



**“
EMPOWERING
ALL
TOWARD
INCLUSIVE
GROWTH
”**



Annual Report 2021 (56-1 One Report)

PTT Oil and Retail Business Public Company Limited (OR)

Mission

01



Seamless Mobility

Strengthen energy solutions
for seamless mobility

02



All Lifestyles

Strive to be a one-stop
solution for all lifestyles

03



Global Market

Scale portfolio for
the global market

04



OR Innovation

Solve societal problems
for OR innovation

OR is convinced that a future business is one where people and the environment grow together, hence its new vision “Empowering All Toward Inclusive Growth”.

We do believe that opportunities for growth toward success, growth toward a better quality of life, and growth along with a decent environment are deserved by all. OR therefore readies itself to fulfill everyone with opportunities for growth and convey them to all our loved ones.

“
**EMPOWERING
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TOWARD
INCLUSIVE
GROWTH**
”





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for
BETTERMENT

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Social
License to
Operate





Living Standard &
Community
Development



Health
& Safety



LIVING COMMUNITY

EMPOWERING ALL TOWARD
INCLUSIVE GROWTH



LIVING COMMUNITY

Living Standard & Community Development



Improve community's standard of living with inclusive growth business model e.g., Café Amazon for Chance, Café Amazon Local Sourcing, Thaidet Products, and Pan Suk Farmer Market

Health & Safety



Enhance community's health & safety through our offering & business activities e.g., superior safety & environmental standard at petroleum terminals, high safety standard of LPG cylinders, roadside assistance at PTT Station, food safety, and hygiene

Social License to Operate



Retain social license to operate e.g. COVID-19 relief activities for communities, voluntary firefighter in emergency event, human right protection policy in doing business

01

Living Standard & Community Development



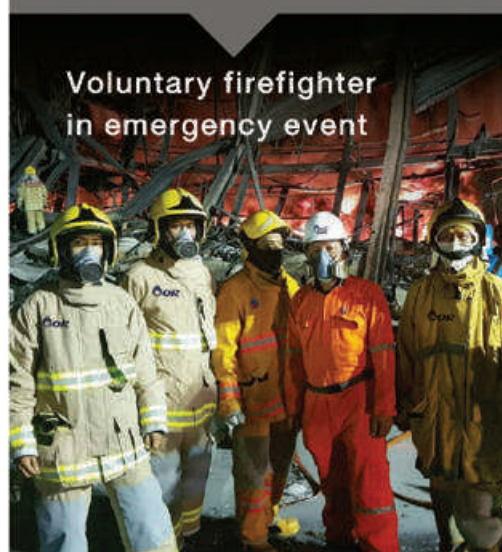
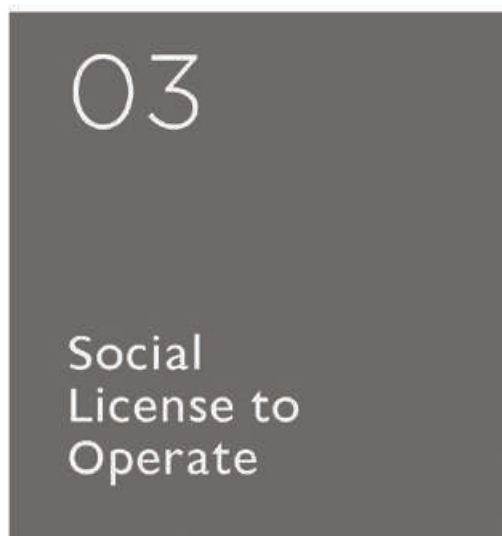
Café Amazon
for Chance

02

Health & Safety



Roadside assistance
at PTT Station





Responsible
Production
& Consumption





HEALTHY ENVIRONMENT

EMPOWERING ALL TOWARD
INCLUSIVE GROWTH



Energy
& Utilities



Climate
Change





HEALTHY ENVIRONMENT

Responsible Production & Consumption (RPC)



Embed circular economy in businesses e.g.
Café Amazon Circular Living Stores,
Café Amazon Green packaging,
Upcycling materials from wastes generated
in Café Amazon's value chain

Energy & Utilities (EU)



Offer greener, cleaner, more energy efficient products
and establish nationwide network of EV Station PluZ
with application for all EV users

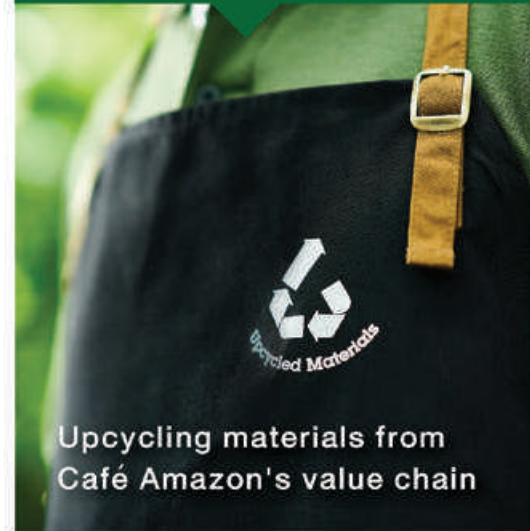
Climate Change (CC)



Increasing energy efficiency and adopting clean energy
for decarbonization

01

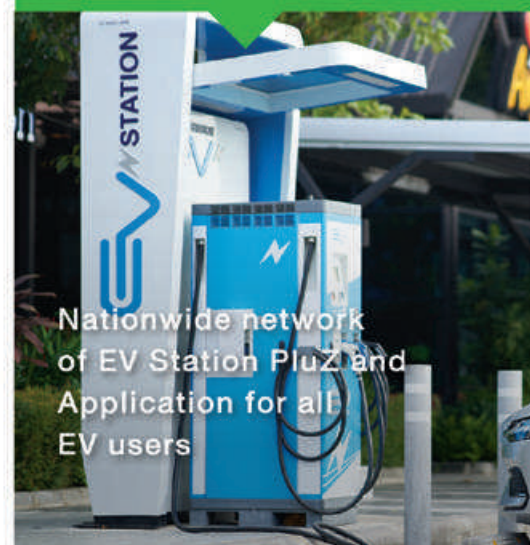
Responsible Production & Consumption



Upcycling materials from
Café Amazon's value chain

02

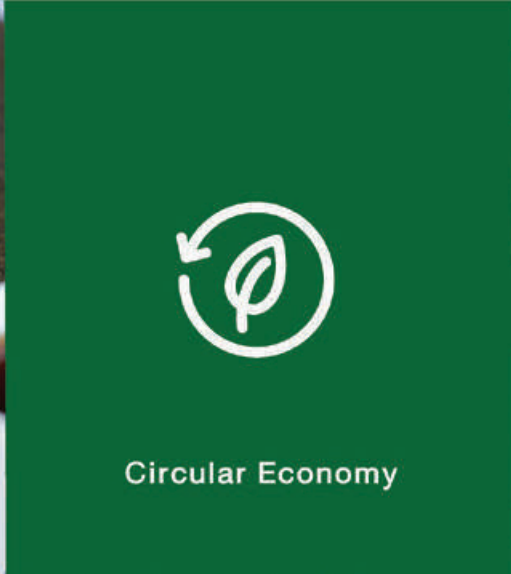
Energy & Utilities



Nationwide network
of EV Station PluZ and
Application for all
EV users



Café Amazon
Circular Living Stores



Circular Economy



Café Amazon
Green packaging



03

Climate
Change



Greener, cleaner,
and more energy
efficient products



Increasing
energy efficiency and
adopting clean energy
for decarbonization



ECONOMIC PROSPERITY

EMPOWERING ALL TOWARD
INCLUSIVE GROWTH



Wealth
Distribution



Collaborativeness



Innovation &
Technology
for All





ECONOMIC PROSPERITY

Wealth Distribution



Grow together with SME

- > 80% of PTT Station owned and operated by dealers
- > 80% of Café Amazon owned and operated by franchisee
- > 90% of LPG filling plant owned and operated by dealers
- > 50% of PTT Lubricants distributed by dealers

Innovation & Technology for All



Adopt digital technology such as cashless payment, data analytic, personalized marketing, loyalty program, and other digital platform to drive ecosystem growth

Collaborativeness

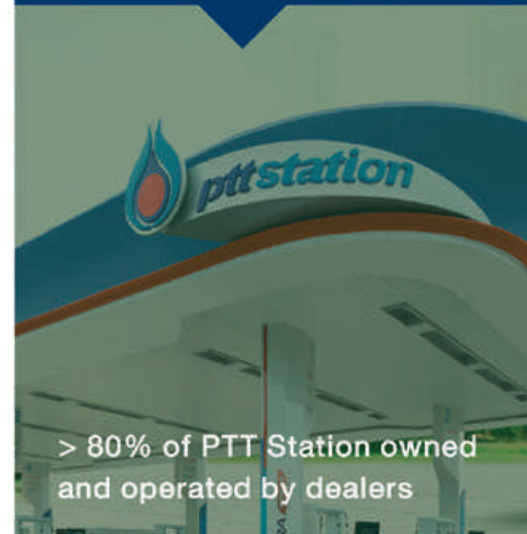


Collaborate and create synergy with partners to offer variety of products and services
e.g. Ohkajhu, Flash Express, Kamu tea, etc

01

Wealth Distribution

Grow together with SME



> 80% of PTT Station owned
and operated by dealers

02

Innovation & Technology for All





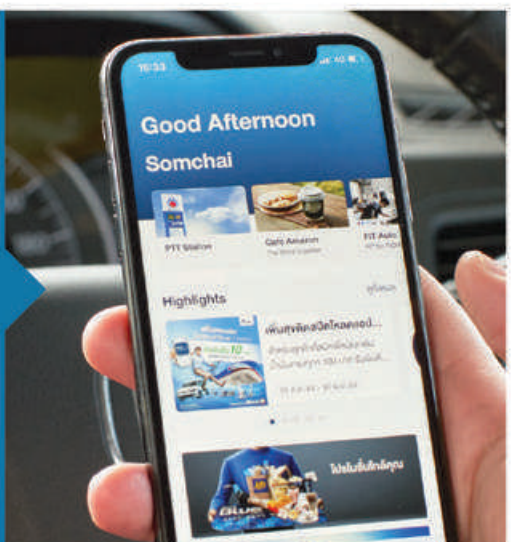
> 80% of Café Amazon
owned and operated
by franchisee



> 90% of LPG
filling plant owned
and operated
by dealers

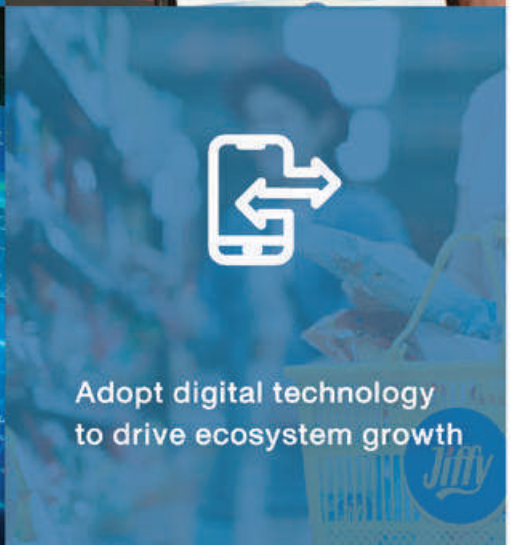


> 50% of PTT Lubricants
distributed by dealers

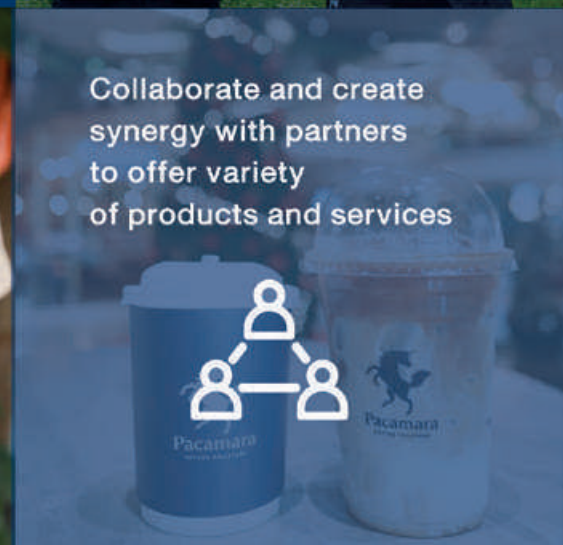


03

Collaborativeness



Adopt digital technology
to drive ecosystem growth



Collaborate and create
synergy with partners
to offer variety
of products and services

About OR

PTT Oil and Retail Business Public Company Limited

As a flagship of PTT Group, PTT Oil and Retail Business Public Company Limited (OR) engages in business to strengthen the integrated energy and retail businesses. Our intensions and goals are to shape growth opportunities together with people and the planet in parallel with our own Performance by leveraging strength in our physical platform, including the PTT Station network and network of stores located in high-potential locations here and abroad, along with the development of our digital platform such as the loyalty program and digital payment channels. Besides these platforms, we deploy our marketing skills and professional management along with customers' and suppliers' trust in OR's business to deliver growth opportunities to all entrepreneurs and grow along with OR (Inclusive Growth).

Amid aggravating climate change, our goal is to lower greenhouse gas (GHG) emissions and strive for carbon neutrality by 2030, and ultimately for Net-Zero GHG emissions by 2050.

Equipped with these goals and resolution, we run our overall business with four aspects of mission: Strengthen energy solutions for seamless mobility, Strive to be aone-stop solution for all lifestyles, Scale portfolio for the global market, and Solve societal problems for OR Innovation.





VISION

“Empowering All Toward Inclusive Growth”

MISSION

Seamless Mobility

Strengthen energy solutions for seamless mobility

All Lifestyles

Strive to be a one-stop solution for all lifestyle

Global Market

Scale portfolio for the global market

OR Innovation

Solve societal problems for OR innovation



Corporate Culture

OR has cultivated its **DNA** as a corporate culture underscoring employees' common inspiration and ownership in success. From this DNA arise the culture of relationship, meaning promotion of relationships inside and outside OR, leading to sustainable development.

Ownership

1. Empowerment

Confidence in employees' caliber and encouragement to initiate new, challenging tasks. Executives willingly hear, counsel, and decentralize authority to make employees' own decisions under prevailing circumstances and conditions. Equally important, employees acknowledge and learn from mistakes.

2. Innovative Entrepreneur Committing to Result

Ownership drives employees toward work dedication, with application of technology to raise efficiency and cater to consumers' needs. Employees also pursue new business opportunities and create commercial innovations that overcome key problems of communities, society, and the environment. Last but not least, professionalism, creativity, and a direction that aligns with OR's overall business are also included in key elements.



Relationship

3. Dependability

Reliability, goodwill, integrity, and determination to do the right things even when confronted with assorted pressure and ongoing repercussions.

4. Consideration

This quality jointly drives all stakeholders toward common goals and success

5. Down-to-Earth

This also means humility, politeness, friendliness, accessibility, and the readiness to listen and address the expectations and needs of stakeholders with commitment.







1. Seamless Mobility

To address requirements for future energy consumption, OR is committed to Seamless Mobility by extending its oil ecosystem, in which it has held the top domestic market share in service stations and sales volumes of fuels and LPG, to an energy solution ecosystem to cater to future consumers' needs.

- **PTT Station:** OR envisions network growth to all areas across the country to meet consumers' needs, whether services related to transport fuels, EVs, retail shops, or various other services. We aim to present PTT Stations as a physical platform for the growth of businesses related to mobility and lifestyles, coupled with the application of geo-analytics tools to help us choose high-potential locations with communities accommodating them. We want PTT Stations to represent business collaboration with partners for common growth. Our present network consists of 2,080 PTT Stations across the country, patronized by 2.5 million customers each day. In addition, we demonstrate our leadership in transport fuels that values the development of fuel quality and commands a plan to expand the markets for premium-grade fuels to meet consumer's needs.

- **EV Station PluZ:** This year we launched this service inside and outside PTT Stations, with installation of 106 EV Station PluZ's and a goal of 450 by the end of 2022. In 2022 we plan to ensure that our network embraces main roads and highways together with tourist attractions and key commercial areas across the country. We also plan to scale up EV-related businesses to complete the service circuit.



- **EV Station PluZ Application:** OR has developed an application to facilitate consumers, including aiding travel plans with a navigation system to EV charging stations on roads and highways, booking charging stations, self-opening and self-closing charging points, online payment, and inspection of charging records to satisfy consumers' behavior so that they may efficiently choose the locations of service stations and charging times.



- **Solar Rooftops:** OR has installed solar rooftops inside and outside PTT Stations to form new businesses with commercial market customers by selling equipment, installation, maintenance, and sale of electricity to ease problems and lower electricity costs for entrepreneurs.



• **Energy Solution Provider:** OR leads the market in selling aviation fuels, fuel oil for marine vessels and industrial users and LPG. We are ready to offer guidance on proper product choices, development of new products, and integrated services. We also strive to offer new green products and businesses, including LNG and premium-grade fuel oil, as well as enhancing relations with customers and pursuing opportunities for partnering with others to enhance our caliber across the supply chain by leveraging 2,600 business entities on our database, engaging in various businesses, including:

- **Aviation:** Out of all grades of fuels, the bulk is Jet A-1 sale to airlines. We continuously scout new opportunities in high-potential markets, including Europe.
- **Marine bunker group:** OR sells most of its diesel and low-sulfur fuel oil to Marine bunker through networks covering domestic and foreign ports. We pursue opportunities for expanding our product sales points for Marine bunker in foreign countries.
- **Industrial customer:** The main products sold by OR to this group consist of diesel, LPG, fuel oil, and lubricants.



• **Household and transport-sector LPG:** OR distributes household LPG contained in quality and international-standard cylinders to consumers through its comprehensive network of LPG Filling plants

and LPG gas shop. OR also commands LPG cylinder refurbishing plants as part of the maintenance under the Ministry of Industry's (MOI's) standard specified by the Thai Industrial Standards Institute (TISI). We also develop sales channels through our LPG shops located in service stations along with online LPG marketing for direct communication with consumers. In addition, OR sells LPG for the transport sector through its LPG station network.



• **Integrated lubricant business under the PTT Lubricants trademark:** OR sells lubricants designed for gasoline and diesel engines, motorcycles, pickup and trucks, marine and fishery together with agricultural and industrial machinery and processes oil.

OR focuses on expanding industrial lubricants inside and outside the country, with the PTT Lubricants Solution team ready to develop products and provide integrated training as well as integrated technical services to customers before and after sales to maintain lubricants market leading in Thailand sustainably and increase expansion international including seeking strategic investment opportunities and opportunities for growing our foreign markets through business acquisitions or partnership. To enhance our caliber for supply chain management, we have launched an Automated Lubricants Distribution Center to accommodate domestic and foreign market growth.

- **FIT Auto:** This automotive service center provides scheduled maintenance service, spare part changing and fluid replacements using PTT Lubricants products. Wherewith developing capability to cover EV routine maintenance services, expanding network to potential locations across the country both inside and outside PTT Station and developing franchise business model. As well as seeking opportunity to partnership with business alliances to increase capability and opportunity to provide integrated services to address technological changes and customers' needs.



- **Network of petroleum depots and comprehensive distribution of high-potential products:** We are experienced and skillful in depot management network and petroleum product transport systems. We boost petroleum product depots, oil depots, LPG depots, jet fuel depots, and other product depots, totaling 54 nationwide. In addition, we command comprehensive and diverse systems of product storage and distribution to consumers linked to pipeline transport, marine transport, land transport, and rail transport systems. OR is therefore able to efficiently develop and manage supply chain optimization to support seamless mobility.



2. All Lifestyle

OR is committed to catering to all lifestyles of consumers by growing its business scope to become a part of everyone's lifestyles, embracing the F&B ecosystem and the one-stop solution ecosystem to match trends of consumers' dynamic behavior.

1. F&B ecosystem

• **Café Amazon, a world-class coffee brand:** Ranking at the world's No. 6 with most outlets (over 3,931 branches) and sales of 314 million cups in 2021, Café Amazon engages in an integrated coffee business strictly under value-creation and growth in parallel with communities, society, and the environment across the business chain ranging from promotion of Thai farmers to grow exquisite coffee beans, selection of quality beans through a roasting process under a well-kept formula at the brand's large-scale, advanced coffee roasting plant to deliver to Café Amazon outlets across the country.

Café Amazon brand's clear marketing stance: We strive for Green Oasis (a resting place to refill life's energy for every consumer's journey), made up of four key factors. First, the outlet's lush ambience. Second, a Thai coffee brand that truly meets the taste buds of Thai consumers. Third, location and access, located inside and outside PTT Stations with a nationwide network, and now our growth has expanded into department stores, community malls, government agencies, organizations, educational institutions, underground (MRT stations and BTS stations), as well as community locations. Fourth, value for money, affordable and accessible to all consumers.

To meet consumers' new lifestyles of spending more time at home and their needs of quick, convenient access to products and services, Café Amazon has introduced variety of drinks, including tea, chocolate, fruit juice, drip coffee, and cold-brew coffee—all carefully chosen—along with delicious snacks and bakery menus. To this end, we have grown distribution channels through online channels, department stores, supermarkets (modern trade) and through Café Amazon's own mobile application, as well as delivery.

This year OR launched a sizeable merchandise distribution center with deployed robot technology operating on 24,000 square meters and capable of providing merchandise service of about 22 million items a year. At the same time, OR launched dry



mix factory (producing green tea, chocolate, among others) and its own bakery production with quality raw materials and specific recipes from Café Amazon's plants to constantly deliver quality products to customers. Finally, OR invested with business partners for inclusive growth, synergy, and optimization of business to create shared values across the supply chains.

• **Other F&B businesses:** Besides engaging in quick service restaurants by getting license (master franchise) in Thailand for Texas Chicken and Pearly Tea (a brand owned by OR), this year OR continually invested in the shares of other food and drink businesses to grow its F&B portfolio to fulfill consumers' needs to cater to consumers' diverse needs for food and drinks. This year's investment consisted of:

- Peaberry Thai Co., Ltd., which engages in an integrated coffee-related business, including a specialty coffee shop under the Pacamara Coffee Roasters brand
- Pluk Phak Praw Rak Mae Co., Ltd., the health food shop under Ohkajhu brand
- Imsub Global Cuisine Co., Ltd., a Japanese restaurant operator under Kouen Premium Buffet, Ono Sushi, Yoong Khao Hom, Moo Tua Hia, and Ta Cuisine brands
- Kamu Kamu Co., Ltd., the seller of pearly tea and novel lifestyle drinks under Kamu Tea brand.



2. Other Retail Businesses



- **Convenience stores:** OR runs more than 2,075 convenience store branches under its own Jiffy brand and the 7-Eleven brand under a cooperative agreement between OR and CP All, with sales of F&B along with various goods for the convenience of PTT Stations' patrons.

- **Rental space management:** PTT Stations represent a physical platform for growing businesses related to Mobility and Lifestyles. OR has designed them into hubs for fulfilling communities' happiness and growth (Living Community). Besides Café Amazon, Jiffy, and 7-Eleven found at each station, we offer space leasing to 330 business partners' brands in assorted businesses, including food outlets, laundry shops, and parcel delivery while supporting community enterprises and small enterprises to put Thai Det, local iconic products, on sale at PTT Stations. Besides, we have allocated space outside PTT Stations to answer the needs of various groups of consumers.

- **Health and tourism businesses:** Recognizing the potential of investing in health, wellness, and tourism businesses due to the COVID-19 pandemic, we have witnessed the value given to health care, prudence, and healthy practices. OR therefore has a plan to invest in these businesses, so that it may be part of the everyday life of all consumers of different age groups and genders.

3. Global Market

Global market through business growth: OR introduces business management models proved successful in Thailand, namely PTT Stations, which represent a physical platform blending the energy business and retail businesses like Café Amazon and FIT Auto. The model is modified to suit a given country's lifestyles and behavior (Localization). OR pursues joint investment with high-potential business partners and local entrepreneurs for Inclusive Growth. OR's standard is to be maintained for creating value added for business and the local economy while upgrading the quality of life, communities, and the environment, including advocacy of social equality through support of local hiring and adding value for the socially unprivileged. Examples are the "Café Amazon for Chance Project" and the "Solar Rooftop Project", representing environmental quality promotion. Today, OR has a decade-old presence in key countries like the Philippines, Cambodia, Laos and new countries where OR has recently invested, including the People's Republic of China (massive markets) and Vietnam (high growth potential). In short, prospects for regional growth are looking great for OR.

- **Pursuit of additional target countries:** Overseas business growth represents a key tool for future growth. Therefore, OR continues to grow its businesses in high-potential areas in both population and population quality, economic outlook, and parity with Thailand (social and cultural).



- **Asset-Light Business Model:** This embraces OR's pursuit of new business opportunities in existing areas where OR already has business bases and local knowhow as well as new, high-potential areas. The aim is to grow together with business partners, communities, allies, and foreign entrepreneurs.

4. OR Innovation

OR focuses on solving socio-environmental problems by leveraging its capability and working with high-potential allies in overcoming problems to create new markets and new businesses to approach innovation (OR Innovation). That way, OR may achieve mutual, sustainable growth with people and the environment.



- **Development of new forms of payment for goods and services through novel technology:** This development shapes decent experiences and caters to consumers needing speed, accuracy, safety, and touchless experience. They are complemented by connecting PTT Stations (a physical platform) with a digital platform, including applications to ease, speed up, and cater to every moment while consumers are in the OR Ecosystem.



- **Model adaptation in business conduct to upgrade to OR Innovation:** An instance is Café Amazon for Chance, which hands opportunities to the underprivileged while promoting social equality. Moreover coffee planting and production under a natural resource conservation system (the North and the South) to internationalize arabica and robusta coffee strains as needed by the market, and Thai Det products, which provide business opportunities and support goods of community enterprises, are both good examples of OR innovation.

- **Joint investment in several businesses to synergize business partners' strengths:** We pursue high-potential partners, such as our investment in Flash Express, an E-Commerce service provider, to drive the logistics industry. Another example is our investment with Bluebik to form ORBIT Digital Co., Ltd., to accelerate digital technology business development, together with our cooperation with 500 Tuk Tuks Fund to form the ORZON Ventures fund to invest in startups in the early stage. In short, OR is relentlessly committed to pursuing high-potential business partners.

To enable OR's most efficient driving of businesses toward goals and accommodate businesses that can sustain vibrant development in technology, shifting circumstances, and growing inequality, OR has modified its operating model to suit its vision, mission, and strategic direction. To this end, it has been customer and consumer-centric; greater speed, higher productivity, and work efficiency; application of digital technology to reform work by focusing on driving business with data, integration of connection between various business units and business partners outside OR, and nurturing of ownership while raising the potential for mutual growth drive. This is achieved under duly flexible and agile oversight.

OR takes part in shaping opportunities: Living Community, Healthy Environment, and Economic Prosperity

Committed to growth alongside society and the environment, OR's door is wide open for everyone to grow together with all sectors in evolving human capability and creation of value in an equitable way to narrow social discrepancy and thereby develop Thai-society and Thailand in the long-term and a sustainable manner. In parallel, we illustrate environmental responsibility and promotion of a decent quality of life for now and in the future.



1. Living Community

OR strives to upgrade the life quality of communities around its business sites for ongoing improvement, which enhances its relations with these communities while growing business opportunities.



1.1 Café Amazon for Chance

This project promotes social equality and adds value to the socially underprivileged by getting jobs as Café Amazon baristas—the elderly, the hearing-impaired, the learning handicapped, and veterans along with their family members. Today, Café Amazon for Chance has 16 branches, with a goal is to open 500 branches by 2026.



1.2 R&D on growing and producing coffee under a natural resource conservation system for sustainable development (North)

In conjunction with the Royal Project, at the Inthanon Royal Agricultural Station, Jom Thong District, Chiang Mai, OR has engaged in R&D on growing and producing Coffee arabica coffee of international quality and standard while promoting coffee growing in tandem with natural resource conservation. This year we have developed the third phase at the Ler Tor Royal Project, Mae Ramat District, Tak.



1.3 Development of growing and producing robusta coffee beans under a natural resource conservation system (South)

Together with the Southern Border Provinces Administrative Center and the National Farmers Council, OR promotes Coffee robusta planting to upgrade its development of coffee plantations for distinct local coffee taste and aroma. OR strives to make quality coffee beans with productivity matching the market demand.



1.4 Purchase of coffee beans from Thai farmers

OR develops and promotes Thai farmers' skills of growing and producing standard-quality coffee under a sustainable natural resource conservation system. We have purchased over 4,420 tons/year of coffee beans to use in Café Amazon.



1.5 Thai Det products

In conjunction with allied units, OR supports goods of community enterprises and takes part in developing knowledge and business opportunities. We select goods that are provincial iconic products and put them on sale at PTT Stations across the country. Today, over 200 community enterprises have joined this project.





2. Healthy Environment

OR values consumption and development of green energy in all business processes from production to waste management after consumption. We strive for carbon neutrality by 2030 and Net Zero emissions by 2050.



2.1 EV Station PluZ, clean and green energy

OR advocates consumption of clean and green, renewable energy by providing EV Station PluZ service to sustain consumers' lifestyles and the growing trend for EVs. Today we have installed 106 charging stations inside and outside PTT Stations. For 2022 we have planned to grow this tally to 450 nationwide.



2.2 Solar Rooftops

OR has installed solar power generation system inside & outside PTT Stations to lower carbon dioxide emissions, enhance the quality of life of communities, and cut energy bills.



2.3 Café Amazon Circular Living

OR has contributed to a Circular Economy and promoted development of green products by turning used materials inside each Café Amazon and the roasting plant into baristas' uniforms at all branches as well as shop decorative items. Today you can find 4 branches of Café Amazon Circular Living, with a plan to reach 500 branches by 2026.



2.4 Café Amazon Go Green

Café Amazon employs green, biodegradable cups and containers, including Bio cups for hot drinks, PET cups for cold drinks, and Bio drinking straws. These materials undergo the upcycling process and turn into shop merchandise and furniture items. The use of paper bags in place of plastic bags also exemplifies this idea.



3. Economic Prosperity



3.1 Establishment of business models for "Inclusive Growth"

This is achieved by growing the PTT Station network, allowing local entrepreneurs to operate as dealers while growing Café Amazon outlets mostly as franchises.



3.2 Joint investment in promising businesses and business allies

OR invests to enhance its caliber and scale up business growth in conjunction with suppliers and business allies, focusing on synergy creation between OR and allies for "Together for Betterment" in the long run.



3.3 Application of innovation and technology in response to consumers' and business partners' needs

OR applies technology and information systems to raise business efficiency and cater to consumers' and business partners' lifestyles, increasing personalized marketing, up-sell & cross-sell of multiple products, and the use of loyalty programs to forge engagement with consumers over the long term, including data analytics of the Blue Card database.

Financial Highlights

Unit : THB Million

Statement of income

Revenue from Sales and Services
Earnings before Interest, Taxes,
Depreciation and Amortisation (EBITDA)
Profit Attributable to Owners of the Parent

2019	2020	2021
577,134.0	428,804.1	511,799.3
17,005.4	17,619.0	20,335.3
10,895.8	8,791.1	11,474.0

Statements of Financial Position

Total Assets
Total Liabilities
Non-Controlling Interests
Equity Attributable to Owners of The Parent

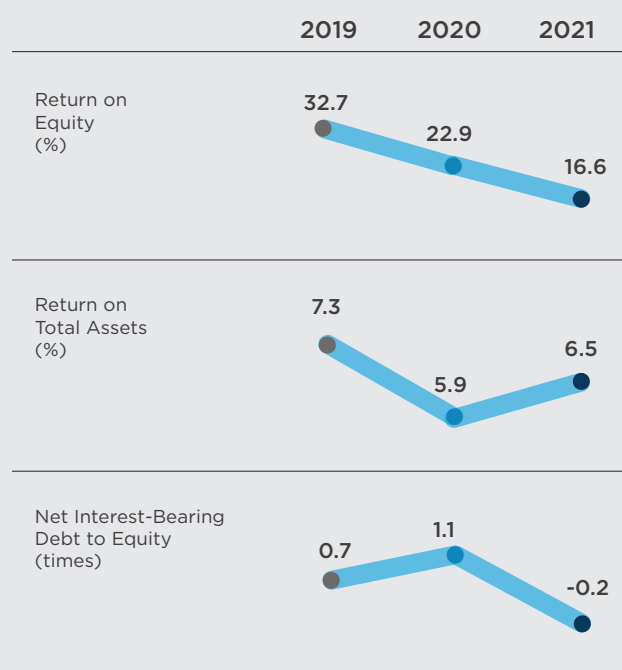
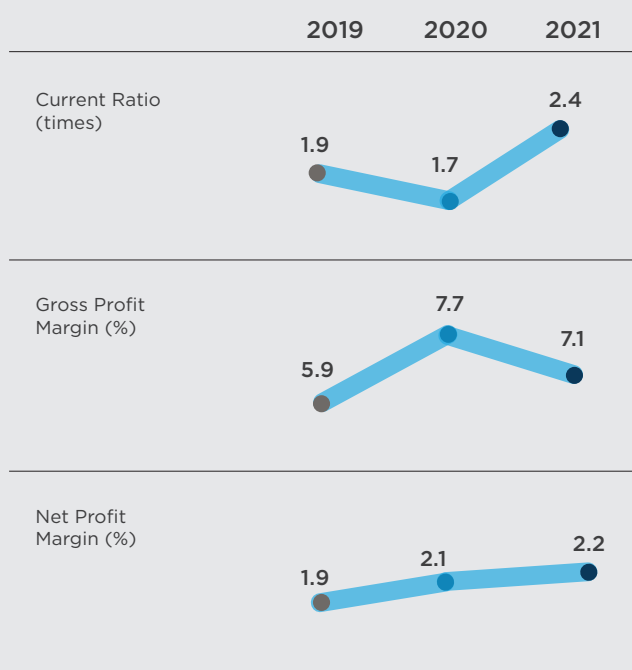
152,176.2	144,979.3	207,658.9
113,468.4	107,063.3	107,786.7
-	92.5	54.4
38,707.8	37,823.5	99,817.8

Shares or Information about Common Shares

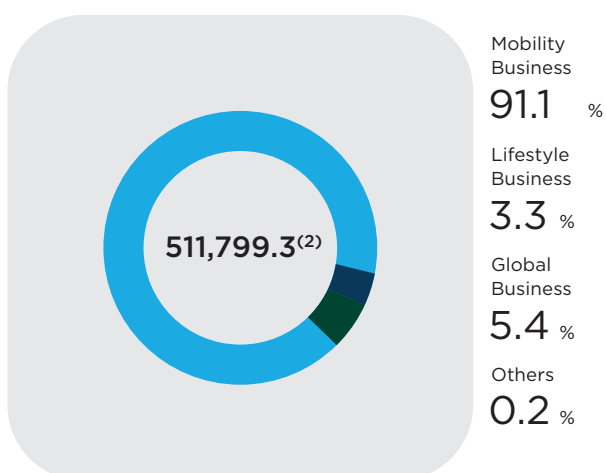
Issued and Paid up Share Capital (Million Shares)
Book Value per Share (THB)
Earnings per Share

9,000.0	9,000.0	12,000.0
4.30	4.20	8.32
1.21	0.98	0.99

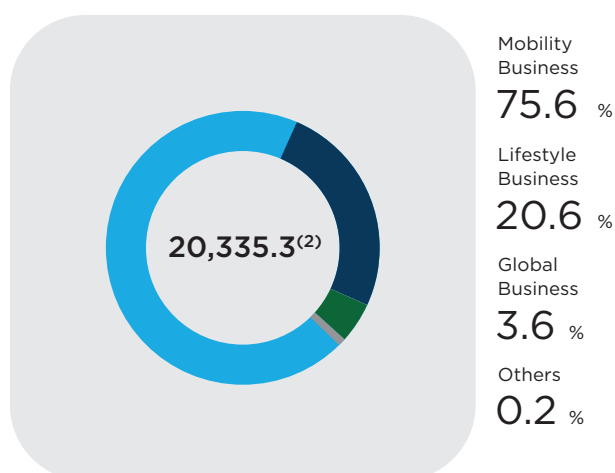
Key Financial Ratios



Revenue from Sales and Services ⁽¹⁾



EBITDA ⁽¹⁾



Remark : ⁽¹⁾ Calculated from amount before eliminations
⁽²⁾ Amount after eliminations

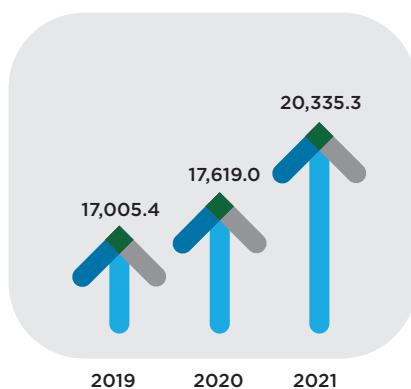
Statement of income

Unit : THB Million

Sales and Services Income



Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

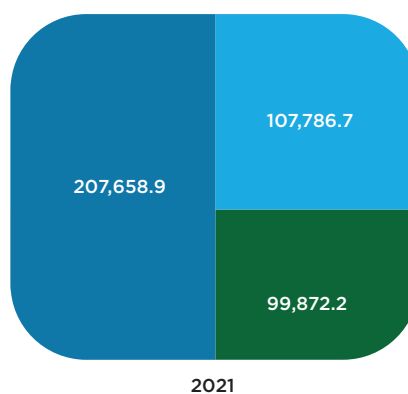
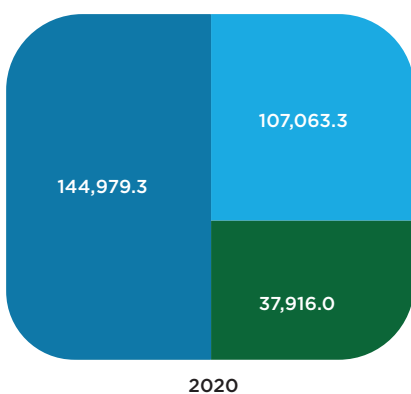
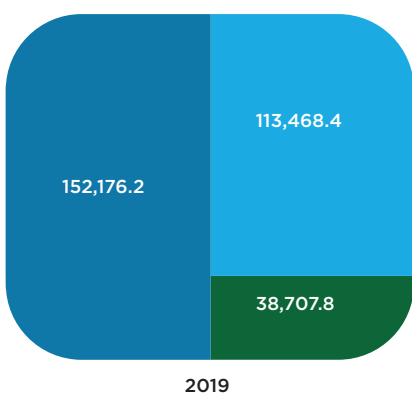


Profit Attributable to Owners of the Parent



Statements of Financial Position

Unit : THB Million



Total Assets

Total Liabilities

Equity

Milestones 2021



IPO OOR February

Underwent initial public offering (IPO) of common shares to raise capital and registered with SET by using the “Small-lot-first” method of share distribution, which proved transparent and fair. Over 530,000 subscriptions, which resulted, in all-time-high IPO subscription figure – a landmark IPO for the Stock Exchange of Thailand







SEAMLESS MOBILITY



1

June

Embarked on solar power generation from solar rooftops

to support clean energy
consumption and reduction
of electricity costs for customers.

2

July

Established Global Aero Associates Co., Ltd., a joint venture

with Bangkok Aviation Fuel
Services Plc, to provide aviation
refueling services at U-Tapao
International Airport.



3

September

Launched the maiden PTT Concept Station

to promote the local identity and create value for communities in Phra Nakhon Si Ayutthaya.



4

November

Piloted commercial solar rooftop power consumption

at 9 PTT Stations.

5

December

Launched “EV Station PluZ” charging stations

at 99 PTT Stations and 7 others, covering main roads and highways across the country as well as commercial areas.





ALL LIFESTYLES



1

February

**Invested in Pluk Phak
Praw Rak Mae Co., Ltd.,**

under the Ohkajhu brand to
expand OR's F&B portfolio
and provide more choices
for health-food lovers.

2

May
**Launched a product
distribution center
for the lifestyle business**
in Phra Nakhon Si Ayutthaya.



3

June

Launched dry mix and bakery factory

for Café Amazon

in Phra Nakhon Si Ayutthaya.



4

July

Launched the maiden Café Amazon Concept Store

at Phaholyothin Highway Km. 56, Wang Noi, Phra Nakhon Si Ayutthaya. The store is operated under “The Door to the Local Culture” concept, integrating the local identity with its business operations.

5

July

Joined hands with the Royal Project and PTT under the Ler Tor Royal Project

to implement third-phase development under a coffee planting and production project by educating hilltribe farmers and strengthen communities.





ALL LIFESTYLES



6

October

Launched a parcel delivery service point (“Flash Express”) inside 71 Café Amazon shops

under the concept of “Flash Express Drop Off – easy and fast delivery across the country”.

7

October

Invested in Imsub Global Cuisine Co., Ltd.,

under Ono Sushi brand to expand OR's F&B portfolio and grow product diversification for consumers.



8

**December
Invested in
Kamu Kamu Co., Ltd.,
under Kamu Tea brand,**
to grow OR's F&B portfolio and
provide more choices to consumers.



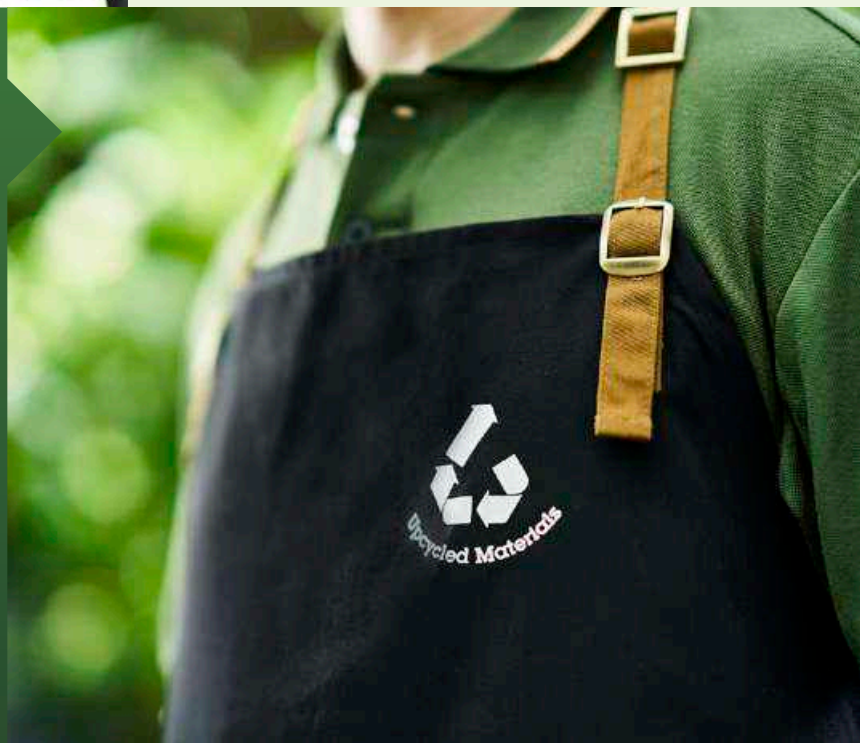
9

**December
Put Ohkajhu
Grab & Go food on sale**
through 20 Café Amazon
shops nationwide.



10

**Year-round
Contributed to
the Circular Economy**
by making baristas' uniforms for
all branches across the country
from used materials derived from
each shop and the Café Amazon
roasting plant.





