audit Committee in place of Mr. Maris Samaram who has retired by rotation at Shareholders Meeting no.1/2020, effective from 30th June 2020.

** Mrs. Kaisri Nuengsigkapien was appointed as an IVL Director in place of Mr. Maris Samaram who has retired by rotation at Shareholders Meeting no.1/2020, effective from 30th June 2020.

The Authorized Directors

The Authorized Directors who sign on behalf of the Company can be any two of the following directors: Mr. Alope Lohia, Mrs. Suchitra Lohia, Mr. Dilip Kumar Agarwal, Mr. Sanjay Ahuja, and Mr. Yashovardhan Lohia, together with the Company's affixed seal.

Composition of the Board of Directors

There are six executive directors, (1) Mr. Alope Lohia, (2) Mrs. Suchitra Lohia, (3) Mr. Dilip Kumar Agarwal (4) Mr. Udey Paul Singh Gill (5) Mr. Sanjay Ahuja, and (6) Mr. Yashovardhan Lohia.

There are eight independent directors, (1) Mr. Rathian Srimongkol, (2) Mr. William Ellwood Heinecke, (3) Dr. Siri Ganjarerndee, (4) Mr. Kanit Si, (5) Mr. Russell Leighton Kekuwa, (6) Mr. Chakramon Phasukavanich, (7) Mr. Tevin Vongvanich and (8) Mrs. Kaisri Nuengsigkapien, in addition to two non-executive directors, (1) Mr. Sri Prakash Lohia and (2) Mr. Amit Lohia.

Roles, Duties and Responsibilities of the Board

Please see the details under "Corporate Governance Report"

Sub-Committees

Indorama Ventures Public Company Limited consists of 3 sub-committees, namely, the Audit Committee, the Nomination, Compensation and Corporate Governance Committee and the Sustainability and Risk Management Committee. The details of each sub-committee are provided under the topic of "Corporate Governance Report".

Board Meetings

Meetings in 2020						
Name	Board of Directors (7 times)	Audit Committee (6 times)	Nomination, Compensation and Corporate Governance Committee (3 times)	Sustainability and Risk Management Committee (3 times)	Independent Directors (1 time)	AGM 2020
1. Mr. Sri Prakash Lohia*	5/5	-	-	-	-	-
2. Mr. Alope Lohia	7/7	-	-	3/3	-	1/1
3. Mrs. Suchitra Lohia	7/7	-	-	-	-	1/1
4. Mr. Amit Lohia*	4/5	-	-	-	-	-
5. Mr. Yashovardhan Lohia	7/7	-	-	3/3	-	1/1

Meetings in 2020						
Name	Board of Directors (7 times)	Audit Committee (6 times)	Nomination, Compensation and Corporate Governance Committee (3 times)	Sustainability and Risk Management Committee (3 times)	Independent Directors (1 time)	AGM 2020
6. Mr. Dilip Kumar Agarwal	7/7	-	-	3/3	-	1/1
7. Mr. Udey Paul Singh Gill*	6/6	-	-	3/3	-	1/1
8. Mr. Sanjay Ahuja	7/7	-	-	-	-	1/1
9. Mr. Rathian Srimongkol	7/7	6/6	-	3/3	1/1	1/1
10. Mr. William Ellwood Heinecke	7/7	-	3/3	-	1/1	1/1
11. Mr. Maris Samaram**	5/5	3/3	-	-	1/1	1/1
12. Dr. Siri Ganjarende	7/7	5/6	3/3	-	1/1	1/1
13. Mr. Kanit Si	7/7	-	3/3	3/3	1/1	1/1
14. Mr. Russell Leighton Kekuwa	6/7	-	3/3	3/3	1/1	1/1
15. Mr. Chakramon Phasukavanich	7/7	-	3/3	-	1/1	1/1
16. Mr. Tevin Vongvanich***	7/7	3/3	-	3/3	1/1	1/1
17. Mrs. Kaisri Nuengsigkapan**	2/2	-	-	-	-	-

* In the first part of the year 2020, before online meetings for overseas directors were allowed, directors (*) residing outside the country could not physically travel to Thailand due to an international travel ban on account of COVID-19 pandemic. Their absence from meetings during this period has not been considered for attendance purpose.

** Mrs. Kaisri Nuengsigkapan was appointed as an IVL Director in place of Mr. Maris Samaram who has retired by rotation at Shareholders Meeting no. 1/2020 on 30th June 2020.

*** Mr. Tevin Vongvanich was appointed as a member of the Audit Committee in place of Mr. Maris Samaram who has retired by rotation at Shareholders Meeting no. 1/2020, effective from 30th June 2020.

Executives

As of 1st January 2021, IVL's executives are:

Name	Position
1. Mr. Alope Lohia*	Group Chief Executive Officer
2. Mrs. Suchitra Lohia*	Chairperson of Corporate Social Responsibility Committee and Deputy Group CEO
3. Mr. Yashovardhan Lohia	Chief Sustainability Officer
4. Mr. Dilip Kumar Agarwal*	Chief Executive Officer of Combined PET, IOD and Fibers Business
5. Mr. Udey Paul Singh Gill*	Chief Strategy Officer
6. Mr. Sanjay Ahuja*	Chief Financial Officer
7. Mr. Roberto Bettini*	Chief Human Resources Officer
8. Mr. Manoj Kumar Sharma	Head of Account
9. Mr. Souvik Roy Chowdhury	Company Secretary and Head of Corporate Compliance

* Members of Indorama Management Council (IMC)

The Company Secretary

The Board of Directors of the Company has appointed Mr. Souvik Roy Chowdhury as the Company Secretary effective 15th February 2010.

Education

- Chartered Accountant, The Institute of Chartered Accountants of India, India
- Chartered Institute of Management Accountants London – Intermediate
- Bachelor of Commerce, University of Calcutta, India

Working Experience

- 2010 – Present: Indorama Ventures PCL

Duties and Responsibilities of the Company Secretary

The Company Secretary must perform the duties as prescribed in Section 89/15 and Section 89/16 of Securities and Exchange Act (No.4) B.E.2551, effective 31st August 2008 with responsibility, care and integrity and must comply with the laws, objectives, Articles of Association, resolutions of the Board of Directors as well as resolutions of Shareholders. The duties of Company Secretary prescribed by the laws are as follows:

1. Preparation and maintenance the following documents:
 - a. Registration of Directors
 - b. Notice of Board of Directors' Meetings, Minutes of Board of Directors' Meetings and annual reports
 - c. Notice of the Shareholders' Meetings and Minutes of Shareholders' Meetings
2. Keeping reports on interest filed by Directors or Executives and submitting a copy of such report on interest under Section 89/14 to the Chairman of the Board and Chairman of Audit Committee for acknowledge within 7 business days from the date on which the Company has received such report;
3. Performing any other acts as specified in the notification of the Capital Market Supervisory Board.

In addition, the Company Secretary has the following additional duties as assigned by the Company:

- Providing basic advice pertaining to the securities laws and regulations and Articles of Association, monitoring compliance on a regular basis, and reporting any significant changes to the Board.
- Arranging Shareholders' Meetings and Board of Directors' Meetings in accordance with the laws, regulations and related best practices.
- Preparing minutes of the Shareholders' Meetings and the Board of Directors' Meetings, and monitoring subsequent compliance with the resolutions of those Meetings.
- Preparing and maintaining registrations of directors, annual reports, Notice of the Shareholders' Meetings, Notice of Board of Directors' Meetings, Minutes of the Shareholders' Meeting and the Board of Directors' Meetings.
- Maintaining reports of interest filed by directors and executives, and presenting such reports as specified by the relevant laws.
- Ensuring statutory compliances across all subsidiaries.

- Ensuring that corporate information disclosures to regulatory agencies are in accordance with the laws and regulations (both in Thai and English).
- Timely reporting of all necessary disclosures to the Securities and Exchange Commission (SEC) and Stock Exchange of Thailand (SET).
- Assisting with board activities including provide preliminary advice and recommendations pertaining to legal, regulatory, corporate governance issues and best practices related to the board and committees.
- Supporting directors to ensure that they all have sufficient information and knowledge to effectively fulfill their roles and responsibilities and reporting on these developments in the annual report.
- Frequently develops and updates the information relating to company secretary's duties.

Remuneration of Directors and Management

Please see the details under "Corporate Governance Report"

Personnel

- **Number of Employee**

As of 31st December 2020, the Company, including its affiliates and in accordance with its business structure, has total 23,903 employees as outlined below:

Type of Businesses	Numbers of Employees
Combined PET	8,128
Fibers (including Wool)	14,102
Integrated Oxides and Derivatives	1,275
Corporate Supports	398

- **Employee Benefits paid out in 2020**

Items	Amount (in Million Baht)
Wages, Salaries, Bonuses and Staff Welfare	29,743
Provident Funds	37
Long-term Employee Benefits	2,822
Other Long-term Benefits (EJIP)	19

For further details, please see the details under "Corporate Governance Report".

9. **Corporate Governance Report 2020**

As a global company, the Board of Directors and management at Indorama Ventures remain firmly committed to implementing and practicing good corporate governance across all its operations in pursuit of long-term, sustainable business success. The Company continues to abide by the Corporate Governance Code for listed companies 2017 and all the recommendations of the Securities Exchange Commission (SEC), Stock Exchange of Thailand (SET), Institute of Directors, Thailand (IOD) and others. The Company continues to ensure that all IVL employees are aware of our Corporate Governance principles and practices. The Corporate Governance Manual (the Manual), approved by the Board in August 2019, provides all IVL directors, managers, employees and stakeholders a clearer focus of how the Company's values are being implemented and how corporate governance is being realized at IVL.

9.1 **Corporate Governance Principles**

In the Manual, the Corporate Governance Policy was renamed the Corporate Governance Principles which follow the guidelines set out by the SET and the Corporate Governance criteria under the OECD Principles. It covers the following: a) the rights of shareholders; b) equitable treatment of shareholders; c) the role of stakeholders; d) disclosure and transparency; and e) the responsibility of the Board of Directors. The Corporate Governance Principles provide the basic foundation for sound, long-term oriented governance, and balance the interests of the Company's many stakeholders.

Furthermore, the Board of Directors performs its duties as suggested in the Corporate Governance Code for listed companies 2017 (the Code) issued by the SEC. It consists of eight principles: 1) Establish clear leadership roles and responsibilities of the Board; 2) Define objectives that promote sustainable value creation; 3) Strengthen Board effectiveness; 4) Ensure effective CEO and people management; 5) Nurture innovation and responsible business; 6) Strengthen effective risk management and internal controls; 7) Ensure disclosure and financial integrity; 8) Ensure engagement and communication with shareholders. The Company has implemented 97% of the SEC's recommendations.

In addition, the Board oversees and enforces the Company's adherence to the rules and regulations of Listed Companies issued by the SEC and Capital Market Supervisory Board (CMSB) and implements the recommendations as stated in the Corporate Governance Report of Thai Listed entities (CGR) issued by the IOD, ASEAN Corporate Governance Scorecard and Transparency International.

Highlighted Corporate Governance Practices in 2020

The Company has adopted and consistently complied with principles of good corporate governance as recommended by the SET as explained in the various sections below. However, the following may be noted:

1. The Manual, as mentioned above, was introduced to all IVL entities globally in September 2019. The Corporate CGPAC Team provided various support to units to ensure its effective implementation. Details are further explained below in the IVL Corporate Governance Policy Awareness Campaign 2020.

2. The Company has a Chairman of the Board who is a Non-executive Director and a major shareholder, who was chosen because of his vast experience in what is a very complex industry. The Chairman has no role in the management of the Company but his experience is called upon to advise the Board as necessary. He was re-appointed for another term.
3. The Company formalized the appointment a Lead Independent Director (LID) since February 2018. The roles and responsibilities of the LID were revised during the year to be aligned with good governance practices.
4. To improve gender diversity of the Board, a female independent director was appointed at the Annual General Meeting of Shareholders No. 1/2020 in June 2020. The Board now has two female directors.
5. Charters and other governance policies were reviewed and amendments were made as required. This is discussed in a later section of the report.
6. A new Whistleblower Committee, together with a Charter, were approved by the Board of Directors in November 2020. Further details are provided in the Whistleblower Policy.
7. The Company does not use "Cumulative Voting" for the election of Company directors.

The Company received the following assessment and awards for its good corporate governance practices in 2020:

1. **A score of 100 percent for the 2020 Annual General Meeting** of shareholders, judged by the Thai Investors Association. This was the ninth consecutive year this score was received.
2. An **"Excellent - 5 Star" CG score** in the practice of **Corporate Governance of Thai Listed Companies** carried out by the Thai Institute of Directors (IOD) in conjunction with the Stock Exchange and Security Exchange Commission of Thailand. The excellent CG score is the highest possible rating and is awarded to firms with a score of 90-100 percent. IVL again scored 93 percent. This is the eighth consecutive year that IVL received the "5 star" rating.
3. IVL was one of the awardees of the **Asset Class PLC** award for the 2019 ASEAN CG Scorecard (ACGS) announced in 2020. ACGS is supported by the ASEAN Capital Markets Forum (ACMF) and Asian Development Bank (ADB).
4. The Company is in the process of renewing its certification for **Thailand's Private Sector Collective Action Coalition Against Corruption (CAC)** due in 2021. IVL received its first certification in October 2014.
5. The Company was listed in the **Dow Jones Sustainability World and Emerging Markets Indices 2020 (DJSI)** - Chemicals Industry in **third place** among the top 115 global chemical companies.
6. The Company participated in the **CDP's Climate Change Assessment** for the fifth consecutive year and achieved a **"B" Rating** in 2020.
7. The Company was included as a constituent of the **FTSE4Good Index Series** and received the **Best ESG Score in the 100 Percentile** of the group.
8. The Company received a **Gold Recognition for sustainability from EcoVadis**. This achievement places the company in the **top 2% of companies** that manufacture basic chemicals, improving from a top 3% placement in 2019.

9. The Company received the **Thailand Sustainability Investment (THSI)** award from the Stock Exchange of Thailand for the **sixth consecutive year**.
10. The Company was awarded a **First Rank** in the **Leading SET Index Bloomberg ESG Disclosure Scores**.
11. The Company achieved a “**BBB**” rating in the **MSCI ESG Rating** in 2020, improving from a “**BB**” rating in 2019.
12. The Company received the **Sustainability Disclosure Award 2020 from Thaipat**, which recognized IVL’s good practice of disclosing social and environmental policies as well as outstanding performance in environmental, social and governance (ESG) factors, supporting long-term sustainable development.

IVL Corporate Governance Awareness Campaign 2020

IVL has had a Corporate Governance Policy Awareness Campaign (CGPAC) since 2013. The CGPAC Team in Bangkok has, through a dedicated resource, continuously monitored progress and provided guidance and support to establish strong awareness among all IVL associates in not only understanding all corporate governance related policies but their implementation through training in the spirit in which they were created. The CGPAC is a continuous program that communicates, trains, reviews and monitors implementation.

In 2020, the CGPAC Team continued to support the effective implementation of the CG Manual at all IVL units by:

- Developing an Anti-Corruption Assistance Package (the Assistance Package) as a guideline for units on how to effectively implement the Anti-Corruption Policy. Further details are provided in the Anti-Corruption and Bribery section.
- In view of the travel restrictions due to the pandemic, the team intensified their online training sessions and meetings with local teams who are responsible for communicating the Manual and implementing the Anti-Corruption Policy to their employees. Based on the requirements of each unit, the CGPAC Team used both lectures and in-depth discussions in delivering the online sessions, ensuring consistency and a clear understanding.

Online training session statistics with local teams conducted by the CGPAC Team

Number of Sessions			Number of Attendees		
CG Manual	Anti -Corruption Assistance Package	Total	CG Manual	Anti -Corruption Assistance Package	Total
9	21	30	211	260	471

The training session introduced the CG Manual to employees to provide guidance on how they can take part in creating good governance in the Company. The session began with an introduction of the concept of corporate governance and how it applies to IVL. It then discussed IVL’s Code of Conduct with examples of ethical dilemmas that employees may face. To encourage the reporting of any wrongdoing that they may come across, the session concluded by informing employees about the Company’s whistleblower reporting channels.

Following the training session, the units tested the level of understanding of employees on the CG Manual. In 2020, the CGPAC Team also developed a set of quiz questions and distributed them to all units to be used in their training.

- A set of training videos was developed to facilitate local teams in delivering their training of the Manual through online platforms. The duration of each video is within 15 minutes to ensure the full attention of trainees. Subtitles were added in Dutch, Polish, Portuguese (Brazil), Spanish and Turkish.
- An e-Book version of the Manual was also developed to make it more interesting and easier to navigate. Readers can click on content to directly access the relevant links containing annexes or webpages. The e-Book is available on IVL's website in multiple languages including Thai, Chinese and Spanish.

All site heads are responsible for the implementation of the Manual and report their results to the CGPAC Team which forwards the findings to the Nomination, Compensation and Corporate Governance Committee and the Board.

Site/HR heads ensure that employees are informed about the CG Manual as soon as they join the Company and new employees must acknowledge that they have read and understood the Manual. This initiative has ensured that all new employees are aware of the program.

The CGPAC Implementation Report for 2020 revealed that **86%** of all employees attended corporate governance training in the past three years, increasing from the 80% reported last year. The proportion of sites with 100% training coverage of their employees also increased from 60% in 2019 to **81%** in 2020.

To maintain the momentum in 2021, the CGPAC Team will develop a Conflict of Interest Assistance Package to facilitate the implementation of the related policy. The CGPAC Team will provide online training for unit management along the lines of the rollout of the Anti-Corruption Assistance Package. The CGPAC Team aims to deliver training sessions for all units in Asia and at least four training sessions for units from Europe, the Middle East and Africa (EMENA) and the Americas.

The CGPAC Team also plans to develop a new set of training toolkits for units to provide training locally. The training will focus on case studies relating to policies in the CG Manual.

The Corporate Governance Manual and related policies are reviewed annually. The CGPAC Team submits their recommendations to the Board for any changes to policies each year as required.

9.1.1 Rights and Equitable Treatment of Shareholders

The Company's utmost priority is to protect the rights of shareholders, irrespective of their shareholdings, and encourage them to exercise their rights as specified in relevant laws.