GLOBAL MARKET



1

July

**Launched the maiden
PTT Lubricants standard
lubricant-changing
service center**

in Kunming, Yunnan Province,
People's Republic of China.

2

October

**Launched the first
Café Amazon inside
a highway rest area**

between Nanning and provincial
towns of Guangxi Autonomous Region,
People's Republic of China.



3

October

Launched the maiden Café Amazon for Chance branch

in the Kingdom of Cambodia.



4

November

Provided space at the PTT Station – Skun 1 branch

in the Kingdom of Cambodia for
community residents to sell products
through the Farmer Market Project
to support and create income for
community enterprises.



5

December

Continually expanded Café Amazon network

in Ho Chi Minh City,
the Socialist Republic of Vietnam,
following excellent responses
by Vietnamese customers.





OR INNOVATION



*The New Beginning for
Retail Technology & Digital Lifestyle*



1

August

Founded ORBIT Digital Co., Ltd., with Bluebik Group PCL to enhance the capability of technology and innovation and scale up digital-related businesses,

thus enabling OR's business to cater more promptly to consumers' lifestyles.

ORZON



2

October

Joined the 500 Startups to form the ORZON Ventures Fund

to invest in early-stage startups in Thailand and Southeast Asian countries.

3

December

Invested in “Finnoventure Private Equity Trust I” with SET and Siamrajathanee Plc. Krungsri Finnovate, a venture capital management company,

led fundraising for this first startup fund in Thailand to open to external investors.





COVID-19 Assistance
under the
#ORStayStrongTogether



ส่งกำลังใจ .. สูไปด้วยกัน
#ORStayStrongTogether



1

May

In conjunction with 77 PTT Station's Dealer across the country, OR launched the COVID-19 Relief Campaign, ORStayStrongTogether

and donated over 23 million baht to hospitals and public health units looking after COVID-19 patients.



2

June – November

In conjunction with the Health Bureau, Bangkok Metropolitan Administration, and the Chamber of Commerce and the Board of Trade of Thailand, OR allocated COVID-19 vaccination space

at PTT Station, Outbound Rama 2 Road (Km. 12), from June 7 to November 15 for some 100,000 people.

3

Prepared 20,000 tOgetheR Boxes (kits containing medicine and medical supplies)

worth 10 million baht for donation to hospitals and related units for handing over to COVID-19 patients under home isolation. Also, aided agencies and communities ravaged by the COVID-19 pandemic in countries where OR operates.



OR Awards 2021



1.

Thailand's Most Admired Brand Award: PTT Station

The 18th consecutive year winner in petrol station category by Brand Age

2.

Thailand's Most Admired Brand Award: PTT Lubricants

The 12th consecutive year winner as the best brand for consumers in automotive category, engine lubricant group by Brand Age

3.

Brand Impact Award: PTT Station

Special awards selected by BrandAge magazine for brands with outstanding marketing campaigns which has been widely mentioned

4.

Thai Brand: PTT Lubricant

Special awards selected by BrandAge magazine for brands with the highest market share in the industry or that business sector, including innovations presented to the market regularly

Branding



5.

World Branding Awards: PTT Station

Brand of the Year in the Service Station Group category for 4 consecutive years by World Branding Forum

6.

World Branding Awards: Café Amazon

Brand of the Year in the Coffee shop category for 4 consecutive years by World Branding Forum

7.

No.1 Brand Thailand: Café Amazon

The 10th consecutive year winner
Most popular brand of Thailand from survey across the country in Coffee Shop Category by Marketeer

8.

No.1 Brand Thailand: PTT Station

The 10th consecutive year winner
Most popular brand of Thailand from survey across the country in Fuel Station Category by Marketeer

9.

No.1 Brand Thailand: PTT Lubricants

The 10th consecutive year winner
Most popular brand of Thailand from survey across the country in Engine Oil Car Category by Marketeer

10.

The Most Powerful Brands of Thailand: Café Amazon

Most popular brand of Thailand from survey across the country in Coffee Shop Category by Faculty of Commerce and Accountancy, Chulalongkorn University.

Retail Marketing

11



12



13

Performance Excellence



11.

USER Choice: Café Amazon

Top Delivery Award in Coffee Shop Category (Best selling coffee shop) judged by number of orders in 2021 by Lineman Application

12.

The Asiamoney Awards

Most Outstanding IPO in Thailand Award, which is a prestigious and widely respected award for investors all over Asia by Asiamoney Magazine

13.

PR Award Asia: GOLD Financial Communications

Global Communications Awards honoring individual campaigns and the most outstanding IPO communication and successful Asia-Pacific companies by Campaign & PRWeek

Performance Excellence

14



14.
SABRE Awards Asia-Pacific: Capital Markets Communications
from public relations campaigns IPO OR
by PProvoke Media

15



15.
2 Awards (New York Festival Awards)
by International Awards Group, Llc
1. Financial: Consumer
Outstanding Communication Campaign
Award
2. Financial: Use of Discipline
Financial Communication Campaign Award

16



16.
2 Awards (Ad Star)
by Ad Stars Organizing Committee
1. Direct
Comprehensive and Targeted Communication
Campaign Award, including effective use
of social media
2. Brand Excellence & Activation
Award for media and social media usage
in creating an excellent brand experience
with the target group

Performance Excellence



17.

Thailand Automotive Quality Award (TAQA): PTT Station

The 12th consecutive year winner Top Automotive Business Awards in the Fuel Station category by Custom Asia Company Limited, Manager newspaper, and Inter-Media Consultant Co., Ltd.

18.

Thailand Automotive Quality Award (TAQA): PTT Station

Top Automotive Business Awards in the Fuel oil category by Custom Asia Company Limited, Manager newspaper, and Inter-Media Consultant Co., Ltd.

19.

THAILAND TOP COMPANY AWARDS

Awards given to organizations with outstanding business performance in Social and Environmental responsibility, with the University of the Thai Chamber of Commerce by Business+ Magazine and University of the Thai Chamber of Commerce

Performance Excellence

20

21

22

20.

Safety, occupational health and work environment award by Department of Labour Protection and Welfare

- Surat Thani Petroleum Terminal awarded for 25 years
- Lampang Petroleum Terminal awarded for 22 years
- Phitsanulok Oil Terminal and Chiang Mai Oil Terminal awarded for 21 years
- Phra Khanong Oil Terminal, Phuket Oil Terminal and Nakhon Sawan Oil Terminal awarded for 20 years

21.

Thai Labour Appreciation Award: PTTOR Singapore Pte. Ltd.

Volunteerism and valuable contribution to Thai workers in Singapore during the COVID-19 pandemic by Ministry of Labour

22.

Outstanding Taxation Award in legal Compliance of Lao PDR: PTT (Lao) Co., Ltd.

by Ministry of Finance of the Lao People's Democratic Republic: MOFL (Compliance with regulations regarding tax and duty, and contribution of tax and duty payment to the State Budget)

“

OR is convinced that a future
business is one where people and
the environment grow together,
hence its new vision
“Empowering All Toward
Inclusive Growth”

”



Mr. Auttapol Rerkpiboon
Chairman



Ms. Jiraphon Kawswat
Acting President &
Chief Executive Officer

Message from the Board of Directors

The year 2021 heralded a big step for PTT Oil and Retail Business Plc (OR), which was listed on the Stock Exchange of Thailand (SET) on February 11 through the small-lot first method of share distribution to mobilize funds. The intention of IPO was to distribute shares in a most comprehensive way to Thais, our long-standing benefactors, thus establishing a new chapter of the Thai capital market. OR has become the most popular stocks with subscription of over 500,000, echoing Thais' confidence in collective OR ownership.

Nevertheless, 2021 also posed grave challenges to people's lives, as the world found itself still reeling from the wrath of COVID-19. Besides the large number of the infected and the dead, the world economy took a plunge and the Thai economic recovery looked set for a long period of K-shape recovery. Thailand's economy must also cope with assorted changes, with consideration for the environment and society thrown into business contexts. That is why all businesses must be fully prepared for all these challenges.

New Vision for Sustainable Growth

OR is convinced that a future business is one where people and the environment grow together, hence its new vision ("Empowering All Toward Inclusive Growth"). We do believe that opportunities for growth toward success, growth toward a better quality of life, and growth along with a decent environment are deserved by all. OR therefore readies itself to fulfill everyone with opportunities for growth and convey them to all our loved ones.

Our New Missions

To truly create "Inclusive Growth", we leverage our potential, including service stations and retail shops, digital innovation development, trusting customer base, and our business expertise in mapping out new missions: (1) Seamless Mobility: OR aims to its grow businesses from an oil ecosystem to an energy solution ecosystem to sustain future energy consumption while fostering seamless mobility through the caliber of PTT Stations, which serve as a physical platform to meet every traveler's needs; (2) All Lifestyles: OR strives to grow its businesses from those related to food and beverage to those meeting the comprehensive needs of people, compatible with consumers' behavior trends and shifting demand to satisfy all lifestyles; (3) Global Market: For our international market growth, OR focuses on application of successful businesses in Thailand as models, with due modification for each country for success and international acceptance; and (4) OR Innovation: OR will leverage its capability along with that of its partners in overcoming social and environmental problems to create new business.



Fostering and Conveyance of Opportunities for Truly Sustainable Growth

Since our day one, we have promoted Inclusive Growth. Take PTT Stations as an example: Of the 2,080 stations of 2021, 81% were owned by dealers, most of whom were local small and medium enterprise (SME). At each station one finds multiple shops and brands, whether OR's own, SMEs, community outlets, or Pun Suk space (PTT Station's complimentary space for farmers and community enterprises to sell goods, thus contributing to a better quality of life for communities) and Thai Det product outlets in collaboration with partners and dealers to support community enterprises, with choices of merchandise for sale at PTT Stations. All these fill PTT Station patrons as well as these outlet operators with happiness, create numerous jobs, and enlarge fund circulation within the economic system.

Similarly, Café Amazon has handed countless opportunities to people. At the end of 2021, Café Amazon has 3,607 outlets nationwide. 79% is owned and operated by SMEs under franchise model. Café Amazon annually used 4,420 tons a year of coffee seeds originating from reputed sources, such as Robusta from the South and Arabica from the North of Thailand. It leads to barista career development in Café Amazon's nationwide, employing more than 18,000. In addition, our Café Amazon for Chance outlets feature senior baristas and baristas from the ranks of the hearing-impaired, learning-impaired, elderly, and war veterans to develop their skills and guarantee stable income. It is our hope to forge value equitably in society. Furthermore, Café Amazon has promoted the Circular Economy and developed eco-friendly products by recycling materials used in the outlets and roasting plants into baristas' uniforms across the country. These materials will be developed into other products in the future.



Synergistic Business Growth to Create and Convey Opportunities

We are convinced of the power of synergy to create and convey opportunities. Business growth under our four new missions is underlined by high-potential partnership. In 2021 we invested jointly in several businesses to leverage strengths for collective growth. Instances are additional investment in Flash Express (an integrated E-commerce and logistics service provider) and a joint venture with Bluebik in forming ORBIT Digital Co., Ltd., to accelerate adoption of digital technology. Furthermore, OR has invested in Pluk Phak Praw Rak Mae Co., Ltd., better known as “Ohkajhu”, a health food brand, to extend retail food and drink businesses, as well as supporting income for SME entrepreneurs and farmers that engage in growing organic vegetables. OR take our investment in Imsup Global Cuisine, Co., Ltd., operator of the Kouen Premium Buffet Japanese food brand and other brands. Finally, our investment in Kamu Kamu Co., Ltd., an operator of tea and other drinks under the Kamu Tea brand, to add product diversity, enhance capability in OR’s food and drink business, and foster growth opportunities together oversea.

In conjunction with the 500 TukTuks Fund, OR formed the ORZON Ventures fund to provide investment support to startup businesses in early stages. Apart from giving ourselves opportunities to create New S-Curve businesses, this opens the door for startups to grow together with OR’s businesses worldwide.

OR Provides Opportunities for Collective Growth

The Board of Directors of OR is grateful to all shareholders and stakeholders for their wonderful trust and support all along. With the successful IPO on February 11, 2021, OR and shareholders jointly wrote a new history for the Stock Exchange of Thailand. Our stocks have become a public stock held by the largest number of retail shareholders in Thailand. The small-lot first method contributed to fair and transparent share distribution. This is considered the first step to offer Thais an opportunity for joint ownership and collective growth.

OR’s Board of Directors, executives, and employees are firmly committed to strengthening our competitiveness and expanding investments under the CG code and corporate governance. As a result, OR will serve as a pillar of society to create and pass on opportunities. Our efforts will prove that futuristic businesses are the ones that allow people and the environment to grow together sustainably.



Report of the Audit Committee

Assoc. Prof. Dr. Pipop Udorn
Chairman of the Audit Committee



The Audit Committee of PTT Oil and Retail Public Company Business Limited consists of four independent directors who have qualifications as stipulated by the regulations of the Ministry of Finance on the Audit Committee and the Internal Audit Department and have extensive experience in accounting, law, information technology, and marketing. The four members are Mr. Pipop Udorn, as the Committee Chairman, Mr. Chaichana Mitrpant, Mr. Yanyong Detpiratmongkol, and Mr. Rawit Hanutsaha as the Committee members.

The Audit Committee executes its duties independently as assigned by the OR's Board of Directors and in accordance with OR's Charter

of the Audit Committee, which agrees with the best practices of the Ministry of Finance's regulations. The Committee reviews, advocates, and assures OR's compliance with governance and applicable regulations as well as adequate and effective risk management and internal control. In 2021, the Committee convened a total of 12 meetings with the objectives of reviewing the adequacy and efficiency of the internal control system, the effectiveness of its performance and risk management, the reliability of financial and administrative reports, and legal and regulatory compliance relating OR and its affiliated companies. The details of the Committee's meeting attendance are as follows.

The Audit Committee Members	Position	Attendance/ Meetings
Mr. Pipop Udorn	Audit Committee Chairman	12/12
Mr. Chayodom Sabhasri *	Audit Committee Member	3/3
Mr. Chaichana Mitrpant	Audit Committee Member	11/12
Mr. Yanyong Detpiratmongkol **	Audit Committee Member	9/9
Mr. Rawit Hanutsaha **	Audit Committee Member	9/9

Remarks:

* Mr. Chayodom Sabhasri resigned from a director position, effective from April 8, 2021.

** Mr. Yanyong Detpiratmongkol was appointed a member of the Audit Committee, effective from April 8, 2021.

** Mr. Rawit Hanutsaha was appointed a member of the Audit Committee, effective from April 8, 2021.

The summary of Audit Committee's Performance is as follows :

1. Review of Financial Statements

The Audit Committee, together with the management, Internal Audit Department, and external auditor, reviewed OR's quarterly, annual, and consolidated financial statements, including any related transactions that might lead to conflicts of interest. The Committee's inquiries to the external auditor included the accuracy and completeness of financial statements, the adjustment of key account entries affecting the statements, the adequacy and suitability of account recording, audit scope, accuracy of information disclosure, as well as independence of the auditor. Any observations and suggestions from the auditor were also noted. All these elements ensured that the preparation of the financial statements abided by the legal requirements and generally accepted accounting standards and principles.

Moreover, meetings between the Committee and external auditor were held without the participation of the management to discuss audit planning, independence in duty performance, cooperation between the auditor and the Internal Audit Department, and the auditor's expression of opinions, placing emphasis on accurate, complete and sufficient disclosure of information.

2. Review of Internal Control Process, Governance, and Risk Management Effectiveness

The Committee, together with the Internal Audit Department, reviewed the effectiveness and efficiency of the risk management process, risk management policy, internal control, as well as legal and regulatory compliance of OR and its affiliates. The auditing performance review was conducted on a quarterly basis, with emphasis on suggestions given to OR's and its affiliates on internal control and risk management in processes vital to business operations. The Committee also acknowledged reports on frauds and/or non-compliance with laws and OR's regulations in 2021 and internal control assessment review reports as well as advised on internal control management reports under the Ministry of Finance's Internal Audit Standards for Government Agencies, B.E. 2561 (2018) regulations. In 2020 and 2021, the outcome of internal control assessment demonstrated adequacy and continuity of compliance.

3. Governance of Internal Audit Activities

The Audit Committee reviewed internal auditing to assess the effectiveness of the Internal Control Department, taking into consideration its missions, scope of duties, responsibilities, and independence. The Committee also approved the annual audit plan of 2022 and the long-term audit plan (2022-2024) and reviewed annual budgets, the adequacy and suitability of resources, and the KPIs of the Internal Audit Department. In addition, the

Committee approved the annual self-assessment outcome of the Internal Audit Department. Audit department with an Excellent rating on the 2021 satisfaction survey, as well as endorsed the operational development plan of the Department, supervised the internal control quality assurance, and reviewed the performance of the head of the Internal Audit Department.

4. Quality Assurance of the Audit Committee

The Audit Committee implemented the action plan based on the assessment outcome of 2020 and conducted annual self-assessment individually and as a whole for 2021 against the best practices of the State Enterprise Policy Officer (SEPO) and the Stock Exchange of Thailand (SET), to ensure its operational efficiency and the achievement of the set goals. The assessment results were at the excellent level. The Committee also formulated an action plan to further enhance the performance of the Audit Committee.

5. Review of Auditor's Appointment and Remuneration for 2022

The Audit Committee considered and endorsed the appointment of EY Office Company Limited (EY) as OR's auditor to perform audit on the financial data in the first, second, and third quarters of 2022 and on the financial statements of 2022, with Mr. Kittiphun Kiatsomphob (CPA No. 8050), Ms. Waraporn Prapasirikul (CPA No. 4579) and Ms. Saifon Inkaew (CPA No. 4434) appointed as OR's external auditors. for the Board's concurrence and the shareholders' approval together with its audit fees.

6. Review of The Audit Committee and the Internal Audit Charter for 2021

The Audit Committee approved a review of OR's rules and regulations on the Audit Committee and the Internal Audit Department to ensure alignment with the scope of responsibility and best practices and consistency with other relevant regulations, notifications, and handbooks.

In summary, the Audit Committee executed the charter duties and responsibilities with due competence, care, prudence, and independence, while providing opinions and recommendations for the benefit of all stakeholders. The Committee ensures that OR's financial statements are accurate, reliable, and in alignment with generally accepted accounting standards and assures that OR has operated in compliance with applicable laws and business obligations, has put in place a good governance system as well as adequate and uninterrupted risk management and internal control in accordance with relevant regulations of the Ministry of Finance, and has continuously improved its operations to ensure quality and compatibility with the business circumstances.



Report of the Nomination and Remuneration Committee

S. Nitikraipot

Prof. Dr. Surapon Nitikraipot
Chairman of the Nomination
and Remuneration Committee



The Board of Directors has appointed the Nomination and Remuneration Committee, consisting of 5 Company's directors, with the Chairman of the Committee being an independent director. The Committee is charged with nominating qualified director and top executive candidates according to the process and criteria defined by OR, selecting OR's directors for positions on sub-committees, and screening candidates for an executive vice president or equivalent position to be proposed to the Board of Directors for approval. The Committee is also responsible for considering remuneration schemes and criteria for directors and proposing them to the Board of Directors and shareholder meetings as required by the law.

In 2021, the Nomination and Remuneration Committee comprised five directors, namely Professor Dr. Surapon Nitikraipot (independent director), serving as the Chairman of the Committee; two non-executive directors, namely Mr. Poomsak Aranyakasemsuk and Mr. Kris Imsang; and on October 27, 2021; Ms. Dujduan Hetrakul and Mr. Supat Metheeworapote, independent directors, were appointed by the Board of Directors as additional members so that the Nomination and Remuneration Committee would be composed over 50% of independent directors, in line with corporate governance principles.

The Committee fulfilled the duties assigned by the Board of Directors with prudence, caution, transparency, and fairness and convened a total of 10 meetings. Its key activities in 2021 can be summarized as follows:

1. Nomination of Candidates for Director Replacement Due to Retirement and Resignation

- The Committee nominated qualified candidates for directorship in compliance with the Corporate Governance Code for Listed Companies issued by the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), and the Qualification Standards for Directors and Officials of State Enterprises Act B.E. 2518 (including amendments, and strictly proceeded according to the process and criteria stipulated by OR's Corporate Governance Handbook. The candidate list was then proposed to the Board of Directors of a shareholder meeting as required by the law. The nomination was informed by the Directors' Pool of the State Enterprise Policy Office and took into account the Board Skill Matrix to ensure alignment with OR's nature of business. The qualifications taken into consideration included education, expertise, skills, experience, specialization related to OR's businesses, as well as independence as stipulated by the laws and OR's

requirements. The number of directors on the Board was increased to 15 to expand the range of knowledge and expertise suitable for OR's business operations and enhance management efficiency. The four additional areas of expertise sought were namely law, international business, retail business, and human resource management.

2. Appointment of Sub-Committees

- The Committee nominated and selected OR's directors to serve as additional members in the Nomination and Remuneration Committee as part of an effort to close the gap regarding the proportion of independent directors on the Committee in preparation for an assessment for the Corporate Governance Report of Thai Listed Companies 2022 (CGR). To this end, the Nomination and Remuneration Committee was restructured to consist more than 50% of independent directors in accordance with best practices, with priority given to the Board Skill Matrix, and the candidates were proposed to the Board of Directors for consideration and appointment.

3. Board of Directors' Remuneration

- The Committee determined remuneration for the Board of Directors and sub-committees for 2021, based on the Company's operating results and size of business and in comparison with other listed companies or leading companies in the same industry or of a similar size so as to ensure suitability, fairness, and reasonableness. The remuneration was then proposed to the Board of Director for consideration and subsequently presented to the annual general meeting of shareholders for approval.

4. Board of Directors' Performance Assessment

- The Committee reviewed the criteria, procedures, and forms for the performance assessment of both individual directors and the Board of Directors as a whole as well as for the performance assessment of sub-committees against the good practices on self-assessment of the Board of Directors of a listed company set forth in the Stock Exchange of Thailand (SET)'s Corporate Governance Practices, revised January

2021, to ensure their alignment with good corporate governance practices as well as the primary objectives and goals of the business. The Committee proposed revisions to the assessment forms for the board as a whole in line with SET's guidelines, which were approved in the Board Meeting no. 10/2021 on October 27, 2021.

- The Committee reviewed the results of the performance assessment of the Board of Directors and sub-committees and reported to the Board for acknowledgment.

5. Review of the Nomination and Remuneration's Charter

- The Committee revised the Nomination and Remuneration Committee's charter to ensure its currency, suitability for the scope of roles and responsibilities, and consistency with standards for listed companies and good corporate governance principles. Reference was made to Stock Exchange of Thailand (SET)'s Corporate Governance Practices, revised January 2021, particularly to the good practices on the Nomination Committee and on the Remuneration Committee. Revisions included the restructuring of the Nomination and Remuneration Committee to be composed over 50% of independent directors and the requirement that a member of the Committee shall not be the Chairman of the Board of Directors or an executive director.

6. Top Executive Performance Assessment

- The Committee approved the performance assessment criteria for the President and Chief Executive Officer and reviewed their performance assessment as well as their salary increase for the Board's further approval.

7. Revision of OR Board Skill Matrix

- The Committee approved the revision of OR Board Skill Matrix to reflect a range of expertise suitable for OR's business and ensure the accuracy and completeness of the data on the Board's expertise. The revision was acknowledged and approved for publication in the Board Meeting no. 12/2021 on December 21, 2021.



Report of the Enterprise Risk Management Committee

C. Mitrpant

Dr. Chaichana Mitrpant
Chairman of the Enterprise Risk Management Committee



OR recognizes the significance of effective risk management on its ability to achieve established goals and sustainable growth as well as foster the trust and confidence of shareholders and all groups of stakeholders. The Enterprise Risk Management Committee comprises qualified experts with knowledge and experience in diverse areas. As of December 31, 2021, the Committee consisted of five directors:

1. Dr. Chaichana Mitrpant (independent director) Chairman
2. Assoc. Prof. Pipop Udorn (independent director) Member
3. Dr. Twarath Sutabutr Member¹
4. Dr. Buranin Rattanasombat Member
5. Ms. Jiraphon Kawswat Member²

The directors are charged with establishing policies and risk management frameworks, overseeing risk management to ensure alignment with the company's strategies and targets, as well as offering suggestions for betterment of efficiency on risk management with respect to strategies, operation and business, enterprise compliance, and finance.

In 2021, the Enterprise Risk Management Committee convened a total of 5 meetings, each attended by all directors. The key activities can be summarized as follows.

1. The Committee reviewed the internal enterprise risk management system to ensure alignment with OR's strategies towards the triple bottom line business model, which places emphasis on people, planet, and performance. This included the review of OR's risk policy, risk appetite statement, and the charter of the Enterprise Risk Management Committee to ensure compliance with the investment rules and regulations of the year 2021.

2. The Committee provided opinion and approved the establishment of the annual corporate risk profile, ensuring its consistency with strategic directions, business plans, and key indicators so as to track quarterly enterprise risk management performance.

Remarks:

¹ OR Board Meeting No. 3/2021 on March 24, 2021 appointed Dr. Twarath Sutabutr as member of the Enterprise Risk Management Committee.

² OR Board Meeting No. 10/2021 on October 27, 2021 appointed Dr. Buranin Rattanasombat as member of the Enterprise Risk Management Committee, replacing Mrs. Arawadee Photisaro.

3. The Committee provided recommendations on the management of key risks, which can be summarized as follows:

3.1 Strategic risks

- Reviewing and providing opinions on new or large-scale investment projects that presented significant enterprise risk, such as investments in startups or oversea investments, as well as recommending that OR seek opportunities to make additional investments in projects and recommendations that OR seek opportunities for additional investments in projects that enhance OR's adaptability to external changes, such as technological disruption, climate change, and a shift in consumer behavior due to COVID-19, to ensure OR's sustainable growth.
- Providing suggestions on preparing for future scenarios and recommending that OR conduct scenario analysis, prescribe early warning indicators, and formulate mitigation plans.

3.2 Operational and business risks

- Providing recommendations on adding value to the OR brand by conducting an in-depth qualitative analysis on customer and supplier satisfaction and further developing and expanding its platforms
- Closely monitoring accidents and catastrophic incidents
- Monitoring price and cost risk management on a quarterly basis

3.3 IT risks and compliance risks

- Providing recommendations on preparing for compliance with the Personal Data Protection Act B.E. 2562 (PDPA) as well as on data governance and cybersecurity

3.4 Financial risks

- Monitoring foreign exchange risks on a quarterly basis

In summary, the aforementioned activities and performance show that the Enterprise Risk Management Committee has attached significance to the discharge of its duties, which plays a vital role in fostering confidence in the Company's ability to carry out its strategies and achieve its goals to ultimately create added value for the organization and shareholders in a sustainable manner.



Report of the Corporate Governance Committee

D. Chartprasert

Asst. Prof. Dr. Duangkamol Chartprasert

Chairman of the Corporate

Governance Committee



OR recognizes the importance of corporate governance as a basis for all activities in the organization and the sustainable growth of its business. OR is committed to business operations guided by corporate governance principles, business ethics, transparency, integrity, accountability, and efforts against all forms of corruption. OR also strives to incorporate environmental, social, and governance (ESG) notions into its operations to enhance efficiency and build confidence among stakeholders across all sectors.

The Board of Directors has established the Corporate Governance Committee, comprising four members who are not the Chairman of the Board or executive directors, namely Asst. Prof. Dr. Duangkamol Chartprasert, as the Chairman of the Committee (independent director), Prof. Dr. Surapon Nitikraipot (independent director), Mr. Supat Metheeworapote (independent director), and Mr. Disathat Panyarachun (director) as members of the Committee, with Vice President reporting to President and Chief Executive Officer, charged with the supervision of OR's Corporate Governance Department, serving as secretary to the Committee.

In 2021, the Corporate Governance convened a total of seven meetings and executed its duties as assigned by the Board of Directors with prudence to supervise, monitor, and assess operations in accordance with the action plans for corporate governance activities, complaint handling, anti-corruption efforts, compliance with the law and OR's regulations, activities for society, communities, and the environment, and sustainable development. The activities of the Committee in 2021 can be summarized as follows.

1. Establishing the Policy for Equitable Treatment of Stakeholders

- The Committee instituted an annual review of the essence of the Corporate Governance Handbook, Ethical Standards, and the Code of Business Ethics, as well as revised the roles and responsibilities and the business ethics of the Board of Directors, executives, and employees for transparency and accountability. The Committee also continuously enhanced

the corporate governance practices to ensure their currency and compliance with the laws, OR's regulations, the corporate governance principles of the Stock Exchange of Thailand and the Securities and Exchange Commission, as well as the criteria, guidelines, and standards of leading companies both in Thailand and overseas.

- The Committee revised OR' and affiliates' policies related to corporate governance to elevate corporate governance practices as well as amended the Anti-corruption Policy so as to expand its coverage to its essence and guidelines to all forms of frauds.
- The Committee provided suggestions on the formulation of a group-level Corporate Governance Policy and established OR Group Way of Conduct, which brings together guidelines, practices, and processes related to the policies of OR and its affiliates to ensure consistency and uniformity in implementation.
- The Committee required directors and executives to disclose any interests held by them and their related parties so that it could review any transaction that might constitute a conflict of interest.
- The Committee provided suggestions and offered consultation to the Board of Directors to ensure their adherence to corporate governance practices, integrity, and ethical business conduct.
- The Committee provided support and suggestions with regard to the announcement of intent to join the Thai Private Sector Collective Action Against Corruption (CAC).

2. Reviewing and Endorsing Corporate Governance Activities to Ensure Consistency with OR's Business Directions

- The Committee reviewed and endorsed the annual action plans for corporate governance activities, complaint handling, anti-corruption efforts, compliance with the law and OR's regulations, activities for society, communities, and the environment, and sustainable development. The Committee also set annual targets, which were passed on to operations at all levels, as well as continuously provided support and suggestions and kept track of the operations to ensure the efficient achievement of the objectives.
- The Committee reviewed and endorsed the corporate governance performance report as well as the CG Code compliance report for 2022, to be disclosed in OR's 2022 annual report.

3. Review of the Charter of the Corporate Governance Committee

- The Committee reviews the Charter of the Corporate Governance Committee on a yearly basis to ensure its currency and consistency with OR's practices and standards for listed companies.

Board of Directors

Mr. Auttapol Rerkpiboon

Director

Chairman of the Board

(Non-Executive Director)



Age 56 years old

Appointed Date

- First term : March 9, 2018 (The date that OR converted to public company limited)
- Second term : April 3, 2019 (re-appointed)

Education

- Diploma of Petroleum Management, College of Petroleum Studies, Oxford, England (Scholarship from the British Council)
- Master of Economics Program, National Institute of Development Administration
- Bachelor of Engineering (Civil Engineering), Chulalongkorn University

Certification from Thai Institute of Directors (IOD)

- Director Certification Program (DCP 173/2013)
- Company Secretary Program (CSP 14/2005)

Other Certifications

- TLCA Executive Development Program (EDP) (Class 1), Thai Listed Companies Association
- Diploma, National Defence College, The National Defence Course Class 58
- Politics and Governance in Democratic for Executives (Class 14), King Prajadhipok's Institute
- Top Executive Program (Class 20), Capital Market Academy
- Senior Executive Program in Energy Science (Class 12), Thailand Energy Academy
- Executive Program on Rule of Law and Development (RoLD) (Class 2), Thailand Institute of Justice (Public Organization)
- NIDA-Wharton Executive Leadership Program 2009, The Wharton School of the University of Pennsylvania, USA
- PTT Executive Leadership, General Electric, GE, New York, USA
- Rule of Law for Democracy (Class 8), College of the Constitutional Court

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (3)

- Director, Company Secretary, Chief Executive Officer, and President of PTT Public Company Limited
- Director, PTT Exploration and Production Public Company Limited
- Director and Chairman, PTT Oil and Retail Business Public Company Limited

Positions in Other Organizations / Institutes / Businesses (Non-Listed Company) (19)

- Expert Committee, Payment Systems Committee (PSC), Bank of Thailand
- Director, Suan Luang Rama 9 Foundation
- Advisory Board, Institute of Industrial Energy
- Director, Ruamchit Normklao Foundation (for Children and Youth) under Her Majesty's Royal Patronage
- Vice President, Thailand Swimming Association
- Honorary Advisor of The National Institute of Development Administration Alumni Association under the Royal Patronage
- Expert Committee of NIDA Council, National Institute of Development Administration
- Honorary Advisor, Thai-Laos Business Council
- Director, Petroleum Institute of Thailand
- Vice Chairman, Thailand Energy Academy
- Committee Member, Khung Bang Kachao Development for Sustainability
- Director, Green Globe Institute
- Director, Power of Innovation Foundation
- Director, Power for Sustainable Future Foundation
- Director, VISTEC Council, Vidyasirimedhi Institute of Science and Technology
- President, PTT Group Employee Association
- Advisor to the Committee of PTT Natural Gas Business Saving Co-Operative, Limited
- Director, Thai Foundation
- Director of Social Cooperation Development, Her Royal Highness Princess Maha Chakri Foundation

Working Experiences in the 5 Preceding Years

April 2018 – July 2020

Director / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee, Thai Oil Public Company Limited

December 2018 – May 2020

Chairman, PTT Tank and Terminal Limited

October 2017 – May 2020

Chief Operating Officer, Downstream Petroleum Business Group, (acting as Senior Executive Vice President for strategic management of Downstream Petroleum Business Group, PTT Public Company Limited

October 2015 – October 2018

Director/ Member of the Corporate Governance Committee/ Member of the Risk Management Committee, PTT Global Chemical Public Company Limited

November 2015 – September 2017

Chairman, PTT Retail Management Company Limited

October 2015 – September 2017

Senior Executive Vice President of the Oil Business Unit, PTT Public Company Limited

Shareholding interests in the Company:

0.000028%

(held by himself: 0.000020%

and held by spouse: 0.000008%)

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None



Assoc. Prof. Dr. Pipop Udorn

Independent Director

Chairman of the Audit Committee

Member of the Enterprise Risk Management Committee
(Non-Executive Director)

Age 56 years old

Appointed Date

- First term : September 21, 2018
- Second term : March 30, 2020 (re-appointed)

Education

- Ph.D. (Marketing) Kenan–Flagler Business School, University of North Carolina at Chapel Hill
- Master of Business Administration (M.B.A.) in Marketing, School of Business and Public Administration, George Washington University
- Bachelor of Accountancy, Faculty of Commerce and Accountancy, Thammasat University

Certification from Thai Institute of Directors (IOD)

- Advanced Audit Committee Program (AACP 36/2020)
- IT Governance and Cyber Resilience Program (ITG 13/2020)
- Director Certification Program (DCP 270/2019)
- Director Accreditation Program (DAP 155/2018)

Other Certifications

- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives (Class 25), King Prajadhipok's Institute
- Senior Executive Program in Energy Science (Class 14), Thailand Energy Academy
- Senior Executives on Justice Administration (Class 23), National Justice Academy

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (2)

- Independent Director / Chairman of the Audit Committee / Member of the Enterprise Risk Management Committee, PTT Oil and Retail Business Public Company Limited
- Independent Director / Member of Audit and Corporate Governance Committee / Member of Nomination and Remuneration Committee, Thai Rung Union Car Public Company Limited

Positions in Other Organizations / Institutes / Businesses (Non-Listed Company) (3)

- Vice Rector for Academic Affairs, Thammasat University
- Assoc. Prof., Department of Marketing, Faculty of Commerce and Accountancy, Thammasat University
- Independent Director / Chairman of the Audit Committee, SRT Asset Company Limited

Working Experiences in the 5 Preceding Years

2016 – November, 2019

Dean of the Faculty of Commerce and Accountancy, Thammasat University

Shareholding interests in the Company:

None

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None

Dr. Chaichana Mitrpant

Independent Director

Chairman of the Enterprise Risk Management Committee

Member of the Audit Committee

(Non-Executive Director)



Age 48 years old

Appointed Date

- First term : September 21, 2018
- Second term : April 3, 2019 (re-appointed)

Education

- Ph.D. in Engineering, Universität Duisburg–Essen, Essen, NRW, Germany
- Master of Engineering, University of Michigan, Ann Arbor, Michigan, USA
- Bachelor of Engineering, Rice University, Houston, Texas, USA

Certification from Thai Institute of Directors (IOD)

- Director Refreshment Program Boardroom for Business Breakthrough (DRP 1/2021)
- Advanced Audit Committee Program (AACP 33/2019)
- Risk Management Program for Corporate Leaders (RCL 18/2019)
- Director Certification Program (DCP 199/2015)

Other Certifications

- Senior Executive Program in Energy Science (Class 15), Thailand Energy Academy
- Certified Information Systems Security Professional (CISSP)
- Executive Development Program 2556 (EDP) (Class 9), Ministry of Finance
- National Security Management for Senior Executives (Class 7), National Intelligence Agency
- Politics and Governance in Democratic Systems Course for Senior Executives (Class 20), King Prajadhipok's Institute

- Establishment of ASEAN-Japan Cybersecurity Capacity Building Centre: AJCCBC

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (1)

- Independent Director / Chairman of the Enterprise Risk Management / Member of the Audit Committee, PTT Oil and Retail Business Public Company Limited

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

- Director, Electronic Transactions Development Agency (Public Organization) (ETDA), Ministry of Digital Economy and Society

Working Experiences in the 5 Preceding Years

2013 – 2020

Deputy Director, Electronic Transactions Development Agency (Public Organization) (ETDA), Ministry of Digital Economy and Society

2017 – September 26, 2020

Director, Metropolitan Waterworks Authority (MWA)

2017 – 2019

Director, the Bangkok Mass Transit Authority

Shareholding interests in the Company:

None

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None



Asst. Prof. Dr. Duangkamol Chartprasert

Independent Director

Chairman of the Corporate Governance Committee
(Non-Executive Director)

Age 59 years old

Appointed Date

- First term : September 21, 2018
- Second term : April 7, 2021 (re-appointed)

Education

- Ph.D. in Mass Communication University of Wisconsin–Madison, USA
- M.S. in Agricultural Journalism University of Wisconsin–Madison, USA
- Bachelor of Arts (First class Honor), Chulalongkorn University

Certification from Thai Institute of Directors (IOD)

- Ethical Leadership Program (ELP 24/2021)
- Director Refreshment Program Boardroom for Business Breakthrough (DRP 1/2021)
- IT Governance and Cyber Resilience Program (ITG 14/2020)
- Financial Statements for Directors (FSD 43/2020)
- Director Certification Program (DCP 272/2019)
- Director Accreditation Program (DAP 155/2018)

Other Certifications

- Senior Executive Program in Energy Science (Class 15), Thailand Energy Academy

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (1)

- Independent Director / Chairman of the Corporate Governance Committee, PTT Oil and Retail Business Public Company Limited

Positions in Other Organizations / Institutes / Businesses (Non-Listed Company) (3)

- Chairman of the Doctor of Philosophy (Communication Arts) Committee, Faculty of Communication Arts, Chulalongkorn University
- Director of the Cultural Management Program, Chulalongkorn University
- Professor, Faculty of Communication Arts, Chulalongkorn University

Working Experiences in the 5 Preceding Years

2017 – 2018

Member of Chulalongkorn University Council

2012 – 2016

Dean of the Faculty of Communication Arts,
Chulalongkorn University

Shareholding interests in the Company:

None

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None



Mr. Poomsak Aranyakasemsuk

Director

Member of the Nomination and Remuneration Committee
(Non-Executive Director)

Age 58 years old

Appointed Date

- First term : March 9, 2018 (The date that OR converted to public company limited)
- Second term : April 25, 2018 (re-appointed)
- Third term : April 7, 2021 (re-appointed)

Education

- Master of Business Studies (Finance), Massey University, New Zealand
- Master of Public Administration Program (Public Administration), National Institute of Development Administration, Thailand
- Bachelor of Economics, Ramkhamhaeng University

Certification from Thai Institute of Directors (IOD)

- Board Nomination and Compensation Program (BNCP 6/2019)
- Director Certification Program (DCP 73/2006)

Other Certifications

- Diploma, National Defence College, The National Defence Course (Class 59)
- Executive Development Program, The Wharton School of the University of Pennsylvania, USA
- The Civil Service Executive Development Program: Visionary and Moral Leadership (Class 73/74), Office of the Civil Service Commission

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (1)

- Director / Member of the Nomination and Remuneration, PTT Oil and Retail Business Public Company Limited

Positions in Other Organizations / Institutes / Businesses (Non-Listed Company) (3)

- Director General, The Comptroller General's Department, Ministry of Commerce
- Chairman, National Credit Bureau
- Chairman, Islamic Bank of Thailand.