The Company recognizes the basic legitimate right of shareholders, whether major or minor, local, foreign or institutional, to participate in shareholders' meetings; to appoint a proxy to participate and vote at the meeting; to vote for the appointment or removal of Individual Directors; to vote on the annual appointment of statutory auditors and fix their remuneration and to vote on various other businesses of

the Company. IVL implemented all of these shareholder rights at their Annual General Meeting of Shareholders No. 1/2020 held on June 30, 2020.

Shareholders' rights also include the eligibility to receive dividend payments and the right to give opinions and enquire into business matters of the Company at the shareholders' meeting.

Apart from the above, IVL also recognizes the equal rights of all shareholders to obtain accurate, adequate and timely information from the Company for their decision-making and will always strive to provide the same.

IVL has no agreement of any kind with any of its shareholders and has a straight forward structure with its subsidiaries, affiliates and joint venture partners with no joint holding and cross holding of shares.

Information on IVL Group's structure is available on the Company website under "Our Company" and updated quarterly.

a) General Rights and Equality

IVL provides an opportunity for minority shareholders to propose agenda items and to nominate qualified individuals to be elected as Directors of the Company before the AGM for a period of over 90 days. Such notifications to shareholders are posted on the websites of the SET and the Company, most recently on September 3, 2020. The notification clearly mentioned the procedures and criteria. The Company has not received any proposal from any shareholder and this was conveyed to the Board in February 2021.

IVL will continue to provide opportunities for minority shareholders to participate in fundamental corporate decisions.

To ensure that shareholders receive the annual audited financial statements and quarterly reviewed financial results on time, IVL disclosed the 2019 annual audited financial statements and the three reviewed quarterly financial statements of 2020 on the same day of their approval by the Board of Directors and/or Audit Committee through the websites of the Company and SET in English and Thai.

IVL ensures regular and timely disclosures through its website and also through the SET on all relevant information such as the Annual Report, Form 56-1, Shareholders' Meeting resolutions, important Board resolutions, acquisition updates, opportunity day presentations, analyst reports, press releases and other relevant information about the Company and its subsidiaries in an effort to keep shareholders informed on a timely and adequate basis.

IVL strongly believes in the participation of its shareholders and the important need for them to understand the operations and business activities of the Company and its subsidiaries and to interact with the management. The Company organizes visits by shareholders to its plant in Thailand every year. For 2020, the Company could not organize a plant visit due to the COVID-19 pandemic. Such annual visits shall continue to be organized in future as and when the situation improves.

Normally, shareholders are notified more than 30 days before the Shareholders' Meeting. Each shareholder receives complete and adequate information on the criteria and procedures of the meeting. However, due to the COVID-19 lockdown in Thailand and restrictions on holding large gatherings, the Annual General Meeting of Shareholders No. 1/2020 scheduled for April 22, 2020 for which the notice

was sent out more than 30 days in advance (March 25) was cancelled and subsequently held on June 30, 2020 with a shorter notice period in accordance with the law. The main intention of the Company was to hold the Annual General Meeting as soon as possible without any inordinate delay.

All information sent to shareholders was posted on the Company's website both in English and in Thai on June 4, 2020. The shareholders were provided the facility to download the relevant information including the proxy forms.

The notice of the meeting was also communicated through the SET on June 4, 2020 and local newspapers to remind shareholders to participate at the meeting.

Shareholders were given the opportunity to submit questions in advance regarding the agenda, together with comments if any, from the date they were notified of the meeting. The procedure for submitting such questions was clearly mentioned in the notice to the meeting.

To support the measures of the Department of Disease Control, Ministry of Public Health, to reduce any risks from the COVID-19 outbreak and with regards to the health and safety of its shareholders, the Company informed shareholders of the guidelines for attending the shareholders' meeting in the notice.

The Company selected a meeting venue to avoid crowding from seating arrangements with appropriate social distancing at a minimum of 1.5-2 meters distance between each seat. This limited the number of available seats in the meeting room but additional seating arrangements together with a live broadcast was made available in other rooms. All shareholders who wanted to attend the meeting were accommodated.

For the safety and well-being of attendees, no microphone was available to ask any questions at the meeting. The Company requested that shareholders who wished to ask questions write them down and submit their questions at the meeting room.

For 2020, as a safety precaution, IVL shareholders were encouraged to attend the AGM by proxy, in which shareholders can appoint either their authorized person or any one of the four Independent Directors nominated by the Company in this regard. The profiles of the Independent Director(s) were attached to the notification of the meeting.

The venue of the AGM was at a central location easily accessible to all, and a map of the location was provided in the notice to the meeting. The meeting was held at 2.00 pm in the afternoon.

On the meeting date, the Company arranged the shareholder registration to start more than two hours before the meeting. The preparation of the venue, greeters and appropriate number of registration staff were arranged to assist shareholders in the registration process. The registration continued even after the meeting had started to ensure the participation of all shareholders who came to attend the meeting.

The Company had detailed which documents were necessary for shareholders to present on the meeting date in order to have the right to attend the meeting, including the designated proxy form and shareholders were assisted by Company staff.

A barcode scanning system was used for the registration, providing a quick and efficient registration process. Barcoded ballots were handed out to each shareholder for voting.

To enable shareholders to make decisions, IVL provided adequate information in the notice to the meeting as to the agenda items.

Appointment of New Directors and Re-Appointment of Retiring Directors

Five Directors on the Board retired by rotation and agreed to be re-appointed for another term. In this regard, they gave their consent to the NCCG Committee to consider their re-appointment. The NCCG Committee after considering the experience and contribution of the Directors retiring deemed it appropriate to re-appoint them for another term and recommended the same to the Board.

The sixth Director (independent), who retired, opted out for re-election due to the mandatory retirement age criteria as specified in the Board Charter.

The Board, on the recommendation of the NCCG Committee, recommended the appointment of Mrs. Kaisri Nuengsigkapien as a new Independent Director in place of Mr. Maris Samaram who opted out of re-election. The appointment of Mrs. Kaisri improves the Board's gender diversity. She is the second female Director.

Profiles of the new Director and five Directors retiring and offering themselves for re-appointment include the following information, in order to facilitate voting by shareholders. Their name, age, type of directorship, family relationship with other directors, educational background, director training, work experience, positions held in other listed organizations, position in competing company/connected business that may cause a conflict of interest, number of years as director of the Company, shareholdings, legal disputes, meeting attendance and the opinion of the Board.

The NCCG Committee selects candidates with the highest personal and professional integrity, with demonstrated and exceptional abilities and judgment and who shall be the most effective, in conjunction with the other candidates and serving directors, in properly serving the long-term interest of shareholders.

In addition, the Committee considers the appropriate mix of skills, education, experiences, independence, knowledge, gender i.e. a broad diversity to match with the Company's requirements.

No Director of the Board has been proposed by major shareholders.

The appointment and re-appointment of retiring Directors was approved by shareholders based on the "one share one vote" method.

Minority shareholders were given the opportunity to nominate qualified individuals to be elected as Directors of the Company before the AGM for a period of over 90 days, but no proposals were received by the Company.

b) Approving Directors Remuneration

Independent and Non-Executive Directors

The Board reviewed and recommended to shareholders the remuneration of the Independent and Non-Executive Directors for 2020 and the annual bonus for all IVL Directors payable for 2019 performance as recommended by the NCCG Committee.

The policy followed by the NCCG Committee to recommend to the Board and shareholders the compensation and benefits of Independent and Non-Executive Directors are as follows:

- Compensation should fairly pay directors for work required in a company commensurate with the size and scope of the work;
- Compensation should, if possible, align directors' interests with the long-term interests of shareholders;
- The structure of the compensation should be simple, transparent and easy for shareholders to understand.
- Compensation for Non-executive Directors and Independent Directors is inclusive of a monthly retainer fee and annual bonus based on the previous year's Company performance.
- Additional compensation will be paid to directors serving on various sub-committees.

To implement the policy, the NCCG Committee designs an appropriate compensation package based on comparable listed companies with the following criteria:

The remuneration of the Chairman of the Board and Chairmen of the sub-committees who are either Independent or Non-Executive Directors is calculated at approximately 1.5 times the other members.

In determining the bonus payable to all Directors, the NCCG Committee assesses the individual performance annually based on their contributions, responsibilities, expertise and attendance. This assessment is undertaken by way of a Director Self Evaluation Form.

The total bonus is determined in relation to the profit of the Company and uses a point system to allocate amongst the directors as approved by the Board. There was no change in the retainer fee in 2020. No retainer fee was paid to Executive Directors on the Board of IVL.

Details of the remuneration paid in 2020 to the Independent Directors and Non-Executive Directors and the bonus for 2019 performance to all Directors is in the latter part of this report under Director Performance.

The Chairman of the NCCG Committee explained the above policy and the basis of calculation of the remuneration of Independent and Non-Executive Directors to shareholders at the 2020 Annual General Meeting.

Executive Directors and Management

The policy and criteria for Executive Directors and Management is elaborated in Board of Directors Performance in the later part of this report.

c) Appointing the External Auditor and Approving the Audit Fee

To facilitate shareholder voting, the notice of the meeting detailed the name of the audit firm, the auditors' names, the independence of the proposed auditors, the number of years they acted as the Company's auditor, the total audit and non-audit fees paid in 2018 and 2019 and separately, the Company audit fee proposed in 2020, together with the opinion of the Board based on the recommendation of the Audit Committee.

d) Payment of Dividend Interim Dividends

The dividend policy of the Company states that a dividend will be paid at not less than 30% of net profit after tax and appropriation to the legal reserve.

In compliance with the dividend policy of the Company, from the 2019 operating results, the Company paid four interim dividends at a rate of (i) 0.35 baht per share on June 4, 2019; (ii) 0.35 baht per share on September 5, 2019; (iii) 0.35 baht per share on December 11, 2019; and (iv) 0.175 baht per share on May 8, 2020, respectively. The fourth dividend payment was paid to alleviate the impact on the dividend entitlement of shareholders caused by the postponement of the AGM 2020. Thus, the total dividend payment for the year 2019 was 1.225 baht per share. No further dividend was proposed at the Annual General Meeting held in June 2020.

e) Shareholders' Meeting

IVL's policy is to conduct shareholders' meetings in accordance with the Articles of Association of the Company and related laws to allow shareholders to fully exercise their rights in an informed manner.

The annual general meeting of shareholders must be organized within four months from the closure of the fiscal year of December. For fiscal year 2019, due to the COVID-19 crisis, the AGM was held on June 30, 2020 due to the enforcement of the lockdown in April and May in Thailand. The meeting started with 1,993 shareholders in person or proxy and representing 85.09% of the total shares sold. At the close of the meeting there were 2,026 shareholders in person or proxy representing 85.10%. The meeting started at 2.00 pm and ended at 3.50 pm.

Due to the COVID-19 travel restrictions worldwide, the Chairman of the Board, Mr. Sri Prakash Lohia, Chairman of the Boards, Mr. Amit Lohia, Non-Executive Director, and Mr. Udey Paul Singh Gill, Executive Director, who are all based out of Thailand could not attend the meeting. The Vice Chairman of the Board Mr. Rathian Srimongkol was appointed as the Chairman of the meeting.

Excluding the above three overseas directors, the remaining 13 Directors based in Bangkok attended the meeting in person including the Group Chief Executive Officer (GCEO), Chairman of the Audit Committee, Chairman of the NCCG Committee, the external auditors, the internal auditor of the Company, the legal counsel of the Company and senior management team members.

During the meeting, all shareholders were encouraged to question, express their opinions, suggestions, recommendations and request additional information to clarify any issues relating to the meeting. Shareholders were requested to write down their points and submit them to Company staff who in turn handed them over to the Chairman.

All answers to questions raised by shareholders were uploaded on the Company's website.

Prior to starting the meeting, the Chairman and his representative briefed shareholders on the criteria governing the meeting including the voting procedure. The legal counsel from The Capital Law Office, the Company's legal counsel was nominated to inspect the voting and vote counting procedure. In order to make the voting process fast and accurate, the Company used an electronic voting system. For each agenda/sub-agenda separate ballots were provided. After every agenda item was discussed and put to a vote, the ballots were collected and scanned. The results of the voting for each agenda

were declared during the meeting and a summary of the results was presented at the close of the meeting.

The vote count was carried out in a transparent manner with one share being equal to one vote. Approval of a resolution was based on a majority of votes as there was no special resolution that would require three fourths of the eligible votes.

During the meeting, the Company did not introduce any unexpected important information or any new agenda items that were not notified to shareholders earlier. Directors who were to be re-appointed at the meeting left the meeting room when the agenda on their re-appointment was taken up.

The Company ensured that all shareholders were accommodated to attend the meeting even beyond the specified time limit.

The Chairman gave shareholders sufficient opportunity to have their questions addressed to the Chairman, GCEO, Chairman of the Audit Committee, Chairman of the NCCG Committee and management team during the meeting. The management team met shareholders informally after the meeting.

All the agenda items were passed by an average of around 99% of the total eligible votes. The resolution of the meeting, including the number of votes cast, was disclosed through the SET website on the same day of the meeting.

Comprehensive minutes of the meeting were recorded. They included the names of the Directors who attended and those who did not attend the meeting, summary of questions asked, important explanations and clarifications, and the voting results of each agenda and sub-agenda divided into for/against/abstained. The minutes were submitted to the SET within the required period of fourteen days after the AGM date. A copy of the minutes was also posted on the Company's website at the same time.

f) Reporting of and Trading in IVL Securities

The Company has a written policy in place on the reporting of and trading in IVL securities. Under this policy, no director or management shall directly or indirectly trade in IVL securities during the period of 15 working days prior to and two working days subsequent to the date of filing with the SET of the quarterly and annual financial statements of the Company. Further, if any director or management trades in IVL securities, they have to report to the SEC using the prescribed form within three working days and inform the Company Secretary Department. Every quarter, a summary of the shareholdings of Directors and management is reported to the Board.

g) Connected Transactions

The Company has in place a detailed policy on connected transactions which is stringently followed. The policy states who is a connected party and what constitutes a connected transaction, the various types of connected transactions and their threshold criteria/values for approval and disclosure purpose and what procedures to follow when there is a new connected transaction. The guideline is circulated at the beginning of each year in order to remind all concerned about the compliance requirements regarding connected transactions. The Internal Audit Department ensures that all connected transactions follow the rules and regulations as prescribed by SEC/SET and internal policy guidelines.

Any proposed new connected transaction is brought to the notice of the Internal Audit Department which, after their verification, forwards their recommendation to the Audit Committee through the Secretary of the Audit Committee. The Audit Committee, after their review, will in turn provide their recommendation to the Board. Without IVL Board approval, no new connected transaction can be made effective. At every quarterly meeting of the Audit Committee and Board of Directors, a statement of all the continuing connected transactions of the Company and its subsidiaries is submitted for acknowledgement.

However, the Company and its subsidiaries may have connected transactions with their Directors, management or potential connected persons. As a result, the Board of Directors Meeting approves, in principle, that management is empowered to approve such transactions under reasonable, transparent and non-corrupt conditions, provided that such a transaction is categorized as one with the same commercial terms as those an ordinary person would agree to with any unrelated counterparty under similar circumstances, on the basis of commercial negotiations (general trading conditions) and without any dependent interest resulting from the status of director, management or connected person, as the case may be.

Any Director who is directly or indirectly interested in any transaction abstains from discussions and voting. The Company has not given any financial assistance or guarantee to any external party.

Summary of Connected Transactions is reported separately in the Annual Report.

9.1.2 Role of Stakeholders

IVL gives equal importance to all of our stakeholders, both internal and external, such as shareholders, personnel, business partners, customers, competitors, creditors, communities, the environment and society. The Company is fully aware that support from each stakeholder will sustain and reinforce its competitive advantage and profitability.

The Company's policy safeguards their rights by strictly complying with applicable laws and regulations and to take into consideration their interests.

IVL's stakeholder policies are now part of the new Manual. Some of the policies which previously addressed groups of stakeholders separately were reviewed and integrated to avoid redundant provisions and elaborate on the more precise treatment of each group of key stakeholders.

IVL's policies relating to its Directors, employees and stakeholders in the new Manual are:

- Use of Internal Information
- Anti-Corruption Policy
- Environment Policy
- Intellectual Property Policy
- Human Rights Policy
- Health and Safety Policy
- HIV-AIDS

- Diversity Policy
- Treatment of Stakeholders:
 - Shareholders
 - Customers
 - Suppliers
 - Creditors
 - Competitors
 - Government
 - Media
- Whistleblower Policy
- Supplier Code of Conduct

All of the above policies, though included in the Manual, are separately disclosed on the website for reference. The policies are all uniformly structured.

As part of the CGPAC initiative and to develop and improve the relationship between IVL and its stakeholders, management will, on a continuous basis, reinforce that everyone working at IVL is aware of and understands all stakeholder related policies; and that they are implemented in the spirit in which they were created through continuous a program of training, seminars and monitored implementation.

The Company also communicates the Manual and Suppliers Code of Conduct with key stakeholders to ensure that they are aware of and have a clear understanding of IVL's corporate policies. Key stakeholders include the employees of contactors, suppliers, customers, local administration or authorities and external auditors, for example. On average, 70% of units directly communicated with key groups of stakeholders in 2020.

The Manual and related policies will be reviewed periodically and changes will be implemented as required.

The Company publishes a sustainability report every year. This is available on the Company's website in the sustainability section.

a) Shareholders:

IVL and our subsidiaries strive to conduct business in a transparent and efficient manner with a view to enhancing shareholder value and returns. We will only seek new businesses and projects that are accretive to shareholder value.

b) Customers:

IVL and its subsidiaries will strive to maintain and strengthen long-term and loyal relationships with customers and are determined to ensure customer satisfaction by providing high quality products and services that best fit customer needs at competitive prices, supported by a high standard of service and accurate information regarding our operations and products.

The Company believes in and will strive to keep communication channels open for constant customer feedback.

The Company hired J.D. Power to perform a customer satisfaction survey during the year. The customer satisfaction index average score for 2020 was 86.16.

c) Personnel:

All personnel of IVL and its subsidiaries are considered valuable assets, critical to the growth and profitability of the Company, where we strive to provide a conducive and quality-oriented work environment with the utmost emphasis on safety along with fair and equitable compensation compatible with similar businesses.

The Company prioritizes developing the skills, knowledge and potential of employees, and strives to build a work environment that is rich in diversity and attracts and retains high performance employees. The Company and its subsidiaries provide an orientation program for all new employees and development programs thereafter to develop and refresh their skills.