Working Experiences in the 5 Preceding Years

October, 2019 – February, 2021

Director General, The Comptroller General's Department, Ministry of Finance

2015 – January, 2021

Director, CAT Telecom Public Company Limited

March, 2019 – November, 2019

Director, National Credit Bureau

2018 – October, 2019

Director, Government Savings Bank

May, 2018 – September, 2019

Director General, The Public Debt Management Office

2017 - 2018

Director, Sports Authority of Thailand

January, 2016 – October, 2017

State Enterprise Performance Appraisal Advisor, State Enterprise Policy Office (SEPO), Ministry of Finance

Shareholding interests in the Company:

None

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None



Ms. Dujduan Hetrakul

Independent Director

Member of the Nomination and Remuneration Committee
(Non-Executive Director)

Age 38 years old

Appointed Date

- First term : September 21, 2018
- Second term : March 30, 2020 (re-appointed)

Education

- Certificate of Publishing and Media Industry, New York University
- Master of Business Administration (MBA) in Marketing and Strategic Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Business Administration, Faculty of Commerce and Accountancy, Chulalongkorn University

Certification from Thai Institute of Directors (IOD)

- Risk Management Program for Corporate Leaders (RCL 22/2021)
- Director Certification Program (DCP 295/2020)
- Director Accreditation Program (DAP 155/2018)

Other Certifications

None

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (1)

- Independent Director / Member of the Nomination and Remuneration Committee, PTT Oil and Retail Business Public Company Limited

Positions in Other Organizations / Institutes / Businesses (Non-Listed Company) (2)

- Director, The Publishers and Booksellers Association of Thailand
- Director, Usasawat Company Limited

Working Experiences in the 5 Preceding Years

2009 – 2018

Director, Maeбан Publishing Company Limited

2009 - 2018

Director, Maeбан Company Limited

Shareholding interests in the Company:

None

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None

Mr. Supat Metheeworapote

Independent Director

Member of the Corporate Governance Committee

Member of the Nomination and Remuneration Committee
(Non-Executive Director)



Age 39 years old

Appointed Date

- First term : December 23, 2020
- Second term : April 7, 2021 (re-appointed)

Education

- M.Sc. in Finance and Business Economics (Merit), Manchester Business School, University of Manchester
- Bachelor of Arts (Economics) (First Class Honor), Chulalongkorn University

Certification from Thai Institute of Directors (IOD)

- Director Refreshment Program Boardroom for Business Breakthrough (DRP 1/2021)
- Director Certification Program (DCP 294/2020)
- Director Accreditation Program (DAP 171/2020)

Other Certifications

- High Performance and Potential System 2011 (HiPPs) (Class 7)
- Team Leading and Management (Class 6), Organization Development and Management Institution
- Public Management and Leadership Training Program (PMLTP), National Graduate Institute for Policy Studies (GRIPS)

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (1)

- Independent Director / Member of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee, PTT Oil and Retail Business Public Company Limited

Positions in Other Organizations / Institutes / Businesses

(Non-Listed Company) (2)

- Policy and Plan Analyst Senior Professional Acting Director of Division of Cabinet Submission Analysis, The Secretariat of the Cabinet
- Director, Thai Credit Guarantee Corporation

Working Experiences in the 5 Preceding Years

2013 - 2017

Policy and Plan Analyst Professional, The Secretariat of the Cabinet

Shareholding interests in the Company:

0.000006%

(held by spouse: 0.000006%)

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None

Mr. Kris Imsang

Director

Member of the Nomination and Remuneration Committee
(Non-Executive Director)



Age 56 years old

Appointed Date

- First term : January 21, 2021
- Second term : April 7, 2021

Education

- Bachelor of Engineering (Civil Engineering),
Chulalongkorn University

Certification from Thai Institute of Directors (IOD)

- Director Refreshment Program Boardroom for Business Breakthrough (DRP 1/2021)
- The Role of the Board in IT Governance 2020
- Director Certification Program (DCP 139/2010)

Other Certifications

- Certificate of Good Governance for Medical Executive (Class 9), King Prajadhipok's Institute and the Medical Council of Thailand
- Leadership Development Program (LDP 3) (Class 2), PTT Leadership and Learning Institute
- Certificate in Top Executives in the PoomPalungPandin Program, Chulalongkorn University
- Top Executive Program (Class 23), Capital Market Academy
- Certificate, Executive Program on Energy Literacy for a Sustainable Future (Class 9), Thailand Energy Academy
- Making the CEO's of Thailand, MCOT (Class 1)
- Diploma, National Defence College, The National Defence Course (Class 62)

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (3)

- Chief Operating Officer, Downstream Petroleum Business Group, PTT Public Company Limited
- Chairman, IRPC Public Company Limited
- Director / Member of the Nomination and Remuneration Committee, PTT Oil and Retail Business Public Company Limited

Positions in Other Organizations / Institutes / Businesses (Non-Listed Company) (3)

- Chairman, PTT Tank Terminal Company Limited
- Vice Chairman, FTI Academy , The Federation of Thai Industries
- Expert Member, Social Enterprise Promotion Committee

Working Experiences in the 5 Preceding Years

2019 -2020

Senior Executive Vice President, Downstream Business Group Alignment, PTT Public Company Limited

2018 - 2019

Senior Executive Vice President, Corporate Governance and Regulatory Affairs, PTT Public Company Limited

2018

Senior Executive Vice President Organization Management and Sustainability, PTT Public Company Limited

2016 - 2017

Senior Executive Vice President Human Resources & Organization Excellence, PTT Public Company Limited

2015 - 2016

Executive Vice President, Retail Marketing, PTT Public Company Limited

Shareholding interests in the Company:

None

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None

Ms. Jiraphon Kawswat

Director

Secretary of the Board of Directors

Member of the Enterprise Risk Management Committee

Acting President and Chief Executive Officer

(Executive Director)



Age 60 years old

Appointed Date

- First term : March 9, 2018 (The date that OR converted to public company limited)
- Second term : March 30, 2020

Education

- Master of Business Administration (Financial Management), Kasetsart University
- Master of Accountancy (Cost Accounting), Chulalongkorn University
- Bachelor of Science (Accounting), Kasetsart University

Certification from Thai Institute of Directors (IOD)

- Director Leadership Certification Program (DLCP 2021)
- Risk Management Program for Corporate Leaders (RCL 19/2020)
- Successful Formulation & Execution of Strategy (SFE 21/2014)
- Director Certification Program Update (DCPU 2/2014)

- How to Develop a Risk Management Plan (HRP 6/2014)
- Director Certification Program (DCP 180/2013)
- Company Secretary Program (CSP 53/2013)

Other Certifications

- Senior Executive Program in Energy Science (Class 12), Thailand Energy Academy
- Top Executive Program (Class 26), Capital Market Academy
- Executive Development Program (EDP), Thai Listed Companies Association
- Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations Program (Class 20/2019), King Prajadhipok's Institute
- TIJ Executive Program on the Rule of Law and Development: RoLD 2019)
- Senior Executive Program, London Business School, United Kingdom

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (2)

- Senior Executive Vice President, reporting to Chief Operating Officer, Downstream Petroleum Business Group, PTT Public Company Limited
- Director / Secretary to the Board / Member of the Enterprise Risk Management Committee / Acting President and Chief Executive Officer, PTT Oil and Retail Business Public Company Limited

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

None

Working Experiences in the 5 Preceding Years

2017 - 2019

Chairman, PTT Retail Management Company Limited

2018

Director, IRPC Public Company Limited

2017- 2018

Senior Executive Vice President, Oil Business Unit, PTT Public Company Limited

2016 - 2017

Managing Director, PTT Retail Management Company Limited

2012 - 2016

Executive Vice President, Planning, Oil Business Unit, PTT Public Company Limited

Shareholding interests in the Company:

None

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None



Dr. Twarath Sutabutr

Director

Member of the Enterprise Risk Management Committee
(Non-Executive Director)

Age 52 years old

Appointed Date

- First term : February 17, 2021

Education

- Ph.D. Civil & Environmental Engineering, Massachusetts Institute of Technology (MIT), U.S.A.
- M.S. Soil Mechanics, Asian Institute of Technology (AIT)
- Bachelor of Engineering (Civil Engineering), Chulalongkorn University

Certification from Thai Institute of Directors (IOD)

- Director Certification Program (DCP 115/2009)
- Financial Statements for Directors (FSD 4/2009)
- Anti-Corruption: Leadership Role of the Board

Other Certifications

- CERAWEEK 2019, Houston, Texas, U.S.A.
- Executive Program in International Management, Stanford – National University of Singapore
- Ministry spokesman Course, Public Relation Institution, Department of Public Relations
- Executive Program on Rule of Law and Development (RoLD) (Class 2), Thailand Institute of Justice (Public Organization)

- Senior Executive Program in Energy Science (Class 10), Thailand Energy Academy (TEA)
- Top Executive Program (Class 24), Capital Market Academy
- International Leadership Program (ILP)
- E-Government Executive Program (e-GEP) (Class 5), Electronic Government Institution (Public Organization)
- Advance Management Program (AMP) INSEAD Institution, France (Scholarship for top executive government official, Office of the Civil Service Commission)
- Top Executive Program in Commerce and Trade (TEPCoT) (Class 6), Trade Science Institution, University of Thai Chamber of Commerce
- TLCA Executive Development Program (EDP) (Class 9), Capital Market Academy
- Top Executive Program (Class 61), Office of the Civil Service Commission
- New Wave Leader Course (Class 3), Office of the Civil Service Commission
- Senior Executive Program in Energy Management (Class 2) Ministry of Energy
- Infrastructure in a Market Economics, Harvard University, Cambridge, USA (Scholarship for top executive government official, Office of the Civil Service Commission)

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (1)

- Director / Member of the Enterprise Risk Management Committee, PTT Oil and Retail Business Public Company Limited

Positions in Other Organizations / Institutes / Businesses

(Non-Listed Company) (11)

- Expert Director of College Council, Siam Technology College
- Extraordinary Sub-Committee of Quality Manpower, Office of the Civil Service Commission
- Expert Director of University Council, Khonkaen University
- Expert Director in the Committee of Energy Transition in South East Asia
- Honorary Researcher, Asia EDGE Fellow, National Bureau of Asia Research
- Special Counsel, Teach For Thailand Foundation
- Governing Board Member, The Renewable Energy and Energy Efficiency Partnership
- Board of Director, Dhanarak Asset Development Co., Ltd (Under Ministry of Finance)
- Director, Chulalongkorn University Alumni Association Under the Royal Patronage of His Majesty the King
- Executive Committee, Asian Institute of Technology (AIT)
- Chief Inspector General, Office of the Permanent Secretary, Ministry of Energy

Working Experiences in the 5 Preceding Years

2015 – April 2021

Director and Member of the Risk Management Committee, PTT Exploration and Production Public Company Limited

2017 - December 2019

President of Asian Institute of Technology (AIT) Alumni

2017 – November 2019

President of Associations of Thai Government Scholarship Students, Office of the Civil Service Commission

2015 - 2018

Director-General, Energy Policy and Planning Office, Ministry of Energy

2014 - February 2018

Spokesman of Ministry of Energy

2014 - 2015

Deputy Permanent Secretary, Ministry of Energy

Shareholding interests in the Company:

0.000063%

(held by himself 0.000063%)

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None



Mr. Yanyong Detpiratmongkol

Independent Director

Member of the Audit Committee

(Non-Executive Director)

Age 54 years old

Appointed Date

- First term : April 8, 2021

Education

- Master of Laws in Intellectual Property John Marshall Law School
- Master of Laws Case Western Reserve University
- Thai's Barrister at Law The Thai Bar
- Master of Laws Ramkhamhaeng University

Certification from Thai Institute of Directors (IOD)

- Director Certification Program (DCP 307/2021)
- Director Accreditation Program (DAP 185/2021)

Other Certifications

- Applied Psychology Institute Class of 103, National Defence Studies Institute
- Provincial Chief Public Prosecute Course Class of 33, Public Prosecution Office Training Institute
- Police Senior Command Course Class of 31, Royal Thai Police
- Advance Certified Course in Public Economic Management for Executive Class of 10, King Prajadhipok's Institute
- Thai National Defense College Class of 58, National Defence Studies Institute
- The Director General Public Prosecutors "Special Public Prosecutor Certificate" (Class 7), Public Prosecutor Office Training Institute, Office of the Attorney General

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (1)

- Independent Director / Member of the Audit Committee, PTT Oil and Retail Business Public Company Limited

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

- Secretary Office of the Attorney General

Working Experiences in the 5 Preceding Years

October 2019 – September 2020

Senior Expert Public Prosecutor, Executive Director's Office of Legal Development, Department of Technical Affairs

October 2018 – September 2019

Secretary to the Deputy Attorney General

October 2017 – September 2018

Secretary to the Deputy Attorney General

October 2015 – September 2017

Deputy Secretary to the Attorney General

Shareholding interests in the Company:

None

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None

Mr. Rawit Hanutsaha

Independent Director

Member of the Audit Committee

(Non-Executive Director)

**Age** 42 years old**Appointed Date**

- First term : April 7, 2021

Education

- Master of Business Administration Vanderbilt University, USA
- Bachelor of Engineering Chulalongkorn University

Certification from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP 152/2021)
- Director Refreshment Program Boardroom for Business Breakthrough (DRP 1/2021)

Other Certifications

None

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (1)

- Independent Director / Member of the Audit Committee, PTT Oil and Retail Business Public Company Limited

Positions in Other Organizations / Institutes / Businesses (Non-Listed Company) (3)

- Managing Director, Srichand United Dispensary Company Limited
- Managing Director, Sasi Lab Company Limited
- Director, Mission To The Moon Media Company Limited

Working Experiences in the 5 Preceding Years

2020 – 2021

Director, The Curator Club Company Limited

Shareholding interests in the Company:

None

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None



Mr. Disathat Panyarachun

Director

Member of the Corporate Governance Committee
(Non-Executive Director)

Age 57 years old

Appointed Date

- First term : October 8, 2021

Education

- Master of Political Science National University, San Diego, USA
- B.A. in Ed. (Social Science) Silpakorn University

Certification from Thai Institute of Directors (IOD)

- Ethical Leadership Program (ELP 19/2021)
- Director Certification (DCP 206/2015)

Other Certifications

- The Executive Program in Energy Literacy for a Sustainable Future, Class 14, Thailand Energy Academy (TEA)
- Leadership Development Program for Sustainability (LDP 3), PTT Leadership and Learning Institute
- The National Defence Course Class 63, National Defence College, National Defence College of Thailand
- Capital Market Leader Program (Class 30), Capital Market Academy
- Certification of Oil Futures Program, The Oxford Princeton, U.K.
- Marketing to CEO's of Thailand, MCOT (Class 2)

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (3)

- Director / Member of the Corporate Governance Committee, PTT Oil and Retail Business Public Company Limited
- Senior Executive Vice President, International Trading Business Unit, PTT Public Company Limited
- Director to the Risk Management Committee, PTT Global Chemical Public Company Limited

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

- Chairman, PTT International Trading Pte Ltd.

Working Experiences in the 5 Preceding Years

October 2016 – October 2021

Chairman, PTT International Trading London Ltd.

October 2018 – June 2020

Director to Corporate Governance Committee,
PTT Global Chemical Public Company Limited

February 2016 – September 2018

Executive Vice President - International Trading,
PTT Public Company Limited

November 2011 – October 2018

Chairman, PTT International Trading DMCC

Shareholding interests in the Company :

None

**Family Relationship among Directors, Executives or
Major shareholders of the Company or a Subsidiary:**

None



Mr. Buranin Rattanasombat

Director

Member of the Enterprise Risk Management Committee
(Non-Executive Director)

Age 54 years old

Appointed Date

- First term : October 8, 2021

Education

- Ph.D. (Management), Silpakorn University
- Master of Business Administration, Chulalongkorn University
- Bachelor of Science, Prince of Songkhla University

Certification from Thai Institute of Directors (IOD)

- Director Certification (DCP 174/2013)

Other Certifications

- Capital Market Leader Program, Capital Market Academy, Class CMA 30
- Public and Private Chief Innovation Leadership, National Innovation Agency
- Security Management and Leadership for Executives Program (Class 10), The Association of National Defence College of Thailand Under The Royal Patronage of His Majesty The King (ANDCT)
- PTT Leadership Development Program (IMD Business School)

- Senior Executive Education Program on Strategy and Innovation, School of Management, MIT
- Leadership Succession Program LDP8, Institute of Research and Development for Public Enterprise (IRDP)
- CMA-GMS International Program 2016, Capital Market Academy
- TLCA Leadership Development Program, International Institute for Management Development (IMD), Switzerland and Thai Listed Companies Association
- Foreign Affairs Executive Program, Ministry of Foreign Affairs
- PTT Leadership Development Program (Harvard Business School, USA)
- Advance Certification Course in Public Administration and Law for Executives, King Prajadhipok's Institute
- Executive Development Program, Thai Listed Company Association

Current Positions

Positions in Listed Company – The Stock Exchange of Thailand (3)

- Director / Member of the Enterprise Risk Management Committee, PTT Oil and Retail Business Public Company Limited
- Director / Chairman of the Risk Management Committee, Thai Oil Public Company Limited
- Senior Executive Vice President, Innovation and New Ventures, PTT Public Company Limited

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

- Chairman of the Board, Innobic (Asia) Company Limited

Working Experiences in the 5 Preceding Years**2021**

Chairman of the Board, Nutra Regenerative Protein Company Limited

2020 – 2021

Senior Executive Vice President, Downstream Business Group Alignment, PTT Public Company Limited

2020 – 2021

Director, Thappline Company Limited

2020 – 2021

Member of the Nomination and Remuneration Committee, Thai Oil Public Company Limited

2019 – 2020

Chairman of the Board, Thappline Company Limited

2019 – 2020

Senior Executive Vice President, Corporate Strategy, Innovation and Sustainability and Chief Transformation Officer (CTO), PTT Oil and Retail Public Company Limited

2019 – 2020

Chairman of the Board, PTT (Cambodia) Limited

2019

Senior Executive Vice President, Planning, PTT Oil and Retail Public Company Limited

2018 – 2019

Senior Executive Vice President, Lubricant Business, PTT Oil and Retail Public Company Limited

2018 – 2019

Chairman of the Board, PTT China (Shanghai) Company Limited

2017 – 2019

Director, Thappline Company Limited

2015 – 2019

Chairman of the Board, Thai Lube Blending Company Limited

2015 – 2018

Executive Vice President, Lubricant Business, PTT Public Company Limited

2017

Chairman of the Board, PTT Oil Myanmar Company Limited

2012 – 2017

Director, PTT (LAO) Company Limited

2015 – 2016

Director, PTT Retail Management Company Limited

2014 – 2015

Executive Vice President, Retail Marketing, PTT Public Company Limited

Shareholding interests in the Company :

0.000086%

(held by himself: 0.000049% and

held by spouse: 0.000037%)

Family Relationship among Directors, Executives or Major shareholders of the Company or a Subsidiary:

None

Directors resigned during January 1, 2021 – December 31, 2021

Prof. Dr. Surapon Nitikraipot



Served as OR's Director during

April 7, 2021 – December 31, 2021

Age 61 years old

Appointed Date

- First term : October 8, 2021

Education

- Ph.D. - Doctorat en droit (mention très honorable), l'Université Robert Schuman de Strasbourg, France
- Honorary Doctorate Degree, Soka University, Japan
- Master's Degree - Diplôme d'études approfondies (D.E.A.) de droit Public, Strasbourg III, France
- Bachelor of Laws (Second Class Honors), Thammasat University

Certification from Thai Institute of Directors (IOD)

- Board Nomination and Compensation Program (BNCP 5/2018)
- Role of the Chairman Program (ELP 25/2011)
- Directors Certification Program (DCP 102/2008)

Other Certifications

- Thai's Barrister at Law (Class 35), Institute of Legal Education (Thai Bar Association)
- Diploma, National Defence Course for the Joint State-Private Sector, Class 23, The National Defence College
- Capital Market Academy Leadership Program, Class 4, Capital Market Academy
- Executive Program in Energy Literacy for a Sustainable Future, TEA , Class 7, Thailand Energy Academy
- Certificat, La Décentralisation et l' Administration Locale, Institut International d' Administration Publique (IIAP), Paris, France

Current Positions

Positions in Listed Company – The Stock of Thailand (1)

- Chairman, J.D.Food Products Co.,Ltd

Positions in Other Organizations / Institutes / Businesses (Non-Listed Company) (3)

- Chairman, Heng Leasing Company Limited
- Director, Knowledge Network Institute of Thailand
- Legal adviser to The Justice of The Constitutional Court

Working Experiences in the 5 Preceding Years

2021

Independent Director / Chairman of Nomination and Remuneration Committee / Member of the Corporate Governance Committee, PTT Oil and Retail Business Public Company Limited

2018 – 2021

Independent Director/ Member of the Nominating Committee/ Member of the Corporate Governance Committee PTT Public Company Limited

2015 – 2017

Vice President, Thai Institute of Directors Association (IOD)

2015 – 2017

Member, The National Institute of Educational Testing Service (Public Organization)

2012 - 2016

Qualified Member, The Civil Service Commission for Higher Education Institutions (CSCH)

2014 – 2018

Independent Director,
PTT Global Chemical Public Company Limited

2014 – 2016

The Krungthep Thanakom Company Limited

Executive Team

1.

MS. JIRAPHON KAWSWAT

Acting President &
Chief Executive Officer

2.

MR. PAISAN UDOMKULWANICH

Senior Executive Vice President,
Lubricants Business

3.

MR. PHICHIN APIHWANTANAPORN

Senior Executive Vice President,
Finance

4.

MR. BOONMA PHONTHANAKORNKUL

Senior Executive Vice President,
Oil Retail Business

5.

MR. CHUMPOL SIRIPUCHAKA

Senior Executive Vice President
(Seconded to PTT Retail
Management Company Limited
as Managing Director)

6.

MR. SONGPON THEPNUMSOMMANUS

Senior Executive Vice President,
International Marketing



7.

MR. WISARN CHAWALITANON

Senior Executive Vice President,
Organization Effectiveness

8.

MR. SOMYOT KONGPRAWET

Senior Executive Vice President,
Non-Oil Retail Business

9.

MR. WISON SUNTHARACHAN

Senior Executive Vice President,
Corporate Strategy, Innovation
and Sustainability

10.

MS. RAJSUDA RUNGSIYAKULL

Senior Executive Vice President,
assigned as ORion Project Director

11.

MR. SOONTORN CHURSUK

Senior Executive Vice President,
Petroleum Terminal Operations

12.

MR. CHUMPOL SURAPITTAYANONT

Senior Executive Vice President,
Commercial Marketing



The Situation of Oil Prices and Demand 2021

Unit : USD/Barrel	2020	2021	Variance
			YoY
Dubai	42.2	69.2	64.0%
Gasoline	46.6	80.3	72.3%
Gasoil	48.4	76.0	57.0%
Kerosene	44.7	75.1	68.0%

The global oil demand. A report from the International Energy Agency (IEA) retrieved in January 2022 expected global oil demand 2021 at 96.3 million barrels per day (MMBD), increased 5.5 MMBD compared to 2020, similar to an earlier forecast in October 2021 supported by relaxation of COVID-19 control measures.

Dubai crude oil price situation in 2021. The average Dubai crude oil price was US\$69.2 per barrel, higher than in 2020 at US\$42.2 per barrel due to increased vaccine distribution, economic stimulus policy, easing of lockdown measures in many countries and rising natural gas price. These contributed to the increase

of fuel demand. In addition, tight supply from OPEC+ slightly increased crude oil production in 2021; Saudi Arabia volunteered to cut additional output by 2 million barrels during the 1st quarter and Hurricane Ida and Nicholas affected the output of oil production in the Gulf of Mexico by around 30 million barrels in the 3rd quarter of 2021. Thus, the overall crude oil demand was higher than supply in 2021.

Petroleum products prices in 2021, Singapore refined products prices have increased more than Dubai crude oil prices compared to the previous year. Gasoline price averaged at US\$80.3 per barrel, improved from 2020 at US\$46.6 per barrel. This was from



the relaxation of travel control measures in many regions, causing a rise in demand for gasoline, and from tighten supply in Asia due to reduced export quotas from China. Gasoil (Diesel) price in 2021 averaged at US\$76.0 per barrel, improved from the previous year at US\$48.4 per barrel. The economic recovery led to higher demand from both the industry and transportation sectors, especially in the America and the Europe regions in the mid of 2021 and toward the end of the year for Asia. Jet/Kerosene price averaged at US\$75.1 per barrel rose from US\$44.7 per barrel in 2020. The surge came from easing travel restrictions for domestic flights, including relaxation of quarantine measures for international travels. Moreover, growth of global cargo flights was a supporting factor, which increased in line with economic recovery.

Fuel consumption in Thailand 2021, the Department of Energy Business reported that Thailand's average daily consumption dropped by 3.5% in 2021 compared to last year. The main reason was from aviation fuel (JET A1), which declined by 36.0%. Gasoline consumption fell 8.5%, diesel and kerosene decreased by 3.5% and 6.3%, respectively, while fuel oil increased 15.6% and 7.4% for LPG.

Gasoline consumption in 2021 averaged 29.0 million liters per day, decreasing 8.5% from the same period last year. For the gasohol, the usage decreased to 28.4 million liters per day (-8.3%). Gasoline consumption in January fell to 27.3 million liters per day due to the COVID-19 outbreak in Samut Sakhon province. The situation has improved since February-March, where gasoline consumption rose to 32-34 million liters per day. However, the pandemic became more severe in the 2nd and 3rd quarters leading the government to impose measures to limit mobility. As a result, gasoline consumption fell to the lowest level at 24.5 million liters per day in August. The situation in the 4th quarter improved due to increased vaccination rate as well as easing of lockdown measures, reopening policy and economic stimulation, contribution to gasoline consumption in December to reach a 9-month high at 33.7 million liters per day.

Gasoil (Diesel) fuel consumption in 2021 averaged at 63.1 million liters per day (-3.5%), a dip from the same period last year. For diesel fuel B7, the consumption decreased to 39.8 million liters per day (-9.0%) but sales volume of diesel increased to 19.3 million liters per day. B20 diesel fuel had the consumption of 1.0



million liters per day. The diesel fuel situation in 2021 was highly volatile: The consumption level in the middle of the year was at its lowest level in many years due to lockdown policy since May. This was from the slowdown of economic activities, leading diesel consumption to hit a record low at 53.3 million liters per day in August. The diesel fuel situation improved significantly in December, in which the consumption reached its highest level at 77.0 million liters per day. (In October 2021, Member of the Energy Policy Administration 'MPG' approved the guidelines for reduction of biodiesel proportion from B10 and B7 to B6 effective 11 October to 31 October 2021. In addition, in November 2021, MPG approved the new guidelines for the proportion of biodiesel to B7 instead for 4 months effective from 1 December 2021 to 31 March 2022).

Commercial aviation fuel consumption (Jet A1) averaged 4.7 million liters per day (-36.0%) down from the same period last year due to COVID-19, curbing the consumption of Jet A1 to the

range of 4-5 million liters per day. However, the situation significantly improved in November and December resulting from easing of flights control measures and from border reopening policy. As a result, the Jet A1 usage in December was at its highest in nearly two years at 6.8 million liters per day. However, the Jet A1 situation has been pressured by the Omicron variant, whereby the Civil Aviation Authority of Thailand announced a ban on flights from 8 African countries to Thailand. Moreover, the government suspended sandbox registration to Thailand (except Phuket) effective 1st December and Test & Go on 21st December.

Liquefied petroleum gas (LPG) consumption increased to 16.5 million kg per day (+7.4%) from the same period last year; petrochemical sector increased to 7.3 million kg per day (+19.1%). Industrial sector's usage was 1.9 million kg per day (+11.6%), followed by 5.7 million kg per day (+1.6%) for household sector. However, transport sector experienced the biggest drop, decreasing to 1.7 million kg per day (-14.8%).



Oil Prices & Petroleum Products Outlook

The trend of crude oil price and petroleum products prices World oil demand in 2022, as reported by the IEA as of January 2022, projected that global oil demand would increase by 3.3 MMBD to 99.6 MMBD. Oil demand expected to rise due to easing of COVID-19 control measures. OECD's commercial oil inventory were at the lowest level in seven years, signaling a greater increase in demand than the increase in supply. However, OPEC+ crude oil production is expected to increase up to 4.4 MMBD and from Non-OPEC+ by 1.8 MMBD, with the US taking the lead.

The trend of crude oil prices Crude oil price expected to rise higher than the previous year, especially at the beginning of the year, with supporting factor stemming from easing of concerns over the Omicron variant, because despite the rapid spread, the symptoms are mild compared to other variants. As a result, lack of lockdown announcement from many countries translates to minimal effect on global oil demand. On the supply side, geopolitical concerns could affect global oil supply. Some OPEC+ producers, such as Libya and Nigeria, are facing difficulties in increasing crude oil production due to the maintenance and limited investment budget causing the actual crude oil production from OPEC+ to be lower than targeted.

However, OPEC+ continued with their plan to increase crude oil production since 2020, generating more supply than demand. Furthermore, nuclear deal negotiation between Iran and the International Atomic Energy Agency (IAEA) could increase supply in the market.

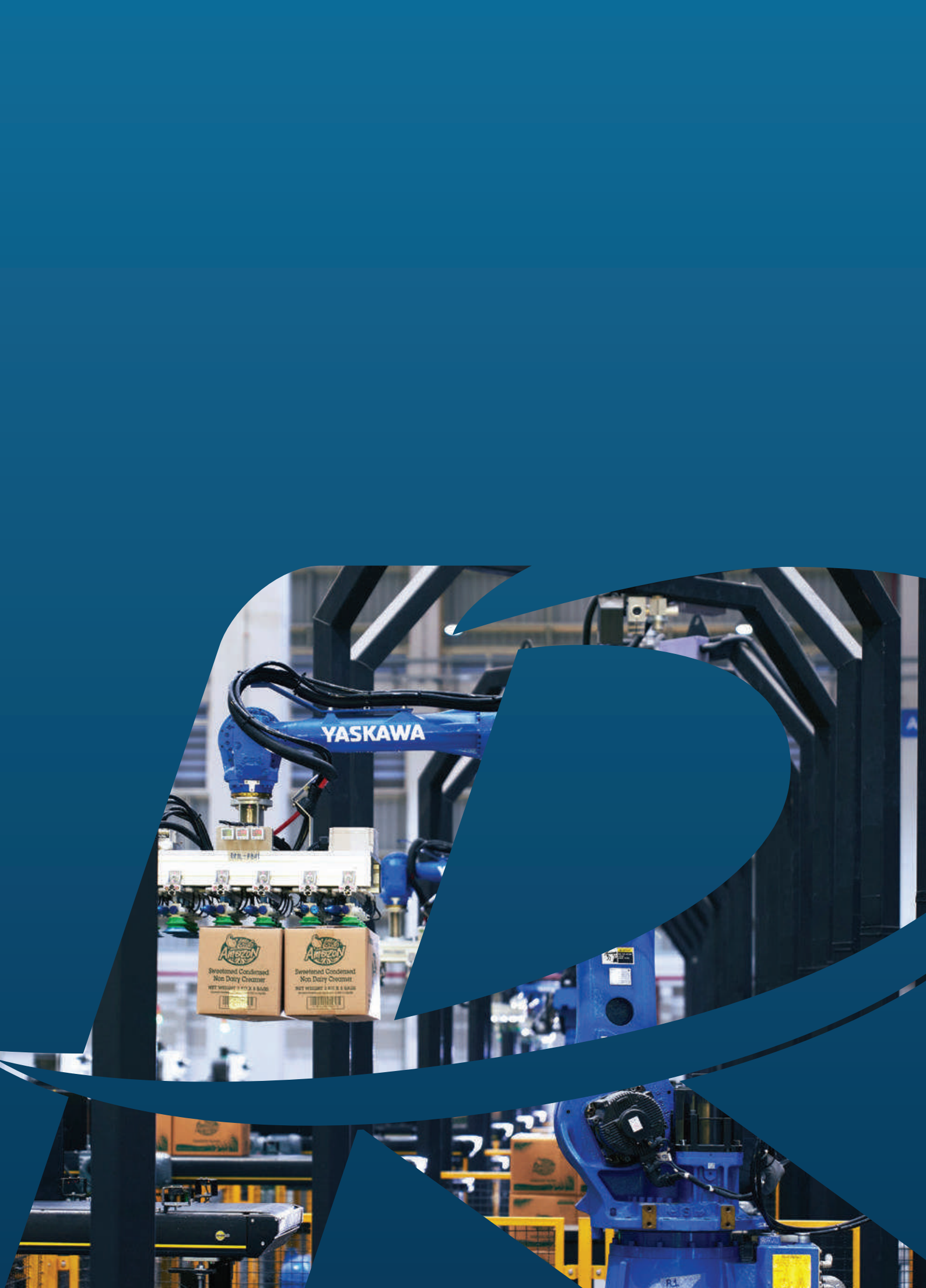
Petroleum products situation The trend of refined oil products is in line with crude oil trend, with the fundamental of petroleum products demand on the rise. Gasoline demand expected to improve because many countries have not imposed travel control measures for the Omicron variant outbreak. Moreover, refined oil export quotas from China decreased more than 56.0% compared to the previous year. On the other hand, an increase in gasoline inventory in key regions is a negative factor. Diesel demand is expected to rise due to recovery in the industrial and transport sectors, especially in Asia. Although the number of new cases of COVID-19 is increasing, several countries have no lockdown measures. Furthermore, middle distillate inventory levels in key regions continue to decline. Jet fuel demand is also expected to rise gradually, with supporting factors stemming from heating demand in North Asia and a recovery in international flights. Nevertheless, global aviation demand in 2022 is not expected to not reach pre-COVID-19 levels.



Section 1

Nature of Business and Performance Results





1. Group Structure and Business Operations



1.1 Policy and Business Overview

PTT Oil and Retail Business Plc (OR) is the flagship company for the oil and retail businesses of PTT Group. PTT has restructured its business by transferring its oil and retail businesses, including the shares of related companies under its Oil Business Unit to OR on July 1, 2018. OR offered new shares to the public for the first time (Initial Public Offering: IPO) and entered the Stock Exchange of Thailand (SET) on February 11, 2021.

OR operates its overall business under the “Empowering All Toward Inclusive Growth” vision by implementing an innovative digital customer base of those who are loyal to its businesses through

OR’s service station networks and shops, as well as the expertise in business operations to carry out four missions. These missions are to strengthen the integrated energy business for Seamless Mobility, to strive one-stop solution for all lifestyles, to scale portfolio to manufacture success and recognition in the global market and to create new businesses aimed at solving social and environmental issues through innovation—a concept recognized as OR Innovation to embed the Triple Bottom Line for growth together with the community (People), the environment (Planet), and business results (Performance).

An overview of OR’s business is summarized as follows:

1 Mobility Business Group

Oil Retail Business

No.1 market share

in Thailand’s oil retail business
(in terms of number of service stations and sales volumes)



2,083 PTT Stations⁽¹⁾

106 EV Charging Stations

Commercial Marketing Business

Over 2,600 government and industrial customers

1,091 LPG retail dealers

232 LPG service stations

72 FIT Auto service centers

2 Lifestyle Business Group

Food and Beverage (F&B) Retail Business



3,628 Café Amazon outlets⁽²⁾



96 Texas Chicken outlets



30 Hua Seng Hong Dim Sum outlets



159 Pearly Tea outlets



F&B brands OR has invested in include Pacamara Coffee Roasters, Ohkajhu, Kouen Premium Buffet, and Kamu Tea.

Other Retail Business



2,104 7-Eleven and Jiffy convenience stores⁽³⁾

Rental space management services for **over 330** brands

3 Global Business Group

Mobility Business



356 PTT Stations⁽⁴⁾



5 FIT Auto service centers

Lifestyle Business



303 Café Amazon outlets⁽⁵⁾



67 Jiffy outlets

Remarks : ⁽¹⁾ The total number in Thailand and Myanmar

⁽²⁾ The total number in Thailand, Myanmar, Malaysia, Japan, and Oman

⁽³⁾ The total number of 7-eleven outlets in Thailand and the number of Jiffy outlets in Thailand and Laos

⁽⁴⁾ The total number in the Philippines, Cambodia, and Laos

⁽⁵⁾ The total number in the Philippines, Cambodia, Laos, China, Singapore, and Vietnam



Mobility Business

OR is committed to creating seamless mobility in line with future energy consumption trends by expanding its scope of business operations from an Oil Ecosystem to an Energy Solution Ecosystem.

OR is the leading retailer of petroleum products in Thailand. As of December 31, 2021, OR has 2,083 PTT Stations and aims for PTT Stations to be a Physical Platform for business expansion related to Mobility and Lifestyle. Currently, there are a total of 106 PTT Stations equipped with EV chargers under the EV Station PluZ Brand, with plans to expand its network to cover major routes nationwide. As for the commercial marketing business group, OR not only sells petroleum products and other products, but it is also a national retail leader for commercial sales of aviation fuels, fuel for marine vessels and industrial users and LPG. OR offers diverse products to customers in the commercial market who have been loyal to OR products and services for a long time, along with providing advice on product that are suitable for each user, to further develop new products and to be an Energy Solution Provider. It

also operates a full range of lubricant businesses under the PTT Lubricants trademark, selling lubricants for gasoline and diesel engines, motorcycles, pickup and trucks, marine and fishery together with agricultural and industrial machinery and processes oil. OR also operates 72 branches of FIT Auto

In addition, OR's business is supported by its extensive network of petroleum product depots, LPG depots, aviation fuel depots, and depots for other products, totaling 54 locations as of December 31, 2021. All these facilities are connected to a comprehensive storage and distribution network, enabling supply chain optimization. As a result, OR's customers and consumers can be confident that OR can cater to everyone's needs thoroughly, easily, and fully as well as to support the business operations of integrated energy with seamless mobility.



Lifestyle Business

OR is determined to add options for a holistic lifestyle to meet all lifestyles by expanding its scope of business operations from an F&B Ecosystem toward creating a One-Stop Solution Ecosystem to meet consumer behavior and demand trends.

OR operates coffee shops, F&B shops and restaurants, and convenience stores in Thailand. As of December 31, 2021, these non-oil business networks embraced 3,628 Café Amazon outlets serving coffee and other beverages, bakery items, refreshments, and snacks; and shops serving F&B, namely 96 outlets of Texas Chicken, 159 outlets of Pearly Tea, and 2,104 outlets of convenience stores under the brand Jiffy, solely owned by OR, and under the contracted brand "7-Eleven," according to a cooperation agreement between OR and CP ALL. In addition, OR operates a rental space management business, providing rental and related services for space within its stations and outside PTT Stations, consisting of well-known local brands and international brands. Finally, OR has invested in other F&B businesses to expand its F&B portfolio and fulfill consumers' need in expanding its F&B businesses by focusing on creating synergy such as "Pacamara Coffee Roasters," "Ohkahju," "Kouen Premium Buffet," and "Kamu Tea."



Global Business

OR is determined to expand its business platform to manufacture success and recognition in the global market by bringing successful business models from Thailand, such as PTT Stations, a physical platform that combines energy and retail businesses and adjusting the model in line with the lifestyles and behavior of consumers in each country (Localization). As well as seeking joint ventures with potential business partners and local entrepreneurs for business expansion (Inclusive Growth) while still maintaining its standards, OR operates mainly in the Philippines, Cambodia, and Laos and continues to scout new high-potential locations to expand its businesses.

As of December 31, 2021, OR's international business consists of 356 PTT Stations, 5 FIT Auto service centers, 303 Café Amazon outlets, and 67 Jiffy outlets. OR commands a network of petroleum product depots in a total of 18 locations in the Philippines, Cambodia, and Laos as of December 31, 2021.

1.1.1 Vision, Mission, Competitive Advantages, and Business Strategies

Vision

Empowering All Toward Inclusive Growth. OR believes that there are always opportunities to grow towards success,

opportunities to grow and achieve a good standard of living, and opportunities to grow together in a healthy environment which everyone should have. OR is ready to fulfill these “opportunities” of growth for all and will sustainably pass along to those we love, today and in the future.

Mission

1. Strengthen energy solutions for seamless mobility
2. Strive to be a one-stop solution for all lifestyles
3. Scale portfolio for the global market
4. Solve societal problems for OR innovation

Long-Term Objectives and Goals

OR has set long-term goals for 2030 (OR 2030 Goals) in line with the “Empowering All Toward Inclusive Growth” vision and OR’s mission, which includes Triple Bottom Line businesses, with three main goals as follows:

1. Economic Prosperity: to build growth and distribute wealth to business partners, shareholders, SMEs, employees, and communities of over 1,000,000 people.
2. Living Community: to raise the standard of living for more than 15,000 communities or the equivalent of over 12 million people, covering business areas and the communities surrounding them.
3. Healthy Environment: to reduce greenhouse gas (GHG) emissions covering all stage of business operations, increase energy efficiency, increase the use of clean energy in the workplace, and reduce the amount of waste produced from the entire business operations from upstream through value creation by one-third.

In addition, to measure the positive outcomes arising from the implementation of the OR 2030 Goals, OR has established nine OR Parameters as guidelines based on OR’s vision, with the following details:

OR 2030 Goal	OR Parameter	Meaning
Economic Prosperity	Wealth Distribution	Enhance the economy and growth through income distribution among people in the community, whether it is through employment, product support or that of various services or community development to become economically attractive.
	Innovation & Technology for All	Promote innovation and technology that meet a wide range of needs and can be applied to business operations and appropriately raise the standard of living.
	Collaborativeness	Cooperate with stakeholders to grow alongside people within the ecosystem, both in short-term and long-term manners.
Living Community	Living Standard & Community Development	Support the livelihoods of stakeholders in the community to achieve proper standards and continuous development.
	Health & Safety	Take care of the health and safety of all stakeholders inside and outside the organization and from direct and indirect business activities.
	Social License to Operate	Build societal trust to earn acknowledgment, cooperation and brand support for various activities

OR 2030 Goal	OR Parameter	Meaning
Healthy Environment	Responsible Production & Consumption (RPC)	Enhance responsible production and consumption considering value cycles, from the beginning of the production process to waste management after consumption.
	Energy & Utilities (EU)	Consume and develop eco-friendly energy and utilities.
	Climate Change (CC)	Focus on reducing GHG emissions to slow down climate change

Business Strategies

To carry out the vision, mission, and goals mentioned above, OR will leverage its potential, both in physical platform such as PTT Station networks and the network of various shops located in high-potential locations in Thailand and overseas, along with the continuously developed digital platform combined with marketing expertise, OR's professional management, the healthy long-term relationship between OR and its partners, and customers' trust in OR's business to pass on opportunities to entrepreneurs of all sizes to grow together with OR (Inclusive Growth). OR therefore has the following business strategies:

(1) Expand the scope of business operations from an Oil Ecosystem to an Energy Solution Ecosystem to create Seamless Mobility in line with future energy trends.

- Maintain leadership in Thailand's Oil Ecosystem in both oil retail market and commercial and lubricant markets during the energy transition to clean energy.
- OR's Oil Retail Marketing aims to maintain its leadership in the retail market by operating its business under the concept of PTT Station as a Physical Platform for business expansion related to Mobility and Lifestyle, as well as being a "Living Community," an area for everyone in the community, which OR believes will allow customers to engage with PTT Stations as a place for more than just buying products and using services. OR will select and design PTT Station layouts and present

products and services at each PTT Station to meet the needs of each location and different population groups (Retail Mix), which is expected to attract people living nearby to seek the services, increase customer satisfaction, strengthen relationships with surrounding communities, and continuously increase business opportunities. In addition, to meet future energy consumption trends, OR has planned to invest in expanding the EV Charging Station network under the EV Station PluZ brand inside and outside PTT Stations, with a total of 450 locations in 2022, and continuously pursue opportunities of future investments to become the leader in the EV Charging network. OR also offers a wide range of clean energy solutions along with solutions for energy efficiency.

- OR's Commercial Marketing aims to maintain its leadership in the commercial market by becoming an Energy Solution Provider for customers who have been loyal to OR's products and services for a long time by offering a wide range of products and solutions, providing advice on the choices of products that are suitable for each user, further developing new products and comprehensive services, which will ultimately strengthen OR's relationship with customers. In addition, the commercial market seeks new environmentally friendly businesses as alternatives for customers, as well as to forge relationships with customers and seek business partnership opportunities to enhance its potential across the supply chain from a customer base of more than 2,600 customers who operate a variety of businesses.



- As for the lubricant business, OR aims to expand its customer base further to the industrial sector with PTT Lubricants Solution team to develop products, train, and provide integrated technical services to customers before and after sales to maintain lubricants market leading in Thailand sustainably. This also includes seeking strategic investment opportunities by looking for opportunities and expanding into international markets through business acquisition or business partnership. As well as accelerating the expansion of the FIT Auto service centers to cover EV mileage (routine) maintenance services and networks to potential locations across the country both inside and outside PTT Station and developing franchise business model to promote networks expansion.
 - Use IT systems to support efficient business operations and automate the management and delivery of petroleum for PTT Station networks to increase manpower efficiency and reduce maintenance costs, enhancing other business opportunities of existing facilities to optimize facility usage.
 - Use Digital Technology to increase online-to-offline experience to meet consumers' lifestyles, such as using data to increase sales through personalized marketing, up-sell & cross-sell from product diversity, and provide loyalty programs to create long-term engagement.
 - Seek new businesses related to mobility, such as investment pilot program in an online selling platform for auto parts and O2O maintenance solutions, while further studying the business opportunity of SWAP Battery and recycling batteries, etc.
- (2) Expand the scope of business operations from F&B Ecosystem to a one-stop solution ecosystem to strive one-stop solution for all lifestyles in line with future consumers' behavior and demand trends.
- Expand Café Amazon network by using the Geographic Information System (GIS) as a decision-making tool for new branches opening to avoid overlapping of locations, and to ensure higher sales volume in order to maintain market leadership,

and to generate promising returns by opening new branches in strategic locations. OR aims for Café Amazon to be a top 5 global brand in the number of branches by expanding domestically and internationally, as well as to simultaneously develop products and services to provide consumers with quality products and excellent experiences.

- Efficiently manage the supply chain to give OR competitive advantages and increase the economies of scale through investment expansion across the business chain, such as the construction of central bakery facilities dry mix plant and distribution centers. OR believes that these facilities will enable the ability to preserve product quality and provide sufficient inventory storage to meet customers' demand, reduce costs, and develop new products such as ready-to-drink and healthy drink products to meet shifting consumers' behavior.
- Manage commercial areas inside and outside PTT Stations by focusing on finding business partners that are suitable for consumers' behaviors in each different service station location. OR focuses on building a physical platform for business expansion related to mobility and lifestyle, which includes
 - accelerating the development of areas outside PTT Stations to meet the needs of various consumer groups with different lifestyles, both urban and rural.
- Increase seamless online-to-offline experience for OR customers in addition to existing services at all OR's service stations, coffee outlets, and restaurants, such as personalized marketing, digital menus, Café Amazon online pre-ordering and on-demand delivery, which includes the BOXSI (smart locker) project at PTT Stations that receives, deposits and sends items by linking OR's partnered E-commerce and E-logistics platforms.
- Diversify the portfolio through joint ventures or mergers and acquisitions in response to the rapidly changing consumer demand. In addition to the F&B business, OR seeks other potential businesses such as tourism and health & wellness to meet changing consumer lifestyles so that OR can be a part of the daily life of all consumer groups.

(3) Expand the business base along with a support system to create growth from a regional to global scale , to create success and recognition in the global market.



- Take advantage of brand recognition and business operations expertise, which combines energy and retail businesses, to adapt OR's products and services to suit the culture and preference of each country (Localization) and accelerate the business expansion in countries where OR has expertise and markets with high growth rates such as Cambodia, China, and Vietnam.
- Response to all energy needs by providing solutions and products to create added-value through the LPG business expansion and regional infrastructure networks. Seek opportunities to become an aviation-refueling service provider in regional markets where OR currently operates.
- Seek opportunities for suitable international business acquisition and/or joint ventures for new business opportunities in areas where OR already has a business base, expertise of the location, and new potential areas. For example, OR has set up a joint-venture company in Vietnam to expand Café Amazon business. OR focuses on investing in flexible assets that are able to sustain international risks (the Asset-Light Model).

(4) Manage costs effectively by using information technology (IT) to increase the ability to generate profit and seek new business opportunities.

- Use IT to support business operations in four different areas: (1) To strengthen digital infrastructure for OR to have a good technology infrastructure, including infrastructure improvements such as Cloud system and other systems through the use of modern and safe technology that can support future business expansion. Utilization of IT could help improve the organization's Enterprise Resource Planning (ERP) process and system to increase organizing efficiency and agility. OR also seeks partners in Digital Technology to meet business needs and keep up with changes, such as the establishment of ORBIT Digital Co., Ltd. (2) To develop a digital platform to support offline-to-online (O2O) services by combining online and offline businesses, such as developing an all-in-one application that will meet and facilitate every stage of consumers' daily life and business related to Mobility and Lifestyle, developing a loyalty platform for SMEs to increase opportunities for members to use the Blue Card in other stores to share information with SMEs about consumers using the Blue Card, and seeking bank/non-bank alliances to expand the service scope and fulfill every stage of

consumers' daily life. (3) To use digital technology to support decision-making and business operations, such as the use of an Analytics Model in personalized marketing and marketing campaigns that are more attractive to customers. (4) To integrate and apply data as a platform for a new business for OR by operating data governance in mapping out policies, processes, and relevant personnel to support governance, quality improvement, and organized internal and external information of the organization to get the most out of data exploitation and building new businesses for OR.

(5) Apply current business strength and OR's potential to create business opportunities with the intention of solving social, community and environmental problems to achieve OR Innovation.

- Take advantage of OR's current business strengths and potential, such as the number of outlets in high-potential locations across the country, OR's customer base, marketing expertise, professional business management, the long-standing bond between OR and its business partners, and customers' trust in OR's business. This also includes the capability of digital innovation development and cooperation between corporate, SME, and start-up partners to work together to solve social and environmental problems and create a new business to upgrade OR Innovation.

(6) Adjust the Operating Model Transformation while instilling "OR DNA" corporate culture to drive OR's operations at its fullest potential to achieve the goals and support business operations under a highly competitive and rapid-changing environment.

- Design an operating model in accordance with the strategic direction to provide an organizational structure, work scope, roles, responsibility, and work linkage between each department within OR and stakeholders to drive business operations in order to achieve OR's goals.
- Develop an effective HR management system, which includes adequate, knowledgeable, skilled, and experienced employees and staff to drive business operations in each area, structuring competitive compensation in related industries, allowing opportunities for employees to present new business ideas and assign challenging tasks, providing management and professional development of OR personnel through the establishment of employee development programs at all levels

about leadership and business competency to prepare high-potential employees before their stepping up to higher positions through the OR Versatile-Accelerated Development Program (V-ADP), as well as motivating and encouraging employees to continuously learn new things and develop themselves through training, job transfers to gain knowledge in multiple areas, and re-skilling/up-skilling to be able to adapt and cope with changes in business operations and grow alongside the organization in the long term.

- Cultivate OR DNA to motivate and inspire employees to own their success, thus creating a culture of Ownership and build good relationship with internal and external stakeholders, leading to sustainable inclusive growth through effective communication to build awareness and linkage between various personnel management mechanism, identification of essential skills and competencies, KPI evaluation on behavioral agreement with operations regarding OR DNA, etc.

1.1.2 Milestones of the Last Three Years

2018

- Registered as a public limited company.
- With PTT Plc's business restructuring that resulted in the transfer of its oil and retail businesses, as well as shares in companies related to Oil Business Unit, OR was formed as a business entity on July 1, 2018.
- Launched new-formula diesel under the names UltraForce Diesel and UltraForce Premium Diesel.
- Formed PTTOR China (Shanghai) Co., Ltd. to engage in sales of lubricants and other products together with Café Amazon.
- Launched the first Café Amazon in Oman.
- Re-defined the service station concept from "PTT Life Station" to "PTT Living Community", which strives for simultaneous growth between business and community.
- Launched the Thai Det Project to promote distribution channels for products of community enterprises in various localities of Thailand, in alignment with OR's vision to conduct its of engaging in businesses in parallel with its stewardship of society and communities.

2019

- Launched the first Café Amazon shops in Singapore, China, and Malaysia.
- Formed Brighter PTT Oil and Retail Business Co., Ltd. (BOR) to expand the service station network and Café Amazon outlets,

and formed Brighter Energy Co., Ltd. (BE) to engage in a depot and wholesale business in Myanmar.

- Formed PTTOR Holdings Co., Ltd. and PTTOR International Holdings (Singapore) Pte. Ltd. to administer investment and oversee OR Group companies' operations in overseas.
- Launched B20 and B10 diesel at PTT Stations to help Thai palm farmers and ease problems caused by minute dust particulates in various areas, lower motorists' expense burdens, and promote overall environmental quality.
- Launched Café Amazon Circular Living shops in tune with the concept of environmental conservation and care by utilization of recycled waste material for shop decorations.

2020

- Launched new formula diesel under the name XtraForce Benzine.
- PTT Stations began selling fuels with less PM2.5 particulates, namely UltraForce Diesel, UltraForce Diesel B7, and UltraForce Diesel B20, all with 10 ppm average sulfur contents 5 five times lower than 50 ppm required by law, thus easing air pollution.
- As the first to market in Thailand, OR launched EVOTEC, evolution technology platform for PERFORMA (a gasoline engine lubricant), designed to protect engines by the SMART Molecules innovation with the latest API SP and ILSAC GF-6A standard.
- Grew investment in EV Charging Stations and the quick-charger variety at PTT Stations to cater to the rising needs for EVs in Thailand.
- Formed ORC Coffee Passion Group Joint Stock Co. (ORCG) Ltd., a joint investment with Central Group to run Café Amazon shops in Vietnam.
- Invested in Flash Incorporation Co., Ltd. (Flash) for more partners in business growth, catering to consumers' future behavior. Flash provides integrated services on express delivery and e-commerce under the Flash Express trademark.
- Invested in Peaberry Thai Co., Ltd. to expand an integrated coffee business and enhance raw-material and instrument procurement capacity for OR, together with provision of instrument maintenance, to accommodate network expansion of Café Amazon while launching its own venture of specialty coffee under the Pacamara Coffee Roasters trademark.
- In cooperation with PTT Global Chemical Plc, OR launched Plastic (Khuen) Suk Project, a scaled-up version of waste sorting project under OR's Lak Yak Yim Project at PTT Stations.
- Launched the first Pearly Tea outlets in Laos and Cambodia.

2021

- Registered on the Stock Exchange of Thailand (SET) and engaged in an IPO.
- Revised OR's vision to "Empowering All toward Inclusive Growth" along with its new mission.
- Defined OR 2030 Goals to be compatible with its new vision and mission, along with engagement in Triple Bottom Lines: Living Community, Healthy Environment, and Economic Prosperity.
- Launched a merchandise distribution center for OR's retail businesses, including a dry-mix factory and a bakery factory, designed for cost efficiency, product standards, and sustainability.
- Launched the Automated Lubricants Distribution Center for greater efficiency in lubricant distribution.
- In cooperation with PTT Plc and the Royal Project, OR launched the Ler Tor Royal Project to scale up actions in encouraging hilltribe farmers and coffee-growing community residents to earn secure income and livelihoods through OR's purchase of coffee beans.
- Grew the network of EV charging stations at service stations to cater to the healthy prospects of EVs in Thailand. As of the year-end, OR is in command of 99 stations inside and 7 stations outside of service station.
- Formed Global Aero Associates Co., Ltd. by investing with Bangkok Aviation Fuel Services Plc to provide aviation fuel services at U Tapao International Airport.
- Formed ORBIT Digital Co., Ltd., a joint venture between Modulus Venture Co., Ltd. (OR's wholly owned subsidiary) and Bluebik Group PCL, designed to evolve technology and innovation capability and scale up digital businesses
- Invested in Pluk Phak Praw Rak Mae Co., Ltd., under Ohkajhu brand to expand OR's F&B portfolio and provide more choices for health-food lovers.
- Invested in Imsub Global Cuisine Co., Ltd. to expand OR's F&B portfolio and provide more choices for consumers, with 5 brands under its management; Kouen Premium Buffet, Yoong Khao Hom, Moo Tua Hia, Da Cuisine, and Ono Sushi.
- In cooperation with 500 Startups, OR formed a venture capital named ORZON VENTURES to invest in early-stage startups in Thailand and ASEAN countries.
- Invested in Kamu Kamu Co., Ltd., an entrepreneur in the tea and beverage business under Kamu Tea brand to broaden product diversity and enhance OR's F&B businesses.

1.1.3 Use of Proceeds

OR launched an initial public offering (IPO) with the issue size of 3,000,000 shares at the price of THB 18 per share and raised a total of THB 53,497 million (after deducting IPO expenses).

A breakdown of the use of the proceeds raised as of December 31, 2021

Unit: Million Baht

Objectives of the Use of Proceeds	Estimated spending planned for 2021-2025	Amount spent as of December 31, 2021
1. Service station network expansion	13,300	1,491
2. Commercial market expansion	3,800	920
3. Investment in depots and distribution centers of the Oil Business	8,500	1,112
4. Retail network expansion	9,800	840
5. Investment in oversea businesses	5,000 - 9,500	790
6. Working capitals for business operations and/or repayment of loans (if any) for the best interests of the businesses of OR and its subsidiaries	679 - 8,597	8,597
Total	41,079 - 53,497⁽¹⁾	13,750
Remaining		39,747

Remarks:

⁽¹⁾ As stated in the prospectus, OR estimated that the net amount received from the initial public offering (after deducting IPO expenses) would be THB 41,079 - 53,209 million, while the net amount raised was THB 53,497 million. The additional THB 288 million was earmarked for full use as working capitals for OR's business operations.

1.1.4 OR's Obligations According to the Registration Statement

On April 2, 2020, OR filed the registration statement for securities offering and the prospectus to the Securities and Exchange Commission (SEC), which came into effect on January 14, 2021.

As the filing of the registration statement and the prospectus was in full compliance with SEC's criteria, OR is not bound by any obligations or conditions in applying for an approval from SEC.

1.1.5 Name, Head Office, Business Type, Registration Number, Phone, Fax, Company Website , Number and Type of the Company's Paid-up Capital

Company Name	PTT Oil and Retail Business Public Company Limited (OR)
Head Office Location	555/2 Energy Complex Building B, 12 th Floor Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900, Thailand
Business Type	Distribution of petroleum products and retail business of other products and services both domestically and internationally
Registration Number	0107561000013
Phone	+66-2196-5959
Fax	+66-2196-5000
Website	www.pttor.com
E-mail	ฝ่ายนักลงทุนสัมพันธ์ ir@pttor.com เลขานุการบริษัท corporatesecretary@pttor.com
Registered Capital and Paid-up Capital	As of 31 December 2021, OR's registered capital is THB 120,000,000,000 with 12,000,000,000 ordinary shares at a par value of THB 10 per share. The paid-up capital is THB 120,000,000,000 with 12,000,000,000 ordinary shares.

1.2 Nature of Business

1.2.1 Revenue structure

The following tables show the revenue from sales and services derived from OR's and OR Group's businesses, including gross profit (before depreciation and amortisation) and earnings before interest, tax, depreciation and amortisation (EBITDA) in the specified periods as follows:

(THB Million)

	As of December 31		
	2019	2020	2021
Mobility Business			
• Revenue (before eliminations)	539,835.4	397,200.0	475,536.7
• Gross profit (before eliminations, depreciation, and amortisation)	24,686.6	23,665.0	26,559.3
• EBITDA (before eliminations)	12,016.4	12,179.9	15,382.4
Lifestyle Business			
• Revenue (before eliminations)	17,016.2	16,894.0	16,964.6
• Gross profit (before eliminations, depreciation, and amortisation)	8,828.4	8,969.8	9,258.3
• EBITDA (before eliminations)	4,254.7	4,495.7	4,189.8
Global Business			
• Revenue (before eliminations)	33,657.0	21,361.0	28,424.5
• Gross profit (before eliminations, depreciation, and amortisation)	1,649.6	1,613.5	1,458.8
• EBITDA (before eliminations)	707.2	861.1	742.5
Other Businesses			
• Revenue (before eliminations)	1,714.2	1,090.3	984.0
• Gross profit (before eliminations, depreciation, and amortisation)	75.3	19.9	16.5
• EBITDA (before eliminations)	36.1	83.9	32.0
Total Revenue (before eliminations)	592,222.8	436,545.3	521,909.8
Total Gross Profit (before eliminations, depreciation, and amortisation)	35,239.9	34,268.2	37,292.9
Total EBITDA (before eliminations)	17,014.4	17,620.6	20,346.7
Total Revenue (after eliminations)	577,134.0	428,804.1	511,799.3
Total Gross Profit (after eliminations and before depreciation and amortisation)	34,099.5	33,152.6	36,241.0
Total EBITDA (after eliminations)	17,005.4	17,619.0	20,335.3

1.2.2 Nature of Business by Business Group

1.2.2.1 Mobility Business Group

The mission of OR's Mobility Business is to strengthen hybrid energy businesses for seamless mobility. OR's petroleum products are marketed through oil retail and commercial marketing sectors. OR's oil retail unit is in charge of the sale of fuel products (including gasoline, diesel, and LPG) and lubricant products, mostly to motorists and other retail customers through direct sale by company-owned, company-operated PTT Stations (COCO) and indirect sale through dealers of dealer-owned, dealer-operated PTT Stations (DODO). OR's commercial marketing unit, on the

other hand, is responsible for the sale of petroleum and other products to commercial customers locally and internationally, including the export of lubricant products to more than 40 countries worldwide, and FIT Auto service stations. The details are as follows.

(1) Oil Retail Business

Through oil retail businesses, OR sells and distributes gasoline and diesel at PTT Stations and fuel to independent oil traders, such as fuel traders under Article 10.

This table exhibits information on major products and types of goods sold under OR's oil retail unit.

Product	Type of Goods	Details
Gasoline	XtraForce Gasoline Octane 95	Gasoline with octane 95
	XtraForce Gasohol Octane 95	Gasoline with octane 95, containing 10.% ethanol
	XtraForce Gasohol Octane 91	Gasoline with octane 91, containing 10.0% ethanol
	XtraForce Gasohol E20	Gasoline with octane 95, containing 20.0% ethanol
	XtraForce Gasohol E85	Gasoline with octane 95, containing 85.0% ethanol
Diesel	UltraForce Diesel	Regular diesel, containing 10.9% bio-diesel
	UltraForce Premium Diesel B7	Premium Diesel, containing 7.0% bio-diesel
	UltraForce Diesel B7	Regular diesel, containing 7.0% bio-diesel
	UltraForce B20	Regular diesel, containing 20.0% bio-diesel
LPG	LPG for Transportation Sector	LPG consumed by motorists as alternative of gasoline
Lubricating Products	Performa	Lubricating product for gasoline engines
	Dynamic	Lubricating product for diesel engines
	Challenger	Lubricating product for motorcycle engines
Kerosene Products	Kerosene	Kerosene in container

Remarks:

In October 2021, the Committee of Energy Policy Administration (CEPA) passed a resolution to decrease the proportion of bio-diesel from B10 (diesel containing 10% bio-diesel) and B7 (diesel containing 7% bio-diesel) to B6 (diesel containing 6% bio-diesel), effective October 11-31, 2021, and in November 2021, CEPA resolved to reduce the proportion of bio-diesel in diesel from B10 and B20 to B7 for a period of four months from December 1, 2021 to March 31, 2022.

For PTT Stations, OR assesses and selects locations systematically and utilizes geo-analytic tools to expand its PTT Station networks in high potential areas. To accommodate future energy trends, OR has also installed and test-run EV charging stations for general consumers under the brand EV Station PluZ, which in 2021 were installed and operated along all major routes nationwide. Additionally, in response to demand for clean energy, OR has introduced solar rooftops to PTT Stations, which help reduce costs of investments in infrastructure and cut carbon dioxide emissions, thus contributing to the advancement towards a low-carbon society in the future.

(2) Commercial Marketing Business

OR's commercial marketing unit conducts the sale of a variety of quality and reliable products and services. It offers various aviation fuels for a diverse range of usage, and the primary type is the Jet A-1 aviation fuel sold under procurement and sales contracts with various Thai and foreign airlines as well as airline customers in domestic and overseas airports. In collaboration with Bangkok Aviation Fuel Services Public Company Limited, OR has also jointly established Global Aero Associates Company Limited (GAA) to provide into-plane services for aircraft at U-Tapao Airport.

OR also sells fuel oil and diesel for marine vessels under procurement and sales contracts with marine logistics providers, locally and internationally. Major products sold to customers in the industrial sector are diesel, LPG, fuel oil, and other petroleum products, including asphalt. OR's commercial marketing unit also retails LPG to the transportation sector through networks of LPG stations located outside PTT Stations and to the household sector through LPG household dealers, as well as sells fuel oil and LPG to fuel traders under Article 7. In addition, the commercial marketing unit sells petroleum products to overseas customers and offers lubricant products for gasoline and diesel engines for vehicles (automobiles and motorcycles) and industrial lubricants with grades ranging from standard to premium. In addition, OR's commercial marketing unit operates FIT Auto service stations, which provide scheduled maintenance service, spare part changing and fluid replacements using PTT lubricants. As of December 31, 2021, OR operated 72 FIT Auto service stations nationwide.

OR's commercial marketing unit has expanded towards the sale of clean energy, such as power generated by solar rooftops, which can reduce electric bills for customers, as well as the

sale of LPG. It has also expanded the EV Station PluZ network outside its service stations, such as to Samyan Smart City under the management of by the Office of Property Management of Chulalongkorn University.

1.2.2.2 Lifestyle Business Group

The mission of OR's Lifestyle Business is to offer alternatives for all lifestyles through the expansion of retail business both inside and outside of its PTT Stations nationwide. It takes a customer-centric approach to business development in order to respond to customer behavior. The Lifestyle Business comprises the following:

1. Food and beverage businesses, consisting of Café Amazon and other food and beverage shops and restaurants, both those operated and jointly invested in by OR
2. Other businesses, comprising convenience stores and retail space management businesses

(1) Food and Beverage (F&B) Retail Business

(a) Café Amazon

Café Amazon was established in 2002 to promote sale of products in OR's service station networks. In 2012, Café Amazon became OR's franchise business under the Café Amazon brand. The business has grown rapidly, with outlets expanded beyond service stations to business areas with high footfall, including department stores, university campuses, and office buildings.

Café Amazon outlets offer premium coffee, including hot and cold beverages, bakery items and snacks under the brands owned by OR and local SMEs. As the brand owner, OR is committed to maintaining the outstanding flavor and quality of its Café Amazon coffee and other products for positive consumer experience.

To maintain consistent quality of the products and services across all outlets, inspection teams have been set up to conduct inspections in Café Amazon outlets on a regular basis.

Moreover, OR has developed a standard design, layout, and atmosphere for Café Amazon outlets, keeping the overall appearance and vibe consistent across all outlets. Technology has also been applied to the selection of locations for new outlets

to determine their potential. This strategy has only enhanced the success and efficiency of the Café Amazon business but also allowed new coffee outlets to be opened within defined timeframes and budget, enabling OR to achieve sales and business performance targets. OR also deploys its own architecture and design team to keep the interior design in line with OR's standards and requirements. Once the location for each new outlet is decided, training and set-up teams will work together with the quality inspection team to provide training to the personnel to ensure the product and service quality meets the standard.

OR has also invented new outlet formats to cater to ever-changing consumer needs. These include Café Amazon Drive-Thru and Café Amazon To-Go for smaller locations where convenience and speed is key, Concept Stores incorporating local identities, and Café Amazon for Chance, which integrates the concept of social and community care and environmental protection and gives the underprivileged and senior people an opportunity to work in such positions as a barista at Café Amazon. In addition, solar rooftops have been installed at Café Amazon to reduce greenhouse gas emissions as part of the Thailand Voluntary Emission Reduction Program (TVER). OR has also expanded collaboration with companies it has invested in to develop new products and services, such as grab-and-go healthy food under Ohkajhu brand, integrated coffee maker and coffee equipment maintenance services by Peaberry Thai Company Limited, and Flash Express parcel drop-off and pickup services at Café Amazon outlets.

In addition, OR generates incomes from Café Amazon outlets in other countries through OR's International Business Group.

Café Amazon operates principally in a franchise system. Revenue is primarily derived from sale to franchised dealers of raw materials and other utensils (coffee beans, sweetened condensed milk, evaporated milk, dry mix, cups, and straws), one-time franchise fees, right and marketing fees under franchise contracts. For COCO (Company Owned Company Operated) outlets, outlets, OR gains revenue from direct sale of products to consumers.

(b) Other Food and Beverage Businesses

OR sells other food and beverages through food and beverage outlet networks, consisting of a brand where OR is the only license grantee in Thailand, namely Texas Chicken; a brand to which OR

has been awarded a master-franchise license, namely Hua Seng Hong Dim Sum; and an OR-owned brand, namely Pearly Tea.

Texas Chicken, established in 1952, is an American fried chicken brand. The products are made with large and juicy pieces of fresh, unfrozen chicken. The major target consumer groups are children, teenagers, and working people, while the secondary target group is young families. As of December 31, 2021, OR operated 96 Texas Chicken in Thailand. In 2015, OR entered into an international multiple-unit franchise and development agreement with Cajun Global LLC to be the only operator of Texas Chicken shops in Thailand. Under the agreement, OR is entitled to seek master-franchise license, which will give OR the rights to grant sub-franchise license. However, there are yet other management criteria additionally agreed upon with Cajun Global LLC that OR has to meet before it can seek the master-franchise license.

Hua Seng Hong Dim Sum, established in 2013, carries on a long history of Chinese cuisine from Yaowarat. Target customers are working people and families. OR was granted the master franchise rights in 2016, and the master-franchise agreement in effect for 10 years. Under the agreement, the master-franchise grantor shall not operate any business deemed to be in competition with master-franchise grantees under OR. Other than the shops operated under the master-franchise license, the master-franchise grantor still operated 8 Hua Seng Hong Dim Sum shops in Thailand as of December 31, 2021. The master franchise-franchise agreement also grants the rights of first refusal if the grantor wishes to grant a master-franchise or franchise license to others among the ASEAN nations.

Pearly Tea is a brand developed and solely owned by OR. The business of Pearly Tea is sale of bubble tea products in the outlets inside and outside service stations. OR operates Pearly Tea in both COCO and franchise models.

OR's revenue is derived from direct sale of products to consumers of COCO food and beverage outlets where OR is a franchise grantee. Other revenues are one-time launch fees for a new outlet, license fees, marketing fees (in case of Hua Seng Hong Dim Sum), and / or marketing support fees (in case of Texas Chicken once OR is granted master-franchise rights) from sub-franchise shops under a sub-franchise agreement with OR. As agreed in the master-franchise agreement, OR is required to return to the

master-franchise license grantor a portion of these one-time launch fees, license fees, marketing fees, and marketing support fees.

To enhance diversity and better cater to consumer needs, OR has also expanded the Lifestyle Business through investments in food and beverage-related companies detailed below.

Peaberry Thai Company Limited (Peaberry) operates a comprehensive range of businesses related to the coffee industry, which can be divided into three categories: 1) sale of coffee-related machinery, equipment, and raw material; coffee bean procurement, milling, and roasting; distribution of coffee makers, coffee mills, coffee roasters, and other machinery, equipment, and raw materials through dealers, showrooms, and online channels; 2) repairs and maintenance of machinery and equipment related to the coffee industry for customers nationwide; and 3) Pacamara Coffee Roasters, which offer quality specialty coffee made with coffee beans from various sources and brewed using different methods as chosen by consumers, with emphasis on upstream-to-downstream quality control to ensure the quality standard of every cup of coffee delivered to consumers. As of December 31, 2021, Peaberry operated 15 Pacamara Coffee Roasters outlet. In addition, Peaberry strengthens OR's Café Amazon as a supplier of products and provider of maintenance and repair services for coffee makers and equipment in Café Amazon nationwide.

Pluk Phak Praw Rak Mae Company Limited operates health food restaurants under the brand "Ohkajhu", which began in San Sai District in Chiang Mai and was later expanded into cafés for health-conscious consumers. The menu focuses primarily on organic salads featuring vegetables grown in its own plantations and on the from-farm-to-table concept. OR has made an investment to acquire its shares, support the SMEs, and expand its business opportunities. As a leading brand in the health food restaurant business, Ohkajhu operates the entire supply chain and has product and service quality control in place. New initiatives in partnership with Café Amazon include the sale of grab-and-go health food products and the establishment of additional restaurants in PTT Stations.

Imsub Global Cuisine Company Limited, generally known as "KOUEN Group," is a company with expertise in Japanese cuisine and operates five brands, consisting of two Japanese food brands: Kouen Sushi Bar and Ono Sushi, two Thai food brands: Yoong Khao Hom and Mootuahere, and one Chinese

food brand: Da Cuisine. OR's investment in KOUEN Group is part of its support for Thai SMEs and helps expand KOUEN Group's business growth opportunities. KOUEN Group will play a key role in enhancing the diversity of restaurant brands in PTT Stations, particularly through the expansion of Ono Sushi restaurants.

KAMU KAMU Company Limited operates a tea and lifestyle beverage business under the brand "KAMU Tea". It is recognized for the quality and taste of the carefully sourced ingredients and the variety of the beverage menu, which enables OR to expand its business and better cater to consumers who love tea and lifestyle beverages. The investment in KAMU also gives this Thai SMEs more opportunities for business growth through expansion of outlets in PTT Stations, in line with OR's strategies to create opportunities for mutual and sustainable growth.

(2) Other Retail Business

(a) Convenience Store Business

OR operates the convenience store business under the OR-owned Jiffy brand and the 7-Eleven brand under an exclusive partnership agreement with CP All. Most sales of convenience stores are derived from sales to motorists in OR's PTT Station networks. Products sold in OR convenience stores are food and non-food items, with an average of 2,000 to 5,000 stock keeping units (SKUs) for general shops with an average size of 60 to 360 square meters. Goods and services are carefully selected to increase profit rates and in-store customers, comprising daily consumer products that attract customers to service stations and impulse purchase products, such as snacks or beverages. The actual layout of goods and services can be changed according to the market situation and size of the store. As of December 31, 2021, OR operated 2,104 convenience stores in Thailand and Laos under the Lifestyle Group.

OR gains revenues from Jiffy franchises through different fees under the franchise agreement and from COCO Jiffy outlets through direct sale of products to customers. As for 7-Eleven, OR gains revenue from the license fees for DODO shops and license and management fees for COCO shops. The revenue structure of 7-Eleven is specified in the exclusive partnership agreement with CP All, under which CP All is allowed to operate 7-Eleven stores in OR's network of PTT Stations.

(b) Space Management Business

OR also operates a space management business catering to business operators and brand shops wishing to lease space in OR's service stations as well as other areas under OR management, such as highway rest areas. OR earns revenue from both COCO and DODO service stations. For COCO, OR gains revenue from lease fees, of which the sum can be fixed or vary with sales of the shop. In case of DODO, OR gains space management fees directly from tenants. As of December 31, 2021, OR earned revenue from more than 330 brand shops in service station areas. In addition, OR has collaborated with its partners to operate cloud kitchens in PTT Stations to meet customer needs for access to products and services and create business opportunities for SME retailers for mutual growth. Cloud kitchens encompass both OR's and its partners' restaurants.

In 2021, OR began expanding commercial areas beyond PTT Stations to meet consumer needs and provide a diverse range of stores and services suitable for the needs of local communities. As of December 31, 2021, OR's space management business operated 3 retail spaces outside PTT Stations in collaboration with its partners.

1.2.2.3 Global Business Group

Striving to expand its businesses for success and recognition in the global market, OR gains revenue from the sales of overseas subsidiaries that operate mobility as well as lifestyle businesses. Petroleum products offered through OR's Global Business Group comprise diesel, gasoline, aviation fuel, fuel oil, lubricant products, and other petroleum products. The Global Business Group also seeks to take care of local communities in every country where OR operates.

OR has developed a business expansion strategy for international investments, starting with the selection of brands that match the demand and popularity of a particular new market, after which OR will export high-quality products and start mobility and lifestyle businesses under its proprietary brands marketable in that country (such as PTT Station and Café Amazon) to enhance brand awareness. Once the brand is widely known with a secure customer base, OR will expand its network of PTT Stations and Café Amazon and/or retail product and service outlets in each market as appropriate. OR enters each market as an experienced leader of the industry from Thailand and introduces platforms from Thailand focused on sharing and expanding success to other countries in

the region and globally. Recognizing the complexity of business operation in different countries, OR carefully studies the business model of each country and strategically tailors its business operation models to best fit each specific country.

At present, OR operates global businesses primarily in the following countries.

Cambodia

OR established the first service station in Cambodia in 1995. As of December 31, 2021, OR's subsidiaries operated 118 PTT Stations, 7 product storage depots, 67 Jiffy stores, 188 Café Amazon outlets, and 1 FIT Auto service station. OR also provides in-plane services for aircraft at the international airport in Cambodia.

The Philippines

OR's first fuel service station in the Philippines was established in 1997. As of December 31, 2021, OR's subsidiary in the Philippines operated 187 PTT Stations, 4 product storage depots, and 18 Café Amazon outlets. OR also provides in-plane services for aircrafts at the Philippines' international airport.

Other Countries

Other countries include Laos, China, Myanmar, Singapore, and Vietnam.

OR established its first service station in Laos in 2012. As of December 31, 2021, OR's Laos subsidiary operated 51 service stations, 7 product storage depots, 77 Café Amazon outlets, and 4 FIT Auto service stations.

In China, OR's subsidiary generates revenue from the oil business, including sale and distribution of lubricant products and other non-oil products through the commercial marketing unit. The business is still in an early development stage, with the first Café Amazon outlet established in 2019. As of December 31, 2021, there were 9 outlets in China.

In Singapore, OR's subsidiary earns revenue from Café Amazon outlets, which began commercial operation in April 2019. As of December 31, 2021, there were altogether 2 outlets in Singapore.

OR has established two joint-venture companies in Myanmar, namely Brighter PTT Oil and Retail Business Company Limited (BOR) to operate PTT Stations and Café Amazon outlets in the

country and Brighter Energy Company Limited (BE) to conduct a petroleum depot and wholesale business, with a new depot currently under construction to meet the petroleum demand of BOR and Myanmar. In addition, OR has formed a joint-venture company in Vietnam, ORC Coffee Passion Group Joint Stock Company, to operate Café Amazon in the country. As of December 31, 2021, there were 9 outlets in Vietnam.

1.2.3 Procurement, Preparation, Storage, and Distribution of Product

1.2.3.1 Procurement and Preparation

(1) Mobility Business

OR purchases petroleum products primarily under supply or purchase agreements with refineries owned by PTT subsidiaries and non-PTT entities. It has entered separately into long-term agreements with ThaiOil, GC, SPRC, IRPC, and Bang Chak and short-term agreements with ESSO. OR also procures some petroleum products from oil importers to supplement the volumes obtained from domestic refineries and diversify supply sources. As a leading oil retailer with high volumes of purchase and good long-term relationships with PTT, PTT Group refineries, non-PTT refineries, and other petroleum product producers in Thailand and in Southeast Asia, OR can procure a variety of petroleum products to satisfy customers' demand. Petroleum products from suppliers have so far been delivered to OR with quality and quantities as agreed. Petroleum products purchased by OR are delivered through pipelines, by sea, by road, and by railway directly to OR's depots. Petroleum products for the oil businesses of the Global Business Group are mainly purchased from OR Group and PTT Group.

The pricing of each product is based on market prices (such as MOPS) with additional premiums as negotiated with the counterparty. In the negotiation of premiums, OR's counterparty will study and analyze the overall demand and supply of the product in Thailand and neighboring regions so that the premiums could be adjusted in comparison to import parity pricing. Other factors taken into consideration in negotiating with each refinery include modes of transportation beneficial to OR's competitiveness, limitations of each mode of transportation (such as through pipelines, by sea, or by road), and other risks. In the event that OR's demand exceeds the minimum quantities in specified in product offtake agreements with all refineries, OR will negotiate with domestic refineries to procure additional quantities, taking

into consideration the negotiated premiums and the location of depots suitable for receiving the product.

OR's primary LPG supplier is PTT. OR purchases LPG directly from PTT's separation plants, where LPG from GC, ThaiOil, and PTT undergo quality improvement, as well as from IRPC and SPRC without going through separation plants. Condensate and methanol are supplied to specific groups of customers. Besides, OR purchases ethanol, biodiesel (B100), and fuel additives from selected suppliers under separate supply agreements for blending with gasohol and diesel for sale to OR's customers.

For lubricant products, OR procures lube base oil from Thai Lube Base Public Company Limited, IRPC, and other domestic and international distributors and also procures lubricant additives from domestic and international distributors.

OR's relationships with other suppliers are under non-regular-basis supply agreements, with terms for pricing, quantities, and payment effective during the period agreed upon. OR also procures products from the spot market, with the terms of each transaction varying. From the spot market, OR procures petroleum products from both non-PTT suppliers and PTT Group companies.

(2) Lifestyle Business

OR procures and prepares products for lifestyle businesses as follows:

Café Amazon

For the Café Amazon business, OR procures raw materials, products, food, and beverages mostly from wholesalers and partly from various small suppliers. Depending on product types, suppliers may deliver products to OR's distribution centers or distribute products directly to the outlets.

Coffee beans for Café Amazon outlets are from domestic sources, such as local farmers, the Royal Project Foundation, Sarn Palung Social Enterprise Co., Ltd., community enterprises, and cooperatives. This is to promote coffee plantation by communities and farmers as well as other coffee bean suppliers. Every step of the coffee roasting process is overseen by OR inspectors, from the selection and purchasing of raw coffee beans that meet Café Amazon's standards, to the roasting process and the quality inspection before packaging and distribution to consumers. At present, OR is carrying out a

research project in cooperation with the Royal Project Foundation on coffee cultivation and production under a natural resource conservation system for sustainable development at Ler Tor Royal Project Development Center in Mae Ramat District, Tak, which is built upon the success of a similar project in Doi Inthanon, Chiang Mai. The primary goal of the project is to create a GAP-certified model for coffee cultivation and production in a system that conserves natural resources and is guided by the principles of agroforestry farming and the sufficiency economy philosophy as well as provide a market for coffee products and other crops and ensure a stable source of income for hilltribe farmers while also contributing to the sustainable conservation of forested watersheds. Another cooperation is with Sarn Palung Social Enterprise on hilltribe farmer development for higher-quality coffee cultivation and production under a system that conserves natural resources. OR purchases these products to increase coffee production security in Thailand among hilltribe coffee growers in line with business growth.

OR has its own coffee roasting plant, which produces and distributes coffee beans to all branches of Café Amazon, and is constructing a new coffee bean warehouse to preserve product quality, ensure adequate stock of merchandise for the demand, and reduce costs. OR also has plans to make further investment to build another roasting plant, which is scheduled to be completed in 2025 and will increase the production capacity of roasted coffee beans by 2.5 times from 4,500 tons/year to 11,500 tons/year, to support Café Amazon's steady growth. At present, a 30KW solar rooftop system has been installed at the roasting plant to supplement grid power and reduce operational costs, with plans to increase the use of solar power.

OR also sources other raw materials related to its Café Amazon business, such as sweetened condensed milk and evaporated milk, dry mix, cups, and straws, from capable and industrially recognized local producers. The producers have joined hands with OR to develop quality products, following OR's recommendations and requirements to provide products under the Café Amazon brand. As a rule, OR does not have long-term product supply contracts with any supplier because OR is confident that there are many alternative supply sources for most of its products.

Furthermore, OR seeks to increase revenue from non-beverage products for its Café Amazon business. In June 2021, OR began operating baking facilities and a dry mix production plant to control product quality and develop new products to meet consumer needs as well as enhance cost management. OR also offers seasonal collections of premium products designed in collaboration with other Thai brands and upcycled products made from production waste to raise brand awareness and diversity the product offering of Café Amazon.

For Café Amazon's overseas businesses, in particular in Cambodia and Laos, OR procures coffee beans mostly from local suppliers in Laos under Café Amazon's quality control. In other countries, OR supplies roasted Thai coffee beans to Café Amazon franchises. OR is confident that it can continuously supply sufficient volumes of quality coffee beans to Café Amazon outlets in Thailand and other countries to support their business's growth.

Other Food and Beverage Businesses and Other Businesses under the Lifestyle Group

For Texas Chicken and Pearly Tea, OR sources raw materials mostly from wholesalers, with some products from small suppliers. Generally, suppliers transport their products to OR's warehouses for further distribution, but they may deliver products to the shops directly, depending on product types. For Hua Seng Hong Dim Sum, OR procures goods and raw materials from the franchise grantor (except some small items supplied by local suppliers).

For convenience stores under the 7-Eleven brand, the supplier is the sole product distributor and owner of goods in the stores located in OR's networks.

For Jiffy stores, OR does not enter into long-term contracts with product suppliers because it is confident that there are many alternative supply sources for most of its products.

The products procured and prepared for sale in Peaberry Thai Company Limited can be categorized into two groups, which are products for Pacamara Coffee Roasters outlets and coffee machinery and equipment. Products and raw materials are procured directly from manufacturers or dealers and are directly transported to warehouses, which then distribute products to customers or outlets that have ordered or purchased products from the company.

1.2.3.2 Product Storage and Distribution

(1) Mobility Business

As of December 31, 2021, OR's product storage and distribution network comprised 72 depots in Thailand, Cambodia, the Philippines, and Laos, with a total storage capacity of 1,998 million liters. All facilities in Thailand are connected to networks of product distribution and transportation by pipeline, marine vessels, by road, and by rail, which can supply products to customers and consumers in every region nationwide.

(a) Depots

Petroleum depots accessible and available to OR have a total capacity of 1,998 million liters across 72 facilities, comprising 54 depots in Thailand, 7 in Cambodia, 4 in the Philippines, and 7 in Laos. OR uses these facilities to store gasoline, diesel, fuel oil, aviation fuel, LPG, and lubricating products. Depot networks are located in strategic locations to support the transportation of products to consumers and to other storage facilities in the region, affording competitive advantages to OR in terms of logistics and management costs.

OR's network of storage and distribution facilities has nationwide coverage, comprising 54 depots, of which 8 are owned by OR and the remaining 46 storage facilities are owned by non-PTT parties which OR has the right to use under several types of agreements with PTT.

OR's overseas network of storage and distribution facilities consists of 18 depots. Of these, 12 are owned by OR, and the remaining 6 depots are accessible to OR under agreements with external parties.

OR is committed to sustainable operations and safety standards and seeks to foster cordial relations with surrounding communities by organizing open house events, educational sessions on OR products, and basic fire training as well as by participating in their activities and providing preliminary assistance in natural disasters.

OR ensures these depots have adequate storage capacity to supply petroleum in times of normal distribution, emergency, or during shortage, and that the storage capacity is able to serve the storage for export and high volume purchases. In addition, to comply with Thailand and other countries' laws and regulations, OR reserves some certain volumes of fuel as required by the

law. The reserved volume varies with the types of petroleum products. Current regulations on reserve storage for gasoline, gasohol, diesel, fuel oil and JET A-1 aviation fuel produced in Thailand require 1% of the annual trading volumes produced in Thailand, deducted by the volumes of oil products sold to other oil traders under Article 7, volumes of exported oil products, and volumes of oil sold as feedstock for petrochemical or other industries. In addition, the amount of reserve required by law for LPG is 1% and will be increased to 2% from January 1, 2022 onwards. *

*Remarks:

The Notification of the Department of Energy Business Re: Determination of Types and Rates, Criteria, Methods, and Conditions for the Calculation of Oil Reserves (No.4) B.E. 2564, issued December 21, 2021, requires that Article 7 traders reserve no less than 70% of the LPG and natural gas quantity they are obligated to reserve each day. However, the averaged reserved quantity for each type of product for each month must be no less than 85% of the rates stipulated in the Notification of the Department of Energy Business Re: Determination of Types and Rates, Criteria, Methods, and Conditions for the Calculation of Oil Reserves in effect at that time. This Notification is effective from January 1, 2022 to June 30, 2022.

OR's inventory may increase occasionally in line with withdrawal plans of petroleum products, scheduled shutdown maintenance (turnaround) of refineries, or preparation plans for rising demand during holiday seasons. OR has never experienced problems with storage capabilities for fuel oil, LPG, and other petroleum products for its oil businesses or issues when using services at other depot.

OR takes into consideration energy and environmental conservation. To this end, solar rooftop systems have been installed at offices on its petroleum depot properties in Thailand to reduce energy consumption and costs.

(b) Petroleum Product Distribution

In Thailand, OR distributes its products to customers and consumers via networks of product depots through pipeline, marine vessels, by road, and by rail, in compliance with quality control standards in Thailand. OR chooses the most appropriate transport mode fitting conditions and points or ports of delivery and does not limit its transport to any specific mode. OR primarily uses the pipeline systems of (1) Thappline Company Limited (THAPPLINE) and (2) Fuel Pipeline Transportation (FPT) with plans in 2022 (3) Thai Pipeline Network Company Limited (TPN) for pipeline distribution which is efficient, safe, environmentally friendly, and it increases the efficiency of product distribution.