As the Company operates globally, each of its facilities has its own employee welfare policy, which is in line with local laws and regulations.

The Company has comprehensive policies on compensation and welfare for employees across all its global locations. These follow the local rules and regulations of the country where they are located.

The details of Indorama Ventures' compensation and training activities are provided below in the "People" section at the end of this report.

d) Suppliers:

IVL and our subsidiaries foster beneficial, long-standing and growing relationships with all its suppliers, based on mutual benefits and guided by good business ethics. We also want to work with our suppliers who operate in a fair, honest, and socially responsible manner. We feel strongly that we have a responsibility to ensure that consumers can trust the safety and quality of our products. Suppliers are expected to provide goods and services that meet all government and agreed-upon quality and safety standards.

Just as we have set standards for our business through our policies, we expect our suppliers, in addition to complying with all environmental regulations, to share our commitment to use resources responsibly; eliminate and reduce waste; minimize their carbon footprint; offer a selection of natural, organic and eco-friendly products and develop facilities that align environmental, community, and business needs.

They should ensure that they adopt and implement acceptable safety, product quality, labor, and human rights, and social and legal principles in line with our own policies and to ensure these issues are adequately managed within the business for any goods or services supplied to us.

We have set ethical boundaries for ourselves and expect our suppliers to comply with them, acting with integrity and lawfully in the handling of competitive data, proprietary information and other intellectual property, and complying with legal requirements regarding competition, antitrust, and accurate and truthful marketing.

The Supplier Code of Conduct has been implemented in order to encourage the Company's supply chain to acknowledge and implement universal standards. The CGPAC Committee receives periodic reports from business units on the implementation status.

e) Creditors:

IVL and our subsidiaries attempt to provide its creditors with full and accurate information about the progress of the Company, as required for smooth business dealings and to comply with all our obligations.

Moreover, we want to see our creditors adhere to business principles consistent with our own and ensure that their products and services are produced and delivered to comply with all legislation relevant to their business in the areas where they operate.

f) Competitors:

IVL and our subsidiaries will act within the rules with respect to our competitors and employ best practices in dealing with them, as well as working towards market development and growth for the benefit of the industry as a whole.

g) Government:

IVL honors our relationships with governments and regulatory authorities in all of the jurisdictions where we operate and will comply with their instructions, statutory requirements and applicable laws concerning all aspects of our businesses.

h) Media:

IVL provides accurate and relevant information to the media as it plays a vital role in communicating information about the Company to the general public.

Whereas the Corporate Communication Department acts as a liaison with the media to provide information, only authorized spokespersons may be interviewed or speak on behalf of the Company.

i) Community, Environment and Society:

IVL and our subsidiaries care about the safety of society, the environment, and the quality of life of people associated with all its operations and strives to comply with applicable laws and regulations. IVL and our subsidiaries try to actively participate in all activities that support and care for the environment and society and promote cultures in which the company operates.

IVL and our subsidiaries treat and dispose of waste in a manner that will have the least impact on society, the environment and people.

IVL has taken various steps towards the sustainability of not only the Company, but of the community as a whole. We want to ensure:

- A consistent supply high quality products and services to our customers
- That we create value for our investors
- That we provide a favorable work environment
- That we are a good community neighbor

- That we minimize the environmental footprint we leave behind

IVL encourages our employees to get involved with local environmental projects; especially those aligned with the Company's CSR strategy. We also provide relevant training for our employees so that they will have a clearer understanding of environmental issues relating to the Company's business and be able to help reduce our environmental impacts.

The Company cooperates with various waste management initiatives conducted by the private and public sector and undertakes an education program for communities to promote correct waste management methods.

We are committed to meet and surpass the environmental laws and regulations pertaining to each business and region, with periodic analysis and third-party inspections conducted in each plant.

j) Code of Conduct:

The Company, through the Code of Conduct, strives to achieve observance of ethical practices, honesty, and accountability, as well as a responsibility to all stakeholders and external agencies. The new CG Manual, effective from September 2019, now has one unified code for IVL directors and employees. Prior to this, there was a separate code of conduct for directors and employees. All governance policies of the Company are now reflected through the Code of Conduct in order to eliminate overlaps and duplications that existed previously and to better ensure that the values of the Company are realized on a day-to-day basis. The training of the code is embedded in the training of the new Manual.

Prior to the new Manual, all directors and employees were made aware of their respective codes.

k) Anti-Corruption and Bribery:

The new Manual explains among other things the Company's strong position against bribery and corruption. As a global company, IVL ensures that we reach the highest level of governance and for this reason; we have stipulated that we will abide by strict policies regarding corruption and bribery.

To demonstrate our firm commitment against corruption and bribery, the Board of Directors approved the Anti-Corruption Policy included in the new Manual of the Company. The policy provides a definition and explains the key practices to avoid engagement in any form of corruption.

The Company also adheres to all local, national and international laws where appropriate.

The Collective Action Against Corruption (CAC) certification was first received by the Company in 2014 and successfully renewed in 2018 for another three years. The Company submitted all documents for the 2021 renewal in mid-December 2020.

Having adopted an anti-corruption framework, including policy awareness and implementation of compliance, IVL created a strong anti-corruption culture and became a CAC certified company in Thailand.

An Anti-Corruption Assistance Package (The Assistance Package) was developed and shared with all units in 2020. It is based on anti-corruption frameworks that are widely accepted both in Thailand and internationally. The Assistance Package consists of a checklist and guidelines to streamline IVL's Anti-Corruption Policy, and to complement and assist units in further building out their existing Anti-

Corruption Systems. This Assistance Package has been warmly accepted by the units and will help to reinforce the anti-corruption culture across IVL.

To ensure that the units have a good understanding of the Assistance Package, the respective management at local units were explained in detail about the Assistance Package through the following two channels:

1. Online training and meeting sessions with local teams

Statistics: Anti-Corruption Assistance Package Online session

Number of Sessions	Number of Attendees
21	260

The session consisted of two main parts. First, the session introduced what the Assistance Package is and how it assists the unit in the implementation of the Anti-Corruption Policy. Second, the session discussed elements of the Anti-Corruption System, including suggestions on corruption risk assessments, internal control procedures to prevent corruption and emphasis of employee training, the grievance mechanism and others.

2. A short video was shared with all units to provide an overview of the Assistance Package, a brief explanation of key elements of the Anti-Corruption System and action steps that the teams at the units were required to take.

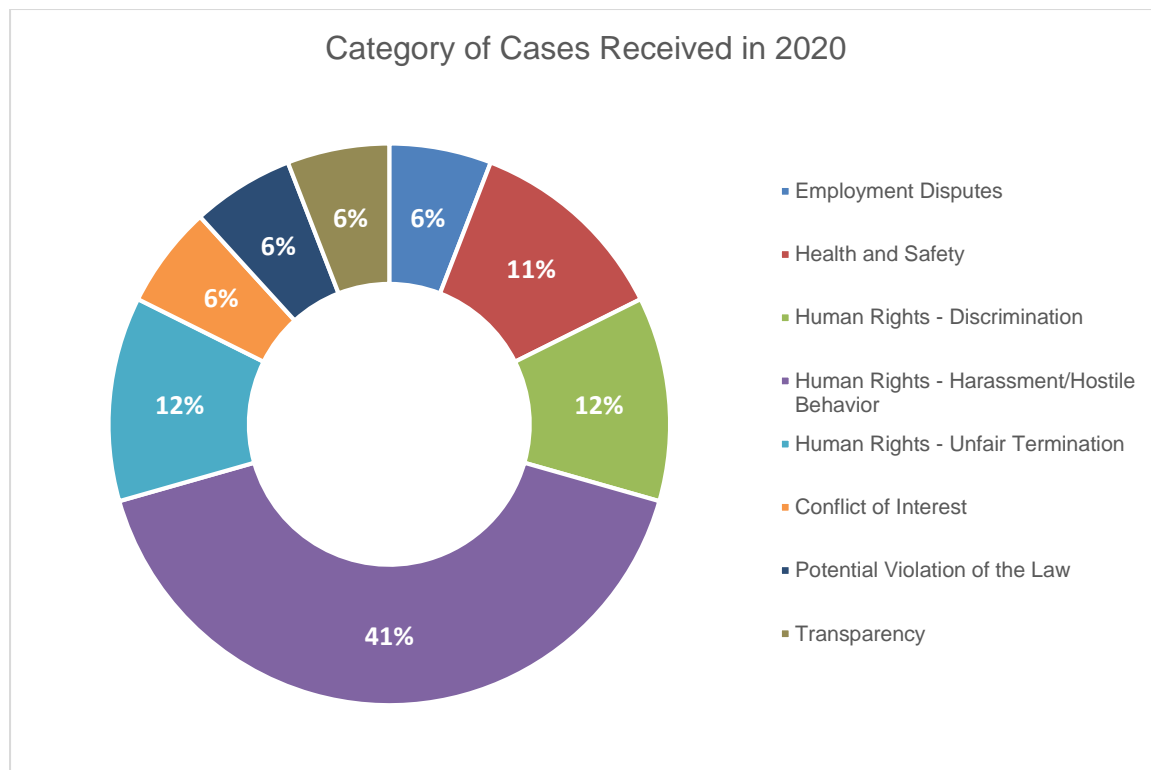
To provide employees with easy communications regarding our firm's zero tolerance of corruption, as well as to address practical guidelines and specific forms of corrupt activities that may arise in the course of the company operations, the Company continuously enforces training in local languages.

The Anti-Corruption Policy and education materials were uploaded on the Company's intranet and disseminated to overseas units to ensure that our policy is well-communicated, and the same standards and practices are made available worldwide. The CGPAC Team continuously monitors the progress of the training and awareness at all IVL sites and receives periodic feedback. To support these continued efforts and to monitor the implementation of the Anti-Corruption Policy, the Internal Audit Department conducts checks across all units and functions and reports their findings to the Audit Committee.

1) Whistleblower Policy:

The Company has a "Whistleblower" policy that allows all employees the opportunity to raise issues on any unethical practice (whether or not a violation of law), to the Whistleblower Committee without necessarily informing their line managers and without revealing their identity. The policy has been communicated to all employees globally and uploaded on the Company website. Employees may contact the committee via e-mail to ethics@indorama.net, conventional mail directed to the Whistleblower Committee at the Head Office in Bangkok, or by an independent website, whistleblower.indoramaventures.com. The main objective of these reporting channels is to provide anonymous reporting options for whistleblowers who can choose the channel they feel is most convenient and secure for them to report and to communicate with IVL's Whistleblower Committee. In return, the committee guarantees the protection of whistleblowers whose identities remain confidential under all circumstances and that no action will ever be taken against a whistleblower for any reason whatsoever. This information has been strongly communicated to all business units.

During 2020, the Whistleblower Committee received 20 complaints. Fifteen cases have been resolved and two are still under an investigation while three are not whistleblower cases. All cases carried over from 2019 have been resolved. The chart below depicts the categories of cases in 2020. A summary of the investigations and the actions taken were reported to the NCCG Committee and the Board of Directors.



The Board of Directors appointed new members of the Whistleblower Committee and approved the Whistleblower Committee Charter in November 2020.

The Whistleblower Policy and the reporting website are EU General Data Protection Regulation (GDPR) compliant.

m) Complaint Filing Channel for Stakeholders:

The company has opened a channel for all stakeholders to bring concerns to independent directors via the e-mail independentdirectors@indorama.net. This channel may also be used by internal and external stakeholders to raise complaints or comments on any issues.

The channels to communicate with the Whistleblower Committee and Independent Directors are prominently highlighted on the Company's website in the "Corporate Governance" section.

9.1.3 Disclosures and Transparency

IVL's policy is to deliver all important information relevant to the Company, both financial and non-financial, that may have an impact on the interests of shareholders or any decision on whether or not to invest in the Company. All such information is disclosed sufficiently, accurately, on a timely basis and transparently through easy-to-access channels that are fair and trustworthy and all such information complies with the relevant rules of the SEC/SET.

The communications channels used are the Annual Report, Form 56-1, Management Discussion and Analysis (MD&A), press releases, the SET's website, shareholders' meetings, analysts' meetings and the Company's own website.

The designated executives that can disclose information about IVL include the Group Chief Executive Officer (Group CEO), the Company Secretary Department and the Investor Relations and Corporate Communications Department. They provide information to interested parties on various occasions such as one-on-one meetings with shareholders, creditors, analysts, quarterly meetings with analysts to discuss the recent financial performance, road shows and others.

The Nomination, Compensation and Corporate Governance Charter defines the policy for the nomination of Directors of the Company and the policy on remuneration of Directors and management of the Company which is followed by the NCCG Committee and management team.

In the section above on the **Appointment of New Directors and Re-Appointment of Retiring Directors and Approving Remuneration of Directors**, the key highlights of the policy and criteria of nomination and remuneration are stated.

For remuneration of management, the policy and criteria are stated below in the "Executive Director, Group CEO and Management Remuneration" section under Responsibility of the Board.

The Charters and Policies of the Company are reviewed annually by the Board to ensure alignment with best practices. The following were revised and approved by the Board based on the recommendations of the Nomination, Compensation and Corporate Governance sub-committee.

- Sustainability and Risk Management Committee Charter, February 26, 2020
- Nomination, Compensation and Corporate Governance Committee Charter, November 10, 2020
- Board Charter,*

*The Board Charter was revised in January 2021 to amend the quorum requirement of directors to two-thirds from the current 50%.

The revised Charters were uploaded on the Company website.

The Board reviewed the Vision, Mission and Values Statement of the Company and were of the opinion that no change was required to the current statement.

The Company gives the utmost importance to its website, which is both in Thai and English, and regularly reviews it to ensure that all of the information provided is current and up-to date.

In 2020 and all previous years, the Company has never been accused by the SEC/SET of breaching any disclosure rules and regulations.

The following information on the Company's website is regularly updated:

Vision, Mission, Value Statements, financial statements, analyst reports, press and SET releases, annual report, corporate policies, corporate structure, details of subsidiaries, IVL Board and management structure, shareholding structure and major shareholders. Form 56-1 is updated annually and includes detailed information on business operations, financial status, risks, litigation, and capital

structure, including information on ultimate shareholdings. The Company maintains a calendar of all major events that investors or shareholders may wish to attend.

The Company implements recommendations made by the SEC, SET and IOD.

The Company has a designated department for Investor Relations to disclose essential information to investors on matters relating to financial reporting and others. An annual investor relations plan is established and the executive in charge is involved in various investor relations activities including but not limited to periodic plant visits for the benefits of shareholders, investors and analysts, etc. Regular investor meetings are also organized.

To contact the Company's Investor Relations Department, the public may call (+66) 2 661 6661 ext. 134 or email to ir@indorama.net. Details are provided on the Company's website.

A statement of the Board's responsibility concerning the Company's financial report is disclosed in the Annual Report, which mentions among other things that the Company complies with generally accepted accounting principles and that accounting standards and practices used are appropriate and consistent to the nature of the business. It also states that all information presented in the financial reports is accurate, complete and adequate. The Chairman of the Board and the Group CEO sign the statement.

The individual shareholdings of Directors, Management including their spouses and minor children for the period January 1, 2020 to December 31, 2020 is as follows:

No.	Name	Ordinary Shares (Shares)				
		As at 31 Dec. 2019	Changes in 2020		As at 31 Dec. 2020	
		No. of Shares		No. of Shares	No. of Shares	%
1	Mr. Sri Prakash Lohia	-	Acquisition/Disposition	-	-	-
	Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
2	Mr. Alope Lohia	1,000,010	Acquisition/Disposition	-	1,000,010	0.018
	Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
3	Mrs. Suchitra Lohia	-	Acquisition/Disposition	-	-	-
	Spouse and Minor Children	1,000,010	Acquisition/Disposition	-	1,000,010	0.018
4	Mr. Amit Lohia	-	Acquisition/Disposition	-	-	-
	Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
5	Mr. Yashovardhan Lohia	-	Acquisition/Disposition	-	-	-
	Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
6	Mr. Dilip Kumar Agarwal	293,452	Acquisition/Disposition	146,529	439,981	0.008
	Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
7	Mr. Udey Paul Singh Gill	89,659	Acquisition/Disposition	52,290	141,949	0.003
	Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
8	Mr. Sanjay Ahuja	63,285	Acquisition/Disposition	37,748	101,033	0.002
	Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
9	Mr. Rathian Srimongkol	715,200	Acquisition/Disposition	276,200	991,400	0.018
	Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
10	Mr. William Ellwood Heinecke	4,934,932	Acquisition/Disposition	400,000	4,534,932	0.081
	Spouse and Minor Children	-	Acquisition/Disposition	-	-	-

No.	Name	Ordinary Shares (Shares)				
		As at 31 Dec. 2019	Changes in 2020		As at 31 Dec. 2020	
		No. of Shares		No. of Shares	No. of Shares	%
11	Dr. Siri Ganjarende Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
		-	Acquisition/Disposition	-	-	-
12	Mr. Kanit Si Spouse and Minor Children	300,000	Acquisition/Disposition	-	300,000	0.005
		-	Acquisition/Disposition	-	-	-
13	Mr. Chakramon Phasukavanich Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
		102,354	Acquisition/Disposition	-	102,354	0.002
14	Mr. Russell Leighton Kekuwa Spouse and Minor Children	750,000	Acquisition/Disposition	-	750,000	0.013
		-	Acquisition/Disposition	-	-	-
15	Mr. Tevin Vongvanich Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
		-	Acquisition/Disposition	-	-	-
16	Mrs. Kaisri Nuengsigkapien Spouse and Minor Children	-	Acquisition/Disposition	-	-	-
		-	Acquisition/Disposition	-	-	-
17	Mr. Roberto Bettini Spouse and Minor Children	22,801	Acquisition/Disposition	3,016	25,817	0.000
		-	Acquisition/Disposition	-	-	-
18	Mr. Manoj Kumar Sharma Spouse and Minor Children	25,062	Acquisition/Disposition	14,372	39,434	0.001
		-	Acquisition/Disposition	-	-	-
19	Mr. Souvik Roy Chowdhury Spouse and Minor Children	26,779	Acquisition/Disposition	12,190	38,969	0.001
		-	Acquisition/Disposition	-	-	-

Reporting

IVL has in place a reporting policy for all directors and management, that they report their shareholdings every quarter to the Company Secretary, who in turn writes a summary for the Board. The shareholdings include themselves, their spouses and minor children. Any trading in IVL securities must be reported immediately to the Company Secretary. IVL has set a black out period for trading in IVL securities. Every quarter, the Company's Secretarial Department informs the Directors and Management of the blackout period.

All IVL directors and management are required to report their interest, if any, in the Company's designated "Declaration of Interest" form at the beginning of each year. Such forms are kept by the Company Secretary's department.

9.1.4 Responsibility of the Board

a) Responsibility and Duties of the Board of Directors

The Board of Directors of IVL are responsible for the Company's vision, mission, value statement, plans, strategies, key policies and budgets with a view to effectively and efficiently managing the business for maximum shareholder value. Detailed budgets and plans are formulated for the Company and its subsidiaries. The Board closely monitors the management and implementation of business plans to achieve targets, and also sets internal controls and audit procedures, including risk management. All major CAPEX requires the approval of the Board. Detailed presentations are made by the respective business segment head.

At the beginning of each year, the Board holds a “Strategy and Annual Business Plan” meeting and at the meeting, the Vision and Mission statement is reviewed along with the strategy as presented by management. At the strategy meeting, key executives from all IVL units participate and discuss their performance and strategies both in the short and long-term with senior management and Board members. Such meetings give the Board and especially the Independent Directors ample opportunity to discuss and interact with the respective executives on their business plans and performance and to also understand the various businesses that IVL operates. Where necessary, suggestions are made by the Board.

After the business segments’ plans are all presented, the annual plan for the year is thereafter approved by the Board of Directors. At the Board meetings and the many informal meetings with the Group CEO and senior management, the Board is updated on the Company’s business performance, strategy vis-à-vis targets and industry trends. Based on such meetings, the Board provides their thoughts and recommendations. The management updates are based on the regular Executive Committee meeting that each business segment holds on its operating performance.

The detailed roles and responsibilities of the Board are clearly set out in the Board of Directors Charter which is uploaded on the Company website.

Board Approvals

The average attendance for Board meetings held in 2020 was approximately 97.98%. For the annual budget approval, attendance was 93.75%. For each agenda item at Board meetings, detailed discussions take place and approvals are given unanimously.

The Board requires each business head to explain the details of why their business fell below target and the plans to improve performance. The Board follows up on the action plan status in subsequent meetings.

The Board has guidelines on stakeholder business ethics as a part of the policies issued by the Company and monitors the effective implementation of good business practices and ethics using several tools such as customer and supplier surveys, the results of employee training feedback surveys and others.

The Board, through the Audit Committee, internal auditor, and Corporate Compliance Department, reviews potential conflicts of interest. The internal guidelines of the Company on related party transactions and the relevant rules and regulations of the SET/SEC provide a basis for avoiding conflicts of interest. Details of all related party transactions are updated in Form 56-1 and reported in the Annual Report. Those Board members who have an interest in a matter that may involve a conflict of interest must abstain from voting and other involvement, as prescribed by the Board. Company policy prohibits personnel at all levels from using inside information for personal benefit with all business decisions based on achieving the maximum benefit for the Company and its subsidiaries.

Every year, the Board evaluates the efficacy and sufficiency of the Company’s internal controls by reviewing the Evaluation Form – Sufficiency of Internal Control Systems for IVL and its subsidiaries which is reviewed by the Audit Committee and forwarded to the Board.

The Board at the Strategic Business Plan meet in January has the opportunity to meet and interact with senior executives from around the world including executives from new acquisitions.

The Company held its annual Capital Markets Day on February 4, 2020 to apprise investors from both the buy and sell side of the work completed by management over the course of the year. Senior management from global business units were introduced to investors, who had the opportunity to raise questions about the business.

b) Board Structure

There are 16 Directors on the IVL Board comprising of six Executive Directors, two Non-Executive Directors and eight Independent Directors. The Board, which is diverse based on nationality, gender, age and skills, does not discriminate and hires according to availability and qualifications. The current Board composition includes two female directors.

The Board structure is appropriate in relation to the size of the Company, geographic spread, number of Executive, Non-Executive and Independent Directors and qualifications in terms of knowledge and expertise and provides a fair balance of power and effective management monitoring. The Company intends to maintain this broad base of knowledge and experience when it searches for new Directors in the future. The Board has a policy to seek the services of a professional search firm when necessary to replace or nominate a new director.

Role and Responsibility of Chairman

The principle role of the Chairman of the Board is to ensure that the Board is effective in its tasks of setting and implementing the Company's direction and strategy.

The Chairman plays a pivotal leadership role in ensuring that the Board works effectively. The key roles of the Chairman are:

- Determining the composition, size and structure of the Board to create a balance between executive directors and independent directors.
- Ensuring the Board and its committees are properly established, composed and operated.
- Ensuring the effective operation of the Board and its committees in conformity with the highest standards of corporate governance.
- Ensuring the participation of the executive, non-executive and independent directors in the Board's decision-making processes and activities.
- Ensuring the whole Board plays a constructive part in developing and determining the Company's strategy and objectives.
- Ensuring comprehensive induction programs for new directors.
- Acting in the key role of governing the Board and fostering teamwork and mutual dedication for the sustainable success of the organization.
- Engaging the Board regularly by assessing and developing its performance and communicating expectations to directors and manage directors' performance.
- Ensuring that the company has succession plans for senior executives.

- Acting as Chair at Board and shareholders meetings together with setting the agenda in consultation with directors, management and the Company Secretary.
- Ensuring that Board members receive accurate, timely, and sufficient information for Board meetings.
- Ensuring that there are sufficient channels for effective communication between Board members, management and shareholders.
- Providing independent advice to management and the Board.
- Appointing the Company Secretary to assist with Board functions.

In the Directors' profile, IVL discloses its director's names, profiles, qualifications, experience, and shareholdings in the Company to demonstrate the Board's knowledge, competence, qualifications and experience via the Annual Report and its website. It also mentions which Director is independent, executive, non-executive or represents a major shareholder.

The profile mentions the Board membership(s) of other companies held by the Directors.

The Board appointed a Company Secretary to meet the requirements and regulations of the SEC/SET. The Company Secretary is responsible for matters connected with meetings of the Board and shareholders and to advise and apprise the Board of relevant laws and regulations to effectively perform its duties, to administer the Board's activities and ensure the compliance of Board and shareholders resolutions. The role and responsibility of the Company Secretary is uploaded on the Company's website.

c) Charters

The Company has in place the following Charters:

- Board of Directors Charter
- Audit Committee Charter
- Nomination, Compensation and Corporate Governance Committee Charter
- Sustainability and Risk Management Committee Charter

The Charters are all uploaded on the Company website under the "Corporate Governance" section. During the year, the format of the Charters was standardized.

d) Other Directorships

The Board Charter specifies the outside Directorship for Executive, Non-Executive and Independent Directors.

None of the Directors of IVL have breached the above Directorship criteria in 2020.

e) Retirement of Directors

One third of the Directors retire by rotation at every Annual General Meeting as specified in the Articles of Association of the Company. A retiring director is eligible for re-election. Voting for appointment/re-appointment of Directors is done individually. The Company provides a detailed profile of the retiring Director who has given his/her consent to be re-appointed in the Notice to the Shareholders' Meeting.

The Board and the NCCG Committee, after due deliberation, has acknowledged that the industry is extremely complex and requires many years of study in order to be able to play a role on the Board. The current independent directors have shown their value over the years and will continue to play an important role in the Company. Replacing directors with many years of industry experience would seriously hinder the Board's ability to operate at an optimal level. However, they all take their independence seriously and play their role as an independent director.

The Board of Directors has therefore not limited the term of an independent director to not more than nine consecutive years.

However, the NCCG Committee and the Board will take into consideration the IOD recommendation of independent directors' term of service as published from time to time and will annually decide if certain director(s) will retire based on additional criteria, i.e., expertise in our business, contribution by the director, health of the individual as well as the availability of a suitable replacement director. The Board approved in 2018 to fix the retirement age of Independent Directors at 72.

f) Evaluation of Performance

The Board and sub-committee members carried out a self-evaluation of the Board and sub-committee's performance in 2020. The results were summarized and discussed at the Board meeting held in February 2021. The Board and subcommittee members were evaluated as having given a very good performance rating in 2020.

For the self-evaluation of the Board, the Company follows the guideline prescribed by the SET which is based on the following six criteria, namely: a) Structure and characteristics of the Board; b) Role and responsibilities of the Board; c) Board meetings; d) The Board's performance of duties; e) Relationship with management; f) Self-development of directors and executive development.

A similar evaluation is carried out by the sub-committees.

The Chairman of the Board, through the NCCG Committee, conducts an individual assessment of all Directors based on the following criteria.

- Supports the mission, vision and aims/objectives of the organization.
- Understands IVL's main business and does not intervene in the objectives or work for any competitor.
- Understands the role of the Board and the legal and ethical responsibilities of a Board member.
- Usually attends regular and special board meetings and other events requiring board participation.
- Studies the agenda items before attending the meeting and ensures that information is sufficient to proactively consider the agenda.
- Carefully reviews all of the minutes of each Board of Directors and shareholder meetings.
- Examines all documents relating to all matters that concern the Board. If something is not clear, he/she asks management to explain as quickly and clearly as possible.

- Raises questions on important matters and gives suggestions and recommendations to management.
- Carries out other committee responsibilities in an effective and timely manner.
- Ensures management's accountability to shareholders; preserves their rights and interests; clearly and fully discloses information.
- Attends all Board meetings and makes decisions on significant activities by the Company concerning the acquisition and disposition of assets, investment project expansion, policy implementation, and/or risk management, etc.
- Avoids participation in Board issues where it may be perceived there is a conflict of interest.
- Avoids other positions or jobs that may lead to conflicts of interest with the Company.
- Accepts only those positions as director or non-executive director on the Board of listed companies that allow sufficient time to attend meetings.
- Willing to participate in development opportunities, including workshops, information sessions and conferences, and in taking on new roles.
- Enjoys their service as a Board member in the organization or actively works to change issues or activities which are a barrier.

For Independent Directors

- Demonstrates independence of thought and judgment in order to protect the interests of all shareholders.

g) Functional Performance

The Board of Directors held seven meetings in 2020. The Company generally proposes scheduling a minimum of five meetings a year. Typically, a meeting is convened every three months with extra meetings convened as and when necessary to review operations, financial matters, plans, or other matters. Prior to the close of each year, a schedule of meetings for the next year is circulated to members to fix the meeting dates well in advance and to also ensure maximum participation.

Under the Chairmanship of Mr. Rathian Srimongkol, Lead Independent Director, all the independent Directors met on January 22, 2020 to review and discuss the Company's performance and other matters. A similar meeting of the Independent Directors will be held on January 26, 2021. The Lead Independent Director updated the Group CEO on the outcome of their meeting and management initiated required actions.

The Chairman, Group CEO, Lead Independent Director and Company Secretary sets the Board meeting agenda, and the Company Secretary sends invitation letters together with the agenda and relevant documents to the Directors at least seven days prior to the meeting to allow adequate time for the Directors to study the information.

At each Board Meeting, the Chairman allows each Board member to express his or her views and management to answer all queries in full. If desired, Directors can request additional information from a designated person.

Detailed minutes are prepared for each meeting, which includes

- the meeting date
- time of the meeting's commencement and completion
- name of Directors who attended or were absent from the meeting
- summary proposals to the Board on each issue
- a brief report of the discussion
- Director's observations
- the person authorizing the minutes

The minutes are circulated within 14 days of the Board meeting.

The summary of the minutes of subsidiary companies are provided to Board members as requested.

For 2020, the attendance of all Directors was over 75% with an overall average of 97.98% while 14 out of the total 16 Directors had an average of 100%.

The following are the details of attendance of the Board of Directors' meeting in 2020.

Name	Attendance/Physical/Online Meetings	Percentage (%)
1. Mr. Sri Prakash Lohia*	5/5	100%
2. Mr. Alope Lohia	7/7	100%
3. Mrs. Suchitra Lohia	7/7	100%
4. Mr. Amit Lohia*	4/5	80%
5. Mr. Yashovardhan Lohia	7/7	100%
6. Mr. Dilip Kumar Agarwal	7/7	100%
7. Mr. Udey Paul Singh Gill*	6/6	100%
8. Mr. Sanjay Ahuja	7/7	100%
9. Mr. Rathian Srimongkol	7/7	100%
10. Mr. William Ellwood Heinecke	7/7	100%
11. Mr. Maris Samaram**	5/5	100%
12. Dr. Siri Ganjarende	7/7	100%
13. Mr. Kanit Si	7/7	100%
14. Mr. Russell Leighton Kekuewa	6/7	85%
15. Mr. Chakramon Phasukavanich	7/7	100%
16. Mr. Tevin Vongvanich	7/7	100%
17. Mrs. Kaisri Nuengsigkapan**	2/2	100%

Remark: * In the first part of the year, before online meetings for overseas directors were allowed, directors (*) residing outside the country could not physically travel to Thailand due to an international travel ban on account of the COVID-19 pandemic. Their absence from meetings during this period has not been considered for attendance purposes.

** Mrs. Kaisri Nuengsigkapan was appointed as an IVL Director in place of Mr. Maris Samaram on June 30, 2020.

h) Performance Measurement of Executive Directors, Group CEO and Management

The Group CEO and other executive Directors have their key performance indicators (KPIs) set by the Board on the recommendation of the NCCG committee. This takes the form of a Balanced Scorecard. At the end of each year, their performance is used in the calculation of their compensation by the NCCG Committee.

For senior management executives, the NCCG Committee reviews and approves on an annual basis the evaluation process and compensation structure and assigns the Human Resources department to

approve the annual compensation, including salary, bonus and non-equity incentive compensation. Similarly, line managers will follow the same principles when evaluating their staff.

Details discussed in the “Executive Director, Group CEO and Management Remuneration” section are below.

i) Remuneration of Board of Directors and Sub-Committees

The current remuneration of Independent Directors and Non-Executive Directors, including bonus, is established based on assignments and responsibilities. Such remuneration proposed by the Board and recommended by the NCCG Committee requires approval at the shareholders meeting.

The policy and criteria followed by the NCCG Committee has been explained above in the section on Approving Directors Remuneration.

In 2020, the total annual remuneration approved at the Annual General Meeting of Shareholders No. 1/2020 held on June 30, 2020 was an amount not exceeding 27,000,000 baht.

The actual remuneration paid in 2020 was 26,220,000 baht against the approved amount of 27,000,000 baht. The details of the remuneration paid are hereunder:

As Directors of the Company

No.	Independent/Non-Executive Directors	Amount Approved (Baht)	Actual Paid (Baht)
1	Mr. Sri Prakash Lohia	75,000 per month	900,000
2	Mr. Rathian Srimongkol	50,000 per month	600,000
3	Mr. William Ellwood Heinecke	50,000 per month	600,000
4	Mr. Chakramon Phasukavanich	50,000 per month	600,000
5	Mr. Amit Lohia	50,000 per month	600,000
6	Mr. Maris Samaram*	50,000 per month	300,000
7	Dr. Siri Ganjarerndee	50,000 per month	600,000
8	Mr. Kanit Si	50,000 per month	600,000
9	Mr. Russell Leighton Kekuewa	50,000 per month	600,000
10	Mr. Tevin Vongvanich	50,000 per month	600,000
11	Mr. Kaisri Nuengsigkapien*	50,000 per month	300,000
Total			6,300,000

Remark: * Mr. Maris Samaram’s remuneration was paid up to June 2020 and Mrs. Kaisri Nuengsigkapien’s remuneration has been paid effective July 2020.

As Audit Committee Members

No.	Members	Amount Approved (Baht)	Actual Paid (Baht)
1	Mr. Rathian Srimongkol	75,000 per month	900,000
2	Mr. Maris Samaram*	50,000 per month	300,000
3	Dr. Siri Ganjarerndee	50,000 per month	600,000
4	Mr. Tevin Vongvanich*	50,000 per month	300,000
Total			2,100,000

Remark: * Mr. Maris Samaram’s remuneration was paid up to June 2020 and Mr. Tevin Vongvanich’s remuneration has been paid effective July 2020.

As Nomination, Compensation and Corporate Governance Committee Members

No.	Members	Amount Approved (Baht)	Actual Paid (Baht)
1	Mr. Russell Leighton Kekuewa	35,000 per month	420,000
2	Mr. William Ellwood Heinecke	25,000 per month	300,000
3	Dr. Siri Ganjarerndee	25,000 per month	300,000
4	Mr. Kanit Si	25,000 per month	300,000
5.	Mr. Chakramon Phasukavanich	25,000 per month	300,000
Total			1,620,000

As Sustainability and Risk Management Committee Members

No.	Members	Amount approved (Baht)	Actual Paid (Baht)
1	Mr. Rathian Srimongkol	25,000 per month	300,000
2	Mr. Russell Leighton Kekuewa	25,000 per month	300,000
3	Mr. Kanit Si	25,000 per month	300,000
4	Mr. Tevin Vongvanich	25,000 per month	300,000
Total			1,200,000

Bonus to Directors for the Performance of 2019

No.	Directors	Actual Paid (Baht)
1	Mr. Sri Prakash Lohia	1,034,480
2	Mr. Alope Lohia	1,551,720
3	Mrs. Suchitra Lohia	1,034,480
4	Mr. Amit Lohia	517,240
5	Mr. Dilip Kumar Agarwal	775,860
6	Mr. Udey Paul Singh Gill	775,860
7	Mr. Sanjay Ahuja	775,860
8	Mr. Rathian Srimongkol	1,293,100
9	Mr. Maris Samaram	1,034,480
10	Mr. William Ellwood Heinecke	1,034,480
11	Dr. Siri Ganjarerndee	1,034,480
12	Mr. Kanit Si	1,034,480
13	Mr. Russell Leighton Kekuewa	1,034,480
14	Mr. Chakramon Phasukavanich	1,034,480
15	Mr. Yashovardhan Lohia	517,260
16	Mr. Tevin Vongvanich	517,260
Total		15,000,000

Remark: Executive Directors on the IVL Board and Sub-Committees are not paid any retainer fee.

j) Remuneration of Executives

The key principles followed by the NCCG Committee in determining the compensation are:

- To review and approve on an annual basis the evaluation process and compensation structure for the Company's Executive Directors. The Committee evaluates the performance of the Company's executive directors and approves the annual compensation, including salary, bonus and non-equity incentive compensation for

them based on initial recommendations from the Group CEO. Moreover, the Committee maintains regular contact with the leadership of the Company.