To enhance the efficiency of its aviation fuel distribution to customers at Suvarnabhumi and Don Mueang international airports, OR has connected its networks of depots to the available pipeline network system of Fuel Pipeline Transportation (FPT), which increases OR's aviation product transport capabilities in addition to the existing connection of its petroleum depot networks and THAPPLINE's pipeline system.

Moreover, OR has launched an automated lubricants distribution center to increase its effectiveness of lubricant product distribution. In addition, OR hires logistics service providers that meet safety standards required by the law and stipulated by PTT Group to distribute and deliver petroleum products from its depots to customers and users of its products and services as well as employs logistics control and monitoring technology to foster confidence among its customers as well as society and the country. The hiring of logistics service providers is carried out on the basis of transparent, equitable, and fair competition and takes into account all stakeholders. The logistical fees are based on market prices and vary according to the distance and fuel costs.

In other countries, OR conducts distribution and transportation of its products in compliance with the standards for road safety and pollution emissions of each country as well as relevant local regulations. OR may transport products by vessel or by road, depending on the environment of a given area.

(2) Lifestyle Business

OR primarily uses its network of distribution centers to store and manage inventories in its lifestyle businesses. As of December 31, 2021, OR used a total of 11 distribution centers.

(a) Café Amazon

OR's distribution centers begin operation in May 2021 and, as smart warehouses, primarily employ automation and robotics in carrying out operations to enhance the management, transportation, and storage of products and raw materials for Café Amazon, such as roasted coffee beans, dry mix, certain baked goods, and other raw materials. OR oversees transportation management and hires third parties to distribute and deliver such products to Café Amazon nationwide, except fresh baked goods and some small items, which suppliers directly deliver to Café Amazon outlets themselves.

OR takes ownership of all merchandise stockpiled in distribution centers until they are transferred to customers in the case of COCO branches or until they are transferred to franchisees for the case of franchised branches.

From 2022 onwards, OR has plans to install solar rooftops on more distribution centers to achieve a total capacity of no less than 3.8 megawatts, which will be sufficient for OR's coffee roasting plant, dry mix production plant, baking facilities, and distribution centers.

(b) Other Food and Beverage Businesses

Products for Texas Chicken are delivered through two main channels. Fresh ingredients, consisting of raw chicken, vegetables, and bread as well as drinks and French fries, are delivered by suppliers directly to shops. As for raw materials and consumables, such as packaging items, suppliers will deliver them to distribution centers rented from third parties by OR. OR will then use the delivery service of a third party to hand over these merchandise and raw materials from the distribution centers to each outlet.

For Hua Seng Hong Dim Sum, the franchise grantor is still the sole supplier and distributor of all products from its distribution center to the outlets.

For Pearly Tea, most of the merchandise and raw materials are delivered by producers or suppliers to the distribution centers for further distribution to Pearly Tea outlets.

In addition, OR has its own drinking water bottling plant, which started operation in early 2020. The plant produces drinking water of house brands owned by OR for sale in convenience stores and other shops. It also serves as a manufacturing plant of drinking water for other brands.

For the storage and warehouse management of Peaberry Thai Company Limited, both OR's warehouses and those of warehouse service providers are used. For the former, OR stores parts and raw materials used in the coffee roasting process, after which the products are transferred to warehouses for further distribution. Other product groups or products for sale, on the other hand, are stored by warehouse service providers and distributed to customers who purchase products from the company or to outlets that have ordered products.

(c) Convenience Stores

OR uses 2 distribution centers rented from external parties to keep the stock for Jiffy convenience stores. OR assumes ownership of the entire inventory at distribution centers and in Jiffy stores until the products are handed over to customers.

For 7-Eleven, the supplier takes full charge of product procurement and distribution from its own distribution centers to outlets and retains ownership of all merchandise at 7-Eleven stores in OR's network.

1.2.4 Marketing and sale

Our distribution channels are scattered across all regions of Thailand with extended coverage to Cambodia, the Philippines, Laos, Japan, Oman, Singapore, Myanmar, Malaysia, the People's Republic of China, and Vietnam. As of December 31, 2021, our retail network, consisting of PTT Stations, LPG stations, LPG retail shops, FIT Auto service centers, Café Amazon, food and drink (F&B) outlets, and convenience stores.

The table below presents the numbers of all our service stations and retail outlets in our network in Thailand and abroad, as of the dates stated:

Distribution Channels	As of December 31		
	2019	2020	2021
Service stations / retail outlets in the oil business (number of outlets)			
• PTT Stations	2,213	2,334	2,439
• LPG Stations ⁽¹⁾	247	228	232
• LPG (cooking gas) retail shops	1,046	1,057	1,091
• FIT Auto service centers	54	66	77
• EV Station PluZ's	17	25	106
Food and Beverage Retail Business (number of outlets)			
• Café Amazon	3,150	3,575	3,931
• Other F&B outlets	281	317	300 ⁽²⁾
Other Retail Business (number of outlets)			
• Convenience stores	1,959	2,072	2,171
• Rental space management	4,815	4,929	5,740

Remarks :

⁽¹⁾ Excluding LPG service provided on the same service station premises

⁽²⁾ Including Texas Chicken, Hua Seng Hong Dim Sum, Pearly Tea and Pacamara Coffee Roasters

For other service stations and retail outlets in the Mobility and Lifestyle groups under our network, OR has developed a systematic evaluation and location selection process, in which all data are integrated to facilitate analysis of future network growth. The number of patrons, location, competition, target customers in each locality, and distance from existing network are taken into consideration. OR has also applied technology to the assessment of location potential. Final location selection will be in agreement with an OR subcommittee's recommendation. Regarding selection of locations for franchised eateries, endorsement by brand owners will have to be sought as well.

The interior and the exterior of all retail outlets in our network conform to the standard design. However, some adjustments are allowed, depending on locations and target customers.

Moreover, OR requires dealers or franchisees to conform to operating and service standards as defined by dealer or franchise contracts to uphold the quality of products and services. For example, dealers or franchisees must meet our specifications in sourcing their raw materials, such as pieces of machinery and equipment. Dealers and franchisees must also undergo training under our management. To this end, OR has set up area audit teams to regularly inspect the quality of service stations and retail outlets. Data collection system and management system audit ensures conformance to our standards.

Below are details about our distribution channels and marketing.

1. Mobility Business Group in Thailand and abroad

(a) Oil Retail Business

PTT Station

Service stations in our network present our corporate image and play their role as the touchpoints for consumers, regarded as a key customer group. Service stations are currently bearing the 'PTT Station' brand by which OR is applying the concept of 'Living Community' for station development. In addition to oil products, our stations can fulfill everyone's wishes with emphasis on customers in parallel with community, social, and environmental development.

As of December 31, 2021, OR boasted a total of 2,080 service stations in Thailand and 359 ones abroad: 187 in the Philippines, 118 in Cambodia, 51 in Laos, and 3 in Myanmar.

EV Station PluZ

As a leader in energy, OR values clean-energy options and enhances the diversity of PTT Stations. To elaborate, we expanded EV charging stations under the "EV Station PluZ" brand. In 2021 a total of 106 EV Station PluZ's were launched across the country, notably on major routes, in communities, at tourist destinations, or at high-potential locations. They are up to 100 kilometers apart to accommodate fast-growing EV trends and ready themselves to ease consumers' travel under the "Plug in Happiness, Fulfilling Every Route" concept. And to underscore its integrated services, OR has developed and launched the "EV Station PluZ Application", both mobile application and web application, in keeping with digital-age service users' lifestyles. The key is application convenience, speed, and accuracy in searching for and navigating to EV charging stations, reservation of charging periods, self-opening and self-closing of chargers, online payment, issuance of electronic full-form tax receipts, and inspection of service records. In addition, should service users face problems, they can inquire or report problems concerning EV Station PluZ through a call center, online help, or E-mail. OR values compliance with the public sector's policy on EVs, domestic growth, and growing EV competition. Finally, we recognize opportunities for scaling up consumers' experience (customer journey) while catering to their diverse demand to our best ability.

Our goal is to keep growing the EV Station PluZ network, with a goal of 450 stations by year-end 2022. We also seek cooperation with business allies in relentlessly growing these stations and upgrade EV capability. Actions taken include the cooperation within PTT Group in expanding charging stations in NGV stations, battery swap & go facilities, and trial use of energy storage systems (ESSs); cooperation with EVLOMO in growing charging stations in the EEC area; and future cooperation—with car companies, owners of commercial areas, or related EV service providers—in the hope of establishing integrated capability for EVs and deliver the best energy service experience to consumers.

Solar Rooftop

Solar power is another form of clean energy adopted by OR through solar rooftops of PTT Stations. The plan is to grow these solar rooftops to 23 by 2022. Both COCO (Company-Owned, Company-Operated) and DODO (Dealer-Owned, Dealer-Operated) stations will be chosen for an extensive network, with a focus on newly-launched stations, stations with steep electricity consumption, and stations equipped with EV Station PluZ equipment in addition to DODO stations with interest in investment. To this end, OR is considering suitable models of investment.

Payment Technology

OR focuses on creating decent experience for consumers, catering to their lifestyles and recruiting new customers apart from achieving differentiation from rivals by developing goods and service payment through novel payment technology, thus catering to consumers' wish for speed, safe, and touchless transactions, including:

- QR payment at all PTT Stations
- Development of EDC Mobile application embracing 501 PTT Stations by 2021 and all stations by 2022

- Development of the Blue Connect application through "C Scan B" (consumers scan outlets' QRs), with emphasis on application convenience and speed
- Application of the RFID technology to accurately specify the types and volumes of fuels for fleet vehicles, which is current available at 201 PTT Stations across the country, covering all routes needed by the fleets
- Development of mobile applications to locate PTT Stations, order fuel filling, and pay—all in a single application—to better satisfy consumers' needs.

OR informs consumers about relevant data by applying the Digital Signage technology, installed at 60 PTT Stations to date. The display shows fuel types, price per unit, volume sold (liters), and payment in the course of service. Ease of checking enhances consumers' confidence in using our services; Digital Signage can also provide helpful information and, when managed from a central unit, provides uniform data. OR also plans to grow income for PTT Stations by displaying various PR information and to develop public relations in mobile applications to be developed as an additional option for consumers.

The table below shows the number of PTT Stations in Thailand and abroad, as of the dates stated:

	as of December 31		
	2019	2020	2021
PTT Station	(number of service stations)		
• Thailand	1,911	1,997	2,080
• The Philippines	176	181	187
• Cambodia	78	106	118
• Laos	48	48	51
• Myanmar	0	2	3
Total	2,213	2,334	2,439

PTT Station Formats

OR designs layouts as well as goods and services on sale at PTT Stations for each locality in keeping with customer groups in such areas and other conditions. As a rule, planning, license application, construction, and launch of new service stations in Thailand call for 4-6 months, while their overhauls are called for after 5-10 years of operation, except for periodical miscellaneous renovation in keeping with business conditions and market competition. For DODOs, dealers sponsor such expenses.

OR manages DODOs and COCOs. By policy, COCO stations are limited to 20% of the total number of OR stations in Thailand, since OR wishes to limit such operations to certain cases, including in areas with intense competition or areas with excellent opportunities for promoting and popularizing brands or development of pilot stations.

As a rule, OR focuses on DODO stations since network expansion relies very much on them. To this end, for each case OR signs a contract to appoint a dealer, who is obliged to be the landowner and station operator. The dealer will have to buy oil and other merchandise from OR and uses the OR brand and other intellectual property. Under the contract, the dealer will take responsibility for land acquisition either by holding proprietary or lease rights while having to secure all operating licenses required and buy all fuel stocks from OR as actually sold. The dealer will also arrange for oil product procurement from our regional depots, where ex-depot prices are standardized. Retail prices must not exceed those defined by OR, which are based on the oil pricing structure, world price, and market competition with other oil brands. OR has no policy to offer rebates to dealers. However, when dealers are affected by external factors, such as the economic situation or higher costs, OR would, after taking various factors into account, consider appropriate assistance.

Regarding transport, oil products are delivered from our depots to a dealer's site at the dealer's expense. Alternatively, dealers may opt for their own arrangement. OR may consider lending dealers some equipment, such as oil dispensers and brand signboards, or coordinate in securing capital sources for dealers. But dealers will have to bear investment expenses and other expenses related to operation and construction. Other support from us includes training and guidance as well as the license to use the 'PTT Station' brand and other brands under OR.

OR commands a process to select new DODO operators using the 'PTT Station' brand by considering their experience and financial status, which has to be strong enough for both investment and operation. Decision-making on a DODO location is based on population density, vehicle population in such areas, and competition, and a proper distance together with traffic from other PTT Stations. OR believes that DODO operators can be retained on the following grounds:

- Our service station business has won confidence from dealers and consumers for over 40 years
- We apply geo-analytics tools to analyze and select high-potential locations for service stations as well as introducing innovation and technology in service station construction to lower costs and shorten construction time while retaining their standards
- Our dealers choose with us their preferred station and retail business format that suits consumers' behavior at each location
- We command systematic roll-out methods and procedures ranging from enlisting interested parties, selection, design, selection of retail businesses, construction to training for station staff to daily operating systems
- We develop personnel capacity for station management and service station staff through courses offered by the Oil Business Academy (OBA) complemented by mobile training units on site
- Our diverse retail products that complement one another can generate higher income for dealers.

A dealer contract normally lasts ten years and can be renewed in most cases. If a dealer cannot fulfill the contract, OR is entitled to terminate the contract and may select a new dealer to run the service station in that location.

As for COCO stations, OR holds ownership or the land lease right and operates the station. OR earns income from sales of various products to motorists and other customers. It also takes responsibility for investment and other costs incurred from the operations. OR considers operating a COCO station because it wants to retain rights for high-potential locations to prevent competitors' entry and lower the risk of dealers' switch to other brands after expiry of the agreements with OR. Since we own COCO stations, we can control operations, reputation, and high returns from the Mobility and Lifestyle business groups.

What is more, COCO stations represent an academy for dealers and serve as pilot stations for technological development and new-business model development before evolving a standard business manual for other dealers.

As for growing EV Station PluZ to DODO stations, as Thailand's EV technology is still in an infant stage, the business accompanies risks and opportunities. OR therefore supports expansion of charging stations in these stations only in the initial phase and is reviewing proper investment models in the best interests of OR and dealers.

Living Community

OR applies the re-segment, re-concept, and re-design concept to the development of PTT Stations to transform each of them into a physical platform that centralizes fulfilment of happiness and growth together with communities (Living Community) in both Mobility and Lifestyles aspects to duly cater to all customers' needs. The Living Community concept is an extension of our vision, creating value for people, the community economy, and the environment.

Creating value for people: Besides satisfying customers' needs through complete and diverse goods and services, OR pays attention to and cares for consumers' convenience and safety by adopting friendly design of PTT Stations. We also wish to assist motorists, equipped with first-aid medical supplies and car repair equipment at all PTT Stations.

Creating value for the community economy: We foster a good quality of life for communities and society through displaying local identities and iconic products to forge pride and opportunities for income generation for people in such localities. At PTT Stations, one finds Pun Suk space where agricultural produce is on sale, together with a Thai Det corner, part of the Thai Det Project, where outstanding local goods chosen by community enterprises and SMEs to aid community members and highlight such local identities. Finally, we adopt local identities echoing local residents' takes and pride in designing extraordinary PTT Stations (Concept Stations), as achieved by PTT Station of Ayutthaya Changwat Panit Co., Ltd., Phra Nakhon Si Ayutthaya.

Environmental stewardship: Environmental preservation at OR is evident in its operations and projects to lower pollution while developing clean energy, including PTT Stations' consumption of

clean energy through solar rooftop installation and EV Station PluZ equipment. Other projects cultivate awareness of environmental stewardship, including Yak Lak Yim, from which sales revenue derived from waste and dealers' contributed funds go into public service.

In the days of ravaging COVID-19 pandemic, to promote swift and thorough vaccine distribution to the public, we made available space at the PTT Station, Outbound Rama II, as a vaccination area outside hospitals to serve the public from May to November 2021 at 1,500 persons daily, totaling 119,109 persons. Besides, 17 PTT Stations in Bangkok and its periphery have served as COVID-19 medication distribution points for some 20,000 patients. These projects underscored our business stance: PTT Stations fulfill everyone's happiness.

Customer Engagement

Our ambition is for PTT Stations to enhance customer engagement.

Basic products: Basic products and services offered by OR are daily consumer products of a decent standard and quality, such as fuels, food and drinks.

One-stop convenience: OR aims to offer PTT Stations an option for shopping at various shops. Current attractions include a coffee shop, eateries, ATMs and financial services, and convenience stores. At most of the stations in our network, there must be at least one Lifestyle business on offer in addition to fuels.

Standardized quality: Station design, staff training, and quality of products and services are of the same standard, which can ensure that customers' needs can be equally catered to anytime, anywhere.

Modern appearance: PTT Stations boast a modern appearance with development of sophisticated equipment and service systems for sale of fuels and modern retail businesses, sufficient lighting and cleanliness, where customers can feel safe and secure on every visit. We modify our stations' appearance to meet customers' particular expectations and preference at different locations (to reach all groups of customers). We have adopted a 'friendly design' by developing the design of PTT Stations to provide more convenience with easy and safe access for all. The design features include a green area, adequate parking, adequate lighting at both the forecourt and walkways, toilets with regular cleaning, seating area, food and drink shops, or a coffee shop.

All of these reflect our attempt to make its service stations a rest area for travelers. The design accommodates those in the handicapped and the elderly groups by providing parking spaces and ramps. OR ensures that PTT Stations conform to the

highest safety standards for customers and communities so that people of all age groups, physical conditions, and lifestyles can safely access to these facilities. Service stations in our network fall into three categories:

Type	Description	Offering
Platinum 	A platinum station is located in a gateway area, tourist attraction area, town area, or on a provincial highway. A suitable station area should occupy at least 8,000 sq.m. (five rai).	The station has a large variety of offerings with more than two types of retail business, such as a convenience store, café, restaurant, and other shops.
Standard 	A standard station is located on a minor road or an inter-district road. A suitable station area should occupy at least 4,800 sq.m. (three rai).	The station has a variety of offerings with more than two types of retail businesses, such as a convenience store, café, restaurant, and other shops.
Compact 	A small station is located on a minor road or serves particular groups of customers. A suitable station size should occupy at least 1,600 sq.m. (one rai).	The station is equipped with a convenience store or a café, or both, as considered appropriate. However, choices of fuels may be limited.

(b) Commercial marketing

OR competes in the commercial market by providing an integrated service with emphasis on being an energy solution provider with a large variety of products along with quality and reliable services.

OR sells assorted fuels fitting customers' needs in different sectors. As a rule, it sells the Jet A-1 fuel to aviation customers (full-service and low-cost airlines flying on domestic and international routes). It has entered supply and sales contracts with a number of Thai and world-leading airlines. OR also sells jet fuels to airline customers at overseas airports, including major airports in Thailand, including Suvarnabhumi, Don Mueang, Phuket, Krabi, Chiang Mai, and U-Tapao international airports.

In the commercial market, we sell diesel and fuel oil to marine vessels with service rendered at the three largest ports in Thailand, namely Bangkok, Laem Chabang, and Mab Ta Phut ports as well as some overseas ports, namely those in Singapore, China, Hong Kong, UAE, and South Korea. We also entered supply contracts with marine logistics providers within and outside Thailand.

The commercial products sold by us to most industrial customers are diesel, fuel oil, and LPG. Industrial customers are local companies and multi-national corporations. We also supply fuels and LPG to Article 7 oil traders and sells them to overseas customers.

Our commercial marketing supplies LPG mostly to customers in the transport and household sectors. As of December 31, 2021, we sold to the transport sector through 283 stations in the network. Bottled LPG is sold in cylinders to the household sector through the network of bottling plants and the extensive network of retail cooking gas shops. As of December 31, 2021, OR boasted 232 stand-alone LPG service stations, 191 cooking gas bottling plants, and 1,091 retail shops in Thailand, most of which were DODOs. OR also has an LPG cylinder refurbishing plant practicing LPG cylinder maintenance under Thailand's TISI standards under the Ministry of Industry's requirements. We leveraged IT in raising the efficiency of the entire supply chain of LPG tanks and developed distribution channels via LPG shops in PTT Stations as well as online marketing of LPG as a direct communication channel with consumers. Our LPG business is underlined by the "LPG for All" concept of 5Cs: customers, consumers, communities, country, and collaboration. To elaborate, OR focuses on bottling plants and LPG retail shops since they are the key to its consumers, who decide on buying products and engage in the safety of the public and communities. Finally, we advocate public-sector promotion for public safety while driving for collaboration among all.

Our commercial marketing has grown markets to sale of clean energy, including solar power distribution from solar rooftops, sale of LNG, and expansion of EV charging stations under the EV Station PluZ brand outside PTT Stations, totaling 7 stations as of December 31, 2021.

OR sells lubricant products and provides scheduled maintenance service, which covers changing of engine spare parts and PTT Lubricants products for motorists through the network of FIT Auto. As of December 31, 2021, OR registered 77 branches of FIT Auto in Thailand, Cambodia, and Laos.

OR has lubricant products for both automobile and industrial markets in Thailand and abroad. For the domestic market, the products are sold mostly through wholesale dealers with a national network. These dealers deliver products to retail shops and customers. OR currently exports lubricant products to over 40 countries. As of December 31, 2021, we sold lubricant products to over 800 customers in wholesale dealers and industrial sectors. We offer "PTT Lubricants Solution" as an integrated technical service (sales and after-sales) complementary to products to increase customer engagement.

Finally, we have continually adopted more environment-friendly raw materials and products, including the use of recycled materials in cans and paper cartons for lubricants, development of auto-lubricants that lowers fuel consumption and exhaust pollution, and biodegradable industrial lubricant products.

2. Lifestyle Business Group in Thailand and abroad

The core customer base of this business group consists of motorists visiting service stations and general customers visiting shops outside the stations. OR therefore takes no significant risk of relying on any particular customers or groups of customers. The Living Community concept draws travelers and residents in the neighborhood to the station, considered customers from all walks of life. Moreover, OR tries to offer a combination of products and services that serve the needs of patrons and surrounding communities.

(a) Café Amazon marketing

Development of the Café Amazon business began from a coffee brand offered in service stations. While the brand caters to Thai consumers' lifestyle, the outlets have become venues for leisure, business discussions, recreation, and travel. Café Amazon has now turned into a popular brand for customers and travelers in Thailand. We are confident that the chemistry between the coffee and the Amazon tropical forest, together with a lush ambience that offers a shady atmosphere along with reasonable prices, will catapult Café Amazon to consumers' top-of-mind brand.

Revenues from Café Amazon come mainly from the sale of products to customers visiting service stations and stand-alone branches. As of December 31, 2021, OR had 3,607 outlets in Thailand.

Under the franchising contract, franchisees agree to follow OR's standards in running the coffee business and buy all raw materials from OR. We not only provide quality raw materials and merchandise as well as equipment, but will also organize brand promotion and marketing activities as well as arranging training and giving advice and assistance to franchisees. On franchisees' side, they need to have the right for land use and bear the costs of investment, construction, equipment, and maintenance as well as operating costs.

To expand Café Amazon to overseas markets, flexibility in consumers' needs is the strategy. Today, OR has already launched Café Amazon in the Philippines, Cambodia, Laos, Japan, Oman, Singapore, and China. The strategy lays a foundation for 'Café Amazon' international brand-building. We look into an appropriate method of expansion on a case-by-case basis. In some countries, we may solely invest in entering a new market by ourselves

and then expand the business in partnership with franchisees. Then we may award Café Amazon's master franchise to a major, well-recognized operator. Alternatively, we may aim for a joint venture or a partnership with a local operator. However, a master franchise contract demands a certain number of outlets to be operational by the time defined.

The table below presents the number of Café Amazon outlets in and outside Thailand, as of the dates stated:

Café Amazon outlets	As of December 31		
	2019	2020	2021
Thailand (number of outlets)			
Franchised outlets			
• Inside service stations	1,556	1,605	1,680
• Outside service stations	793	1,007	1,176
Total	2,349	2,612	2,856
COCO outlets			
• Inside service stations	306	361	388
• Outside service stations	257	317	363
Total	563	678	751
Overseas (number of outlets)			
• The Philippines	17	18	18
• Cambodia	134	167	188
• Laos	65	70	77
• Myanmar	8	8	9
• Japan	2	2	1
• Oman	7	9	10
• Singapore	3	3	2
• Malaysia	1	1	1
• China	1	3	9
• Vietnam	-	4	9
Total	238	285	324
Grand Total	3,150	3,575	3,931

Most domestic Café Amazon franchisees have been working with us for years. As for new franchisees, we carefully evaluate them by looking into the proposed locations with particular attention to population and motorist density, costs of land, as well as their financial strength and credit. Franchise holders must undergo training at Amazon Inspiring Campus (AICA) and pass both written and practical tests.

The operation of franchisees is subject to our standard audit. Should they fail to comply with these standards, we are entitled to revoke their franchises.

Café Amazon continually strives for opportunities to grow distribution channels. It developed a Café Amazon application for pre-ordering and event & catering. In conjunction with

Delivery Partner, it stages sales promotional activities as well as promoting through various channels to attract customers and drive sales through delivery channels. As for online channels, we joined E-Commerce Platform, a popular choice of consumers in the modern trade, and opened shops in leading stores to grow its customer base and establish wider brand recognition among consumers. Finally, we keep developing online services in tandem with offline promotion to deliver memorable experiences for its customers.

(b) Food and beverage marketing

As of December 31, 2021, OR had 300 food and beverage (F&B) outlets under its management, namely 'Texas Chicken', 'Hua Seng Hong Dim Sum', 'Pearly Tea', and 'Pacamara Coffee Roasters'.

The following table shows the number of F&B outlets where OR has the operating rights in Thailand, as of the dates stated:

Other F&B Outlets	As of December 31		
	2019	2020	2021
Number of outlets	(number of outlets)		
• Texas Chicken	45	78	96
• Hua Seng Hong Dim Sum	72	70	30
• Pearly Tea	164	169	159
• Pacamara Coffee Roasters			15
Total	281	317	300

(c) Convenience store marketing

As of December 31, 2021, our network of convenience stores contained 2,171 branches in 77 provinces in Thailand, Cambodia, and Laos, most of which were found at service stations.

The table below shows the number of convenience stores in Thailand and abroad, as of the dates stated:

Convenience Stores in Thailand and Abroad	As of December 31		
	2019	2020	2021
Convenience Stores (number of branches)			
• Thailand	1,880	1,977	2,075
• Cambodia	50	66	67
• Laos	29	29	29
Total	1,959	2,072	2,171

(d) Blue Card

The Blue Card is part of the loyalty program for motorists as well as customers of Café Amazon and other businesses under OR. Points earned from goods purchase using Blue Card can be redeemed for discounts at 'PTT Stations', Café Amazon, Jiffy, Texas Chicken, and Hua Seng Hong Dim Sum, Pearly Tea, and others. Points can also be transferred to other cards under our partnership, namely The 1 Card, HomePro Citi Rewards, K Point, Singha rewards xCash, and Muang Thai Smile Club Card. Holders of Blue Cards also receive discounts and privileges from eateries, cinemas, and many other allied retail shops. OR also continually rewards more and more privileges to Blue Card holders.

In addition, to foster good experiences and engagement with diverse groups of members, OR in conjunction with ORBIT Digital Co., Ltd., scaled up the Loyalty Management System of Blue Cards for modernity and in keeping with change while catering to consumers' current and future demand.

We also link our Blue Card points with Blue Credit Card, Blue Connect, and KPlus applications to ease automatic point accrual. Users have no need to provide their mobile phone numbers or show Blue Cards for point accrual. Besides, Blue Credit Card holders can use their K Points to redeem discounts at extra rates at PTT Stations and other stores under our network. In short, these cardholders collect points and redeem more discounts faster, along with other privileges and promotions continually staged by Blue Credit Card and Blue Connect to maintain engagement with consumers.

As of December 31, 2021, there were More than 7 million holders of Blue Card. Such customers have been found to

have higher spending per year at retail outlets under OR than those who are not.

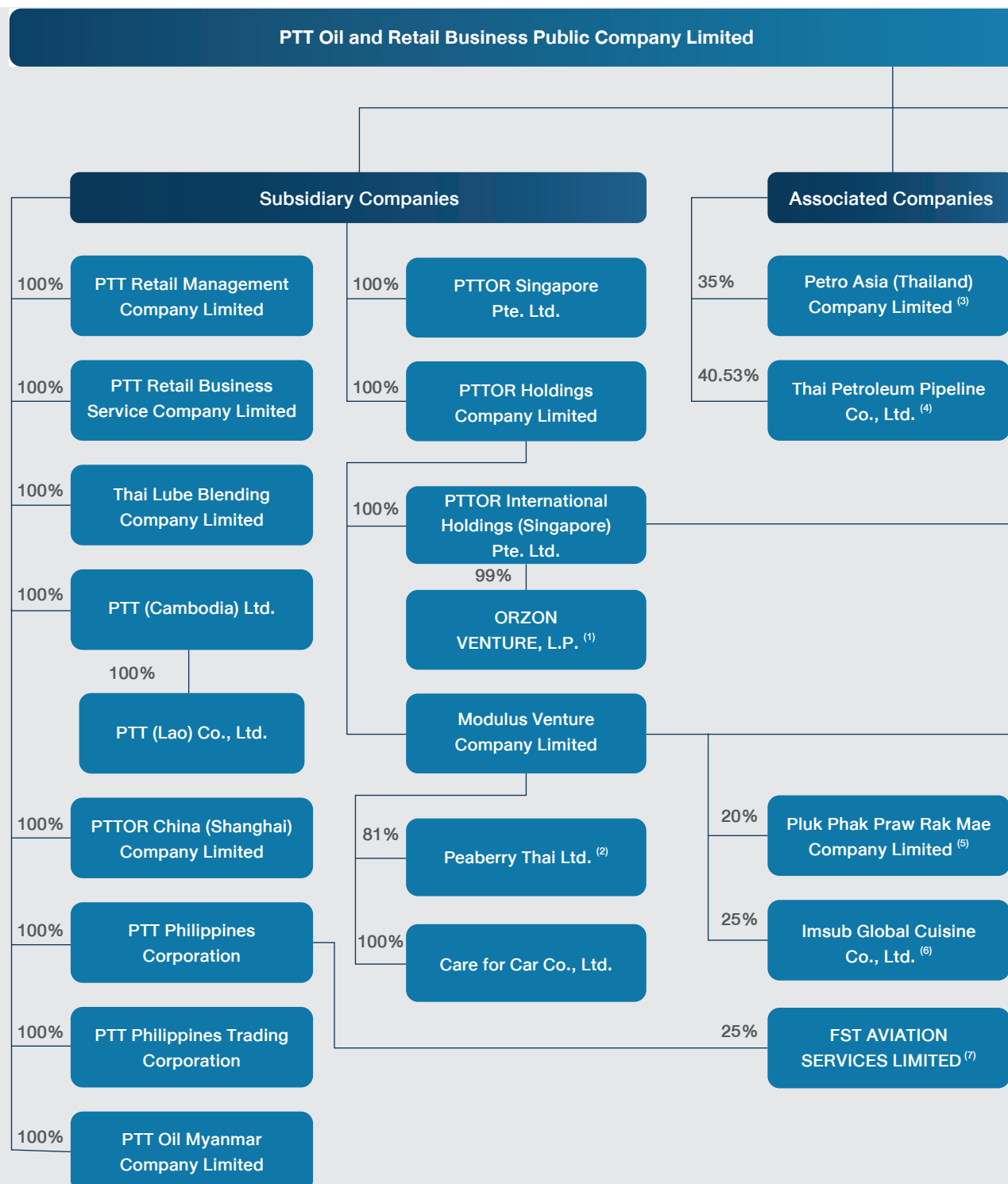
The cardholder database provides in-depth analysis into customers' preferences and trends, which will benefit strategy and business plan formulation. With the help of customer databases, OR will be able to give customers a nicer experience while maintaining existing customers and drawing in more new customers. Change in customers' needs can be foreseen. The customer databases also lead to customers' higher average spending per visit to service stations and retail outlets. It also favors making the right choice of cross-selling offering. For instance, OR gets in touch with customers via e-mail, SMS messaging, or Blue Card application to inform them about marketing campaigns to help OR achieve sales targets in particular businesses. Blue Cards help increase repeated visits to service stations and retail outlets. We will carry on with customer database expansion by offering privileges (including new partners) to make Blue Card even more attractive.

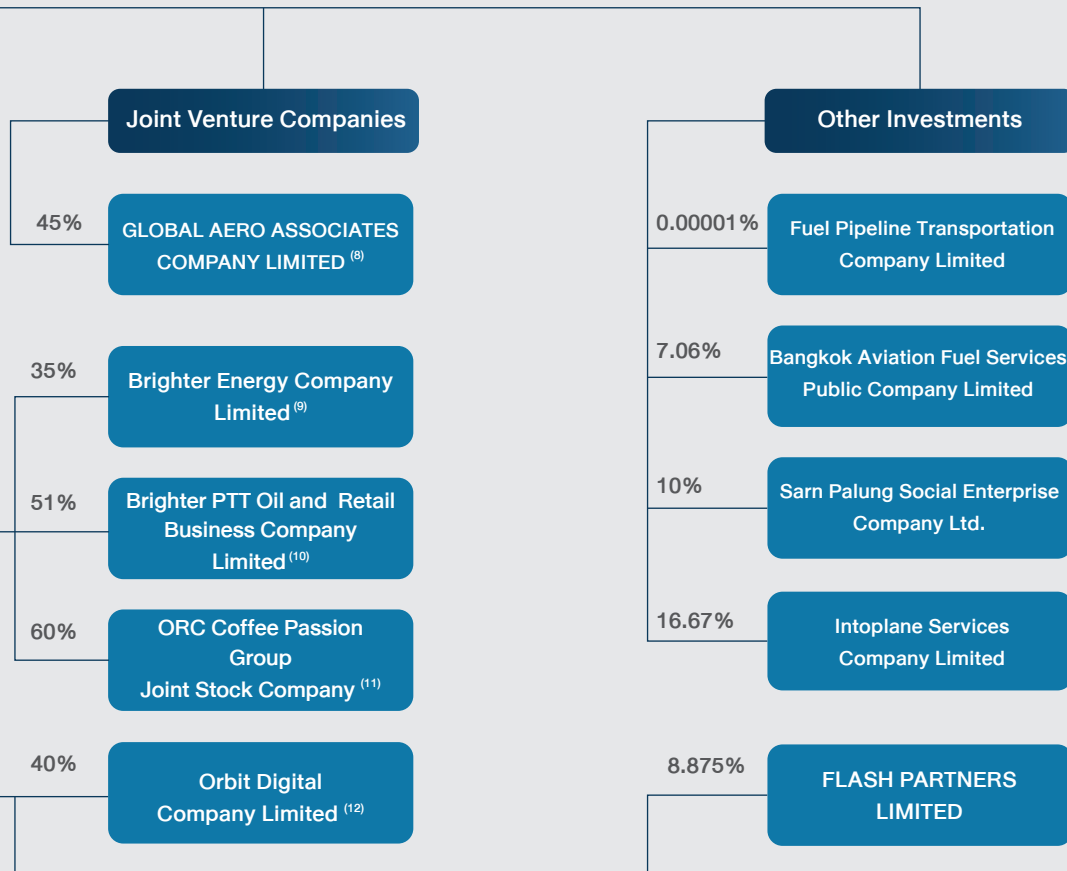
OR leverages customer databases in support of its decision-making, development of strategy, and assessment of the existing network to seek new business opportunities. Exploitation of in-depth analysis of needs benefits development of business competitiveness, marketing for sales promotional campaigns, impact-based advertisement, and investigation into customers' satisfaction. Finally, OR is now following up with results of data analysis and drawing up marketing campaigns for specific groups of customers, along with cross-selling and upselling campaigns, as well as launching new products and services based on customers' record of purchase behavior.

1.3 Shareholding Structure

1.3.1 Shareholding Structure of Affiliated Companies

Shareholding structure and shareholders of OR as of December 31, 2021:





Shareholding Structure

⁽¹⁾ SGHOLDCO holds shares with ORZON VENTURES, L.L.C. (1%)

⁽²⁾ MODULUS holds shares with Peaberry Company Limited (17.14%) and others (1.86%)

⁽³⁾ OR holds shares with Petro Asia International Corporation Company Limited (35%), Casinopet Maoming Petrochemical Company Limited (15%), and China Petro-Chemical Company International Company Limited (15%)

⁽⁴⁾ OR holds shares with ESSO (Thailand) Public Company Limited (20%) and others (38.8%)

⁽⁵⁾ MODULUS holds shares with Pluk Phak Praw Rak Mae Company Limited (80%)

⁽⁶⁾ MODULUS holds shares with Subsomboon Food Gallery Company Limited (45%), Lertsiriprapa Family (35%) and other share holders (20%)

⁽⁷⁾ PTT Philippines Corporation holds shares with Total Petroleum (Hong Kong) Limited (50%) and Singapore Petroleum Company (Hong Kong) Limited (25%)

⁽⁸⁾ OR holds shares with Bangkok Aviation Fuel Services Public Company Limited (55%)

⁽⁹⁾ SGHOLDCO holds shares with 3 other persons who are not related to the Company (65%)

⁽¹⁰⁾ SGHOLDCO holds shares with Brighter Energy Retail PTE. LTD. (49%)

⁽¹¹⁾ SGHOLDCO hold shares with CENTRAL RESTAURANTS GROUP (VIETNAM) COMPANY LIMITED (40%)

⁽¹²⁾ MODULUS holds shares with Bluebik Group Public Company Limited (60%)

General information of companies where OR holds shares

Company	Business	Shareholding Structure	Share Type	Number of Paid-Up Capital (share)
Subsidiary Companies				
PTT Retail Management Company Limited (PTTRM) 1010, 6th Floor, Shinawatra Tower 3, Vibhavadi Road, Chatuchak, Bangkok 10900 Tel (+66)-030-0444 Fax (+66)-030-0444	Managing service stations, convenience stores, and food shops at service stations	100%	Ordinary Share	Capital 1,667,600,000 THB (100 THB/Share) 16,676,000 Shares
PTT Retail Business Service Company Limited (PTTRS) 1010, 6th Floor, Shinawatra Tower, 333 Vibhavadi Road, Chatuchak, Chatuchak, Bangkok 10900 Tel (+66)-030-0444 Fax (+66)-030-0444	Providing services and workforce for service stations and shops managed by PTTRM	100%	Ordinary Share	Capital 6,000,000 THB (100 THB/Share) 60,000 Shares
Thai Lube Blending Company Limited (TLBC) 8th Floor, PTT Oil Depot Office Building, Phrakhanong, No. 555 At Narong Road, Klongtoey Sub-district, Klong Toey District, Bangkok 10260 Tel (+66)-239-7825	Blending, filling lubricant products and toll blending, filling lubricants	100%	Ordinary Share	Capital 286,000,000 THB (10 THB/Share) 28,600,000 Shares
PTT (Cambodia) Company Limited (PTTCL) 320, Kamuchea Krom Blvd. (128), corner of street 171, Sangkat Mittapheap, Khan 7 Makara, Phnom Penh, Cambodia. Tel (+855)-23-300-018-019 Fax (+855)-23-880-083	Supplying and selling petroleum products and managing retail business in Cambodia	100%	Ordinary Share	Capital 83,660,000,000 Riels, equivalent to 20,915,000 USD (20,000 Riel or 5 USD/Share) 4,183,000 Shares
PTT (LAO) Company Limited (PTTLAO) 426 Kamphengmeung Rd, Ban Hongke, Saysettha, Vientiane, Lao P.D.R Tel (+856)-21-453391-2 Fax (+856)-21-453393-4	Supplying and selling petroleum products and managing retail business in Lao PDR	100% (held through PTT (Cambodia) Company Limited	Ordinary Share	Capital 190,000,000,000 Lao Kip (100,000 Lao Kip/Share) 1,900,000 Shares

Company	Business	Shareholding Structure	Share Type	Number of Paid-Up Capital (share)
PTTOR China (Shanghai) Company Limited (ORCN) Room 112, Floor 13, No. 1000, Lujiazui Ring Road, China (Shanghai) Pilot Free Trade Zone Tel (+86)-2150-783-298	Operating lubricant business and Café Amazon in China	100%	Not yet Listed company on the China Stock Exchange, hence no details of share	Capital 56,500,000 CNY Not yet Listed company on the China Stock Exchange, hence no details of share numbers or types
PTT Philippines Corporation (PTTPC) 32nd Floor, LKG Tower, 6801 Ayala Avenue Makati City 1226, Philippines Tel (+63)-2-8884-8155 Fax (+63)-2-8884-8150	Supplying and selling petroleum products and managing retail business in the Philippines	100%	Ordinary Share	Capital 2,450,000,000 Peso (100 Peso/Share) 24,500,000 Shares
PTT Philippines Trading Corporation (PTTTC) Lot 11 & 12, Liberty Compound, Argonaut Highway Boton Area Subic Bay Freeport Zone 2229, Philippines Tel (+63)-47-252-1177 Fax (+63)-47-252-1166	Supplying and selling petroleum products in the Philippines	100%	Ordinary Share	Capital 18,000,000 Peso (100 Peso/Share) 180,000 Shares
PTTOR Singapore Pte. Ltd. (PTTORSG) 391A ORCHARD ROAD #12-01/04 NGEE ANN CITY SINGAPORE (238873) Tel (+65)-6694-7028	Operating Café Amazon in Singapore	100%	Ordinary Share	Capital 6,500,000 SGD (1 SGD/Share) 6,500,000 Shares
PTT Oil Myanmar Company Limited (PTTOM) ⁽¹⁾ 337, Pyay Road, Mote Lat Saung Gone (South), San Chaung Township, Yangon, Myanmar Tel (+95)-94-4888-8365	Providing services and consultation on petroleum product market. Supplying petroleum products and additives for distribution in Myanmar	100%	Ordinary Share	Capital 2,300,000 USD (1 USD/Share) 2,300,000 Shares