- To review and approve on an annual basis the corporate goals and objectives (KPIs) with respect to compensation for the *Group Chief Executive Officer*. The Committee shall evaluate at least once a year the Group Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations shall set the Group Chief Executive Officer's annual compensation, including salary, bonus and non-equity incentive compensation (if any).
- To review and approve on an annual basis the evaluation process and compensation structure for the senior executives. The Committee shall approve or may assign the Human Resources department to approve the annual compensation, including salary, bonus and equity and non-equity incentive compensation for senior executives.
- Base salaries for the Company's Group CEO and Executive Directors depend on the scope of their responsibilities, their capabilities, and the period over which they have performed those responsibilities.
- Annual bonuses for the year and the percentage change from the prior year's bonus for senior executive officers are determined after an evaluation of the overall performance of the Company, the performance of the business or function that the officer leads and an assessment of each officer's performance against expectations, which were established at the beginning of the year. The bonuses also reflect (and are proportionate to) the annual financial results of the company.
- Other non-equity compensation is paid as per the HR manual of the Company which is reviewed from time to time.

The remuneration of IVL Executives in 2020 was approx. Baht 274 million.

a. Details of remuneration paid to the Group CEO and the two CEO's are as follows:

(Million Baht)

No.	Name / Positions	2018			2019			2020*		
		Salary	Bonus and perquisites	Total	Salary	Bonus and perquisites	Total	Salary	Bonus and perquisites	Total
1	Mr. Alope Lohia, Group CEO	29.04	28.35	57.39	39.58	31.19	70.77	39.77	26.84	66.61
2	Mr. Dilip Kumar Agarwal, CEO of Combined PET and IOD business	26.85	21.86	48.71	39.18	29.43	68.61	39.32	25.45	64.77
3	Mr. Udey Paul Singh Gill, CEO of Fibers business	15.50	12.35	27.85	15.52	9.53	25.05	15.49	14.00	29.49

Remark: * Compensation indicated above is on accrual basis.

b. Details of remuneration to the other Executive Board and Indorama Management Council (IMC) members consisting of Mrs. Suchitra Lohia, Mr. Sanjay Ahuja, Dr. Deepak Parikh, Mr. Roberto Bettini and Mr. Yashovardhan Lohia are as follows:

(Million Baht)

2018			2019			2020**		
Salary	Bonus and perquisites	Total	Salary	Bonus and perquisites	Total	Salary	Bonus and perquisites	Total
27.52	25.70	53.22	62.57	53.40	115.97	65.48	47.28	112.76

Remark: ** Compensation indicated above is on accrual basis and compensation for an individual who has joined in the middle of the year has been annualized.

The remuneration above is in accordance with the Company's rules and regulations. The Board/NCCG Committee sets the long and short-term KPIs for the Group CEO, CEO of Combined PET and IOD business, and CEO of the Fibers business.

No compensation was paid to Directors in the form of shares.

k) Succession Planning

The NCCG Committee has put in place a succession plan for the Group CEO and key management team in consultation with the Board taking into consideration knowledge, potentiality and performance evaluations.

For all other employees, the Global HR department works with line management to create succession plans. To ensure that the succession plans are effective, the Global HR department implements employee development and training as well as a fast-track process for those it believes have high potential.

l) Group Management Conference

The Company holds one Board meeting every year to approve the Company's strategy and Annual Business Plan. This allows senior management to interact with members of the Board for free and frank discussions on the future direction of the Company. The Group Management Conference for 2020 was held from January 30 – February 1, 2020 in Bangkok.

m) Professional Development of Directors and Management

Directors who join the Company during the year are given a Directors Orientation folder with complete information about the Company and its subsidiaries to assist them in getting well acquainted with the business, practices and procedures of the Company and their rights, duties and obligations as Director. In addition to the orientation, meetings are arranged with the management team members.

Apart from the periodic informal meetings with the management teams, the Directors are invited to attend the various business meetings held during the year.

Continuous knowledge expansion

The Board encourages Board members, Audit Committee members, management team members, the Company Secretary and Internal Auditor to attend seminars, training and courses which would assist in further improving their contribution/performance in the Company. IVL encourages members of the Board to undergo applicable training programs.

The details of all courses attended are in the Directors profiles.

The SET requires the person taking the highest responsibility in finance and accounting (Chief Financial Officer: CFO) and the person supervising accounting (Chief Accountant) to undertake certain training

to meet the qualifications specified by SEC. IVL's CFO and Head of Accounting completed the following training in 2020:

Program	CFO Mr. Sanjay Ahuja	Head of Accounting Mr. Manoj Kumar Sharma
Development course as prescribed by the SET	12 hours of e-Learning CFO's Orientation Course (English Version) - Accounting and Financial Preparation (CFO's Orientation Course)	6 hours of e-Learning CFO's Refresh Course (English Version) – Training for continuing accounting knowledge (CFO's Refresh Course)

The Board also encourages senior management to attend training courses on corporate governance to enhance good governance within the Company.

9.2 Sub-Committees

The IVL Board has appointed the following three sub-committees: (a) Audit Committee; (b) Nomination, Compensation and Corporate Governance Committee; and (c) Sustainability and Risk Management Committee.

9.2.1 Audit Committee

The Audit Committee consists of three members with Mr. Rathian Srimongkol as Chairman, with Dr. Siri Ganjarerndee and Mr. Tevin Vongvanich as members. Mr. Tevin was appointed in place of Mr. Maris Samaram, who retired from the Board in June 2020. All members are Independent Directors and have the requisite experience and knowledge to review financial statements. The term of the Audit Committee expires in September 2021.

The Audit Committee held six meetings during the year with the attendance of members as follows:

Name	Attendance
Mr. Rathian Srimongkol*	6/6
Mr. Maris Samaram**	3/3
Dr. Siri Ganjarerndee*	5/6
Mr. Tevin Vongvanich**	3/3

Remark: * Mr. Rathian Srimongkol, and Dr. Siri Ganjarerndee have accounting knowledge to review financial statements.

** Mr. Tevin Vongvanich was appointed in place of Mr. Maris Samaram effective June 2020.

The role and responsibility of the Audit Committee are specified in the Audit Committee Charter, which is available on the Company's website under "Our Company" - Corporate Governance Section.

The Chairman of the Audit Committee reported on the Committee's activities to the Board, immediately following its meetings. Between meetings, the Committee reviewed emerging issues with the management team, Chief of Internal Audit and with the statutory auditors.

The Audit Committee Report on its performance to shareholders is separately disclosed in the Annual Report.

Internal Audit

The Company has its own Internal Audit Department, Internal Audit Manual and Internal Audit Charter. The Head of the Internal Audit Department is Mr. Narayanaswamy Subramanian. The Internal Audit

Department is entrusted to carry out internal audit activities of the Company and its subsidiaries under the supervision of the Chief of Internal Audit. The Internal Audit Department reports functionally to the Audit Committee. A detailed plan for the year is formulated for units and approved by the Audit Committee which then periodically reviews the work of the Internal Audit Department against the plan and makes recommendations to management. In 2020, audits were carried out for all Thai units and several overseas units. The Secretary of the Audit Committee follows up on the implementation of recommendations and reports on progress to the Audit Committee and undertakes periodic checks to ensure compliance with statutory and regulatory requirements.

9.2.2 Nomination, Compensation and Corporate Governance Committee

The NCCG Committee consists of five members with Mr. Russell Leighton Kekuwa as Chairman. Other members of the Committee are Mr. William Ellwood Heinecke, Dr. Siri Ganjarerndee, Mr. Kanit Si and Mr. Chakramon Phasukavanich. All members on the Committee are independent directors. The Board at its meeting No. 4/2020 held on May 13, 2020 approved the reappointment of the NCCG Committee. The current term of the Committee expires in May 2022.

Mr. Alope Lohia, Group CEO, is an advisor to the NCCG Committee.

The Nomination, Compensation and Corporate Governance Committee held three meetings during 2020 with the attendance of members as follows:

Name	Attendance
Mr. Russell Leighton Kekuwa	3/3
Mr. William Ellwood Heinecke	3/3
Dr. Siri Ganjarerndee	3/3
Mr. Kanit Si	3/3
Mr. Chakramon Phasukavanich	3/3

The role and responsibility of the NCCG Committee is specified in the NCCG Committee Charter, which is available on the Company's website under "Our Company" - Corporate Governance Section.

A report from the NCCG Committee is separately disclosed in the Annual Report.

9.2.3 Sustainability and Risk Management Committee

The SRMC Committee is chaired by Mr. Alope Lohia, the Group CEO and Vice Chairman of the Board. Other members of the Committee are Mr. Rathian Srimongkol, Mr. Dilip Kumar Agarwal, Mr. Udey Paul Singh Gill, Mr. Russell Leighton Kekuwa, Mr. Kanit Sri, Mr. Tevin Vongvanich, Mr. Yashovardhan Lohia and Dr. Deepak Parikh. The current term of the SRMC Committee expires in August 2021.

The SRMC Committee held three meetings during the year with the attendance of members as follows:

Name	Attendance
Mr. Alope Lohia	3/3
Mr. Rathian Srimongkol	3/3
Mr. Dilip Kumar Agarwal	3/3

Name	Attendance
Mr. Udey Paul Singh Gill	3/3
Mr. Russell Leighton Kekuewa	3/3
Mr. Kanit Si	3/3
Mr. Tevin Vongvanich	3/3
Mr. Yashovardhan Lohia	3/3
Dr. Deepak Parikh*	3/3

Remark: *Dr. Deepak resigned from the Company effective December 31, 2020.

The role and responsibility of the SRMC Committee is specified in the SRMC Charter, which is available on the Company's website under "Our Company" - Corporate Governance Section.

A report from the SRMC Committee is separately disclosed in the Annual Report.

9.3 Selection and Appointment of Directors and Group CEO

9.3.1 Directors

The selection, appointment and the withdrawal of the Board of Directors of Indorama Ventures PCL shall be as prescribed by the Articles of Association, which can be summarized as follows:

1. To conduct the business of the Company, the Board of Directors shall consist of at least five directors. Not less than one-half of all directors shall have residence in the Kingdom of Thailand.
2. The appointment of a director shall be made by a majority vote of the shareholders meeting in accordance with the following conditions and procedures:
 - (a) A shareholder shall have one vote for each share;
 - (b) The shareholder shall vote for the election of each director in turn, person by person;
 - (c) Each shareholder may exercise all the votes he or she has (a) to elect one or several persons as a director or directors, but the shareholder cannot divide his or her votes to any nominated director by any allotment of shares of any number;
 - (d) The persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have the casting vote.
3. At every annual general meeting, one-third of the total number of the directors shall vacate their office. If the number is not a multiple of three, then the number nearest to one-third must retire from office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In subsequent years, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.
4. Any director wishing to resign from the director's position shall submit a resignation letter to the Company. The resignation shall take effect upon the date on which the resignation letter reaches the Company.

5. The Shareholders' Meeting may pass a resolution removing any director prior to retirement by rotation, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote, and the shares held by them shall not, in aggregate, be less than one half the number of the shares held by the shareholders attending the meeting and having the right to vote.

Qualification of Director and Independent Directors

The Company follows the guidelines of the SET and the SEC and industry best practices to set the qualifications of its Executive, Non-Executive and Independent Directors. The qualifications of such Directors are specified in the Board of Directors Charter and Qualification of Independent Directors, uploaded on the website.

9.3.3 Lead Independent Director

In continuation of good governance recommendations and practices, the Board, at its meeting in February 2018, approved the appointment of a Lead Independent Director. Mr. Rathian Srimongkol, Independent Director, Chairman of Audit Committee and Member of Sustainability and Risk Management Committee is the Lead Independent Director.

Details of the role and responsibilities of the Lead Independent Director are available on the Company's website under "Role and Responsibilities" in the Leadership section.

9.3.4 Group CEO

The Board of Directors will appoint the Group CEO. The Group CEO will be a person with the highest personal and professional integrity, with demonstrated and exceptional ability and judgment and who shall be most effective in serving the long-term interests of the Company and have knowledge in the industry in which IVL operates.

Role and Responsibilities of the Group CEO

- Designated as the authorized person in administering the Company's business and/or day-to-day operations to be in line with the objectives, articles of association, policies, rules, regulations, instructions and resolutions of the Board of Directors Meeting and/or resolutions of the Shareholders' Meeting.
- Arrange and prepare the Company's business policies, business plans and budget to be proposed to the Board of Directors for approval and has a duty to report the progress of such approved business plans and budget to the Board of Directors according to the period specified by the Board of Directors.
- Manage the Company's business operations in line with business policies, business plans and budgets, and to meet the financial goals as approved by the Board of Directors.
- Establish performance goals, allocate resources and comply with policies for management.
- Ensure overall business growth in accordance with the Company's objectives and business plans.
- Maintain good relationship with the Company's stakeholders.

- Ensure compliance with the law and ethical standards and maintain transparency.
- Ensure the organization's public standing.
- Be the leader in marketing strategy.
- Determine, monitor and strengthen the organization's standards that are essential to maintain its competitive edge and create organizational value by continuously working support the Company's people and products.
- Analyze current and potential overall global industrial conditions for hints of future changes within the industry and adjust the Company's strategy.
- Ensure appropriate returns to all stakeholders.
- Work closely with Chief Executive Officers, Chief Financial Officers and Chief Operating Officers of various business groups to deliver organizational value.
- Set up employee performance evaluation standards and review such standards periodically.
- Ensure effective implementation of the Board of Directors' resolutions.
- Recruit, appoint, remove, relocate, adjust, reduce or deduct salary or wages, impose disciplinary sanctions on officers and employees as well as dismiss officers and employees from their positions in accordance with the rules prescribed by the Board of Directors, except for executive officers or those in comparable or higher positions, which shall require prior approval from the Board of Directors.
- Approve the Company's normal financial transactions and debt restructuring transactions of short-term debts in the amount of not exceeding 500 million baht or long-term debts in the amount of not exceeding 250 million baht.
- Authorized to delegate authority to others to perform specific duties on his behalf. Such delegation of authority shall be within the scope of and in accordance with the power of attorney granted and/or shall be in accordance with the internal regulations, rules or instructions given by the Board of Directors and/or the Company. The authorization of duties and responsibilities of the GCEO shall not constitute an authorization or sub-authorization which may cause the GCEO or his authorized person(s) to be able to approve any transaction in which they, or any person who may have a conflict of interest (as defined in the notification of the Securities and Exchange Commission or the notification of the Capital Markets Supervisory Board), may have an interest or may gain benefit in any manner, or in which they may have any other conflict of interest with the Company or its subsidiaries, unless the approvals of such transactions are consistent with the policies and criteria approved by the Shareholders' Meeting or the Board of Directors Meeting.

9.4 Governance in Subsidiary and Associated Companies

It is the policy of the Company to have at least one experienced representative from Thailand to be a director of its operating subsidiaries and associated companies; who has the requisite qualification suitable for such business with no conflict of interest directly with the business of those subsidiaries. Such a representative shall manage and administer the business of such subsidiaries according to the

regulations and procedures provided in the Articles of Association of the Company and of such subsidiaries and relevant laws and also implement the policies, procedures, guidelines and recommendations of IVL.

The Corporate Secretarial Department keeps a summary of the corporate by-laws of all IVL subsidiaries and regularly monitors their compliance with those laws.

Moreover, key information of each subsidiary and associate company is maintained by the Corporate Secretarial Department and regular updates taken and changes to records are made as required.

Every quarter, confirmation and updates are taken from all units on their compliance with various regulations and litigations, if any. A summary of the same is presented to the Audit Committee.

The Corporate Secretarial Department in Thailand has a dedicated senior staff to follow-up on all IVL subsidiary companies' quarterly Board and shareholders meetings as applicable. In this regard, they are monitored by a global meeting control statement.

The core subsidiary companies of IVL held 491 Board and shareholders' meetings in 2020 which are summarized below:

Region	No. of Companies	No. of Meetings
Asia	47	180
Europe	65	183
Americas	62	100
Africa and Middle East	8	24
Australia	2	4

Apart from these meetings, there were also regular management and executive committee meetings of respective businesses to review the business performance of the various subsidiaries.

Effective monitoring of the minutes at the various units is done by way of a "Meeting Control Statement" by the Corporate Secretarial team.

9.5 Use of the Company's Internal Information

The Company has in place a written policy on the use of confidential and/or internal information so as to prevent any illegal use. The statement is prominently displayed at IVL's head office and at the offices and workplaces of all our subsidiaries, for the knowledge of all employees.

The Code of Conduct in the Manual prohibits Directors and employees from buying, selling, transferring or accepting the transfer of Company securities by using confidential and/or internal information in any manner that may take advantage of outsiders by using inside information.

All Directors, senior management, auditors and employees having access to financial statements of the Company are required to make a declaration of their movement in shareholdings including their spouse and minor children, to the Company Secretary. A summary of the shareholdings is presented to the Board on a quarterly basis.

Each year, IVL Directors and executives submit to the Company Secretary a 'Declaration of Interest' form in a format approved by the Board, on their interest or a related person's interest in the Company or its subsidiaries.

Details of IVL's policy on the use of internal information can be found on the Company's website under the "Corporate Governance" section and under the CG Manual and Policies section.

9.6 Audit Fee

The total audit fee and non-audit fee paid during 2020 for IVL and all its subsidiaries, jointly controlled entities and associates globally are as follows:

		Unit: Million Baht	
Particulars	2019	2020	
1. The total audit fees for IVL and all its subsidiaries, jointly-controlled entities and associates globally	184	208	
a) Payment to KPMG Phoomchai Audit Ltd and other members firms of KPMG Phoomchai Audit Ltd.	159	179	
b) Other Audit firms	25	29	
2. The total non-audit fees paid to member firms of KPMG International other than KPMG Phoomchai Audit Ltd.	161	73	

Remark: The increase in the audit fee is on account of the new acquisitions coming under the IVL umbrella in 2020.

Our Company's policies, integrity, ethics and disclosures always seek to emulate the best practices in corporate governance.

People

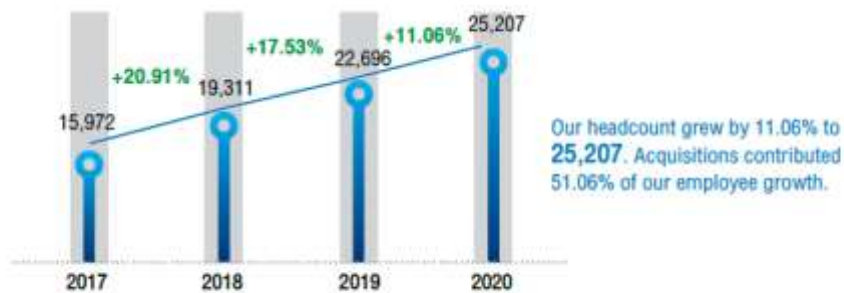
The strategic HR priorities are listed in the CHRO letter to stakeholders. The following report highlights key interventions and achievements in 2020.

2020 HIGHLIGHTS

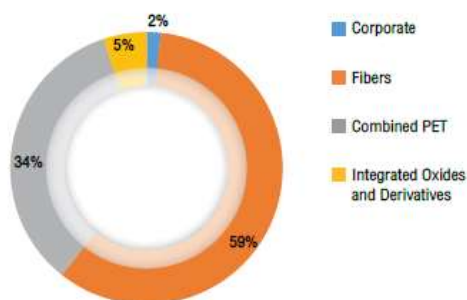


1. Our Global Workforce is Making a Difference

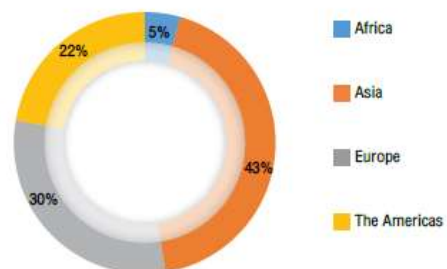
At IVL, we value our people. We have become a diverse and inclusive organization that continuously reinforces our team's capabilities through individual, collective, and organizational development programs, ensuring their sustainable growth and capacity development. In a world that continues to be complex and uncertain, our employees continue to succeed and thrive in their work as part of the IVL family.



Permanent employees by segment



Permanent employees by continent



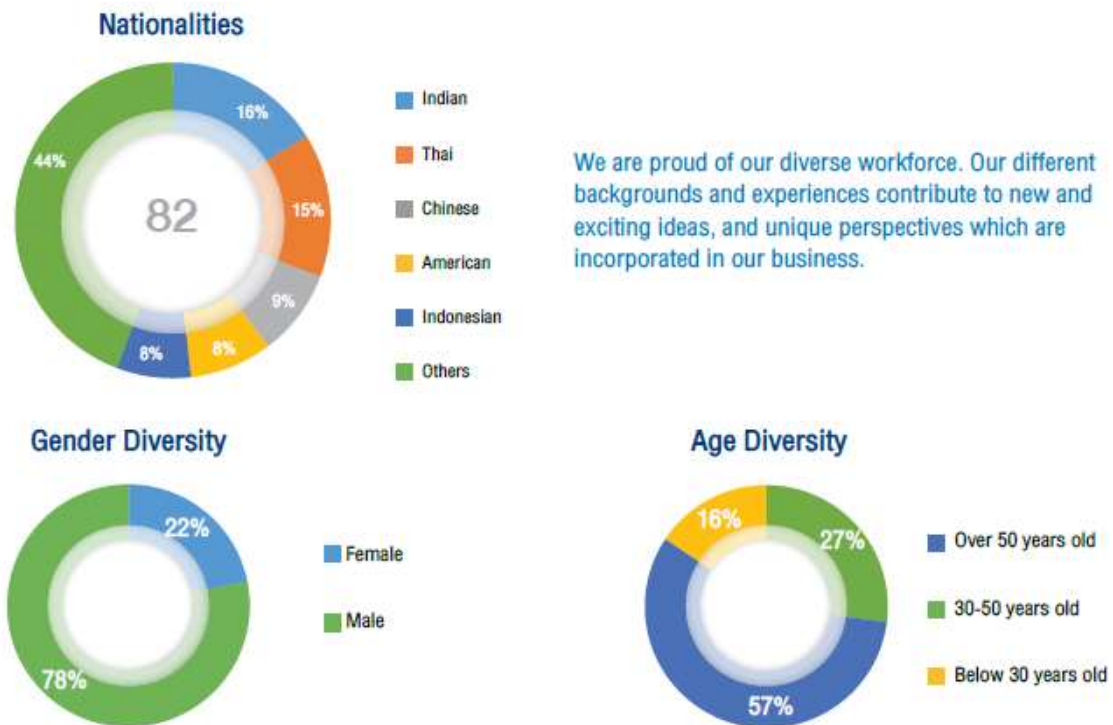
Retention



We developed retention programs through useful information gathered from various analytical resources. In 2020, we created local retention programs in the units with the highest turnover rate in the last two years. A local assessment has been performed through Global Employee Engagement Survey, geographic data and exit interviews analysis, focus group discussions, and inputs from our

senior leadership team. Local action plans have been developed based on shared best practices to retain qualified employees within those units.

2. Diversity is our Strength



IVL values diversity, and this is reflected in the membership of our top management group. The Indorama Management Council (IMC) includes representatives from the US, Europe, and Asia who bring a wide range of knowledge, skills and professional experiences. We also promote diversity and inclusion at all levels of the organization, including the disabled, by providing equal opportunities in sourcing and selection, learning and development, career development, and promotions. We take pride in our ability to bridge the best from different cultures, backgrounds and experiences allowing our team to contribute exciting ideas and unique perspectives which are incorporated in our business for sustainable growth.

3. Engaged People

We launched our first Global Employee Engagement (GEE) Survey in 2015. Year-on-year, we have achieved high participation rates and improvements in our engagement scores. In 2020, we redesigned the IVL Employee Engagement approach which expands employee experience touchpoints and other feedback channels allowing for a broader experience base while strengthening the evaluation's reliability.

We also placed a strong focus on collaborating with managers and employees to identify improvement areas, plans and follow through on actions. The survey will be conducted every two years to allow for a thorough execution and follow up of planned improvements.

The new approach will also ensure closer collaboration of local HR and site management units to gain a common understanding of the new EE approach and to better drive towards our common goals.

The 2021 Global Employee Engagement survey results reflect healthy engagement levels and positive trend:

- Survey participation 82.87%
- ⊖ Employee engagement 73.90% (Actively engaged employee)
- Employee Net Promoter Score 76.20%
- Key engagement drivers
 1. Objectives and aspirations 75.68%
 2. Accountabilities and collabo 78.77%
 3. People manager capabilities and interactions 73.24%
 4. Performance management and recognition 63.88%
 5. Leadership 72.98%

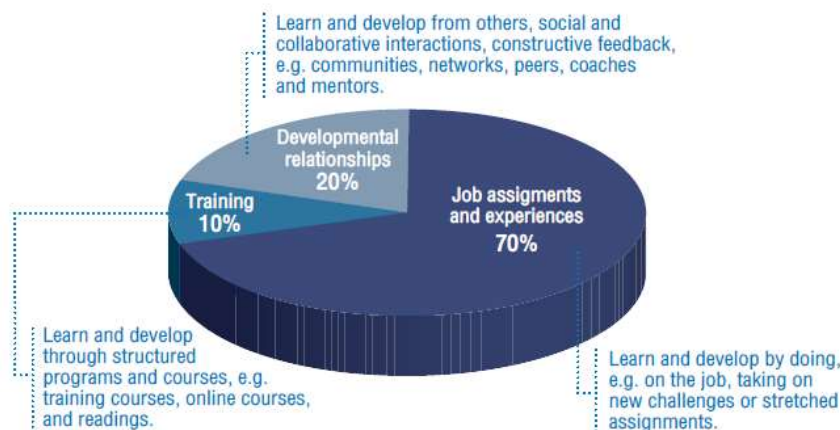
We disclose any misconduct or views about our processes and practices. In addition to local channels, an email address is provided on our website for employees to report potential breaches of Indorama Ventures' Values and Code of Conduct. The Ethics Council takes immediate action on these cases by maintaining the confidentiality of the whistleblower, and at the same time reports on such disclosures to the Nomination, Compensation & Corporate Governance (NCCG) Committee, which comprises Independent Board of Directors members.

4. People Development Opportunities

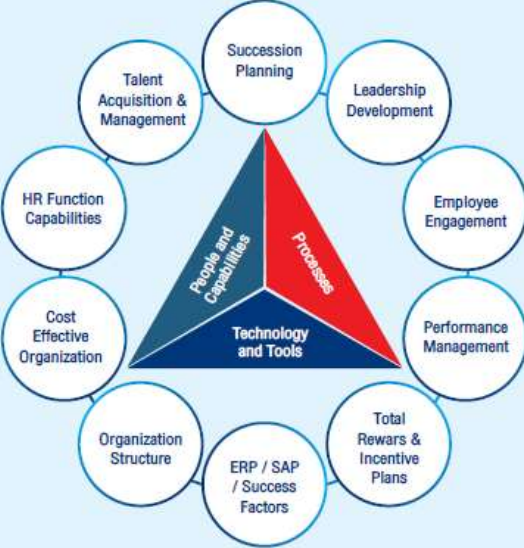
We promote a learning culture and a growth mindset where development is ongoing:

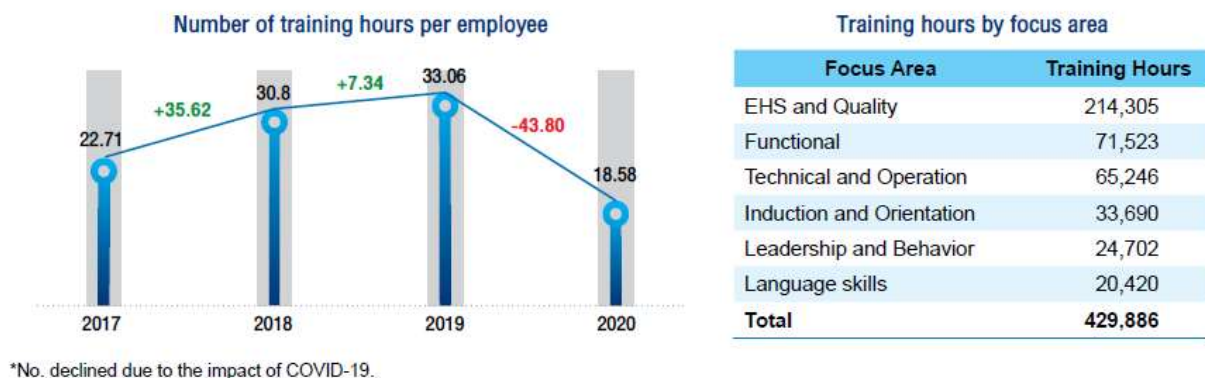
- Employees take ownership and drive their development.
- Managers facilitate, encourage and support the development of their employees.
- IVL, through our leaders, collectively create a dynamic, experiential and innovative environment for growth and learning.

We recognize that there are different ways to learn and grow, depending on the development needs and an individual's learning style. Therefore, we promote a holistic learning and development approach, guided by a 70-20-10 ratio with the following types of development activities:



2020 highlights

Sr.	Initiatives	Outcomes
1	IVL Leadership Development <ol style="list-style-type: none"> Leadership development is a strategic priority for IVL as quality leadership enables sustained business performance and high employee engagement. IVL's leadership curriculum is designed to develop all company leaders by focusing on the IVL Leadership Skills Profile. Development is targeted by leadership level – Junior Management, Middle Management and Senior Leadership. The leadership training portfolio, coaching, and mentoring were implemented as centrally managed programs. 	<ul style="list-style-type: none"> 218 leaders were trained through virtual and in-person leadership training programs. 943 leaders completed e-Learning leadership. A global mentoring program was initiated for six junior and middle management leaders while six senior leaders were trained as mentors. We will continue to expand the mentoring program to support leadership development and build our internal pool of quality mentors. Two senior leaders joined the executive coaching program to support their career transitions and leadership development.
2	HR Functions and Capabilities <ol style="list-style-type: none"> HR is recognized for delivering value to the business and a positive employee experience by being integrated and digitally enabled. Contributing to professionalism and building HR functions and capabilities ensuring sustainable improvements in people practices. Setting regular meetings of the HR Council as the governance, review and decision-making body on HR group level matters and the status on HR projects. 	<ul style="list-style-type: none"> Key subjects were discussed and decisions taken at regular monthly and ad hoc HR Council meetings. Timely and purpose-driven engagement of local HR through webinars and workshops to ensure improved communications, engagement and alignment. Ongoing development of HR capabilities: <ul style="list-style-type: none"> Basic petrochemical industry knowledge. Fundamental project management for HR heads at every IVL site/entity. M&A for representatives in each area.
3	Customized training <ol style="list-style-type: none"> A new global program on pre-assignment training for new expatriates to support assimilation and cultural awareness. Training based on client-specific needs. Online training on a leading massive open online course (MOOC) platform. 	<ul style="list-style-type: none"> The program was designed and ready for implementation from January 2021 onwards. 250 e-Learning programs across all facets of the business. These programs are from Ivy League schools including Harvard University and Yale University.



5. Succession planning

To build a robust pipeline of talented employees who are seamlessly integrated into the organization through acquisition and management, together with a global succession planning process which was designed and launched in 2019 for senior management positions.

In 2020, this process was successfully implemented for middle management level positions which expanded from 39 to 211. The number of validated successors also increased significantly from 68 to 382. We continue to focus on diversity and building a young and talented pool which has already made solid progress over the past year. To accelerate and support the development of successors, each of them has a clearly defined Individual Development Plan.

Going forward, we will continue to expand this process to other key positions while the new ERP (SAP Success Factors) will be deployed in 2021.

In consultation with the NCCG committee, the Board reviews both the adequacy of the succession planning process and the plan for the Group CEO and Executive Board positions. For other key positions, IVL ensures successful leadership transitions through a constant process of developing the next generation of leaders.

6. Compensation and Rewards

We assess the compensation packages against industry standards and local nuances, either matching or exceeding them. The incentive system is linked to combination of performance matrix at company, business unit, and individual level.

Begun in 2017, the **Employee Joint Investment Program (EJIP)** allows participating employees to accumulate IVL shares on a monthly basis for a fixed period of time. The EJIP aligns the interests of employees with the Company's performance through share ownership.

The **IVL Performance Excellence Award** is a significant initiative to sustain and improve employee engagement and is meant to inspire our employees to challenge all boundaries and produce outstanding results. Underway since 2017, this award is based on stellar performance across 10 criteria based on: Financial Performance, Operational Performance, and Sustainability Performance (environment, health and safety). The best Business Units are identified by benchmarking their performance across these criteria and awarded at the IVL Group Management Conference (GMC)

while cash incentives are also provided to employees of these units to recognize their excellent teamwork.

GCEO to average employee remuneration ratio:

	Remuneration 2020
GCEO (in 000 THB)	66,615.09
Average employee remuneration (in 000 THB)	1,407.21
Ratio	47.34

7. Human Rights

IVL respects the human rights of all of its workers and the local communities where we operate. In 2017, we formalized our commitment to the UN Guiding Principles on Business and Human Rights. We started a yearly global survey in 2015 on human rights, continue to work on action plans to mitigate perceived risks, and also engage with our suppliers on their commitment to address human rights issues. Our respective units have taken the initiative in getting SA8000 certification or its equivalent to ensure that there are no human rights violations across the organization.

8. Material Labor Disputes

Since our inception, IVL has never had any material labor disputes.

10. Sustainability and Corporate Social Responsibility

A. Sustainability

While our world has drastically changed, our commitment and proactive approach to sustainability remains strong. Our steadfast actions have kept our operations running safely, while helping to connect the dots along our value chain and also contributing to local communities. The global pandemic has forced us to adjust our habits and provided an opportunity for all of us to reevaluate practices as a company.

IVL's relentless business focus on our five priorities – including sustainability – has enabled us to tackle many global challenges. We have a comprehensive strategy with structures and processes that are efficiently implemented by our employees. Our long-term focus incorporates sustainability throughout the company, and we continue to invest in opportunities that improve our earnings and operations, while supporting our team around the world.

Sustainability Strategy

Our strategy, in-line with our corporate strategic levers, supports our vision of becoming a **world-class sustainable chemical company, making great products for society**.

With sustainability as one of our core corporate strategic levers, we are evolving our sustainability strategy to not only expand the boundaries of our work, but to further harness the dynamics of change to solve global challenges. *Our goal is to ensure economic success and sustainability for all of our stakeholders.* We are increasing our focus on the development and implementation of performance improvements and strengthening our business through a holistic approach.

Vision	To be a world class sustainable chemical company making great products for society				
Values	"Always evidence-based"	"Honesty in everything"	"Collaborative & Innovative"	"Visionary leadership"	"Adaptive mind-set"
Aspiration	Carbon Neutral to sustain our world & business		Improving Lives through sustainable & affordable products		Trusted Partner to the global community
Differentiators	Thought Leadership on sustainability and the circular economy	Global-local Close to stakeholders	Circular Approach Value chain capture	Early adopter bringing innovation to our operations	ESG best in class investing in sustainable businesses
Strategic priorities	1 <i>Must do</i> Stakeholder Engagement Aligning society to deliver on responsible action	2 Recycling Building the recycling infrastructure the world needs to deliver a Circular Economy	3 Measure Understand what will be covered in our sustainable commitments and how our products improve society	4 Efficiency Efficient use of resources delivering sustainability goals and ROCE. Energy transition/waste to resource	5 Education Scale education programs, leveraging IVL's extensive global footprint
Metrics	IVL goals shared & adopted by society	750 M (50 bn) PET bottles recycling p.a. by 2025	External validation	Carbon neutral by 2050	Educate 1,000,000 school children by 2030

As IVL's operations continue to grow and expand, the more complex nature of our business means we must be equipped to strengthen our sustainability foundation. This involved restructuring our portfolios with a sharper focus and clearer processes so that we are better aligned in our future actions and direction. Yashovadhan Lohia was appointed to lead this effort as Chief Sustainability Officer. A task force covering other Sustainability functions including Environmental Sustainability, Reporting and Disclosures, Product Innovation & Stewardship and Communications & Advocacy helped to further to

strengthen our long-term capabilities and performance and embed sustainable development within the organization.

Sustainability Leadership

IVL recognizes we have a broader role to play in contributing to sustainability resilience in both industry and society. We achieve this through a focused set of initiatives and by working with strategic partners and associations on voluntary projects on a global scale contributing positively through our actions to tackle plastic recycling, plastic waste and climate change.