Company	Business	Shareholding Structure	Share Type	Number of Paid-Up Capital (share)
PTTOR International Holdings (Thailand) Company Limited (OR Holdings) ⁽²⁾ 555/2 Energy Complex, Building B, Floor 12, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok Tel (+66)-196-5151	A holding company managing investment and regulating affiliated companies under OR Group in domestic and international markets	100%	Ordinary Share	Capital 5,320,436,100 THB (100 THB/Share) 53,204,361 Shares
PTTOR International Holdings (Singapore) Pte. Ltd. (SGHOLDCO) 391A Orchard Road #12-01/04 Ngee Ann city Singapore (238873)	A holding company managing investment and regulating affiliated companies under OR Group in international markets	100% (held through PTTOR International Holdings)	Ordinary Share	Capital 49,238,399 USD (1 USD/Share) 49,238,399 Shares
ORZON VENTURES, L.P. (ORZON) 3500 S. DuPont Highway, Dover, Kent County, Delaware 19901	Private Fund for investment in start-up business	99% Partnership percentage (held through PTTOR International Holdings (Singapore) Pte. Ltd.)	-	Fund Value 25,000,000 USD Paid fund 7,500,000 USD
Modulus Venture Company Limited (Modulus) 555/2 Energy Complex, Building B, Floor 12, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok Tel (+66)-059-0316	A holding company managing investment and regulating companies under OR Group in Thailand	100% (held through PTTOR International Holdings Company Limited)	Ordinary Share	Capital 3,109,744,300 THB (100 THB/Share) 31,097,443 Shares
Peaberry Thai Co., Ltd.) 123/17 Nonsee Road, Chong Nonsi Subdistrict, Yannawa District, Bangkok 10210 Tel (+66)-681-2424 Fax (+66)-294-5887	Distributing and providing maintenance service concerning coffee machines for the coffee shop business	81% (held through Modulus Venture)	Ordinary Share	Capital 363,600,000 THB (10 บาท/ Share) 36,360,000 Shares
CARE FOR CAR CO., LTD. (CFC) 555/2 Energy Complex, Building B, Floor 17, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok Tel (+66)-059-0316	Operate a retail business providing products and services on both B2B and B2C	100% (held through Modulus Venture)	Ordinary Share	Capital 106,000,000 THB (100 THB/Share) 1,060,000 Shares

Company	Business	Shareholding Structure	Share Type	Number of Paid-Up Capital (share)
Joint Venture Companies				
Brighter Energy Co., Ltd. (BE) 337, Pyay Road, Mote Lat Saung Gone (South) Quarter, Sanchaung Township, Yangon, Myanmar Tel (+95)-92-5699-9921	Operating petroleum terminals, LPG bottling plants, and wholesale of petroleum products, including procurement, port management, and oil depots in Myanmar	35% (held through PTTOR International Holdings (Singapore) Pte. Ltd.)	Ordinary Share	Paid-up capital 108,114,000,000 MMK 1,006,140 Shares
Brighter PTT Oil Retail Business Co., Ltd (BOR) 337, Pyay Road, Mote Lat Saung Gone (South), San Chaung Township, Yangon, Myanmar Tel (+95)-94-4888-8365	Operating service stations and Café Amazon in Myanmar	51% (held through PTTOR International Holdings (Singapore) Pte. Ltd.)	Ordinary Share	Capital 4,433,000,000 MMK (10,000 MMK/Share) 443,400 Shares
ORC Coffee Passion Group Joint Stock Company (ORCG) G11, ground floor (commercial area), Satra Eximland Building, No. 163 Phan Dang Luu Street, Ward 1, Phu Nhuan District, Ho Chi Minh City, Vietnam Tel (+84)-28-3995 8368	Operating service stations and Café Amazon in Vietnam	60% (held through PTTOR International Holdings (Singapore) Pte. Ltd.)	Ordinary Share	Capital 160,176,250,000 VND (10,000 VND/Share) 16,017,625 Shares
ORBIT DIGITAL COMPANY LIMITED 51 Narathiwat Ratchanakarin Road, Silom, Bangrak, Bangkok 10500 telephone (+66)-2001-8175	Consulting and development of Application for retail busines	40% (held through Modulus Venture)	Ordinary Share	Capital 50,000,000 THB Paid capital 25,000,000 THB (50 THB/Share) 500,000 Shares
GLOBAL AERO ASSOCIATES COMPANY LIMITED (GAA) 99 Moo 10 Sisa Chorakhe Noi, Bang Sao Thong District, Samut Prakan Tel. (+66)-2001-8175	Aviation Fuel Service System Project at U-Tapao Airport	45%	Ordinary Share	Capital 600,000,000 THB (10 THB/Share) 60,000,000 Shares

Company	Business	Shareholding Structure	Share Type	Number of Paid-Up Capital (share)
Associated Companies				
FST Aviation Services Limited (FST) Room 5906, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. Tel (+852)-2180-2559 Fax (+852)-2180-9936	Refueling aircraft for various airlines at Hong Kong International Airport	25% (held through PTT Philippines Corporation)	Ordinary Share	Capital 1,000,000 HKD Paid-up Capital 840,000 HKD (10 HKD/Share) 100,000 Shares (84,000 paid shares)
Petro Asia (Thailand) Co., Ltd. (PAT) 1 Fortune Town Building, Ratchadaphisek Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400 Tel (+66)-641-1609-10	Selling oil and petroleum products	35%	Ordinary Share	Capital 500 million THB (10 THB/Share) 50,000,000 Shares Paid-up Capital 375 million THB
Thai Petroleum Pipeline Co., Ltd. (THAPPLINE) ⁽³⁾ 2/8 Moo 11, Lam Luk Ka Road, Lat Sawai Subdistrict, Lam Luk Ka District, Pathum Thani Province 12150 Tel (+66)-034-9199	Transporting oil via domestic pipelines	40.53%	Ordinary and Preferred Share	Ordinary Share 2,877,500,000 THB (100 THB/Share) 28,775,000 Shares Preferred Share 5,601,500,000 บาท (100/THB) 56,015,000 Shares
PLUK PHAK PRAW RAK MAE CO., LTD. 398 Chiang Mai-Lampang Road, Fa Ham Subdistrict, Chiang Mai 50000 Tel. (+66)-5208-0744	Food service provider for restaurants	20% (held through Modulus Venture Company Limited)	Ordinary Share	Capital 225,000,000 THB (100 THB/Share) 2,250,000 Shares
บริษัท อิมพัลส์ โกลบอล คิวซีน จำกัด (ISGC) (IMSUB GLOBAL CUISINE COMPANY LIMITED) ที่อยู่เลขที่ 39 อาคารศูนย์การค้าเมกาบางนา ห้องเลขที่ 2106,2106-O ชั้นที่ 2 หมู่ที่ 6 ถนนบางนา-ตราด ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ เบอร์โทรศัพท์ (+66)-2252-2980	Food service provider for restaurants	25% (held through Modulus Venture Company Limited)	Ordinary Share	Capital 41,574,400 THB Paid Capital (100 THB/Share)

Company	Business	Shareholding Structure	Share Type	Number of Paid-Up Capital (share)
Other Investments				
Fuel Pipeline Transportation Limited (FPT) 424 Kamphaeng Phet 6 Road, Don Mueang Subdistrict, Don Mueang District, Bangkok 10210 Tel (+66)-574-6180	Providing transport of jet fuels and ground fuels via high-pressure pipelines	0.00001%	Ordinary Share	Capital 3,792,545,725 THB (5 THB/Share) 758,509,101 Shares
Bangkok Aviation Fuel Services Public Company Limited (BAFS) ⁽⁴⁾ 171/2 Kamphaeng Phet 6 Road, Don Mueang Subdistrict, Don Mueang District, Bangkok 10210 Tel (+66)-834-8900	Providing aircraft refueling service at Bangkok International Airport, including fuel storage service and refueling service for aircraft	7.06%	Ordinary Share	Capital 637,496,657 THB (1 THB/Share) 637,496,657 Shares Paid-Capital 637,496,153 THB
FLASH PARTNERS LIMITED (FLASH) OFFICE OF SERTUS INCORPORATIONS (CAYMAN), SERTUS CHAMBERS, GOVERNORS SQUARE SUITE #5-204, 23 LIME TREE BAY AVENUE, P.O. BOX 2547, GRAND CAYMAN, KY1-1104 CAYMAN ISLANDS	A holding company managing investment and regulating Flash Group companies	8.875% (held through Modulus Venture Company Limited)	Ordinary and Preferred Share	Capital 50,000 USD (0.0001 USD) 500,000,000 Shares Ordinary Share 357,708,084 (0.0001 USD/Share) Preferred Share 142,291,916 (0.0001 USD/Share)
Sarn Palung Social Enterprise Company Limited (SPSE) 555/1 Energy Complex Building A, 10th Floor, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok Tel (+66)-537-2971	A social enterprise investing in communities strengthening and problems solving to constantly develop society, community, and the environment sustainably	10%	Ordinary Share	Capital 10,000,000 THB (10 THB/Share) 1,000,000 Shares
Intoplane Services Company Limited (IPS) INTOPLANE SERVICES COMPANY LIMITED) 171/2 Kamphaeng Phet 6 Road, Don Mueang Subdistrict, Don Mueang District, Bangkok 10210 Tel (+66)-834-8982 ext. 3	Refueling aircraft (labor contract only). Currently providing service at Samui Airport, Sukhothai Airport, and Trat Airport	16.67%	Ordinary Share	Capital 120,000 THB (10 THB/Share) 1,000,000 Shares

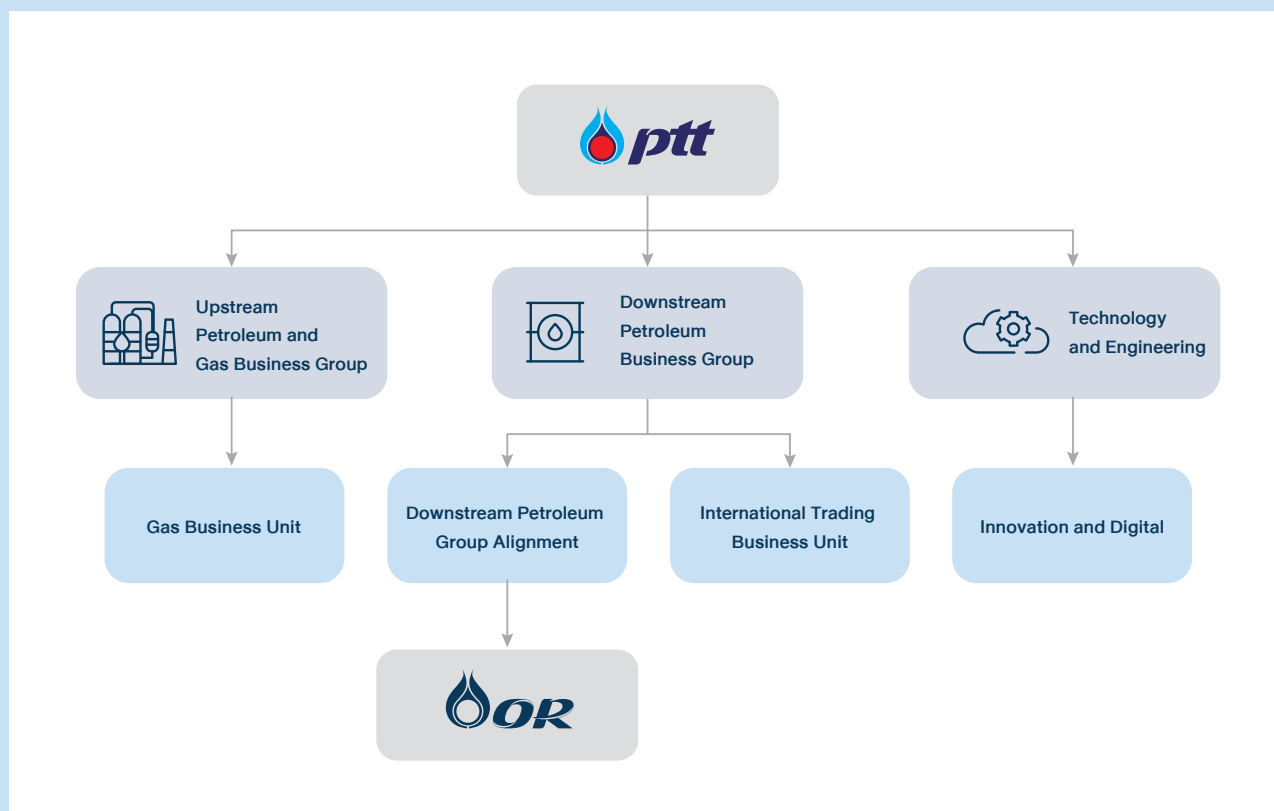
⁽¹⁾ In the process of business restructuring⁽²⁾ Formerly known as "PTTOR International Holdings (Thailand) Company Limited.". Renamed as PTTOR Holdings Company Limited on April 2, 2020⁽³⁾ OR holds all shares in THAPLINE (including common and preferred shares), representing 40.4% of the shares in total. OR's voting rights account for 40.53% of the total. Voting rights of preferred shares are set in addition to the voting rights of ordinary shares

1.3.2 Shareholding in OR, subsidiaries, or associated companies exceeding 10% by parties of potential conflicts of interest

- None -

1.3.3 Relationship with the Major Shareholder's Businesses

OR's major shareholder is PTT Plc ("PTT"), as OR comes under the policy oversight of PTT's Downstream Petroleum Business Group.



OR's transactions and business collaboration with PTT and PTT Group include purchase of petroleum products under offtake agreements with PTT Global Chemical Plc, Thai Oil Plc, and IRPC Plc. In addition, OR hires PTT to provide services for receiving, storing, and distribution of products at PTT's storage terminals. OR engages in an O&M agreement for maintenance of the storage terminals, modification, change, and new construction work on such facilities as well as provision of services, operation, control and stewardship, receipt, storage, transport, pumping, blending, testing, quality assurance and distribution of petroleum products. OR also leases or sub-leases PTT's storage terminals or assets, or both, for receiving, storing, and distributing products.

OR engages in an agreement with PTT for business support services, under which PTT provides accounting and finance services, IT and communication services, and other corporate services. PTT also provides short-term loan facilities to OR under its intercompany borrowing and lending program designed to assist PTT Group affiliates where PTT holds less than 100% shares. Finally, OR engages in a long-term loan facility agreement with PTT TCC, wholly owned by PTT, to refinance its loans with PTT.

1.3.4 Shareholders

Top 10 major shareholders of OR as of September 9, 2021.

List of Major Shareholders	Number of Shares (Shares)	Shareholding Proportion (Percentage)
1. PTT Public Company Limited	9,000,000,000	75.00
2. Thai NVDR Company Limited	249,454,178	2.08
3. Ministry of Finance	153,349,808	1.28
4. GIC Private Limited	123,824,000	1.03
5. Mr. Sataporn Ngarmruengpong	118,688,600	0.99
6. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	85,516,500	0.71
7. Social Security Office	68,257,211	0.57
8. Bualuang Long-Term Equity Fund	56,801,460	0.47
9. STATE STREET EUROPE LIMITED	43,398,296	0.36
10. Bualuang Top-Ten Fund	36,310,221	0.30

Remarks:

PTT, as the major shareholder of OR, takes part in setting management and operating policies of OR through the approval of the Board of Directors. As of December 31, 2021, PTT has 5 representatives as OR's directors or executives out of 15 directors of OR.

1.4 Amount of Registered Capital and Paid-Up capital

Registered and paid-up capital As of December 31, 2021, OR has registered capital at the value of 120,000,000,000 baht, divided into 12,000,000,000 ordinary shares with a par value of 10 baht per share. It is issued and paid-up capital at the value of 120,000,000,000 baht and 12,000,000,000 common stock shares.

1.5 Issuance of Other Securities - None -

1.6 Dividend Policy

1.6.1 OR's Dividend Policy

Once the Board of Directors has decided on annual dividend payment, it must seek approval from the shareholders' meeting. An exception is made for interim dividend payment, which the Board can occasionally approve once profits satisfactorily accrue, after which must be reported to the next shareholders' meeting.

Each year, OR dividend payout ratio is no less than 30% of the net income under its financial statements after deducting all provisional reserves required by law and obligations. Such payment must not exceed OR's retained earnings, and should its financial

statements show a cumulative loss in earnings OR will disregard dividend payment. The Board examines the ability to pay dividends as required by law and OR's articles of association. To this end, OR primarily considers various factors for shareholders' interests, including the state of the economy, performance outcomes, its financial position, cash flow, investment plans, provisions for loan repayment and compliance with loan terms or for OR's working capital, as well as other necessities and future suitability as seen fit by the Board.

1.6.2 Profile of Dividend Payment

Year	2018	2019	2020	2021 ⁽¹⁾
Net profit per share (THB)	0.60	1.21	0.98	0.99
Dividend per share (THB)	-	0.37	0.78	0.46
Dividend payout ratio: net profit	-	30.6%	83.3%	46.7%

Remarks:

⁽¹⁾ The dividend payment of 2021 at the rate of THB 0.46 per share accounts for approximately 46.7% of the net profit in the consolidated financial statements, consisting of interim dividend for the first half of 2021 (from January 1, 2021 to June 30, 2021) at the rate of THB 0.27 per share and dividend for the second half of 2021 (from July 1, 2021 to December 31, 2021) at the rate of THB 0.19 per share. The payment of the interim dividend and the dividend for the second half of 2021 will be proposed at the 2022 Annual General Meeting of Shareholders on April 7, 2022 for acknowledgment.

1.6.3 Dividend Policy for Subsidiaries

Once the board of a given subsidiary has approved annual dividend payment, it must seek approval from the shareholders' meeting. An exception is made for interim dividend payment, which the board can occasionally approve once profits satisfactorily accrue, after which must be reported to the next shareholders' meeting.

The annual dividend policy of a given subsidiary is subject to the endorsement of its board of directors, which is then tabled for

the approval of the shareholders' meeting that year. In reaching its decision, the board reviews the ability to pay dividends as required by law and the articles of association of the subsidiary in question. Factors that go into this decision include the state of the economy, the subsidiary's performance outcomes and financial position, cash flow, investment plans, provisions for loan repayment and compliance with loan terms or the subsidiary's working capital needs, and other necessities and future suitability as seen fit by the Board.





2. Risk Management

2.1 Risk Management Policy and Plans

Effective risk management is crucial to corporate sustainability, for it supports goal achievement under business transformation, balanced responses to all stakeholders' needs, prevention of potential losses caused by assorted volatility, and pursuit of opportunities for business value addition. As a result, OR has engaged in continual risk management under the principles and approach of The Committee of Sponsoring Organization of the Treadway Commission (COSO-ERM), a universal standard for risk management. Risk management is a critical component of every OR business process, and comprehensive interlinking is essential. OR has defined a policy for corporate risk management binding all employees and appointed an ERM (Enterprise Risk Management Committee) to steer overall risk management for maximum efficiency.



This year OR underwent revision of its risk management policy to ensure alignment with its directions and strategies in pursuit of the Triple Bottom Line, balancing people, planet, and performance so as to grow with all stakeholders in a sustainable way. It also deeply values corporate reputation and image by avoiding conduct compromising its reputation or image and values IT strategies and risk management so as to strengthen business efficiency, with proper steps taken to preserve cybersecurity to ensure that no data leaks happen that could jeopardize its business.

2.2 Business Risk Factors

The key risk this year is the risk of the spread of the new strains of COVID-19. OR closely and continually monitored the spread of this deadly disease. The impacts on OR's businesses from COVID-19 are subject to factors including the periods of infection,

severity, extent of the spread, geographical impacts, impacts on domestic and international economic activities, and the stringency of public sector measures. At any rate, OR implemented the Business Continuity Management (BCM) to ease impacts, including definition of sales and service measures that are subject to changes in circumstances, electronic meetings and seminars, and the work-from-home regime. As a result, OR continuously operated its business successfully during the ongoing pandemic.

OR also analyzed business circumstances due to various crises of this year as well as external and internal factors, namely economic, social, political, technological, industrial, competition, and related factors to define key risk factors facing present and future operations. The four sets of corporate risks are described below.

1. Strategic Risks

Corporate Risk Factor	Key Risk Management Measure
<p>Strategic directions</p> <p>Dynamic innovations or technology, including shifting consumers' behavior, could usher in New Normal lifestyles that could shape OR's strategic directions, thus depriving OR of the ability to meet goals, manage investment, and achieve investment returns as planned.</p>	<p>OR defines long-term strategic and direction revision annually for alignment with volatile economic situations and megatrends. Brainstorming seminars are held among senior executives together with an STS (Strategic Thinking Session) workshop brainstorming session among senior executives and employees to steer business directions and strategies and present them to the OR Board for approval. It then communicates the outcomes to the workforce extensively and regularly so that they may develop strategies of their respective functions while developing their own business plans from strategic directions.</p>
<p>Driving OR into a digital-driven organization</p> <p>Ongoing is a dynamic digital technology trend and changing technological behavior of consumers. Should digital and IT operation lack linkage between the front-end and the back-end, thus causing delays, it could affect OR's competitiveness and cause loss of business opportunities. Even worse, OR will not be able to truly drive itself into a digital-driven organization.</p>	<p>OR has mapped out plans for driving a digital-driven organization, falling into two groups:</p> <p>1. Application/software (front-end)</p> <ul style="list-style-type: none"> • Map out an IT master plan (joint definition of a system development plan for each OR business) to establish business flexibility and seamless customer experience. • Drive the use of standard platforms and reduce the development of legacy systems.

Corporate Risk Factor	Key Risk Management Measure
	<p>2. Multi-cloud, network, and security infrastructure (back-end)</p> <ul style="list-style-type: none"> • Define a master plan on infrastructure and security to accommodate operational excellence, infrastructure for front-end, and digital marketing service. • Drive infrastructure and security as a service. • Develop enterprise architecture and intensively control change & configuration management.
<p>Personnel and organization structure</p> <p>OR's domestic and international investment growth strives for new business opportunities; the company is also applying digital technology and innovative systems to drive businesses. Therefore, if OR cannot recruit and develop enough skills and experience to keep pace with others or if the organization structure, manpower, capability, knowledge, and corporate culture discourage OR's competitiveness or ability to attract talents and establish sustainable growth, its long-term business operations and goal achievement could suffer.</p>	<p>At OR, we undergo organization restructuring and revisit operating models in line with strategic directions and have defined written policies and procedures for human resource (HR) development together with procedures for planning short-term and long-term administration of manpower for the entire organization.</p> <p>1. Structure</p> <ul style="list-style-type: none"> • Revise the organization structure and operating model in line with strategic directions, nature of business, and trends of each business. <p>2. Capacity</p> <ul style="list-style-type: none"> • Revise the manpower compatible with the industry. • Recruit from inside as the top priority in order to create suitable career paths. • Recruit from outside those with additional specific skills and experience for key positions. <p>3. Capability & Culture</p> <ul style="list-style-type: none"> • Develop employees by Development Roadmap & Experienced (Career Path). <p>4. Development Roadmap</p> <ul style="list-style-type: none"> • This roadmap consists of competency development to improve capability and the OR DNA culture. It defines executives' leadership roles in driving capability development and changing employees' behavior (role models). <p>5. Process</p> <ul style="list-style-type: none"> • This is done by improving work processes and applying digital technology to raise corporate efficiency. <p>6. Delegation of Authority (DOA)</p> <ul style="list-style-type: none"> • Revise the suitability of delegated authority of administration and decision-making. • Promote empowerment. <p>7. Set up an Incubator Team</p> <ul style="list-style-type: none"> • in support of new domestic and international businesses.

2. Operational and Business Risks

Corporate Risk Factor	Key Risk Management Measure
<p>Quality of goods and services</p> <p>OR values the quality assurance of goods and services. If these fail to meet standards, causing customers' dissatisfaction, OR's reputation and image will suffer.</p>	<p>OR commands measures to manage these risks by way of an end-to-end process of operating control, ranging from supply to delivery of goods and services to customers strictly against the standards, manuals, and procedures for various operations. In addition, OR manages complaints and inputs on its goods and services through the 1365 Contact Center or 1365@pttor.com e-mail.</p>
<p>Corporate reputation</p> <p>Diverse expectations among stakeholders and current technological progress have accelerated communication, which could in turn accelerate viral spread of events and news issues affecting OR. If OR cannot fully deal with negative issues or cannot efficiently communicate with stakeholders, this could harm its business image and stakeholders' confidence.</p>	<p>OR commands the following measures for managing corporate reputation:</p> <ul style="list-style-type: none"> • Monitor data, news, and related issues closely to rectify possible misunderstanding promptly. In addition, OR commands tools for receiving and handling complaints so that they may be remedied to closure. • Conduct proactive communication in parallel with planning management of negative issues and crisis communication. Also, anticipate negative issues and duly as well as periodically revise them to prevent and handle contingencies at all times and in a timely way. • Manage the mass media efficiently and systematically.
<p>Cybersecurity</p> <p>Threats and cybersecurity issues are on the rise, wielding a wide range of impacts, including theft of key data, attacks by computer viruses, ransomware, data robbery, and system penetration in an attempt to control them. As a result, key corporate data and business secrets could be compromised or business could face disruption, thus harming the business and image.</p>	<p>OR values preventive and mitigating actions to avoid becoming a target of attacks and has launched a cybersecurity roadmap to raise its safety and efficiency, including:</p> <ul style="list-style-type: none"> • Adopt the firewall system and leverage the Security Operation Center (SOC) to prevent attacks and data leaks. • Procure, install, and deploy the Cloud Access Security Brokers (CASB) and Data Leak Protection (DLP). Software is installed in the company's computers for access control, attack and data leak prevention. • Audit the IT system and assess risks arising from loopholes regularly. • Educate employees on the prevention of data leaks to the outside. • Buy cyber-insurance. • Command a BCM system to sustain threats to OR's information systems.

Corporate Risk Factor	Key Risk Management Measure
<p>Economic crises</p> <p>Natural disasters, social unrests, or pandemics (including the still-uncertain, mysterious COVID-19) could continue to affect the economy, leading to national and global economic crises, which could in turn harm OR's businesses.</p>	<p>OR values the management of external risks, particularly the spread of COVID-19, which could lead to economic crises. Below are its risk management practices:</p> <ul style="list-style-type: none"> • Simulate economic failures leading to economic crises. • Analyze impacts on the company from such crises. • Consider mitigation approaches to stay prepared for unfavorable possibilities, including cash management, debt management, EBITDA recovery, and stakeholder management. • Develop and review a mitigation plan for each situation by the level of severity to enable the company to operate and maintain its performance outcomes. • Define and monitor various situations and key indicators.

3. Financial Risks

Corporate Risk Factor	Key Risk Management Measure
<p>Foreign exchange risks</p> <p>OR values foreign exchange management in the group that operates international businesses where exchange rates are filled with uncertainty. It also values differences in business transactions and circumstances leading to significant impacts on the company.</p>	<p>OR commands a foreign exchange risk management policy to enable itself to achieve risk appetite. Its ambition is not to profit from currency exchange rates:</p> <ul style="list-style-type: none"> • Review risk management practices and investigate the nature of risky transactions concerning foreign exchange in those that conduct overseas businesses. • Monitor news and intelligence on economics and public policies facing each international subsidiary company group so as to identify tools and procedures for foreign exchange management guidelines. • Propose risk management guidelines and develop foreign exchange risk management plans in conjunction with financial executives of international subsidiary companies.
<p>Investment risks</p> <p>OR commands investment plans to grow its competitiveness, growth, and long-term business sustainability. It continually explores new investments of its own and investments made through Group companies. These businesses could yield off-target investment returns or project/plan operation could be delayed; alternatively, they could face cost overruns. Therefore investment risks are dearly valued by OR, for if returns or performance under strategic directions differ from plans, OR's bottom line could suffer.</p>	<p>Below are OR's investment risk management measures:</p> <ul style="list-style-type: none"> • Pursue investment opportunities in businesses with decent long-term growth rates and sustainability, thus resulting in decent investment returns through suitable investment in line with circumstances as well as the New Normal trend.

Corporate Risk Factor	Key Risk Management Measure
	<ul style="list-style-type: none"> • Institute an SIM (Strategic Investment Management) process, where a committee screens, monitors, and reports investment items to aid decision-making by the Management Committee and the Board (as applicable). This mechanism ensures that a given investment yields optimal returns and efficiency alike. OR also requires certain units responsible for administering Group companies and assigns parties to supervise Group companies for operating approaches that strictly align with OR's policy and strategic scopes and directions; it also requires that voting on critical matters at shareholders' meetings or board meetings of Group companies secure OR's prior endorsement. • Set up a pre-investment and post-investment screening process, with systematic project progress monitoring to ensure that OR's investment projects can indeed proceed as planned. • Manage cash flow by estimating daily and monthly cash flows, monitoring daily cash ending management, and mapping out measures for adding liquidity.

4. Compliance Risks

Corporate Risk Factor	Key Risk Management Measure
<p>Compliance with the Personal Data Protection Act</p> <p>OR takes seriously risk management for data stewardship and oversight of compliance with applicable laws and regulations, namely the Personal Data Protection Act. Should OR fail to manage such risks, it would harm OR's business continuity, credibility, image, and reputation, not to mention significant litigations.</p>	<p>OR commands preventive and mitigation measures for this risk as highlighted below:</p> <ul style="list-style-type: none"> • Communicate and educate employees on the requirements of the new law to ready measures for actions and compliance with it. • Prepare legal documents for alignment with requirements and formulation of preventive and corrective measures for business-as-usual and challenging circumstances. • Study, design, and manage IT systems to accommodate applicable personal data management, including design of storage and gathering of data through a data governance system or design of a management system to accommodate the exercise of rights by personal data owners. • Buy insurance against perils and losses because of personal data management.

OR is convinced that implementation of these measures would lessen risks, enhance opportunities for sustainable growth, and enable the company to achieve goals under the directions and strategic plans.

2.3 Risk Factors for Securities Holders' Investment

OR cannot guarantee that the market price of its shares will remain at the same or comparable levels. Share prices may fluctuate with various factors beyond OR's control, including:

- Actual or projected volatility of OR's performance
- Economic or political circumstances or events at the global, regional, or local level
- Epidemics/pandemics (including current COVID-19 situations)
- General stock market conditions
- Domestic or international oil market conditions
- Domestic or international non-oil market conditions
- Attitudes toward entrepreneurial opportunities (industry and general)
- Discrepancies between actual operating performances, financial results, and performance results previously forecast by investors and analysts
- Guidance or attitudes of analysts toward OR's securities or industry
- OR's liquidity traded on the stock market
- Changes in consumers' behavior affecting the financial industry, general state of the economy, stock market situations, and other events or factors
- Tight regulations or restrictions facing OR's industry as required by government agencies, including improvement and amendment of laws and regulations
- Tax code changes
- Fluctuations of interest rates and market prices of debt instruments and equity instruments
- Exchange-rate fluctuations and forex control measures of the Bank of Thailand
- Lawsuits and investigations by government agencies, regardless of credibility
- Progress made in competition, business acquisition, or strategic partnership arising in OR's industry
- Acquisition or loss of key OR personnel or personnel of OR's competitors
- Changes in market valuation methods and stock prices of listed companies operating in a similar manner as OR
- Volatility of stock prices on SET.

These and other potential factors could cause the market price and demand for OR stocks to fluctuate, which could in turn bar investors' immediate sale of OR shares, thus harming OR's stock liquidity. During a period of stock fluctuation, shareholders might gather to prosecute OR or the securities-issuing authority. Should any shareholder prosecute OR, or if the court rules against it, the company might be liable for massive compensation, and hence OR's management time spent could be likewise affected.





3. Driving Business Towards Sustainability



3.1 Policies and Goals in Sustainability Management

OR's sustainability management places emphasis on material issues of the organization, which are derived through thorough assessment and prioritization based on two factors, namely significance to OR's business operations and the expectation level of internal and external stakeholders, in line with the Global Reporting Initiative (GRI Standards), which stipulates four key areas for reporting: stakeholder inclusiveness, sustainability context, materiality, and completeness. (For more information, please refer to the 2021 Sustainability Report on OR's website.)

In 2021, OR issued a revised order for the appointment of the Sustainable Business Cooperation Executive Committee. The Committee is chaired by the Senior Executive Vice President of Corporate Strategy, Innovation and Sustainability, with 22 representatives from different business units and other supporting agencies serving as members. The Committee is responsible for approving both OR's strategic sustainability plans and operational sustainability plans and ensuring their consistency with PTT Group policies. Other tasks include the consideration, approval, and review of OR's material issues, the promotion of sustainability in the operation of relevant agencies in accordance with sustainability strategies, and the approval of OR's annual sustainability report.

Furthermore, OR has established OR New Strategic Framework, in which OR's material issues are used as an input in the formulation. As it is OR's intent and conviction that "everyone" is entitled to opportunities to grow towards success, towards a better quality of life, and alongside a healthy environment, OR is ready to create such opportunities for everyone and extend them to people we love in a sustainable manner both today and in the future.

Playing a vital role in promoting OR's sustainable development, OR New Strategic Framework focuses on environmental, social, and economic growth responsibility in order to create value to all stakeholders in a balanced manner and operate in line with PTT Group sustainable management. OR has also set OR 2030 Goals, which cover activities in three dimensions, namely Performance, People, and Planet, as detailed below.



Given the aforementioned intent, OR operates in adherence to the latest Sustainable Management Policy, announced in 2019, which has incorporated the sufficiency economy philosophy and the Sustainable Development Goals (SDGs) to ensure suitability for the organization. The policy serves as guidelines for business operations and helps to reduce environmental, social, and governance and economic (ESG) risks across all business processes related to OR and its affiliates. The policy also specifies material issues, namely compliance with laws, regulations, and international practices; the preservation of environmental, social, and economic balance with consideration to all stakeholders; the reduction of impact from activities across the value chain; the utilization of the organization's strengths; the application of technologies for innovation development and business growth alongside communities and society; and continuous environmental conservation efforts.



(Further details on our policy and strategy can be found in the submenu of Sustainability Policy and Strategy underneath the main menu of Sustainability at <https://www.pttor.com/en/sustainability>)

OR 2030 Goals correspond with nine of the United Nations' SDGs, which can be divided into five key goals for OR, namely No.8: Decent Work and Economic Growth, No.7: Affordable and Clean Energy, No.12: Responsible Consumption and Production,

No.11: Sustainable Cities and Communities, and No.10: Reduced Inequalities, and four goals relevant to OR's business operations, namely No.13: Climate Action, No.4: Quality Education, No.3: Good Health and well-being, and No.2: Zero Hunger.

OR 2030 GOALS

Key goals for OR



Affordable and
Clean Energy



Sustainable Cities
and Communities



Decent Work and
Economic Growth



Responsible
Consumption
and Production



Reduced
Inequalities

Goals relevant to OR's business operations



Zero Hunger



Quality Education



Good Health
and Well-Being








Climate Action

3.2 Stakeholder Management

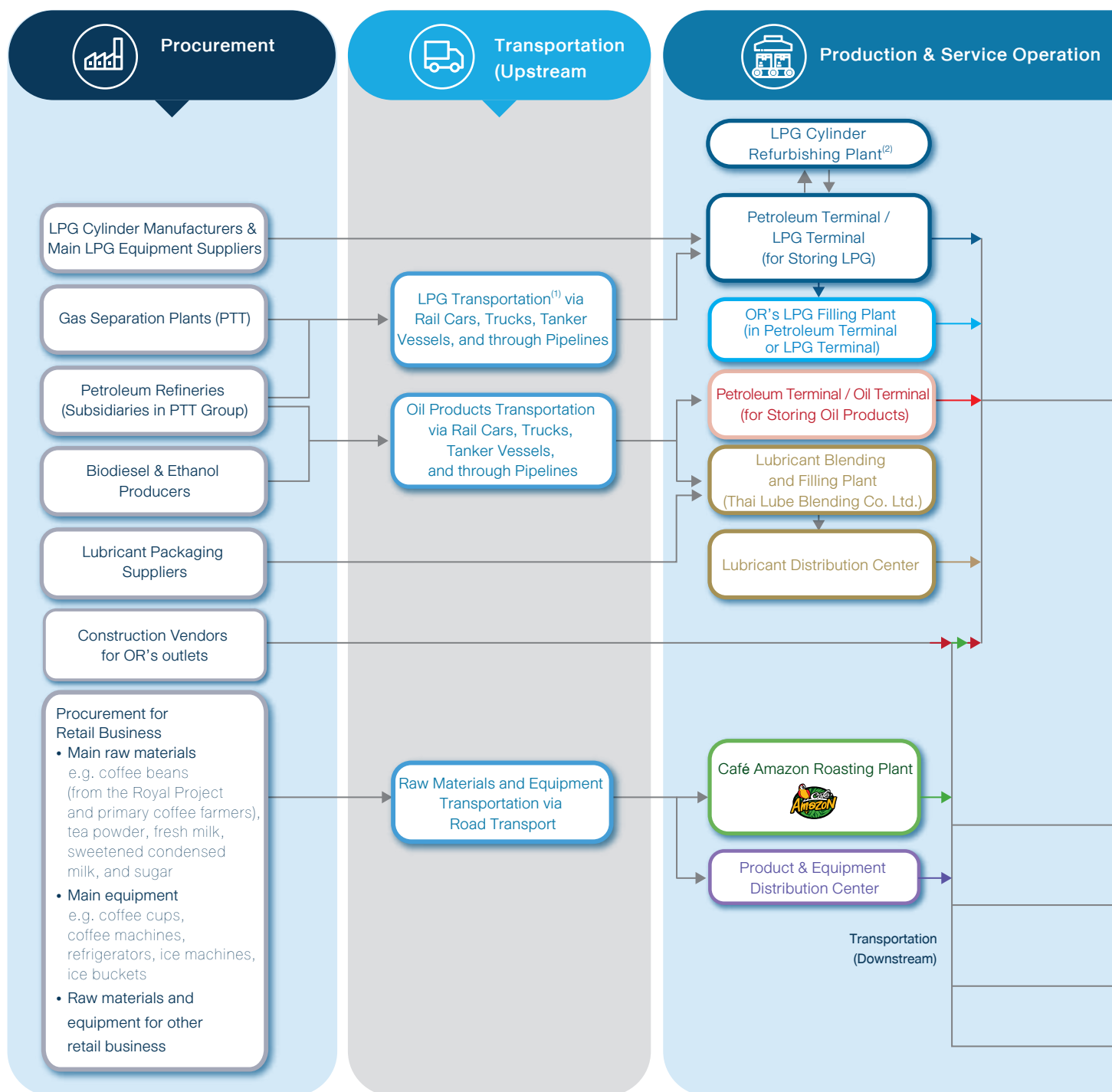
3.2.1 Business Value Chain

OR's business structure comprises three business groups: Oil Business, Non-Oil Business, and International Business. The key activity in the Oil Business is the distribution of petroleum products through retail, commercial, and lubricant business. The primary products include gasoline, diesel, liquefied petroleum gas (LPG), jet fuel, fuel oil for marine vessels and industrial users,

and lubricants. The Non-Oil Business operates coffee shops, convenience stores, food and beverage shops, and the management of space within its stations, while the International Business engages in both oil and non-oil operations through subsidiaries established overseas. Each activity is related to OR's key stakeholders as detailed below.

OR's Value Chain	Key Stakeholders and Relevance to Activities
 Material Procurement	Country: Maker of laws/regulations/standards Shareholders: Owners of the cost of capitals Suppliers: Providers of raw materials Society and Communities: Those potentially affected by the procurement process
 Transportation	Country: Maker of laws/regulations/standards Suppliers: Providers of raw materials Society and Communities: Those potentially affected by the delivery process
 Production and Service Operation	Employees: Operators Country: Maker of laws/regulations/standards Shareholders: Owners of the cost of capitals Suppliers: Providers of raw materials and machinery Society and Communities: Those potentially affected by business operations
 Product and Service Delivery	Country: Maker of laws/regulations/standards Shareholders: Owners of the cost of capitals Suppliers: Providers of products and services Society and Communities: Those potentially affected by the provision of products and services Customers: Receivers of products and services
 Support Activities*	Employees: Operators/developers of technology, products, and services Country: Maker of laws/regulations/standards Shareholders: Owners of the cost of capitals/decision makers Suppliers: Providers of raw materials and machinery Society and Communities: Those potentially affected by business operations in different activities Customers: Receivers of products and services

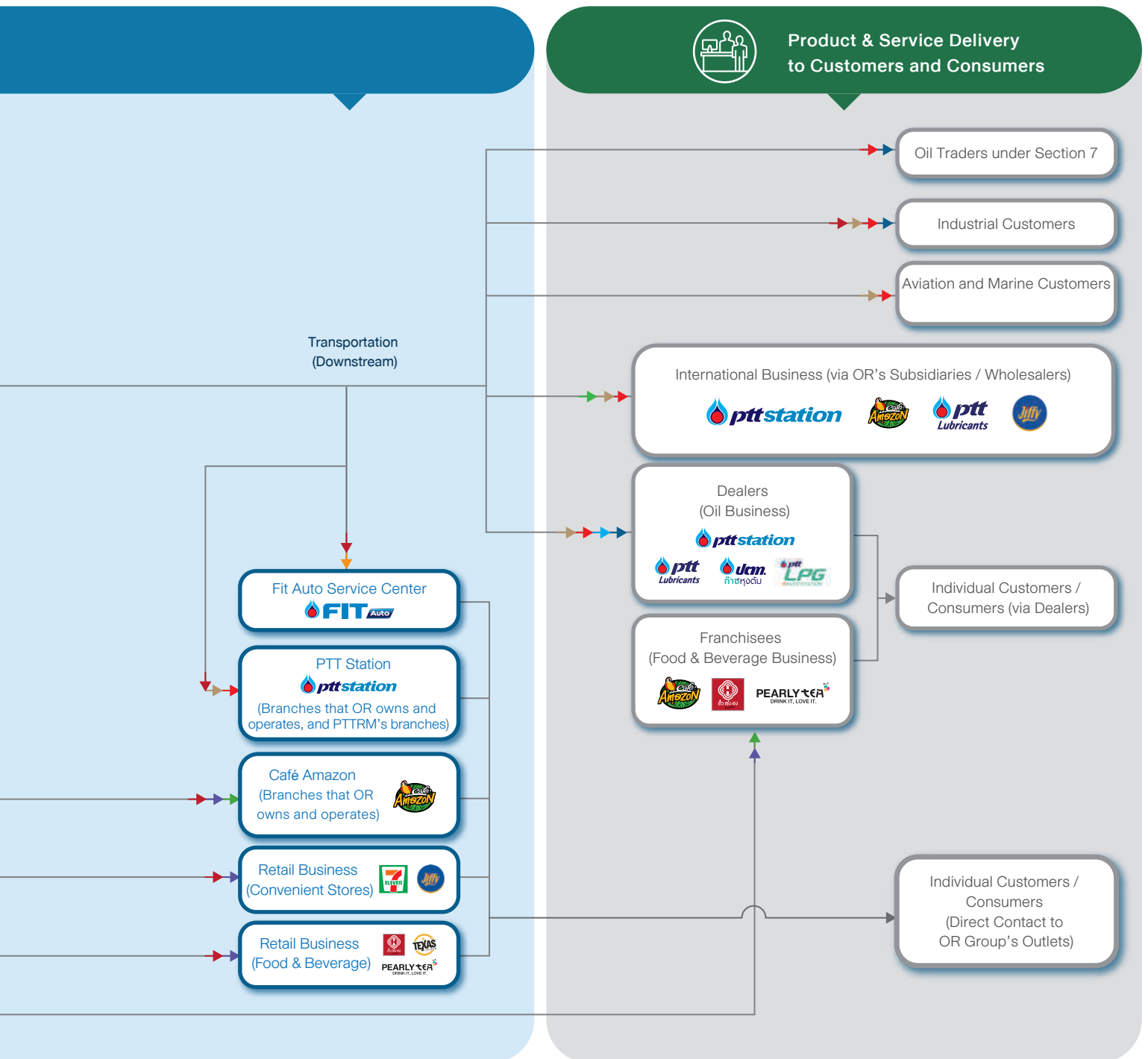
OR Value Chain and Scope of Operation



¹ LPG from PTT's Gas Separation Plants is transported through pipelines to Khao Bo Ya LPG Terminal and Ban Rong Po LPG Terminal, then further transported via trucks, tanker vessels, and rail cars to other LPG terminals or petroleum terminals. The majority of LPG is derived from gas separation plants. However, petroleum refineries are additional LPG supply source as well.