Over the past few years, there has been increasing stakeholder interest in the role played by industry associations in public policy debates, particularly in the context of plastic recycling and plastic waste. These collaborations are aligned with our long-term sustainability objectives and can further our commitment to increase recycled content volumes of PET by at least 750,000 tons. IVL pledged USD 1.5 billion towards achieving this target by 2025.

We actively participate in **legislative engagements** with industry associations to support positive change and sustainable practices. Two key ambitions are announcing our intention to work with the Committee of PET Manufacturers in Europe (CPME) on **EU Plastic Tax Policy** and the EU Commission on a **Spanish law to ban extra virgin olive oil being sold in plastic**.

Moreover, we announced our intention to work with various associations that represent the plastic sector to develop a protocol on policy advocacy. We intend to define the policy areas, and build and improve public perceptions of PET, which is a 100% circular, recyclable plastic with a lower carbon footprint than other packaging materials such as glass and aluminium. We actively communicate with political actors and consumers about the recyclability and sustainability of PET through strategic partners including the **Global Plastic Action Partnership (GPAP)**, **PET Container Recycling Europe (PETCORE)**, **National Association for PET Container Resources (NAPCOR)**, and **The Recycling Partnership**.

To further catalyze our actions, we increased our presence at various global events and with important organizations throughout the year to improve public perceptions of PET, including the World Economic Forum (WEF), UNGC Leadership Summit, Thailand Business Leadership for SDGs (GCNT), Climate 50 Leaders, Bloomberg interviews, PET recycling/rPET roundtable with Morgan Stanley/JP Morgan.

First-ever Blue Loan: IVL was the first company to collaborate on fund issuance through a blue loan, a financial package whereby funds raised are certified and tracked exclusively for projects that support a Blue Economy – i.e., sustainable use of ocean resources for economic growth, improved livelihoods and jobs, and ocean ecosystem health. The landmark USD 300 million-package was arranged by the International Finance Corporation (IFC), the Asian Development Bank (ADB) and the Deutsche Investitions-und Entwicklungsgesellschaft mbH (DEG), for IVL. Together with helping increase our recycling capacities in five countries, the loan further allows IVL to invest in other climate-related activities such as solar panels, waste heat recovery (WHR) and other energy efficiency projects. Following Thailand's first-ever green loan and sustainability-linked Ninja loan, this further supports our sustainability commitments as a business and emphasizes our fiscal responsibility through green finance.

Climate-related Disclosure Pioneer: IVL was the first chemical company in Thailand and the second chemical company in Southeast Asia to voluntarily align our climate-related disclosures with the recommendations of the Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD) in 2020. This reflects our commitment to enhancing financial disclosures that improve business evaluations, drive the climate change agenda, create positive impacts to sustainable investments, and make economies more resilient and stable. [Learn more about our TCFD report.](#)

In addition to our environmental priorities, we are implementing a robust strategy through structures and processes that support human rights, labor, and anti-corruption that delivers significant value creation to our stakeholders. We are a signatory to the **United Nations Global Compact (UNGC)** and are detailing the progress of our implementation of the UNGC's Ten Principles and support for its broader development objectives.

Gender Diversity: Two key positions at the senior level were filled by women, a member of the Board of Directors and the Group Head of Business Continuity Management. IVL took this important step on inclusion that led to broad-based action across the organization. We recognize that promoting more women into leadership positions is an essential part of organizational development and change.

Sustainable Development Goals (SDGs)

We are committed to playing a constructive role by supporting the SDGs through our sustainability initiatives and operations. We believe that our collective commitment and synergies can drive sustainable growth and an economic recovery helping Thailand transition to a more sustainable path – now and for future generations. Our projects supporting the SDGs are related to the following goals:



Recycling Business and the Circular Economy
Bringing customers into the product value chain cycle and developing ways to support the circular economy

Climate Change & Energy
Being fully aligned with global initiatives that develop strong low-carbon strategies

Environmental Stewardship
Improving resource efficiencies and ensuring that our production is environmentally-friendly.

Health, Safety and Well-being
Guaranteeing that health and safety are at the forefront of our activities

CSR and Collaborations
Making Recycling Education a global program and collaborating to have further positive impacts on society

The progress we have made in our contributions to the SDGs has been monitored throughout the year and publicly reported in our [Sustainability Report 2020](#) and in the [SDGs section](#) on our website. As a result of our commitment and strong actions, IVL won the Sustainable Business Award for the UN Sustainable Development Goals in 2019 from Global Initiatives which was announced on December 4, 2020. Further details are available at [IVL SDGs Report 2020](#).

At the “GCNT FORUM 2020: Thailand Business Leadership for the SDGs” held at the United Nations Conference Center to celebrate both the 20th anniversary of the UNGC and the 75th anniversary of the United Nations, IVL pledged that by 2030, we will collectively invest a total of one billion baht (approximately USD 33 million) in projects and initiatives that directly support achieving the SDGs and also commit to embedding the SDGs into the core of our business strategies and activities. This

declaration reaffirms our commitment to supporting the Thai government in its efforts to achieve the 2030 agenda.

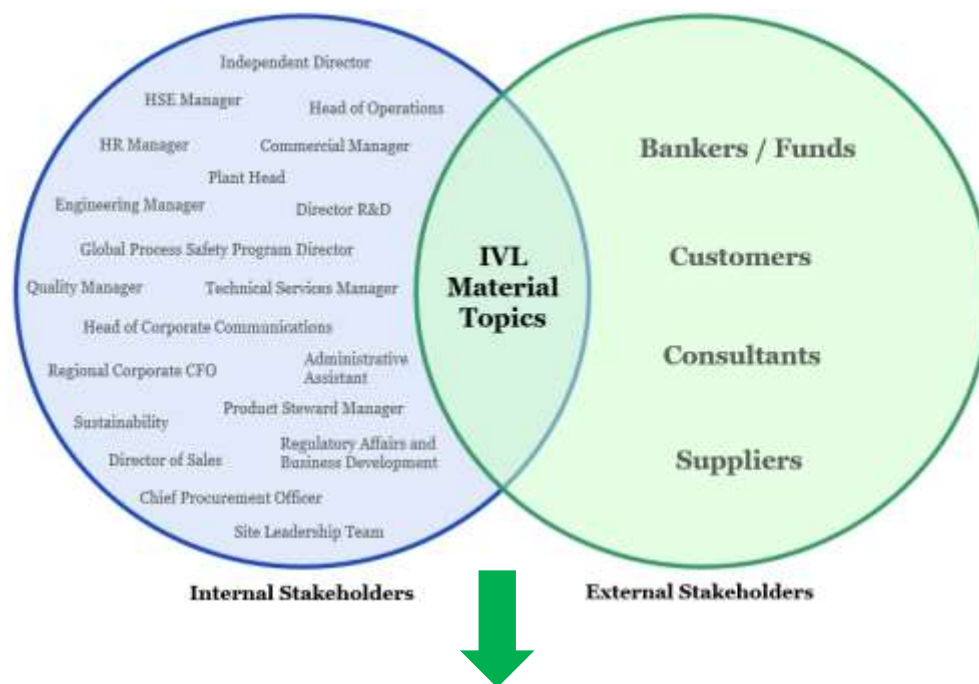


Mr. Alope Lohia, Group CEO of Indorama Ventures, joined a panel discussion on “Leadership for Sustainability under the New Normal towards the SDGs” at the GCNT Forum 2020: Thailand Business Leadership for SDGs on August 31, 2020, at the United Nations Conference Center in Bangkok, Thailand.

(Left to Right: Ms. Gita Sabharwal, UN Resident Coordinator in Thailand; Mr. Chaiwat Kovavisarach, President and CEO, Bangchak Corporation PCL; Mr. Alope Lohia, Group CEO of Indorama Ventures PCL; Dr. Sarayuth Saengchan, Senior Executive Vice President-Finance and Acting COO of Mitr Phol Group)

Materiality Assessment

We are committed to operating with transparency, through open communications, and are working to develop trust and positive relationships with all stakeholders. One of the formal management systems to engage with and learn from our stakeholders is a materiality assessment. The corporate materiality assessment reflects how we identify, prioritize and take action on topics which we believe are of important interest to our stakeholders – notably in reference to our environmental, social and governance (ESG) factors. The materiality assessment is produced through an analysis of stakeholder surveys. The issues identified in fiscal year 2020 are in the table below:



Environment	Social	Governance
<i>PET Recycling and Plastic Waste</i>	<i>Occupational Health and Safety</i>	<i>Compliance Management (Regulatory and Environment)</i>
<i>Climate Change (including Decarbonization)</i>	<i>Human Rights</i>	<i>Business Ethics, Integrity and Transparency</i>
<i>Product Stewardship</i>	<i>Human Capital Development</i>	<i>Risk and Crisis Management</i>
		<i>Corporate Governance</i>
		<i>Customer Relationship Management</i>
		<i>Supply Chain Management</i>
		<i>Cyber Security</i>

Further details on the materiality assessment process, key material issues and performance are provided in our 2020 Sustainability Report and [2020 Materiality Assessment Report](#).

PET Recycling and Plastic Waste

We believe that recycled PET (rPET) is a new engine for growth and that the recycling of PET packaging is one of the most responsible solutions for the preservation of resources and the reduction of PET containers in landfills. We are doing our part by investing in recycling solutions globally. We understand that there is considerable pressure on plastics and that many people around the world want a sustainable environment for future generations. Amid the challenges, there are also tremendous opportunities with PET.

Our recycling strategy

Our recycling strategy is focused on strengthening our capabilities to increase recycling rates globally, contributing to a circular economy, and ensuring a fully closed loop. We will build on our leadership

position as the largest virgin PET producer and remain a leader in rPET. As a leading recycler in Europe, North America and Asia, we have a competitive advantage in rPET through our global footprint, 30 years of recycling expertise, and strong partnerships across the circular value chain.

We are a member of industry associations around the world and voluntarily commit to several sustainability frameworks, standards and initiatives and transparently disclose data according to their requirements. We believe these strategic approaches can support a number of functions that lead to better outcomes on policies, practices and standards. We leverage our voice focusing on the need to reduce plastic waste and reinforce our intentions as a force for good by driving and sharing our perspectives on real solutions.

Addressing issues and our 2025 Commitment

As part of our recycling efforts, we made a global commitment to invest USD 1.5 billion by 2025 incorporating 750,000 tons of post-consumer PET materials as feedstock into our polyester production. This commitment is just the start of our journey in generating value from gathered post-industrial and post-consumer PET from numerous sources, not limited to bottle-deposits or curbside collection alone, and promoting zero plastic in the environment. As we move towards achieving this goal, we undertook important steps to strengthen and increase our recycling operations in 2020 including:

- Establishing a joint venture, PETValue, with CocaCola Beverage Philippines.
- Acquiring AG Resinas Ltda in Brazil and forming Indorama Ventures Sustainable Solutions Brazil
- Acquiring two new facilities in Bielsko-Biala and Leczyca in Poland and a new recycling facility in Verdun, France.

These new investments strengthen our 2025 commitment by providing significant support to boosting global plastic collection rates and making increased recycling a reality.

Climate Change (including Decarbonization)

In recognizing the urgent need to address climate change in 2020, we accelerated our commitments to reduce Scope 1 & 2 GHG emissions by focusing on reducing climate risks related to our direct emissions. We set a GHG reduction target to conserve energy and minimize air emissions with a 10% reduction of combined GHG Scope 1 & 2 emissions intensity by 2025. In addition to reducing our energy use, which is the key to our overall climate change strategy, we are continuing to purchase renewable energy and investing in alternative energy resources as part of our collective actions that will lead us to achieving our goals.

The following is a summary of our carbon footprint reduction efforts:

- Continuing to work on operational eco-efficiency initiatives. Various green projects were approved across three business segments with the intention to lower our environmental footprint (GHG, energy, water), improve operational eco-efficiency and water consumption efficiency.
- Increasingly exploring renewable energy consumption towards our target of 25% by 2030. We have been working with developers and consultants on virtual PPAs, a large-scale offsite financial contract for green certificates in the U.S. and Spain. Agreements are expected to be completed in the fourth quarter of 2021.

- A stronger focus on solar rooftop installations to increase renewable energy usage with an overall capacity of 25.4 MWp. Seven projects in Thailand and India have been completed. Five LOI/PPA-signed projects are in the execution phase in Thailand, while five more projects are underway in Indonesia, Lithuania and Thailand.
- Ramping up a global bottom-up conservation initiative to identify and address energy wastage through a staff competition with monetary prizes.

These important projects have allowed us to decouple business growth from GHG emissions and accelerate our progress towards our goals to reduce 10% of combined Scope 1 and 2 emissions intensity by 2025, as well as consuming 25% renewable electricity by 2030. We believe our strategic actions will play an essential role in contributing to a decarbonized world and help us create value for decades to come.

Circular Economy

In 2020, we achieved considerable progress for a more circular economy through our investment in three recycling facilities in Brazil, Poland, and the Philippines, resulting in 15 operating sites globally. With a belief that together we can drive high-potential solutions, last October, we joined the World Economic Forum's Global Plastic Action Partnership (GPAP) – a global multi-stakeholder partnership that aims to reduce plastic leakage into the environment and is driving the transition to a circular economy for plastics. This partnership is aligned with our 2025 recycling commitment. We were honored to receive the first blue loan from the IFC which will lead to the recycling of 50 billion PET bottles globally per year by 2025. This includes four countries in Asia and one in Latin America, where we will be diverting plastic waste from landfills and oceans, investing in renewable energy and resource efficiency projects, and delivering a circular economy for PET packaging.



We have continued to provide recycling education to students in schools and universities, communities, governmental organizations, and the public and private sectors. In 2020, more than 27,900 people, including students and teachers, were educated in waste management and recycling, resulting in approximately 9,430 kilograms of collected PET products which were returned to our recycling facility in Nakhon Pathom, Thailand. Further details are available at [Recycling Education](#).

Through important collaborations and a better understanding on plastic waste separation, IVL already achieved more than 58 billion recycled bottles at all of our recycling facilities from 2011 until the end of 2020. This means that IVL delivered by helping reduce plastic waste by more than 1.3 million tons and reduced our carbon footprint by more than 1.9 million tons. For our real time bottle recycling count, please visit [Recycling](#).

Additionally, during the COVID-19 pandemic, PET bottles have been collected for recycling and converted to high-quality recycled PET yarns. This is Thailand's sole source of medical-grade rPET,

and the process is conducted at IVL's Nakhon Pathom recycling plant and was the country's first-ever PPE coverall made from yarn recycled from post-consumer PET bottles, which was 100% collected domestically. Further details are available at [Corporate Social Responsibility](#).

Sustainability – the Road Ahead

We recognize that our stakeholders and industry have rising expectations of our performance. Our Sustainability Strategy takes a systems-based approach, and seeks to identify and improve performance across a wide range of relevant issues, including the environment, people and society. In determining where to focus, we are taking materiality as well as impacts into consideration for the road ahead.

Addressing Climate Change: Towards 2060

We are striving to meet the objectives of the Paris Agreement to manage climate in the context of sustainable development. Given the scope of the challenges the world faces, we are building on what we have accomplished and continuing to raise the bar for ourselves through new and long-term goals. The company is responding to climate change by announcing more aggressive GHG targets and actions consistent with the Paris Agreement, including:

- Ramping up renewable electricity use in the U.S. and Europe: Onsite (rooftop and ground mounted) and offsite (Virtual Power Purchase Agreements - vPPAs).
- Exploring options for Science-Based Targets (SBTs) and driving leadership in supplier engagement to bring down emissions in our supply chain.
- Adopting green technologies and innovations such as Carbon Capture and Storage (CCS), low carbon energy – green hydrogen and other clean energy sources as one of the means to help deliver climate neutrality and tackle energy security.

Our commitments speak for themselves. We not only continue to work to address climate change concerns but are also expanding the scale of our work to across boundaries and undertaking our responsibilities to the next level along the value chain.

Awards and Recognitions

Indorama Ventures assures **independent external sustainability assessments and evaluations** of our sustainability performance through participation in various worldwide recognitions such as the Dow Jones Sustainability Indices (DJSI), CDP, FTSE4Good, MSCI, Sustainalytics and EcoVadis, among others.

Our **achievements and third-party recognitions** speak to the focused efforts of management, together with the outstanding commitment and efforts of our employees. They provide us with a broader perspective of global standards and help drive continuous improvements over time. It is also important that we build on these successes and continue to aspire to be “**a world-class sustainable chemical company making great products for society.**” Learn more about [our corporate sustainability awards and recognitions](#).

B. Evolving Corporate Social Responsibility (CSR):

At IVL we integrate social and environmental concerns into our business and our interactions with stakeholders. Our CSR goal is to create a positive impact on society and deliver value, whether social,

environmental, or economical to ensure the company remains sustainable. This year, we aim to implement CSR practices to meet with the Shared Value concept. To inspire our employee motivation, we encourage them to uplift their CSR activities by building awareness on the Creating Shared Value (CSV) concept. This means that we can address societal challenges through corporate expertise and accelerate initiative to create benefits for business and communities.

Shared Value takes an essential step beyond Corporate Social Responsibility, which is not about philanthropy, donations, or social contributions. It is about creating meaningful economic value such as a competitive advantage, brand reputation, secured supply chain, and response to social needs or community concerns.

CSR Global Activity Highlights 2020

Our CSR initiatives always aligned with the CSR focus areas: knowledge, well-being and environmental. Even though this challenging COVID-19 pandemic, IVL continues working to create value while contributing to society, to ensure that we benefit, both as company and a community. Illustrated below are just some of the activities from across the globe.

- Knowledge:** We believe that establishing Waste Education programs - including plastics and the recycling process - for young people to install environmental responsible mindsets leads to strengthening STEM education and innovation. This can help address the waste challenge. We want to ensure equitable, quality education and promote lifelong learning opportunities for all. We support education and training on waste recycling for communities through internal and external collaborations.

Highlighted activity: Recycling Education Programme

Indorama Ventures' Recycling Education Project is an initiative to spread awareness and practical knowledge about recycling PET, implement sustainability missions globally. We extended our collaborations and worked with diverse groups to convey this message to a broader audience, together with having a positive impact among communities in different countries worldwide.

Despite the limitations of the COVID-19 pandemic in 2020, 60 schools, 2 universities and 9 organizations participated in our program, communicating our message to 27,906 participants

- Well-being:** We believe in strengthening communities by focusing on quality of life, to facilitating access to health awareness and community care facilities.

Highlighted activity: Covid-19 Reaction

IVL works globally to address the social needs and build a good relationship with the local community to fight the COVID-19 pandemic throughout this tough time.

For instance, in Nigeria, we distributed food items to over 300 people in the Sanyo community to support families during the National Lockdown due to the pandemic. In the United States, we produced hand sanitizer and other relevant cleaning products to relieve the shortage. Over 14,300 sanitizing solution gallons have been distributed to hospitals, local governments, correction facilities and police departments.

[300 people received the food in the Sanyo community, Nigeria]



[14,300 gallons of sanitizing was distributed across United State]





- Environment:** We believe that protecting and conserving the environment is the key to sustaining our planet. Our objective is to conserve natural resources and the existing environment. We are pleased to have supported and positively impacted organizations by collaborating with partners across the globe.

Highlighted activity: Promoting the circularity of PET bottles

In collaboration with our CSR partners, we worked closely with various parties such as independent organizations, education institutions and the private sector. We have collected **over 4.8 tons** of post-consumer PET bottles **within 5 months** and recycled them as sustainable yarn for PPE suits. We also promote the waste separation and encourage the public to support the circular economy for PET bottles under a collaborative project called "Separate PET Bottles to Help Doctors" and "Separate PET Bottles to Help Dentists."

Furthermore, another 5 tons of PET bottles were collected as part of the Global Educational Programme outcome during 2020.

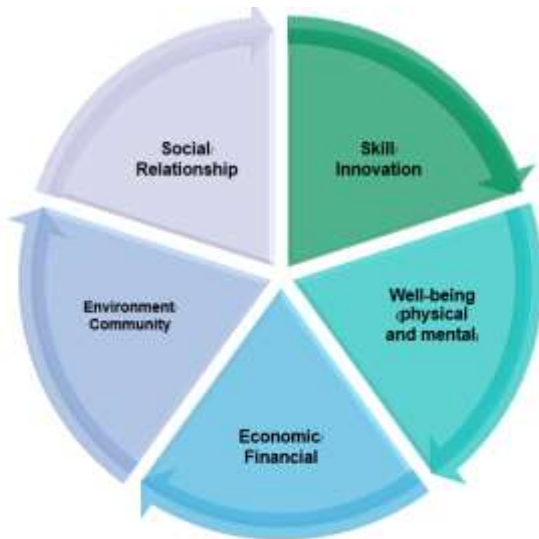
[Within greatly collaboration, over 4 tons of PET bottles were collected as part of CSR activities]





SROI: Social Return On Investment - Recycling Education Programme.

IVL's commitment is long-term, having committed to operating the Recycling Education project for 30 years project (2017 - 2047). In 2019, we educated over 13,000 students under the Recycling Education Programme in Thailand.



To evaluate the program's effectiveness and continue developing our crucial activity, we bring the Social Return on Investment (SROI) approach to understand the impact with a specific method to calculate benefits and outcomes. Moreover, this method also helps to identify the tangible results by comparing with the value of outcomes and the monetary value that the company spends. Meanwhile, the purpose of evaluation can strategically adapt to improve the outcomes for beneficiaries and stakeholders, as well as the value for money proposition.

There are five dimensions that we focus on, as shown in the figure. A recent study shows that **every 1 Baht investment in recycling education generates over 5 times the value for local communities.**

This value established by an external consultant named Social Value Thailand (SVTH), an initiative of Social Value International. It is a network of leading organizations worldwide, with memberships of more than 700 organizations in 25 countries globally. The objective is to set standards and develop personnel in social compensation assessment.

The process starts with identifying key stakeholders, engaging with the local community, and gathering feedback on the recycling education programme by conducting the survey, in-depth interview, and focus group. After that, the information was analysed and assessed to give the Social Return on Investment (SROI).

11. Internal Control and Risk Management

The Board of Directors has assigned the Audit Committee (“AC”) to review the financial reporting process of the Company and its subsidiaries in accordance with generally accepted and consistently applied accounting standards in-line with the rules and regulations of the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”), as well as any relevant legislation. The responsibilities of the AC include reviewing the Company’s performance in compliance with corporate governance principles, maintaining suitable, effective, and well-recognized internal control and audit systems, the selection and recommendation of external auditors, and any other tasks as assigned by the Board of Directors.

The Company’s in-house Internal Audit Department (“IAD”) reports to the AC. The IAD is responsible for reviewing the adequacy and effectiveness of the Company’s internal control systems for IVL and its subsidiaries. The department reports its findings and recommendations to management and the AC. The assurance reviews are performed to ensure the existence of an effective system of internal controls that provides reasonable assurance for achievement of the Company’s objectives. Risks at all levels of the Company are managed through an effective internal control system and documented in IVL’s Sufficiency of Internal Control System Evaluation Form.

The Board of Directors, at Meeting No. 1/2021 held on January 14, 2021 and attended by all members of the AC, considered the recommendations of the Committee, evaluated its opinion on the internal control systems of the Company and its subsidiaries for 2020 and observed the internal control systems to be adequate. The internal control systems in use at the Company generally conform to the internal control model as advocated by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). The summary of IVL’s internal control systems in-line with the COSO framework is detailed below:

Control Environment

IVL prepares annual and five-year business plans, which are approved by the Board of Directors. These plans form the basis of arriving at employee goals and objectives at all operating units as well as the steps to be followed to achieve the Company’s objectives. The Company’s objectives are periodically reviewed from time to time. The Company has a well-structured organization in place that delineates the individual’s responsibility for key businesses and other functions. All employees have been provided the IVL Policies Handbook which contains all of the policies that facilitate in improving the control environment. IVL has a detailed Code of Conduct, namely the Code of Conduct for Directors, and the Code of Conduct for Employees. These Codes of Conduct apply to all directors and employees of Indorama Ventures PCL and its subsidiaries and affiliates. All new employees sign-off on the Code of Conduct, which is provided to them as part of their orientation program. The Code of Conduct for Employees and Directors is published on IVL’s website.

The Company has a Policy on Internal Information Control and Use of Insider Information to regulate the conduct of all directors, executives and employees to keep the Company’s information confidential and not divulging such information with the aim of gaining benefits for the individual in question or others, directly or indirectly. The Anti-Corruption Policy was adopted to conduct IVL’s global business operations honestly, fairly, without corruption or bribery, and with accountability. These policies are published on IVL’s website.

Risk Assessment

IVL has a Sustainability and Risk Management Committee ("SRMC"). The SRMC reviews the Company's performance on sustainability, assesses the risks associated with aspects on sustainable development and informs the Board of risks with potentially significant impacts to ensure the implementation of robust business processes, procedures and policies. In addition, there is an effective process to evaluate and advise the Board of significant risks and uncertainties that could adversely impact sustainable and profitable growth. The SRMC reports to the Board periodically on its activities and evaluates its performance on an annual basis by reference to its charter and current best practices. SRMC also reviews the sensitivity analysis of the business plan, Greenfield and M&A projects. Respective business heads, who are members of the SRMC, also closely monitor key business risks.

Control Activities

IVL's operating units have policies and procedures with regard to general management, procurement, sales and marketing, and financial activities. These, together with the financial authority manual, ensure that adequate controls and checks are exercised by management to operate efficiently and mitigate the risk of fraud or misappropriations. There is an adequate segregation of duties with respect to the authorizations, recording and custody of assets at all the units. There is an internal policy on connected transactions which very clearly stipulates what constitutes a connected transaction, who falls under the definition of a connected/related party and the procedure to be followed in case the Company enters into a connected transaction. All connected transactions have to follow the rules and regulations of the SEC/SET, whereby, depending on the size of the transaction, a new connected transaction is reviewed by the AC and recommended to the Board for its approval. Every quarter, a statement of all connected transactions is submitted to the AC and the Board. All IVL subsidiaries have directors who regularly monitor their operations ensuring they are in-line with the overall objectives of IVL. The IVL Board is regularly briefed on the performance of its subsidiaries. The minutes of subsidiary units are provided at each quarterly meeting of the Board. Compliance confirmation is obtained from the respective Plant Head confirming the status of compliance with all applicable laws and regulations, while statutory filings are reported to the AC on a quarterly basis and to the Board on an as-needed basis. The Company has a Disaster Recovery Plan for IT processes to bring the IT system back to normal within a specified timeframe.

Information and Communications

The Company and management ensure that adequate and sufficient information is provided to the Board for their review and consideration. The minutes of the Board of Directors meeting are prepared by the Company Secretary, covering all aspects of the discussions, and are reviewed by all directors and signed-off by the Chairman of the Meeting. The Company Secretary and the AC Secretary fulfill any requirements and provide information needed to assist the Directors. IVL has a Whistleblower Policy which provides different ways for employees to report anonymous complaints. The Legal & Secretarial Department of the Company is authorized to communicate with regulatory agencies. IVL's website provides a communications channel to external parties who may contact the Company's independent directors by sending an email to: independentdirectors@indorama.net or ethics@indorama.net

Monitoring

The annual operational and performance budgets of the Company and its subsidiaries are reviewed and approved by the Board of Directors.

IVL's quarterly consolidated financial statements are reviewed and approved by the AC, which also reviews the annual audited financial statements and makes recommendations to the Board for its consideration and approval. IVL's management evaluates the capability of the corporate internal control system on an annual basis and updates it accordingly to reflect the evolving needs of the business.

The Company's in-house IAD formulates the annual internal audit plan which is approved by the AC. The risk-based audit plan considers several risk factors and the results of previous internal audit reviews. The annual Internal Audit plan is also discussed with the Company's senior management and ultimately approved by the AC. The IAD reviews the internal control system throughout the various business processes and across all subsidiaries according to its Annual Internal Audit Plan. The deficiencies noted and recommendations made are communicated to the personnel responsible for implementation through the internal audit report. The significant audit findings are presented to the AC on a half-yearly basis. From time to time, the AC reviews a management letter from the external auditors, and periodically reviews the status update on the implementation of outstanding recommendations. The IAD has completed the Control Self-Assessment Questionnaires (CSAs) for five business processes at IVL and its subsidiaries and affiliates, and is in the process of rolling out the sixth Control Self-Assessment Questionnaire on the "Operations and Waste Management" process. The IAD reviews the completed CSAs by the business units and reports on their compliance to the AC. The CSA approach facilitates a "Risk Awareness Culture" among employees working across all IVL entities.

Head of Internal Audit and Head of Corporate Compliance

1. Head of Internal Audit

The Company has its own Internal Audit Department (IAD). The Internal Audit Manual describes in detail the International Professional Practices Framework, Standards and Internal Audit planning and execution process that governs the day-to-day working of the IAD. The AC has the authority to approve the appointment, transfer and dismissal of the Head of Internal Audit. Mr. Narayanaswamy Subramanian heads the IAD at IVL.

2. Head of Corporate Compliance

IVL has appointed the Company Secretary, Mr. Souvik Roy Chowdhury, as the Head of Corporate Compliance to review and evaluate the various statutory and corporate compliances for all business units and ensure that they are in accordance with the applicable rules, regulations and Company policies.

12. Connected Transaction

The connected transactions occur in the normal course of business and the pricing is akin to market prices or at arm's length basis that would normally be charged to/by any other customers/suppliers with comparable and reasonable terms and conditions. The following is a summary of such transactions as at 31st December 2020:-

Connected Party & Relationship	Type of Transaction	(Amount in MB)		
		2018	2019	2020
PT. Indo-Rama Synthetics Tbk., Indonesia (PTIRS) <ul style="list-style-type: none"> The majority shareholding in PTIRS is ultimately controlled by a Trust in which Mr. Sri Prakash Lohia¹ and his immediate family members are the discretionary beneficiaries. Mr. Sri Prakash Lohia¹ is the President Commissioner and Mr. Amit Lohia¹ is a Vice President Commissioner of PTIRS. 	Sale of raw materials/ products/ services/ utilities	1,778.54	1,547.92	2,587.95
	Purchase of raw materials/ products/ services/ utilities	2,133.94	2,552.35	346.19
PT. Indorama Petrochemicals, Indonesia (PTIP) * From January 2019, PTIP has become an indirect wholly-owned subsidiary of IVL and thus no longer a connected party.	Sale of raw materials/ products/ rendering of services	522.13	0.00	0.00
	Purchase of raw materials/ products/ services	9,234.25	0.00	0.00
Indorama Eleme Petrochemicals Ltd., Nigeria (IEPL) <ul style="list-style-type: none"> The majority shareholding in IEPL is ultimately controlled by a Trust in which Mr. Sri Prakash Lohia¹ and his immediate family members are the discretionary beneficiaries. Mr. Sri Prakash Lohia¹ is the Chairman and Mr. Amit Lohia¹ is a Director of IEPL 	Purchase of utilities/ services	64.05	54.78	54.68
Pacific Resources Ltd., Thailand Mr. Anuj Lohia, son of Mr. Alope Lohia ² , is a major shareholder of Pacific Resources Ltd.	Service expense (Office Lease)	8.20	8.40	7.60
Cryoviva (Thailand) Ltd., Thailand Mr. Alope Lohia ² is an indirect shareholder of Cryoviva (Thailand) Ltd.	Service income	0.93	0.93	0.93

Connected Party & Relationship	Type of Transaction	(Amount in MB)		
		2018	2019	2020
PT. Irama Unggul, Indonesia (IU) <ul style="list-style-type: none"> The majority shareholding in IU is ultimately controlled by a Trust in which Mr. Sri Prakash Lohia¹ and his immediate family members are the discretionary beneficiaries. Mr. Sri Prakash Lohia¹ is the President Commissioner of IU 	Service expense (Office Lease)	1.06	1.02	1.02
Lohia Global Holdings Limited, Hong Kong-China <p>Lohia Global Holdings Limited is owned by Ms. Shruti Lohia, a daughter of Mr. Sri Prakash Lohia¹, and Mr. Krishan Kumar Aggarwal.</p>	Service expense (Royalty Fee for Indorama trade name)	165.51	175.44	204.86
Vega Aviation Limited, British Virgin Islands <p>Vega Aviation Limited is a company which is 100% owned by Canopus International Limited, Mauritius. Canopus International Limited is a company in which Mr. Alope Lohia² and his immediate family have voting rights of up to 76% and an equity interest of up to 50% while the remaining voting rights of 24% and 50% of the equity interest is ultimately controlled by a Trust in which Mr. Sri Prakash Lohia¹ and his immediate family members are the discretionary beneficiaries.</p>	Service expense (Aircraft Lease)	80.81	77.61	78.23
Thai Plaspac Public Company Limited, Thailand (TPAC) <ul style="list-style-type: none"> Mr. Anuj Lohia, son of Mr. Alope Lohia², is a major shareholder in TPAC. Mr. Kevin Kumar Sharma, son-in-law of Mr. Alope Lohia², is the CEO of TPAC. 	Sale of products	4.19	8.43	10.11
Yayasan Pendidikan Indorama, Indonesia (YP) <p>The sole trustee of YP is Mr. Sri Prakash Lohia¹ and Mr. Amit Lohia¹ is the Chairman of the Advisory Board of YP.</p>	Service Expense (Job work)	14.91	9.29	3.82
PT. Tigadya Minergy, Indonesia <p>The majority shareholding of PT. Tigadya Minergy is ultimately controlled by Mr. Sri Prakash Lohia¹.</p>	Purchase of coal	102.80	235.24	0.00

Connected Party & Relationship	Type of Transaction	(Amount in MB)		
		2018	2019	2020
Indorama Industries Limited, India (IIL) The majority shareholding in IIL is ultimately controlled by a Trust in which Mr. Sri Prakash Lohia ¹ and his immediate family members are the discretionary beneficiaries.	Sale of raw materials/ products/ services/ utilities	0.00	48.52	9.64
	Purchase of raw materials/ products/ services/ utilities	0.00	39.51	26.80
IVL Foundation Mrs. Suchitra Lohia ³ and Mrs. Aradhana Lohia, a daughter of Mr. Alope Lohia ² and Mrs. Suchitra Lohia ³ , are the Chairperson and Vice Chairperson of the IVL Foundation.	Donation for various social, charitable, environmental protection, sports, healthcare and other related activities.	0.00	20.00	11.50

Remark ¹ Mr. Sri Prakash Lohia is the Chairman and a Non-Executive Director and Mr. Amit Lohia is a Non-Executive Director of Indorama Ventures Public Company Limited ("IVL");

² Mr. Alope Lohia is an Executive Director and Group CEO of IVL;

³ Mrs. Suchitra Lohia is an Executive Director and Deputy Group CEO of IVL.

The Audit Committee Opinion on the Connected Transaction

The above connected transactions have been considered and opined by the Company's Audit Committee that the aforesaid connected transactions are reasonable and undertaken in the interest of the Company's business. While entering into these transactions, the Committee considers the best interest of the Company. No additional benefit has been transferred between the Company and the persons who have the conflict of interest.

Policy and Procedure to Approve the Connected Transaction

In the event that the Company carries out its business with the connected persons who may have a conflict of interest with the Company, the Audit Committee will express its opinion regarding the necessity of such transactions. The Audit Committee will ensure that terms and conditions of these transactions are consistent with market practice and prices charged for these transactions are evaluated and compared with market prices. In the event that market price is not available, the Audit Committee must ensure that these prices are reasonable and the transactions are carried out in the best interest of the Company. If the Audit Committee is unable to evaluate connected transactions due to lack of expertise in certain areas, the Company will arrange an independent expert to evaluate and give opinion on such transactions. The Board of Directors or the Audit Committee or the Company shareholders, as the case may be, will use this opinion from the independent expert as a supplement to form their own conclusion. Those directors who may have conflict of interest with the Company are prohibited from either voting or attending the meeting on matters regarding to the said connected transactions and disclose in Annual Report and Annual Registration Statement (Form 56-1).

Policy on the Entering into a New Connected Transaction

For any new connected transaction, the respective unit would need to contact the Secretary of the Audit Committee and inform about the proposed transaction, its rationale, value of transaction, pricing, terms and conditions in order for the Secretary of the Audit Committee to classify under which category of

connected transaction it would fall into and to get necessary approval from the Management/Audit Committee/ Board/Shareholders as required. Moreover, the Company will ensure that such transactions are carried out in compliance with the SEC Act, Rules, Notifications and Regulations of the Capital Market Supervisory Board, SEC and SET. In addition, the Company must also comply with the disclosure rules related to connected transactions and the Company's policy. All connected transactions are reviewed and confirmed by the Internal Audit department.