² LPG cylinders of all sizes are sent back to petroleum terminals or LPG terminals when they are due for legal safety testing or they deteriorate to an unacceptable level. Those LPG cylinders are forwarded to LPG cylinder refurbishing plants for testing, restoring, painting, and screen-printing, so that they are ready to be filled with LPG again.

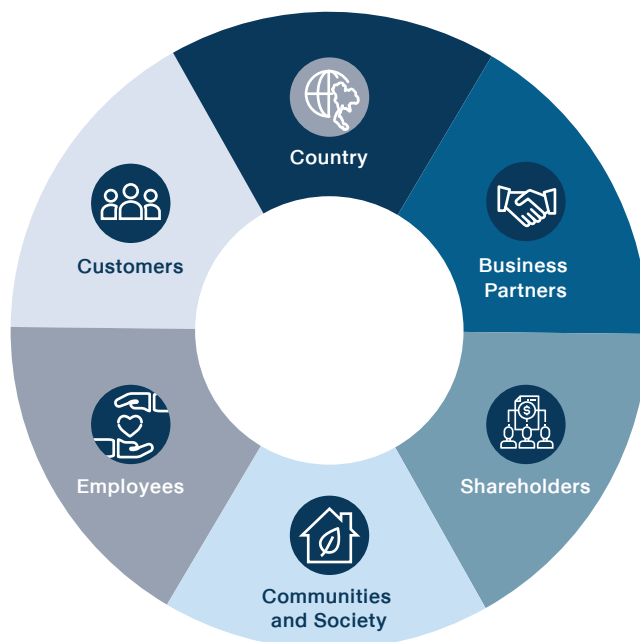
³ The chart covers only the scope of OR's sustainability data reporting in 2021 and does not include some other facilities, such as the dry mix production facilities and the central bakery facilities.



3.2.2 Analysis of Stakeholders in the Business Value Chain

3.2.2.1 Stakeholder Identification

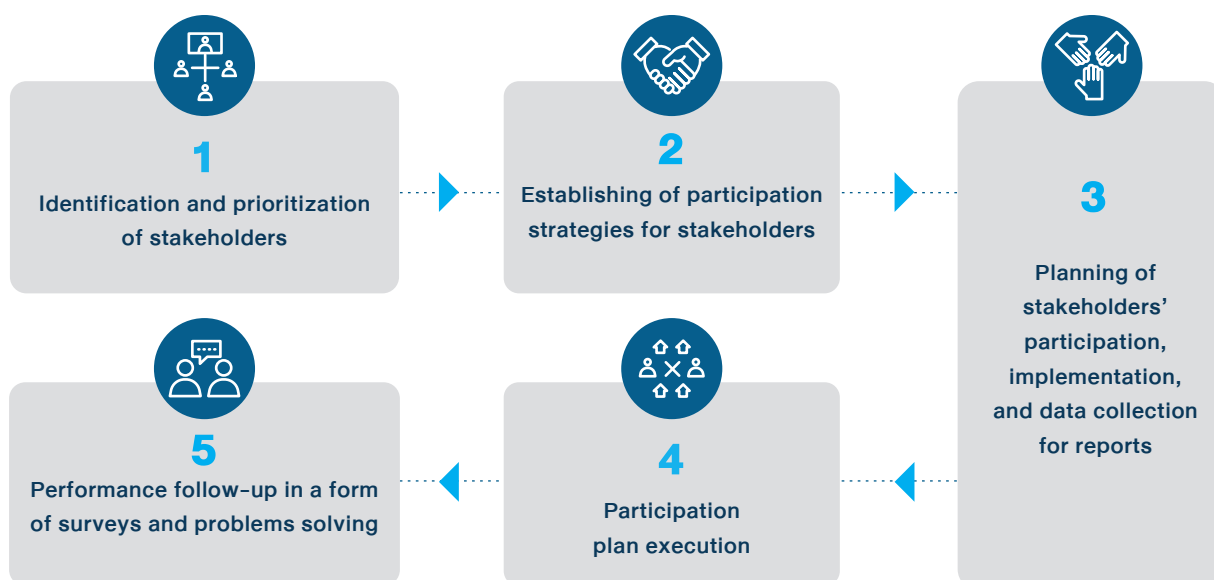
OR's stakeholders can be categorized into 6 groups:



3.2.2.2 Analysis of Stakeholders in the Business Value Chain

OR fosters engagement with different stakeholder groups as suitable for the occasion and the level of the relationship in both formal and informal manners to collaboratively drive positive changes and minimize potential negative impacts on all parties. Guidelines for stakeholder engagement are as follows:

Guidelines for stakeholder engagement are as follows



Based on a sustainability management framework that focuses on striking an economic, social, and environmental balance and encompasses all stakeholders for business sustainability, OR has developed the Stakeholder Engagement Guidelines and established an approach to the efficient fostering of stakeholder

participation, which includes stakeholder analysis and identification, stakeholder prioritization, and the establishment of engagement guidelines for OR's key stakeholders in accordance with the AA1000 Stakeholder Engagement Standard. The outcome can be summarized as follows.


Insights from Stakeholder Opinions

Key stakeholders	Engagement building guidelines	Concerns or expectations	Guidelines for addressing concerns or expectations
Country 	<ul style="list-style-type: none"> Supporting relevant government policies, such as the national strategic energy plan, petroleum transportation and operation safety policies, and environmental policies Contributing to the constant growth of the Thai economy Tracking, cooperating, and attend seminars/meetings with government agencies on a regular basis Submitting complete and accurate relevant performance reports to government agencies 	<ul style="list-style-type: none"> OR's business policies associated with renewable energy that may affect the business operations OR's involvement in creating economic growth, income distribution in the country, as well as improving the quality of life and building the community's economy at a local level OR's business operations which have caused environmental impacts, such as greenhouse gas emissions OR's business operations adhering to circular economy principles which focus on reducing domestic resources consumption 	<ul style="list-style-type: none"> Supporting relevant policies of the government sector Integrating business concepts related renewable energy, clean energy, energy consumption, reduction of waste from business operations to support the future transition of energy and address environmental concerns
Shareholders/ investors 	<ul style="list-style-type: none"> Creating and ensuring ROI for shareholders/investors Communicating information related to business operations to investors, investment analysts, and shareholders in a complete, transparent and equitable manner via appropriate communication channels on a regular basis at appropriate intervals, such as at annual general meetings of shareholders, annual analyst meetings, annual reports, and websites Providing 24-hour channels for opinions, recommendations, and complaints via 1365 Contact Center and website Good corporate governance 	<ul style="list-style-type: none"> The continued growth of OR's business performance amid the challenges and volatility of the business context Business strategy adjustment to be in line with ESG guidelines, which are an international business framework 	<ul style="list-style-type: none"> Applying the ESG principles and concepts to the formulation of strategic and business plans and clear success indicators according to 3Ps (Performance, People, Planet) and ESG Developing and improving relevant innovation to sustainably and continuously expand ROI Preparing and disseminating the ESG report to raise awareness and foster confidence among shareholders and all stakeholders towards OR's business directions

Key stakeholders	Engagement building guidelines	Concerns or expectations	Guidelines for addressing concerns or expectations
Business partners 	<ul style="list-style-type: none"> • Conducting business with business partners with transparency, fairness, and equitability • Mutually enhancing efficiency and fostering business growth • Building and developing good relationships with business partners through meetings, seminars and site visits at appropriate intervals • Establishing assessment criteria and assessing performance after product or service delivery • Organizing training to provide relevant and necessary knowledge in line with OR's way of conduct, such as business ethics, labor practices, and safety standards • Conducting annual business partner satisfaction surveys • Providing 24-hour channels for opinions, recommendations, and complaints via 1365 Contact Center • Organizing meetings with transportation contractors to communicate OR's policies to them and listen to their issues/obstacles so as to seek solutions together, and holding annual seminars to foster good relations with transportation contractors 	<ul style="list-style-type: none"> • Compliance with rules and regulations regarding OR's procurement procedures which are complex and time consuming • Potential impact from the implementation of ESG principles in business partner treatment across the value chain in accordance with OR's policy • Concerns over the continuity of agricultural product procurement from local enterprises for OR's business operations 	<ul style="list-style-type: none"> • Improve the efficiency of procurement-related work processes and applying technology to reduce steps and document processes • Establishing procedures in working with business partners to address concerns and build cooperation to improve ESG operations according to OR's policy • Providing knowledge and developing community enterprises regarding agriculture, production, and distribution, in order to ensure that agricultural products from local communities meet OR's standards and helping to create mutual business growth in a sustainable manner • Improving IVMS (In Vehicle Monitoring System) by integrating data the fatigue management system into IVMS and improving work formats to enhance suitability and efficiency
Society and Communities 	<ul style="list-style-type: none"> • Taking into account potential impact of OR's business operations on society and local communities as well as demonstrating responsibility to the areas surrounding OR's business sites 	<ul style="list-style-type: none"> • Potential safety and environmental impacts resulting from OR's business conduct, placing emphasis on the safety and environmental operations of the petroleum, oil, and LPG terminals 	<ul style="list-style-type: none"> • Strictly following relevant operation manuals • Monitoring the quality and adequacy of safety and the environment according to defined standards and communicating results to the local communities • Developing eco-friendly products, such as gasohol and diesel products (B10, B20), which helps reduce the generation of PM2.5

Key stakeholders	Engagement building guidelines	Concerns or expectations	Guidelines for addressing concerns or expectations
Society and Communities	<ul style="list-style-type: none"> Contributing to the development of the quality of life and local economy in communities and integrating such efforts into the company's business conduct Fostering trust and better relationship with local communities surrounding OR's business areas by arranging various activities at appropriate intervals, such as site visits to local communities and open house activities for petroleum, LPG, and oil terminals for the local people and reporters Conducting community satisfaction surveys Providing 24-hour channels for opinions, recommendations, and complaints via 1365 Contact Center 	<ul style="list-style-type: none"> OR's contribution to environmental impact reduction to help decrease the severity of natural disasters and minimize their impacts on society and communities and to safe product transportation Community development through employment and revenue creation in communities surrounding OR's business sites for a better quality life quality and enhanced convenience Global activism on the environment and human rights necessitates greater attention to ESG in business operations. Reducing social disparity in terms of physical disabilities, income levels, gender, and age 	<ul style="list-style-type: none"> Overseeing operations to reduce impacts of OR's business operations, such as scheduling petroleum transportation time to avoid traffic jams and keeping away from main routes during long holidays Promoting a business model that foster community participation and contributing to the development of the quality of life and local economy through corporate shared value (CSV) or social enterprises, such as the Café Amazon for Chance project (the employment of hearing impaired and elderly individuals as baristas at Café Amazon), the procurement and sourcing of local coffee beans, the research and development project for eco-friendly coffee cultivation and production for sustainable development in cooperation with the Royal Project Foundation, the development of coffee cultivation with the administrative center of Yala province, and the Thai Det project Developing PTT Stations under the concept of "Living Community" to serve as the center of the community for the locals and meet the needs of society, communities, motorists, and travellers Developing PTT Stations under the concept of "Living Community" to serve as the center of the community for the locals and meet the needs of society, communities, and motorists Providing opportunities for people in society and communities to work under OR's brand of products and services to create more jobs and generate income Providing spaces in PTT Stations for farmers, locals, and SMEs to sell products and services, which helps generate income and promote local wisdom and innovative products

Key stakeholders	Engagement building guidelines	Concerns or expectations	Guidelines for addressing concerns or expectations
<p>Customers</p> 	<ul style="list-style-type: none"> Utilizing customer/consumer requirements as a starting point in designing business models Conducting safety inspection and drills at customers' LPG filling plants and LPG stations Fostering knowledge and understanding of OR's business strategy and direction for customers who are OR's dealers, such as by organizing annual dealer seminars (PTT Station dealers, LPG dealers, including filling plants, LPG shops, and LPG stations, and dealers of PTT Lubricants products), and regional roadshows for Café Amazon franchisees; no dealer seminar was held in 2021 due to COVID-19. Conducting site visits with dealers and franchisees on a regular basis Evaluate product and service quality standards by OR and mystery shoppers on a monthly basis Organizing training sessions for the capability development of related personnel Conducting annual customer and consumer satisfaction surveys Providing comprehensive services and assistance to customers through OR Customer Center Providing 24-hour channels for opinions, recommendations, and complaints via 1365 Contact Center 	<ul style="list-style-type: none"> Constant development of products and services' quality, standards, and variety to maintain market leadership Safety, occupational health, and environment impact in service areas under OR's brands of products and services Transparency and fairness in business conduct with dealerships Prompt response to requests for support and assistance Access to adequate high-quality energy and efficient energy consumption at fair prices Continuous and sustainable creation of mutual business growth alongside quality, safety, health, and the nutritiousness of the food and beverages under OR's brands 	<ul style="list-style-type: none"> Analyzing suggestions and complaints to determine root causes and resolve issues in a prompt and systematic manner Organizing workshops to enhance product quality and improve facility formats to suit available sites. Creating a knowledge base (KB) for relevant and necessary information for prompt response to inquiries from customers and consumers Developing innovation, business ecosystems, and digital technology to upgrade customer service in a comprehensive manner Establishing food and beverage quality standards and creating new food and drink items that promote good health Developing innovation and technology for clean energy and energy efficiency to accommodate future demand Putting in place quality assurance (QA) and coaching to control the service quality of the staff via 1365 Contact Center and improving the interactive voice response (IVR) menus and call flows in the OR New Contact Center project Surveying the needs of franchisees to develop the franchise portal and communication system

Key stakeholders	Engagement building guidelines	Concerns or expectations	Guidelines for addressing concerns or expectations
Customers	<ul style="list-style-type: none"> Creating participation channels for OR's LPG dealers, including filling plants and LPG shops, and customers, such as PTT Gold Lucky Draw, Jud Phalang Kwam Aroi by PTT LPG Facebook page, Eat Guide content, and the "Tang Tang" SME support mascot 		<ul style="list-style-type: none"> Developing the Geo-Location AI&ML Analytics using big data and AI and machine learning technology, and developing the Café Amazon Mobile Application, to enable advance payment before picking orders at the store, thus catering to customers who do not wish to wait in line and promoting the rise of cashless society
Employees 	<ul style="list-style-type: none"> Implementing 5Es (envision, explain, execution evaluation, and engagement) to foster relations between top executives and employees Communicate necessary information at appropriate intervals via town hall meetings between top executive and employees at all levels, annual site visits throughout OR's regional worksites for opinion exchange with employees, and quarterly welfare committee meetings Establishing safe employee conduct during COVID-19 Conducting annual employee engagement surveys Receiving opinions via various channels (such as e-mail, LINE groups, and intranet) 	<ul style="list-style-type: none"> Sustainable employee development along OR's growth in a rapidly changing business landscape Guidelines and opportunities for career advancement for employees at all levels. Suitable working environments and spaces, adequate equipment in a good, ready-to-use condition, and welfare and safety in the workplace Provision of benefits that cater to the needs and lifestyles of employees 	<ul style="list-style-type: none"> Up-skilling and re-skilling employees to promptly equip employees with competency/skills that correspond with changes in OR's strategic directions Promoting continuous career advancement according to OR's human resources development plan Adjusting the work format, working space, and equipment through technology for suitability and developing new work models, such as flexi time, working from home, and virtual meetings Extending medical expense reimbursement to employees and their families, including their parents, and allowing employees to personalize their welfare package through welfare customization

3.3 Sustainability Management in Environmental Dimensions

3.3.1 Environmental Policies and Practices

OR implements environmental management in accordance with the framework defined in the Quality, Safety, Health, and Environment (QSHE) policy, which focuses on the control, prevention, and minimization of environmental impacts across the value chain, sustainable resource consumption in line with circular economy principles, the preservation of biodiversity and ecosystem, the prevention of pollution at the source, with the ISO14001 environmental management system used as guidance. Thus, in 2021, no violation of environmental and safety regulations and laws was found.

OR has established its annual environmental performance goals in line with its business strategies and goals as well as utilized the Quality, Safety, Health, and Environment Management System, in which the SSHE Performance Database is employed for the collection of the environmental performance indicators (EPIs) of all facilities operated by OR, including PTT stations and retail businesses. The Quality, Safety, Health, and Environment Department is tasked with monitoring their environmental performance and analyzed the data to further improve the environmental management process. In addition, environmental

investment data is collected using environmental management accounting (EMA), which helps with analysis, investment planning, and the improvement of the environmental management system.

Furthermore, OR supports the operational management system development of its suppliers through consultation, control, monitoring, and assessment to ensure alignment with the environmental standards agreed upon by OR and its suppliers. For operational procurement, QSHE requirements are also specified in the terms of reference (TORs) to control the environmental and safety management of the supplier and contractor. As for construction operations, contractors will be required to submit monthly QSHE reports for the purpose of tracking and reporting the environmental and safety performance of the project. In addition, supplier environmental management assessment has also been incorporated into OR's MR on Web.

(For the document about Quality, Health and Environment (QSHE) policy, can be downloaded in the submenu of Environmental Management underneath the main menu of Sustainability at <https://www.pttor.com/en/sustainability>.)



3.3.2 Environmental Management and Performance

3.3.2.1 Water Management

Placing emphasis on water resources, OR has required all facilities to record water consumption on the SSHE Performance Database on a regular basis so as to track and analyze water consumption in OR's areas of operation, the results of which are utilized to inform the formulation of water management targets and guidelines. In 2021, OR aimed to reduce its water consumption in its Phra Khanong headquarters. To this end, initiatives were undertaken to improve the water efficiency in the building, such as the reduction of water consumption in the cooling towers, water efficiency improvement through system activation control, the utilization of water from the treatment system and the fire suppression testing to water trees, the replacement of sanitary ware for enhanced water efficiency, and monthly preventive maintenance for the detection of irregularities.

3.3.2.2 Wastewater Management

OR has guidelines regarding the treatment of wastewater from petroleum terminals, PTT Stations, Café Amazon, and Texas Chicken, which may be contaminated with oil and grease and can be leaked into the environment. In response, OR has installed an efficient grease trap system at all petroleum terminals, PTT Stations, Café Amazon, and Texas Chicken outlets. It also regularly inspects the quality of the wastewater to ensure that the standards are met in all areas.



Currently, OR uses a centralized wastewater treatment system in all large PTT Stations, which is the same system utilized in industrial factories or large shopping malls. With this system, all wastewater from restrooms, restaurants, coffee shops, and all other activities within PTT Stations is collected and fed into the centralized wastewater treatment system, which helps increase

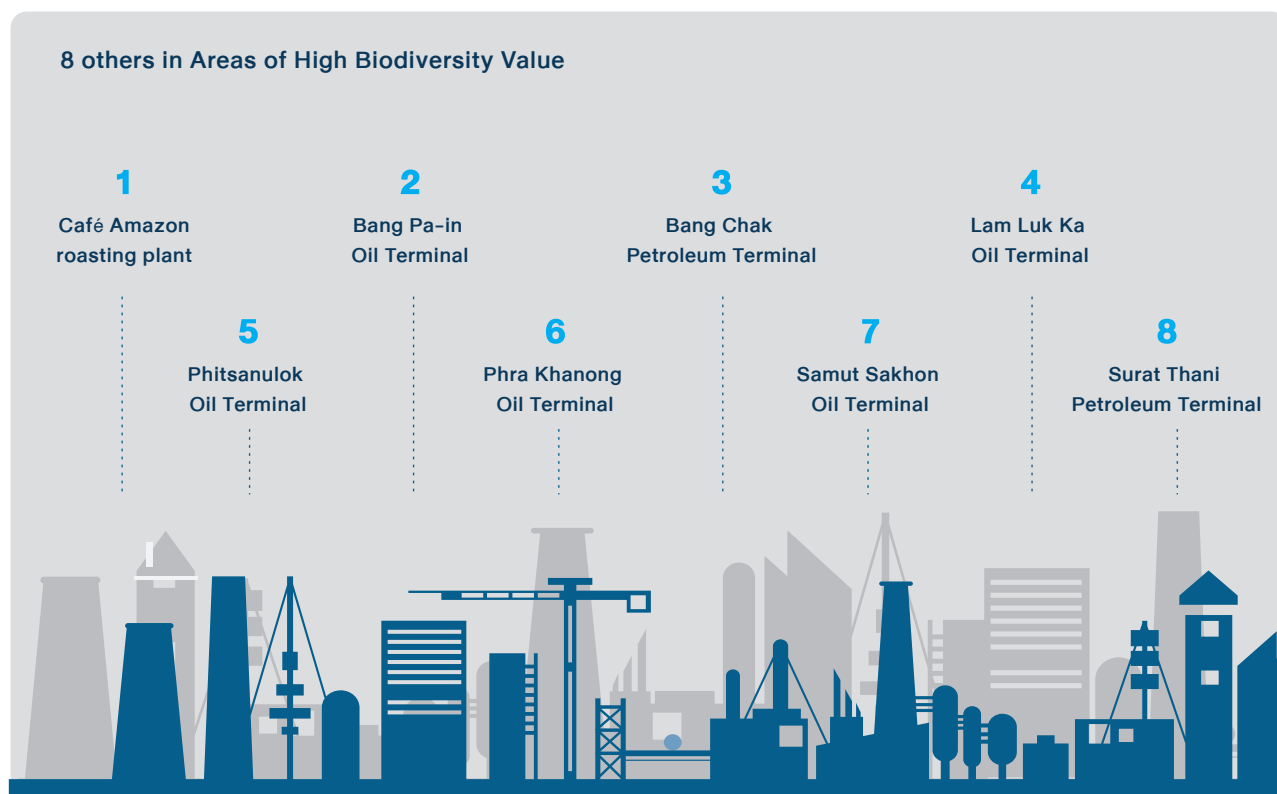
treatment efficiency and ensure that the treated water meets the standards stipulated by the law before it is discharged into public drainage systems. In addition, OR is improving its wastewater treatment system using state-of-the-art technology to ensure alignment with the guidelines and policies of OR and the government sector.

Furthermore, a working team has been established to oversee the wastewater management in PTT Stations and all the stores inside. The objectives are as follows.

- 1) *To resolve external complaints related to the quality of wastewater discharged outside PTT Stations and achieve zero non-compliance*
- 2) *To take part in planning OR's surprise checks of PTT Stations*
- 3) *To summarize the detected flaws and seek preventive measures to prevent recurrence*
- 4) *To communicate detected issues and wastewater management guidelines to the personnel of relevant agencies*
- 5) *To encourage the personnel of relevant agencies to submit non-conformity reports (NCR) upon detecting instances of non-conformity to standards/regulations that affect product and service quality or the occupational safety of employees and stakeholders or result in environmental impacts, so that responsible agencies can analyze and determine the root cause and solutions to prevent recurrence.*

3.3.2.3 Biodiversity Management

Recognizing that the biodiversity of flora and fauna is a natural treasure of all Thai people, OR operates its businesses responsibly to preserve such biodiversity and prevent impacts from its operations in risk areas. To this end, OR analyzed and assessed biodiversity risks using Biodiversity and Ecosystem Service Risk Assessment, which is a standard tool prescribed by PTT, in 2021 within the areas of its petroleum terminals, aviation depots, and coffee bean roasting plant, and found one area, Phuket Aviation Depots, to be located in the proximity of a marine protected area, and eight others in areas of high biodiversity value, namely:



With the level of biodiversity risk in OR's properties identified, OR will formulate a biodiversity action plan for areas of high biodiversity value to prevent potential impacts of its operations on vital natural resources in areas surrounding its business sites. In 2021, OR announced its Biodiversity and Ecosystem Service Risk Assessment Guideline and Biodiversity Loss Assessment Guideline.

3.3.2.4 Air Pollution Management

OR places emphasis on maintaining pollution control within the legally required level. The primary type of pollutants resulting from OR's operations is volatile organic compounds (VOCs), which are generated in operations related to fuel storage, transportation, and trading. Therefore, OR has created an inventory of VOCs resulting from the activities of its petroleum, oil, and LPG terminals, PTT Stations, and LPG cylinder refurbishing plants, which is updated annually to continuously monitor VOC evaporation in the designated areas. The data is then analyzed to develop systems and equipment that reduce the evaporation of VOCs into the environment. Initiatives undertaken include switching the fuel transfer method for tankers from top loading to bottom loading,

which is a closed system and thus reduces the evaporation of fuels during transportation and discharge, and introducing devices that draw vapors back into the fuel storage system, such as the vapor recovery units (VRUs) that have been installed on the fuel nozzles at all OR-operated PTT Stations and at various oil and petroleum terminals, namely Phra Khanong Oil Terminal, Lam Luk Ka Oil Terminal, Saraburi Oil Terminal, Surat Thani Petroleum Terminal and Songkhla Petroleum Terminal.

3.3.2.5 Waste Management

Major raw materials utilized in OR's businesses are oil, LPG, base oil, and coffee beans, which are processed into products for customers and consumers in the value chain, resulting in the following primary types of waste: sludge cake, oil-contaminated materials, coffee grounds, and plastic cups. For each of these waste types, OR has thus put in place management standards which are informed by academic knowledge and consistent with relevant laws and regulations. OR's activities, resulting waste, and management guidelines for each waste type are shown in the table below.

Business types	Significant waste types	Potential impact	Disposal
Oil terminals 	Sludge cake and oil-contaminated materials	<ul style="list-style-type: none"> • Environmental pollution • Health risks 	Disposal is carried out by waste disposal service providers with a license as legally required.
Lubricant bottling plants 	Scraps of plastic bags, contaminated bottles	<ul style="list-style-type: none"> • Environmental pollution 	Waste is recycled by waste disposal service providers with a license as legally required.
FIT Auto service centers 	1) Contaminated bottles 2) Used lubricants 3) Used batteries 4) Used tires	<ul style="list-style-type: none"> • Environmental pollution 	Waste is recycled by waste disposal service providers with a license as legally required.
PTT Stations / Café Amazon outlets 	1) General waste 2) Recyclable waste, such as plastics and glass bottles	<ul style="list-style-type: none"> • Breeding grounds for insects and disease vectors • Environmental pollution 	Waste is sorted and recycled by waste disposal service providers with a license as legally required. Coffee cups are processed into uniforms for Café Amazon baristas.
Café Amazon roasting plant 	1) Coffee grounds 2) Aluminum foil 3) Coffee bean bags	<ul style="list-style-type: none"> • Breeding grounds for insects and disease vectors • Environmental pollution 	Waste is upcycled into products for sale in Café Amazon, such as parrot mascots made of coffee grounds and eco boards made of aluminum foil. Coffee grounds are also used as fertilizers and compost for mushroom farming. Coffee bean bags are processed into bags for sale.

OR is also committed to reducing the amount of waste produced from its operations in accordance with the eco-efficiency principle by extending product lifespans and promoting resource efficiency by utilizing waste from one process for other purposes. OR has put in place waste management guidelines, which include waste sorting, reuse and recycling, and the use of waste as production materials for other products. It also works in collaboration with experts or agencies in various sectors, such as in the recycling of plastic waste collected from the “Yak Lak Yim” (Sort Waste for a Smile) project, a collaboration with companies in PTT Group to process a portion of the plastic waste collected into plastic fibers to produce shirts, the use of coffee grounds for furniture production for use in Café Amazon, and the production of business-to-customer upcycled products to support waste management and create a positive image for Café Amazon's brand.

Additionally, OR has carried out the “Zero Waste” project in PTT Stations to efficiently manage waste at its point of origin. This project includes the Waste Management Operation and Learning Center, which maximizes the use of waste generated in PTT Stations. This is evident in initiatives such as the production of compost from leftover food, the treatment of wastewater generated in PTT Stations for complete reuse without releasing it into the

environment and causing environmental impact, and the production of multi-purpose cleaning agents for use within PTT Stations. These projects are currently being carried out in the six following PTT Stations:

1. *Saraphi Branch*
2. *Laem Chabang Branch (inbound)*
3. *Laem Chabang Branch (outbound)*
4. *Western Outer Ring Road Branch (inbound)*
5. *Wang Chan Branch*
6. *Saraburi Branch*

As for non-recyclable waste, including both non-hazardous and hazardous kinds, OR has put in place measures to control and ensure appropriate disposal by service providers in compliance with the law. In addition, OR has set a goal to reduce the amount of hazardous waste destined to landfills to zero and successfully achieved this target in 2021 as no hazardous waste was sent to landfills.

(Further details can be found in the submenu of Environmental Management under the main menu of Sustainability at <https://www.pttor.com/en/sustainability>)



3.3.2.6 Oil and Chemical Spill Management

Oil and chemical spills affect not only the environment and surrounding communities but also directly harm the company's image. Consequently, OR continues to focus on preparation and response to oil and chemical spills and has established countermeasures that ensure the readiness of the equipment and personnel. OR also conducts drills annually at all oil and petroleum terminals and airport depots as well as provides

equipment for responding to oil and chemical spills in all areas. This allows OR to take immediate action and promptly respond to spill and leak incidents. OR has also collaborated with the Oil Industry Environmental Safety Group (IESG) to raise funds for the procurement of equipment for responding to increasingly severe leaks and spills. OR's funding for IESG in 2021 can be divided into two categories as follows.

Funding for IESG in 2564	Calculation	Amount of funding for IESG
1. Annual membership fee	Calculated from the amount of oil in liters sold or manufactured by the member in the past year	Annual membership fee = THB 1,356,000
2. One-off grant for the procurement of oil spill response equipment and other capability development initiatives for the year 2021	Calculated from the annual membership fees in the past three years	grant for the procurement of oil spill response equipment and other capability development initiatives for the year 2021= THB 2,916,000

Furthermore, OR has formed its guidelines based on PTT Group Company's Environmental Restoration Guidelines in the event of a spill or a leak that might impact the environment. In addition to oil and chemical spill drills, OR also carries out fire drills in all of its facilities every year.

3.3.2.7 Climate Change Management

OR strives towards a "low carbon society" concept and seeks to mitigate risks and promote climate resilience as outlined in the Quality, Safety, Health and Environment (QSHE) Policy. Strategy divisions in all lines of work have been informed to incorporate the risk assessment results into the formulation of annual strategic and business plans, and relevant issues have been included in OR's annual risk assessment. In addition, the Quality, Safety, Health, and Environment Department and the Sustainability Management Project have been assigned to act on OR's behalf as a working team to drive the implementation of PTT Group Clean and Green Strategy. Furthermore, greenhouse gas emissions have been included as a key performance indicator (KPI) of the organization. To this end, relevant divisions are required to formulate their action plans to achieve their reduction target, and their performance is monitored and analyzed for improvement and regularly reported to PTT Group.

Under OR 2030 Goals, OR has established an energy management plan and promoted the use of clean energy in all of OR's facilities, namely:

- Energy and utilities: OR promotes energy efficiency and develops energy and utilities that are friendly to society and the environment
- Climate change: OR promotes the use of alternative energy and the reduction of greenhouse gas emissions to slow down climate change. It has set a goal to achieve carbon neutrality by 2030 and achieve a net zero emission by 2050. Its immediate goal includes reducing greenhouse gas emissions by one third compared to the business-as-usual level by 2030.

In 2021, OR was registered in the Thailand Voluntary Emission Reduction Program (T-VER) by Thailand Greenhouse Gas Management Organization (Public Organization) or TGO, which also certified the amount of greenhouse gases that OR could reduce or stored. The two projects of OR involved were the installation of rooftop solar power generation system (Phase 1) and the promotion of the use of biofuels in place of basic diesel/ gasoline. As one of Thailand's leading energy businesses, OR strives to demonstrate its responsibility and contribute to the reduction and offsetting of greenhouse gas emissions both at the corporate and national levels to achieve a low carbon society efficiently and sustainably.



3.3.2.8 Energy Transition

OR is fully aware that the world's energy mix is expected to change significantly in the near future. A transition to clean energy will likely result in a decline in fuel consumption, which poses a threat to fuel suppliers. However, this transition has also created opportunities for OR in terms of the adaptation and growth. To this end, OR strives to further strengthen its mixed energy business for mobility to ensure a seamless transition.

For the oil business in the immediate future, the transportation sector will continue to use petrol as a primary source of energy. However, it is possible that the volume of fuel consumption may drop, especially in consumer groups switching to electricity vehicles (EV). It is projected that the proportion of electric vehicle users will significantly increase in the next 10-15 years, especially in the environmentally conscious urban consumers. However, consumers on a broader scale still consider other factors surrounding the use of electricity vehicles, such as battery performance, maintenance, and the availability of charging stations, all of which are vital variables for industries providing services regarding energy and mobility in the future.

Given the opportunities brought about by a transition towards electricity vehicles, OR leveraged the strength of PTT Stations as touchpoints for a wide range of consumers and installed an EV Station PluZ in a total of 99 PTT Stations in 2021 along major routes nationwide, with plans to expand the service network to cover more major routes across the country. In addition, OR is studying and making preparations to equip its FIT Auto service centers for the checkup and maintenance of electric vehicles in the future. Through big data analytics, OR will design EV ecosystem-related products and services for consumers in the future to raise awareness and maintain OR's sustainable growth in the era of energy transition.

3.3.2.9 Efficient Energy Consumption

OR encourages efficient energy consumption in all enterprises. To improve energy efficiency, each division is tasked with collecting its energy consumption and performance data and regularly performing analysis to determine its energy efficiency level. Activities related to energy use are monitored by the Quality, Safety, Health, and Environment Department.

Within its work sites, OR has implemented several measures to ensure efficient energy use. These include regular maintenance of equipment and machinery, replacement of energy-saving light bulbs, and initiatives related to energy conservation in buildings. For PTT Stations, OR has put in place guidelines to increase the use of renewable energy to support energy transition to reduce energy costs. In this regard, OR encourages all companies in Thailand and overseas to start using solar energy through the Solar Roof Feasibility Model, which can efficiently reduce energy consumption. In 2021, the initiative was introduced to eight more PTT Stations, where solar rooftop systems were installed to power the signs and digital fuel price displays, solar power generation systems were developed, and power storage equipment was installed for use within the stations. Solar energy systems were also introduced to stores and distribution centers and were made a required standard component in all COCO stations to launch in the future. In 2021, the total solar energy capacity stood at 345,284.40 kWh, and the solar energy generated in PTT Stations saved OR approximately THB 1,173,966.96 in electrical expenses.

3.3.2.10 Green Products

OR strives to reduce environmental impact resulting from its production process and encourage consumers to help reduce such impact through the use of OR's products and services. OR also supports government initiatives to promote the use of biofuels (bio-diesel B100 and ethanol), which are products under PTT Group Clean and Green Strategy, which seeks to reduce both direct and indirect greenhouse gas emissions and increase the proportion of revenue from low-carbon products. To this end, OR has made diesel (B7, B10, B20) and gasohol available at all PTT Stations while also continuing to enhance oil quality to meet consumer needs, support shifting engine technologies, and elevate the quality of life for Thai people.

Table showing biofuel procurement volumes

Year of procurement	2019	2020	2021
1. Procurement of biodiesel B100 (million liters)	513	566	527
2. Procurement of ethanol (million liters)	687	648	584

In addition to biodiesel, OR has developed various low-carbon products, which have been certified with the PTT Group Green for Life label, awarded to eco-friendly products within PTT Group, and the Green Cart label, issued to green products or services by the Pollution Control Department. OR's products that have been given such labels are listed below.



PTT Group Green for Life

Certified products include ENVIICO cleaning products, which are suitable for various surfaces, such as mirrors, automobiles, and fuel dispensers, and are used in Café Amazon to clean the floor, mirrors, tables, dishes, and bathrooms.



Green Cart Lubricants:

1. PERFORMA SUPER SYNTHETIC 0W-30
2. PERFORMA SYNTHETIC ECOCAR 0W-20
3. PERFORMA SUPER SYNTHETIC 0W-20
4. DYNAMIC SUPER COMMONRAIL 5W-30
5. DYNAMIC ULTRA PLUS 15W-40
6. DYNAMIC COMMONRAIL 10W-30
7. DYNAMIC SUPER COMMONRAIL 5W-40

Furthermore, on the basis of their environmental impact across the value chain of the products and services, a total of nine COCO PTT Stations have been certified with the Green Cart label by the Pollution Control Department. The initiative is aimed at promoting green procurement of products and services.

OR has also received Green Industry certificates, which are awarded to industrial facilities that are committed to eco-friendly operations, continuous development and improvement of manufacturing processes and environmental management, and social responsibility throughout the supply chain for sustainable development. A total of nine enterprises under OR have been received Green Industry certificates:

1. Ban Rong Po LPG Terminal
2. Bang Chak Petroleum Terminal
3. Nakhon Sawan Petroleum Terminal
4. Songkhla Petroleum Terminal
5. Surat Thani Petroleum Terminal
6. Sriracha Oil Terminal, PTT Plc. (operated by OR)
7. Lubricants Filling Plant
8. PTT Station, Western Outer Ring Road Branch
9. Café Amazon Coffee Roasting Plant

(Further details can be found in the submenu of Environmental Management underneath the main menu of Sustainability at <https://www.pttor.com/en/sustainability>.)

3.4 Sustainability Management in the Social Dimension

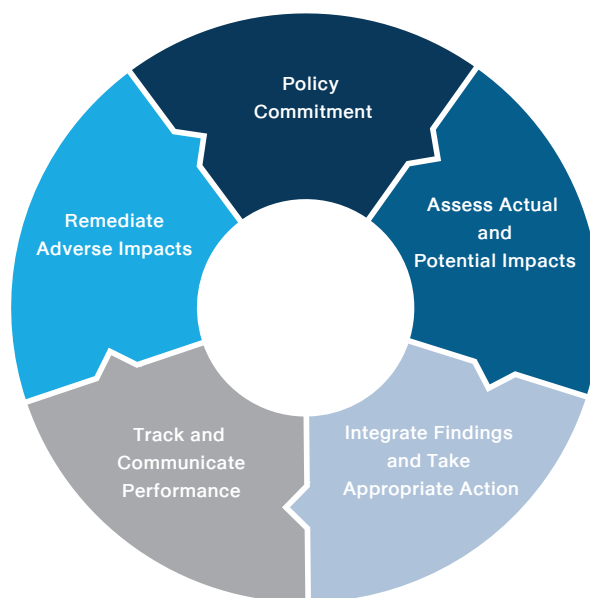
3.4.1 Social Policies and Practices

OR recognizes the significance of human rights in responsible and sustainable business operations and thus adheres to OR Human Rights Policy, announced in 2020, which is consistent with internationally accepted human rights standards and practices and compliant with international laws and local laws in every country OR operates in. (Further details on Human Rights Policy and our management approach can be found in the submenu of Human Rights underneath the main menu of Sustainability at <https://www.pttor.com/en/sustainability>)

OR strictly adheres to human rights practices in accordance with the process of human rights due diligence, which consists of the following steps:

- 1) Announce policy commitment: This step ensures a responsible and sustainable business practice and addresses all stakeholders who may be impacted by OR's operations.
- 2) Assess actual and potential impacts: This step is taken to identify current and potential human rights risks arising from OR's business operations across the value chain in collaboration with representatives from all business divisions under OR taking part in the monitoring and auditing.
- 3) Integrate Findings and Take Appropriate Action: OR integrates findings and takes action on human rights risks as well as identifies stakeholders who may be impacted by OR's business operations. The human rights risks are also prioritized by their significance for the organization to serve as guidelines for efficient impact mitigation and minimization that are consistent with human rights issues.
- 4) Track and Communicate Performance: All divisions related to human rights review and track OR's human rights management and measures and report the performance to the executives and relevant divisions for acknowledgment in order to ensure that such human rights risks are properly addressed and resolved.
- 5) Remediate Adverse Impacts: OR recognizes impacts of human rights violations resulting from OR's activities and thus places great emphasis on remediation actions. To this end, OR has provided whistleblowing channels and put in place various forms of remediation for stakeholders, both monetary, such as compensation, and non-monetary, such as the establishment of OR Customer Center, accessible via phone and websites, to receive opinions, provide consultation, and offer preliminary remediation to maintain OR's relationships with all of its key stakeholders.

OR's human rights due diligence



OR's human rights due diligence

OR has reviewed and identified human rights risks that may affect stakeholders, such as employees, customers and consumers, business partners, employees of business partners, and the local communities. The risks cover the entire value chain of the business process of the organization, from procurement, transportation (upstream), production, operation, all the way to the delivery of products and services to customers and consumers. The risks identified are as follows.

1. *working conditions;*
2. *occupational health and safety;*
3. *freedom of association and collective bargaining;*
4. *illegal forms of labour;*
5. *vendor discrimination;*
6. *community health and safety;*
7. *community standard of living;*
8. *community access to water and sanitation;*
9. *land acquisition;*
10. *consumer / customer health and safety;*
11. *data privacy for consumer / customer; and*
12. *consumer / customer discrimination.*

3.4.1.1 Human Resource Management



OR believes that a business owes its success to the capabilities of its personnel. As such, OR strives to develop the competency of its employees, who play a vital role as an engine that drives OR's businesses smoothly through a period of rapid transition and expansion towards steady growth and sustainability. To this end, OR has designed its learning programs and human resource development activities systematically as well as treats its employees at all levels equitably, embraces diversity, and respects all fundamental human rights. OR also focuses on fostering integrity alongside capabilities and encourages its employees to learn and develop themselves so as to be able readily respond to current and future business directions.

OR's human resource management policy attaches significance to continuous knowledge and skill development for employees through a transparent, fair, and accountable management process. In 2021, OR dedicated 80% of its efforts towards employee capabilities development initiatives, with special emphasis on succession plans for positions from division managers upwards, the ability to generate EBITDA/headcount, competency, leadership, and OR DNA, while devoting the remaining 20% of its efforts towards organizational structure development to ensure both the sustainable growth of the organization and the efficiency of OR employees.

OR has implemented systematic human resource management, beginning with a human resource management policy, a transparent, fair, and accountable human resource management process, a systematic recruitment process that seeks out personnel with knowledge, competency, and integrity, and continuous knowledge and skill development for employees. Furthermore, OR strives to become a desirable organization that can take care of and retain excellent, smart and competent employees in the long term through motivation and incentives for employees, while also cultivating corporate values and building engagement. OR believes that happiness at work and engagement with the organization will enhance employee's performance efficiency and ultimately lead to the organization's sustainable success.

3.4.1.2 Treatment of Customers and Consumers



OR takes pride in fostering and maintaining good relationships with its customers, which have played a key role in its long-standing business success. Today, given customer expectations for a greater diversity of products and services, coupled with a shift in customer behavior towards sustainability and the global increased transition to the digital world, efficient customer relations management and the ability to promptly respond to customer needs will help OR enhance customer satisfaction and strengthen the relationship with its customers.

Given its diverse business units, customer relations management is divided accordingly to ensure the effectiveness of the customer relations management of each unit. Despite COVID-19, the Ordering and Customer Relations Center Department was still able to receive orders and conduct voice of customer (VOC) management efficiently, while the relevant divisions of each business unit were still able to implement customer relations plans without interruption as well as conduct site visits to each region, which replaced annual dealer seminars. Furthermore, surveys were carried out to uplift customer and consumer experience, and the survey results and suggestions were used to inform the improvement of products and services in business processes and well as the development of platforms to better accommodate modern marketing activities and ensure compatibility with the current state of competition.

Furthermore, OR operates in compliance with its corporate governance principles. OR Customer Relations pledges that it will handle all complaints with equitability, transparency, and care, ensure fairness to all parties, set a suitable amount of time for investigation, and communicate remediation to the individual who has filed a complaint in a suitable manner. The name of the individual who files a complaint will be kept confidential to prevent any impact on them.

In addition to screening complaints and setting a period of time for complaint handling, OR also analyzes and tracks the status of remediation and rectification in response to a suggestion or a complaint. All complaints are recorded in the customer relationship management (CRM) system, which not only records all matters submitted by customers and is used to management customers' complaints, suggestions, and compliments but is also equipped with the knowledge management (KM) system. All recorded issues are submitted to responsible departments for remediation. These divisions are also responsible for collecting relevant data, such as the number of complaints, types of complaints, and how complaints are handled, as well as for analyzing and reporting them to the executives of each business unit for acknowledgment on a monthly basis.

The data received from customers is analyzed and reviewed in the meeting of OR Management Committee (ORMC) and the OR Group Quality, Safety, Health, and Environment Management Committee (OR QSHE GMC), chaired by OR's President and CEO. Key issues are identified and categorized according to business unit for the acknowledgment of the Board of Directors, who commands relevant departments to take remediation action and track the remediation progress of relevant complaints. All relevant departments are also encouraged to resolve its tickets according to its defined service level agreement.

In 2021, OR improved the investigation process for complaints received through 1365 Contact Center and grouped the complaints into clearly defined categories so that they could be addressed with greater accuracy and efficiency. In addition, the status of all complaints was reviewed in the quarterly meetings of top executives.

Operating a responsible and ethical business is one of OR's corporate values. In compliance its Information Technology Policy, OR has compiled the Corporate Governance and Code of Business Ethics Handbook, which stipulates customer confidentiality and guidelines for the use of customer data. Employees at all levels must sign to acknowledge and pledge strict compliance with the requirements in the handbook. Customer data that must be kept confidential include personal data, suggestions, compliments, and complaints. In the event that employees are involved in the suggestion or complaint made by a customer, the complaint officer must seek permission from the customer to disclose their personal data to the employees concerned. Personal data will be kept confidential in the CRM system in the event that the customer does not wish to disclose it.

3.4.1.3 Treatment of Business Partners

In OR's business value chain, business partners or suppliers, namely product or service providers, and labor and service contractors, are considered a significant component in passing the value of products and services to OR's customers and consumers. As such, OR treats its business partners in accordance with human rights principles, which include non-discrimination, establishing relevant practices, and ensuring that the operations of its suppliers and their employees in areas of operation and in the processes within OR's value chain are in compliance with OR's stringent health and safety regulations. Additionally, OR utilizes suppliers' human rights management practices as a factor in supplier screening to promote human rights and works with its suppliers to monitor the performance of its key suppliers through communication, company visits, and quality and sustainability assessment and audit in their sites of operation. In the event that any human rights violation is found, OR will take action according to its defined measures. OR expects all business partners to have in place a remediation process for those affected by human rights violation as a result of their activities or any activities where they are involved in such violation.

3.4.1.4 Local Community Engagement

Creating value for society has always been one of OR's major corporate missions. As its business operations are highly involved with communities by nature, OR places great significance on fostering cordial relationships and developing local communities to support its operations, in line with OR's vision to open up opportunities for mutual growth and conduct business while also bringing benefits to society and communities. OR also strives to reduce social disparity, elevate the quality of life, strengthen

community economies to form the foundation of the national economy, and create mutual value for both the organization and all stakeholders in a balanced manner.

OR adheres and follows the “Policy of Reputation Management and Social Enterprise,” an operational guideline that integrates the concept of awareness of OR’s impact on society, communities, and the environment as well as fosters stakeholder engagement and community relations so as to give all stakeholders an opportunity to take part in designing the business model of the organization.

Operating under the concept “Developing the Quality of Life and Local Economies Nationwide,” OR places emphasis on community engagement and the enhancement of the quality of life in Society and Communities. OR’s CSR projects and activities focus on promoting occupations and enabling participants to generate income sustainably alongside OR’s business growth. In addition, OR attaches significance to projects related to environmental conservation, art, culture, sport, and religion in local communities and seeks to jointly resolve problems and minimize impact and concerns that may result from OR’s business operations in compliance with laws, rules, and international practices, so that Society and Communities have an accurate understanding and a positive attitude towards OR.

As OR’s key touchpoints with consumers and communities, PTT Stations operate as living communities that bring happiness to all stakeholders, including people, local economies, and the environment. This approach not only truly foster the sustainable growth of PTT Stations alongside that of the surrounding communities but also sets OR apart from its competitors with regard to engagement with consumers and communities in the vicinity. OR also gives opportunities for local communities to take part in designing its business model, which thus yields mutual benefits and value for all stakeholders in a balanced manner.

(Further details on OR’s social policies and practices can be found in the submenu of Social Dimension underneath the main menu of Sustainability at <https://www.pttor.com/en/sustainability>.)

3.4.2 Management and Performance in the Social Dimension

3.4.2.1 Human Rights Management

In 2021, OR monitored and examined its human rights performance in all areas. OR monitored human rights risks as well as potential and past incidents of human rights violation in 100% of its areas of operation nationwide.

OR also conducted its human rights performance monitoring and examination through online workshops to assess human rights risks and the management guidelines for all activities.

In 2021, as a result of the monitoring and examination, no human rights violation related to discrimination or human rights violation in general was found. No complaint related to indigenous people within OR’s areas of operation was filed either.

3.4.2.2 Employees Management

OR adheres to human rights principles, from hiring to caring for its employees, to ensure that they feel connected as part of the family with the organization. In 2021, OR disclosed a detailed report regarding its employee management performance on its website (in the submenu of Workforce Planning underneath the main menu of Sustainability at <https://www.pttor.com/en/sustainability>) and in the 2021 Sustainability Report. The key points can be summarized as follows.

- **Employee Retention:** OR strives to maintain its status as a desirable organization and retain morally upright and competent employees in the long term by fostering motivation and establishing work goals with them. In addition, OR arranges town hall meetings, where top executives communicate its corporate business plans to employees for them to better understand the business direction and become motivated to continue working at the company. OR also allows employees to transfer to other departments internally to enrich their skills and experience. Moreover, OR has adjusted its regulations and welfare to be more flexible to respond to the needs of employees across different generations, such as flexible working hours, welfare customization, and the ability for employees with no spouse or child to transfer medical benefits to their parents instead. The results of the employee retention evaluation through the annual turnover rate indicators showed that in 2021 the turnover rate of employees accounted for 2.15% of the total workforce.

Furthermore, OR supports the appointment of a workplace welfare committee to act on employees’ behalf in discussing and providing suggestions on the provisions of welfare and benefits and regulatory changes that affect employees.

- **Cultivating Corporate Value:** OR cultivates its OR DNA corporate value as a foundation for shaping the mindset and way of working of both executives and employees in accordance with OR’s vision, missions, and strategic directions. This corporate value also constitutes a vital factor that fosters work behavior among executives and employees that will help drive OR towards its defined goals as well as reflects OR’s strong corporate culture and OR’s essence through the capabilities of its employees.

OR connects its OR DNA to human resource development by prescribing competencies that will help drive OR towards its goals amid changes in the future as well as lead to development and job rotation in accordance with the success profile to systematically advance competencies and experience according to the career path. OR also raises awareness among employees through communications via various channels, such as e-mail, and encourages executives to serve as role models of OR DNA as they play a vital role in building awareness among employees of the significance of OR DNA and in driving its adoption.

OR DNA consists of five desired behavioral traits expected of all OR employees and executives:

- 1) *Empowerment*
- 2) *Innovative Entrepreneur Committing to Result*
- 3) *Dependability*
- 4) *Consideration*
- 5) *Down-to-Earth*



Ownership

- Empowerment
- Innovative Entrepreneur Committing to Result

Relationship

- Dependability
- Consideration
- Down-to-Earth

• **Building Corporate Engagement:** OR believes that happy and engaged employees work more efficiently, which in turn contributes to OR's business continuity and sustainability, and as such strives to foster a positive work atmosphere across all dimensions. To this end, OR has introduced various policies that enhance their happiness and relaxation at work, such as the Casual Friday, Flexible Working Hours, and Work from Home policies. In addition, OR has initiated OR Happy Healthy Mind, a mental healthcare program that offers mental health consultation on to employees, and organized various talks by experts across various fields on mental and physical health. Furthermore, OR has arranged various activities to foster better relationships with employees, such as such as OR's establishment anniversary and casual online meetups with executives where they can talk with employees, learn about their needs, and through which employees can feel more motivated to work for the organization.

To enhance employee engagement, OR has introduced various communication channels, such as e-mail, LINE groups, and intranet, to inform employees of OR-related updates and announcements

as well as organized meetups with CEO and meetups with Senior Executive Vice Presidents, so that employees can communicate with them more directly. Furthermore, OR garners employees' opinions, suggestions, and needs through annual employee engagement surveys, the results of which are analyzed to obtain insights into the needs and expectations of different groups of employees and used to enhance employee engagement in comparison with leading organizations. The results of the 2021 employee engagement survey, which covered 96% of the total employees, showed that the employee engagement rate was at 71%.

• **Safety, Occupational Health and Working Environment**

Recognizing the significance of building a safety culture among employees and contractors, OR serves as part of PTT Group's working team for safety culture promotion and encourages executives at all levels across all business units to communicate with their employees on safety. In 2021, OR set a target requiring all managers from the department level upward who report directly to the President and CEO and Senior Executive Vice Presidents to conduct Management Walks and QSHE Talks to

serve as role models, monitor and communicate compliance with standard handbooks, as well as examine risks and safety as well as on-site sub-standard practices. In addition, managers of operational sites are required to conduct QSHE Tours to examine employee performance and the safety of their sites as well as ensure compliance with requires standards, while employees are required to submit reports of sub-standard work practices and condition as well as create at least one communication on a safety-related topic each for other employees in their own department.



OR has put in place OR Life Saving Rules to ensure safety in high-risk work sites and facilities, with which all personnel working in such areas are required to strictly comply. In addition, OR communicates safety practices for PTT Stations through Service Station Standards to foster understanding among the staff and establish uniform safety standards, from oil intake and reserving to controlling oil dispensing to customers. In addition, OR recognizes that safety begins with each and every employee and thus cultivates a safety culture among them through various training programs, requiring all OR employees to take safety training programs before commencing work.

In addition, OR has put in place an incident/sub-standard report system, accessible via OR's intranet, through which employees can report incidents as well as any sub-standard conditions or practices. Employees traveling abroad for work are provided with updates on security as well as advice and assistance regarding medical matters and traveling back to the country from International SOS (ISOS). Employees are also given Stop Work Authority, allowing them to refuse to work in hazardous work sites or perform hazardous work.

In 2021, OR regularly organized safety training programs for relevant employees in PTT Stations, such as station managers, fuel-filling staff, and security officers to enhance the safety competency of the employees and all the stakeholders. In addition, to ensure that all operations in every area were carried out in accordance with safety standards, OR arranged a total of 18 occupational health and safety training programs, attended by approximately 2,700 employees.

OR appreciates the significance of the health of each and every employee, who serves a driving force of its business operations. As such, OR promotes healthcare and safety to prevent work-related illnesses by carrying out regular health checkups for employees exposed to risk factors according to occupational medicine on a yearly basis.

Furthermore, OR promotes the well-being and health of its employees by administering annual health checkups for its employees and organizing educational sessions on healthcare for employees and contractors. In addition to such activities, OR has developed an e-Health Book, a health record from which OR can analyze the health data of its employees to identify tendencies and organize additional health promotion programs accordingly. In 2021, OR initiated the Good Health and Safety @ Home Program, which promoted a ergonomically correct working environment to reduce work-related fatigue, and the OR Exercise Together for Better Health Program, where employees were encouraged to exercise through a scoreboard of calories burned throughout the duration of the program.

Another key concern for OR is health and safety during the COVID-19 pandemic. In 2021, OR closely and continuously monitored the COVID-19 situation. Given the prolonged and extensive nature of the pandemic, OR took action and introduced measures to care for its employees and all stakeholders to control and prevent potential COVID-19 outbreaks.

In 2021, OR took the following actions against COVID-19:

- 1.) Communicate preventive and self-care practices and measures for reducing transmission risks in work sites to employees through online channels.

- 2.) Formulate OR's WFH measures in accordance with the government's measures and the specific risks in each work site.
- 3.) Formulate measures for handling detected COVID-19 cases in work sites, such as a lock-up and bubble & seal to prevent the spread of COVID-19 in accordance with state criteria and guidelines.
- 4.) Formulate proactive and routine antigen test kit (ATK) testing measures for facilities to reduce risks on stakeholders and OR's business operations.
- 5.) Require ATK testing for contractors or external parties upon entering work sites for screening purposes; those with positive results are not allowed entry. Overall, OR's major safety and occupational health performance in 2021 can be summarized as follows.

Safety and Occupational Health Performance

	2019	2020	2021	Target
1. Lost Time Injury Frequency Rate (LTIFR)	Employees	0	0	0
	Contractors	0.072	0	0
	*Unit: case/1,000,000 hours			
2. Total Recordable Incident Rate (TRIR)	Employees	0	0	0
	Contractors	0.022	0.0060	0.007
	*Unit: case/ 200,000 hours			
3. Total Recordable Occupational Illness Rate (TROIR)	Employees	0	0	0.108
	Contractors	No Data	No Data	No Data
	*Unit: case/200,000 hours			

Remark:

- N/A : Not Applicable
- No Data

3.4.2.3 Customer and Consumer Operations

OR consistently develops products and services to build customer satisfaction with responsibility, integrity, and ethics. In addition, OR carries out annual customer and consumer satisfaction surveys and analyzes its performance in order to prescribe plans and key performance indicators for each business unit for product and service development and improvement.

OR conducts customer and consumer satisfaction surveys on a yearly basis and analyzes its performance in order to prescribe plans and key performance indicators for each business unit for

the development and improvement of OR's products and services. Satisfaction surveys carried out fall into two categories:

- (1) Customer service and OR Customer Center surveys
- (2) Customer and consumer satisfaction surveys

The results of the customer satisfaction surveys in 2021 can be summarized as follows.

Satisfaction survey results

Customer Relations Division (1365)

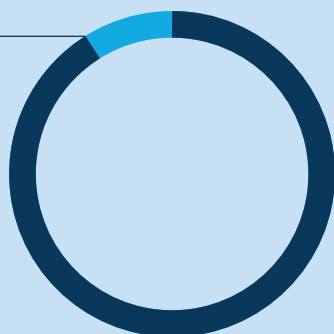
Satisfaction score given by customers using the Call Center:

4.80
out of
5



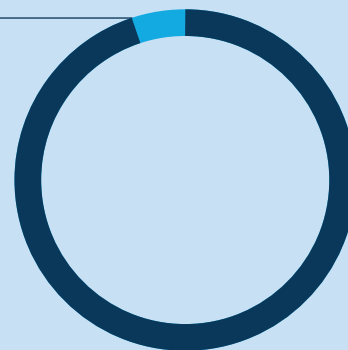
Customer Satisfaction¹

91%



Consumer Satisfaction²

96%



Footnotes

¹ "Customers" under the scope of the satisfaction surveys include customers in the business and industrial sectors, customers in the government sector, customers in the aviation and container ship business, overseas customers, and OR's dealers. Individual customers are not included.

² "Consumers" under the scope of the satisfaction surveys include individual customers or consumers who purchase or use OR's products and services from OR's businesses, such as PTT Station, Café Amazon, and PTT LPG.

In 2021, OR reported no violation of customer privacy or any loss of customer data. Additional information about major complaints and relevant management can be found in the 2021 Sustainability Report.

3.4.2.4 Creating Value for Society

OR is committed to the development of quality of life in Society and Communities with regard to wellbeing, education, art, culture, sport, and religion and seeks to jointly resolve problems and minimize impact and concerns that may result from OR's business operations in an appropriate manner in compliance with laws, rules, and international practices, so that Society and Communities have an accurate understanding and a positive attitude towards OR. In addition, OR provides opportunities for the underprivileged in communities and/or society to become part of its business value chain to promote equality, elevate their quality of life, and support local communities in a continuous and extensive manner.

To gauge the performance of its Oil Business in creating value for society, OR reviewed the results of the risk assessment and needs surveys conducted in communities surrounding all of its 19 petroleum terminals nationwide, or 100% of its petroleum terminals, in order to revise its CSR projects and activities to meet the needs of the communities. In 2021, on-site surveys on the needs for community development activities were planned for at least four vulnerable areas. In the event that their needs aligned with OR's policies and capabilities, OR would drive such activities continuously with maximum efficiency to ensure the communities' and OR's mutual and sustainable growth.

The surveys showed that most communities surrounding OR's petroleum terminals recommended activities that focused on economic, wellbeing, and environmental development. OR used the survey results to inform its participation-based community development project under the Together Project, which sought

to identify pain points with the communities to initiate projects for sustainable development. This is so that OR's CSR activities would align with its operational strategies, which placed emphasis on the involvement of local residents and designing the improvement of the quality of life in Society and Communities.

As for the Non-Oil Business, OR demonstrates its awareness of the significance of society, which forms a part of its business operations, through its efforts to promote value creation in various dimensions. As such, OR focuses on developing career opportunities for those with physical disabilities and the underprivileged under the concept of social enterprises as well as leverages its business strengths in solving problems and develop society sustainably. OR also seeks to foster social equality. To this end, OR strives to develop skills and knowledge, foster opportunities and roles, and create jobs for the aforementioned group of people through Café Amazon for Chance, where they serve as valuable personnel for OR.

Apart from incorporating concerns for impacts on society, communities, and the environment into its business practices, OR also carries out projects that create additional value to society and the environment beyond its usual business conduct. These include scholarship granting, LPG cylinder inspection and educational programs for the public, oil changing services,

promotion of food production-related occupations, promotion of waste management group establishment, restoration of the "Tee Kong Pu Jaa" tradition (worship drumming), release of marine life, and the donation of relief packages and blankets to those affected by natural disasters or other crises. In addition, OR has consistently carried out CSR activities during COVID-19 outbreaks in Thailand, such as setting up vaccination sites for the public in its service stations, donating 200,000 "tOgetheR Box" relief packages to the public, collaborating with the Chaipattana Foundation (negative pressure chambers), and providing mobile vaccination services.

Examples of ongoing projects are as follows:

- [Thai Det](#): Thai Det project was launched in 2018 to develop and create added value to products derived from local wisdom as well as create opportunities for community enterprises to grow sustainably in accordance with OR's vision "Empowering All Toward Inclusive Growth," which seeks to enhance the quality of life and strengthen local communities, which form the foundation of the national economy, alongside OR's business operations. Under this projects, communities and SMEs are given an opportunity to develop products and expand sales channels in collaboration with OR within PTT Stations, which serve as Living Communities. Key achievements in 2021 are as follows.

Achievements of Thai Det in 2021

Community enterprises and SMEs gained increased income through their participation in Thai Det. To date,

238 member community enterprises and SMEs have joined the project.

In 2021, Thai Det generated a total of

THB
21.78 million
in increased revenue for community enterprises and SME entrepreneurs.

Additional Thai Det Corners and Thai Det Shops, which offer Thai Det-branded local products, were established. There are now a total of

116 Thai Det Corners
and **7** Thai Det Shops in operation.

3 products

were given support and further developed into Thai Det Select products.

- [Café Amazon for Chance](#): This project seeks to develop careers for those with disabilities and the elderly through the concept of social enterprise, in which OR's strength is leveraged to solve problems and develop society sustainably. Currently, 16

branches of Café Amazon employ baristas who have hearing impairment and are senior citizens (as of Dec 31, 2021). Key achievements in 2021 are as follows.



Achievements of Café Amazon for Chance

Social benefits

1. Creating jobs and income for persons with disabilities and senior citizens

	Number of jobs created	Income generated (THB)
Persons with hearing impairment	20	THB 11,520,000
Senior citizens	14	THB 8,064,000
Persons with intellectual disabilities	2	THB 1,152,000
Soldiers with disabilities and families	3	THB 1,728,000

2. Converting Café Amazon outlets into Café Amazon for Chance to create more jobs and income for persons with disabilities and senior citizens. In 2021, four Café Amazon outlets were converted into Café Amazon for Chance.

Business benefits

Revenue from sales of products and services in 2021 of Café Amazon for Chance in Thailand amounted to

THB

35 million.

• [Research and Development Project of a Natural Resource Conservation System for Coffee Cultivation and Production for Sustainable Development \(Ler Tor Royal Project Development Center in Mae Ramat District, Tak\)](#)

OR has signed a memorandum of understanding with the Royal Project Foundation and PTT to initiate a coffee research project at Ler Tor Royal Project Development Center in Mae Ramat District, Tak to develop coffee cultivation and production in a natural resource conservation system for sustainable development. The

primary goal of the project is to create a GAP-certified model for coffee cultivation and production in a system that conserves natural resources and is guided by the principles of agroforestry farming and the sufficiency economy philosophy. The four action plans within the 2021-2025 timeframe are as follows:

1. Research and development of arabica coffee cultivation and production for quality enhancement
2. Coffee cultivation promotion, knowledge transfer, and standard development
3. Development of occupational skills, community enterprises, and communities
4. Natural resource and environmental management

OR hopes that the project will make a positive contribution to communities and the environment, lead to higher coffee farming efficiency without deforestation, and improve the production of green beans (raw shelled coffee beans ready for roasting) without harming the environment. The project is also expected to enable community enterprises to sell coffee beans and generate income by themselves and promotes the purchase of raw (arabica) coffee beans from hilltribe farmers in 30 areas under the supervision of Royal Agricultural Stations and Royal Project Development Centers to open up access to the market for them. Key achievements in 2021 are as follows.



Achievements of the Research and Development Project of a Natural Resource Conservation System for Coffee Cultivation and Production for Sustainable Development

Promoting coffee cultivation in a natural resource conservation system in an area of

200 rais

and providing knowledge development to over

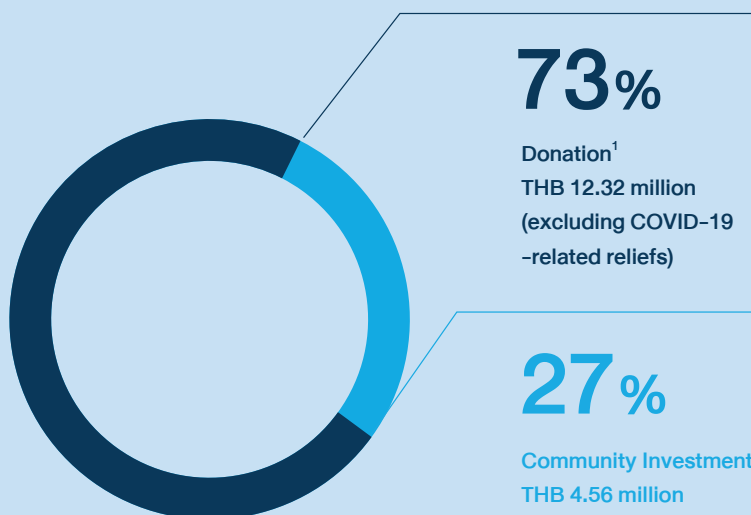
40 farmers,

enabling them to grow and produce quality coffee

In 2021, OR spent a total of THB 16.88 million on operations related to value creation for society, which can be broken down according to operation types as follows.

Total Expense
THB

16.88
million



Remarks:

¹ The expense for operations for society includes donation and social investment, the scope of which covers OR's corporate-level operations and operations related to communities surrounding its petroleum, oil, and LPG terminals that are part of OR's overall corporate goals. The amount, however, excludes social contribution of each business unit responsible for selling products and services under various OR brands.



(Further details can be found in the submenu of Social Dimension underneath the main menu of Sustainability at <https://www.pttor.com/en/sustainability>.)



4. Management Discussion and Analysis



Executive Summary

Financial Highlights

Unit : Million baht	2020	2021	Variance
			YoY
Total sales and services	428,804	511,799	19.4%
EBITDA	17,619	20,335	15.4%
Net Profit (Loss) for the periods*	8,791	11,474	30.5%
Earnings Per Share (Baht/share)	0.98	0.99	1.0%

* Net profit of OR (the parent company)

Performance 2021

In 2021, Thailand had COVID-19 outbreaks since April, which intensified in severity and extended to more areas, affecting the lives of Thais both directly and indirectly. OR, defining ourselves as a company for the Thai people, understands the gravity of the situation and decided to put the effort in relieving the burden placed on the people of Thailand, such as through ongoing community outreach project under the name ‘#ORStayStrongTogether’. Furthermore, medical equipment was donated to help support frontline medical staff, including sponsoring the construction of Semi ICUs. Prevention of the outbreak and assistance provided to affected communities were carried out through donations of the tOgetheR Box – OR survival kit that contains face masks, service station cash cards for ambulances, PTT LPG cooking gas cylinders, and coffee and desserts from Café Amazon. Moreover, care toward communities was also

reflected through dedicating space at PTT Stations for COVID-19 medicine pick up centers to aid faster distribution of medicine to patients. OR also extended these relief and support measures to our international subsidiaries as well.

The rather severe and prolonged outbreak negatively impacted SMEs, who are OR’s partners as well. By this means, OR took measures to assist our partners in both the Mobility and Lifestyle businesses, totaling over THB 320 million. OR has helped to alleviate the expenses of both oil and LPG dealers’ stations, including LPG stores. As for the Lifestyle business, aid was provided to all Café Amazon franchisees by reducing royalty and marketing fees, including rent discounts for tenants to help SMEs retain their workers and survive this crisis together.

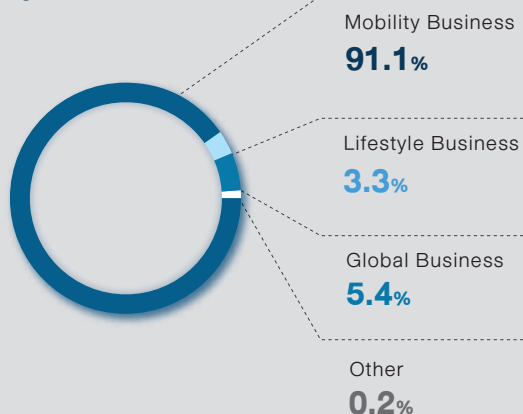


Our 2021 performance, the net profit was recorded in the amount of THB 11,474 million, an increase of THB 2,683 million (+30.5%) compared to the same period last year. This was due to the hike in both sales revenue and EBITDA in the amount of THB 82,995 million (+19.4%) and THB 2,716 million (+15.4%), respectively. The overall performance of Mobility Business improved owing to higher average gross profit per liter, despite sales volume of petroleum products having declined by 5.1%. The Lifestyle Business retreated slightly, mainly from the tightened measures to control COVID-19 and the measures to help our Café Amazon franchisees as mentioned and from higher advertising and promotional expenses. The Global Business took pressure from greater severity of COVID-19 outbreaks abroad in Cambodia and Laos. Consequently, the sale volume and average gross profit of the global business declined. However, loss from derivatives declined by THB 867 million from the same period last year, attributable to the high degree of loss from commodity derivatives, especially in aviation fuel due to the first wave of

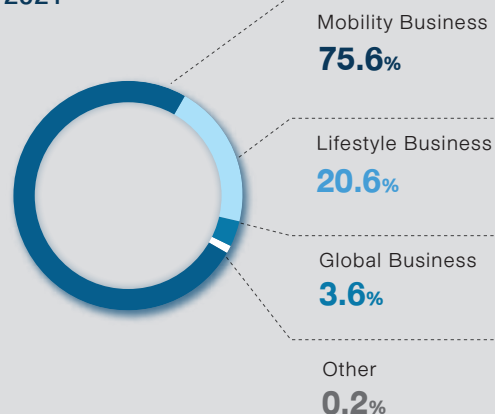
COVID-19. In addition, in 2020, there was also a downward adjustment of allowance of expected credit loss for Thai Airways Public Company Limited and Thai Smile Airways Company Limited as a result of their rehabilitation plan with the Central Bankruptcy Court in Thailand.

Our financial position as of 31 December 2021 OR Group recorded total assets in the amount of THB 207,659 million (+43.2%), an increase of THB 62,680 million from December 31, 2020, primarily due to net cash from initial public offering (IPO) of THB 53,497 million, while total liabilities were recorded in the amount of THB 107,787 million, an increase of THB 724 million (+0.7%). Shareholder equities remained at THB 99,872 million, an increase of THB 61,956 million (+>100%) from the IPO proceeds, and the net profit for 2021 was recorded in the amount of THB 11,474 million. Additionally, there was also a dividend payment totaling THB 4,440 million.

Total Sales & Services* 2021



EBITDA* 2021



*Calculated from amount before eliminations

Performance Results: OR and subsidiaries

Unit : Million Baht	2020	2021	Variance
			YoY
Total sales and services	428,804	511,799	19.4%
: Mobility	397,200	475,537	19.7%
: Lifestyle	16,894	16,965	0.4%
: Global	21,361	28,424	33.1%
: Other	1,090	984	(9.7%)
Gross Profit	33,153	36,241	9.3%
: Mobility	23,665	26,559	12.2%
: Lifestyle	8,970	9,258	3.2%
: Global	1,613	1,459	(9.5%)
: Other	20	16	(20.0%)
Other income	3,875	3,273	(15.5%)
Operating expenses	19,409	19,179	(1.2%)
EBITDA	17,619	20,335	15.4%
: Mobility	12,180	15,382	26.3%
: Lifestyle	4,496	4,190	(6.8%)
: Global	861	742	(13.8%)
: Other	84	32	(61.9%)
Depreciation and amortisation expenses	5,203	6,075	16.8%
Operating profit	12,416	14,260	14.9%
: Mobility	9,081	11,705	28.9%
: Lifestyle	2,962	2,419	(18.3%)
: Global	291	115	(60.5%)
: Other	84	32	(61.9%)
Share of profit (loss) from investments in joint ventures and associates	535	372	(30.5%)
Gain (loss) on derivatives	(1,172)	(305)	74.0%
Gain (loss) on exchange rate	745	771	3.5%
Others	(510)	341	>100%
EBIT	12,014	15,439	28.5%
Finance costs	1,447	1,250	(13.6%)
Tax expenses	1,776	2,718	53.0%
Profit for the year*	8,791	11,474	30.5%
Earnings Per Share (Baht/share)	0.98	0.99	1.0%

* Net profit of OR (the parent company)

Profit for the Year Reconciliation from Separate Financial Statements to Consolidated Financial Statements

Unit : Million baht	2020	2021	Variance
			YoY
Profit for the years – Separate financial statements	5,658	9,169	3,511
Add Share of profit (loss) from investments in subsidiaries, associated and joint ventures	1,148	266	(882)
Less Dividend received from subsidiaries, associated and joint ventures	(726)	(664)	62
Add Depreciation and amortization adjustment	3,389	3,374	(15)
Less Deferred tax effect	(678)	(675)	3
Profit for the years – Consolidated financial statements	8,791	11,470	2,679

Note : Net profit of OR (the parent company) in 2020 was THB 8,791 million and in 2021 was THB 11,474 million

The consolidated financial statements of the Company recorded oil business unit transferred from PTT at PTT' book valued under the accounting guidance for business combination under common control. Otherwise, on the separate financial statements recorded such assets at purchase cost. Therefore, there are differences on depreciation and amortisation.

Performance by Business Segment

1. Mobility Business

Performance of Mobility Business Segment

Description	2020	2021	Variance
			YoY
Number of Station			
PTT Station*	1,999	2,083	84
LPG station**	228	232	4
Volume Sold (MML)			
Retail	12,547	11,777	(6.1%)
Commercial	11,853	11,368	(4.1%)
Total Volume Sold	24,400	23,145	(5.1%)
Volume Sold by Product (%)			
LPG	14.0%	14.9%	-
Aviation fuel	7.2%	5.1%	-
Diesel	46.3%	47.1%	-
Fuel oil	5.7%	6.8%	-
Gasoline	24.7%	23.7%	-
Lubricant	0.7%	0.8%	-
Others	1.4%	1.6%	-
Total Volume Sold by Product	100.0%	100.0%	-
Gross Profit: Baht/Litre	0.97	1.15	-
Mobility EBITDA Margin (%)	3.1%	3.2%	-

*Includes PTT Station in Thailand and Myanmar

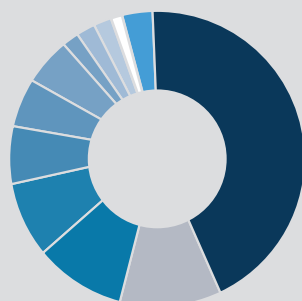
**LPG Station located in PTT Station is not included

- Revenue from sales and services increased by THB 78,337 million (+19.7%) from an increase in average selling prices following an uptrend in global oil prices. In contrast, the overall sales volume decreased by 1,255 mml (-5.1%) mainly from the decrease of 770 mml (-6.1%) in the retail market, particularly from a dip in sales volume in gasoline and diesel compared to the previous year, where Thailand was not affected by COVID-19 in early 2020 and where in 3Q/20 travelling started to recover from the relaxation of COVID-19 control measures, despite registering an expansion of 84 new PTT Stations in 2021. For the commercial market, sales volume dropped 485 mml (-4.1%) mainly from aviation fuel. Moreover, gasoline and diesel sales volume decreased due to the same reason mentioned above, while fuel oil increased because of the supply shortage from a refinery last year.
- Gross profit increased by THB 2,894 million (+12.2%), mainly from an increase in average gross profit per liter of 0.18 baht/liter, despite lower sales volume. Products contributing to higher gross profit include gasoline and diesel from the retail market, which had higher average gross profit per liter. For the commercial market, the average gross profit per liter dropped mainly from fuel oil and lubricants due to higher cost. Nonetheless,

gasoline and diesel attained higher average gross profit per liter, similar to the retail market.

- EBITDA rose by THB 3,202 million (+26.3%) attributable to an increase in gross profit and from a decrease in net operating expenses from lower terminal service costs, due to the revision of oil terminal lease agreements to sublease agreements in some locations since 4Q/20, and from lower aviation refueling expense, an effect from the severe COVID-19 in 2021. As a result, the EBITDA margin increased slightly to 3.2% in 2021 compared to 3.1% in 2020.

The Mobility Business aims to meet consumers' demand for future energy, one which centers around green energy. As of 31 December 2021, OR had installed "EV Station PluZ" charging posts inside 99 service stations (with 47 in operation and 52 pending operational permit) and 7 installed outside service stations. In addition, FIT Auto plans to expand outlets covering potential areas around the country through both COCO (company own company operate) and franchise models. As of 31 December 2021, Fit Auto has 72 outlets and plans to offer EV maintenance services in the future.



OR
42.2%

For OR's market share for 2021 was recorded at 42.2%.

Source: Department of Energy Business, Ministry of Energy from January to December 2021 (calculation includes all products except FO-EGAT).

2. Lifestyle Business

Expansion of Lifestyle Business Segment

Description	2020	2021	Variance
			YoY
Number of outlets			
Café Amazon *	3,310	3,628	318
Texas Chicken	78	96	18
Convenience Store**	1,977	2,075	98
Café Amazon total cups sold* (Million cups)	274	298	8.8%

*Includes Café Amazon in Thailand, Myanmar, Japan, Oman and Malaysia

**Includes both Jiffy and 7-Eleven convenience stores in Thailand

In 2021, our Lifestyle Business recorded a total of 3,928 food and beverage ("F&B Business") outlets, including 3,628 Café Amazon outlets in Thailand—classified as 2,068 in-stations and 1,539 out-of-stations, or as 57.0% and 43.0%, respectively—along with 21 Café Amazon outlets overseas, 96 Texas Chicken outlets, 204 outlets for other F&B comprising Hua Seng Hong Dim Sum, Pearly Tea and Pacamara Coffee Roasters, and for Other Non-Oil we recorded 2,075 convenience store outlets under the 7-Eleven and Jiffy brands.

Our Lifestyle Business rolled-out a variety of products and services to serve broader customers' needs and was quick to respond to the changing customer behaviors. We have constructed a central bakery plant and a dry mix plant to develop new products and control product standards and costs. These plants have begun production, and products have started selling in the last quarter of 2021. We expect to distribute these products from our bakery plant to OR owned Café Amazon outlets in 2022.

Performance of Lifestyle Business Segment

Description	2020	2021	Variance
			YoY
Sales and Services			
Food & Beverage	10,362	11,181	7.9%
Other Non-Oil	6,532	5,784	(11.5%)
Total sales and services (Million Baht)	16,894	16,965	0.4%
Lifestyle EBITDA Margin (%)	26.6%	24.7%	-

- Revenue from sales and services increased by THB 71 million (+0.4%), attributable to an increase in the F&B business in the amount of THB 819 million (+7.9%) from outlet expansion. Nevertheless, the Other Non-Oil businesses' revenue decreased THB 748 million (-11.5%), primarily from lower sales per day per store for convenience stores, attributable to the COVID-19 outbreaks in 2021, which led to closure of outlets and reduction of operating hours in several areas, coupled with dampened economic and lower consumer purchasing power compared to a shorter lockdown period—from April to May only—in 2020.
- Gross Profit increased by THB 288 million (+3.2%), in line with the change in revenue from sales and services from F&B business.
- EBITDA decreased by THB 306 million (-6.8%) mainly due to a decrease in EBITDA from Other Non-Oil businesses in the amount of THB 225 million (-13.7%), followed by F&B business with a decrease of THB 81 million (-2.8%), along with increases in marketing and advertising expenses. Thus, EBITDA margin for 2021 was recorded at 24.7%, a decrease from 2020 at 26.6%.



3. Global Business

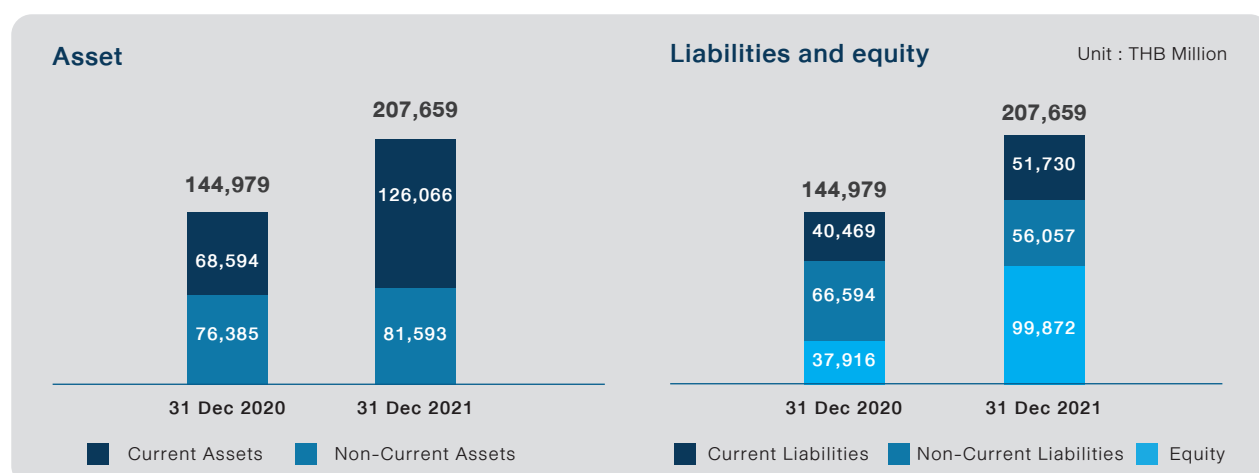
Performance of Global Business Segment

Description	2020	2021	Variance
			YoY
Number of PTT Station	335	356	21
Oil Volume Sold (MML)			
Philippines	555	697	25.6
Cambodia	421	363	(13.8)
Laos	237	230	(3.0)
Total Volume Sold	1,213	1,290	6.3
Café Amazon*			
Café Amazon Outlets	265	303	38
Café Amazon total cups sold (Million cups)	20.0	16.5	(17.5)
Global EBITDA Margin (%)	4.0%	2.6%	-

*Includes number of outlets / cups sold in the Philippines, Cambodia, Laos, Singapore, Vietnam and China

- Revenue from sales and services increased THB 7,063 million (+33.1%), predominantly from overall higher average selling prices in line with higher global oil prices and from higher sales volume, where the Philippines recorded strong sales in aviation fuel due to easing of lockdown measures compared to 2020, in combination with strong sales in diesel in the commercial sector from winning a bid to sell to a certain customer account. Cambodia and Laos experienced a dip in both sales volume for oil products and a shrinkage in Café Amazon's sales volume due to more stringent lock down measures for COVID-19 compared to 2020, despite increased Café Amazon outlets from network expansion.
- Gross profit decreased THB 154 million (-9.5%), ascribable to Laos registering lower average gross profit per liter due to the local government's restriction on adjusting retail prices, which prevented retail prices from reflecting the increasing global prices in 2021. Cambodia's softer gross profit attributable to curtailed sales volume due to more widespread and stringent COVID-19 control measures in 2021. Nonetheless, the Philippines recorded higher gross profit ascribable to higher average gross profit per liter for aviation fuel and diesel in addition to both recording higher sales volume.
- EBITDA decreased THB 119 million (-13.8%), to a great extent from Cambodia's and Laos' lower gross profit. In contrast, the Philippines' EBITDA increased.

Financial Position and Cash Flow



Assets As of December 31, 2021, OR Group recorded total assets in the amount of THB 207,659 million, an increase of THB 62,680 million from December 31, 2020, and can be categorized as follows:

Current assets increased by THB 57,472 million, mainly from:

- Cash and cash equivalents increased by THB 27,775 million, mainly from net cash received from the issuing of share capital of THB 53,497 million and from net cash received from operating activities of THB 24,044 million, but offset by current investment of THB 19,446 million, from the payment of long term borrowing of THB 16,522 million, and from dividend payment and other investment in affiliates
- Current investments increased by THB 19,446 million
- Inventories and supplies increased by THB 5,455 million due to higher average cost of petroleum products from the rise in global oil prices, mainly from diesel and gasoline, while volume in the inventory stock decreased around 124 million liters or 12.5%
- Trade accounts receivable and other accounts receivables increased by THB 4,777 million, due to an increase in trade accounts receivable of THB 8,126 million as a result of increasing global oil prices since the beginning of the year. In contrast, other receivables decreased by THB 3,348 million, mainly from compensation received from the Oil Fund and excise tax.

Non-current assets increased by THB 5,208 million, mainly from:

- Investment increased by THB 2,689 million, mainly from mark to market and investment in Flash Group at THB 1,072 million and THB 277 million respectively. Including an investment in Pluk Phak Praw Rak Mae Co., Ltd (OH KA JHU), Global Aero Associates Co., Ltd and Imsub Global Cuisine Co., Ltd at THB 497 million, THB 225 million, and THB 191 million, respectively, along with the investment through ORZON Ventures at THB 108 million. The adjustment in fair value of Bangkok Aviation Fuel Services Public Company Limited (BAFS) of THB 77 million. The decrease in investment in Thai Petroleum Pipeline Company

Limited (Thappline) was due to the dividend received of THB 527 million, while share of profit was recorded at THB 441 million

- Rights-of-use assets increased by THB 1,611 million from land leased to our partner, the Port of Authority of Thailand, for oil terminals at Phra Kranong and Bang Chak, including land leased for PTT Stations.

Liabilities As of December 31, 2021, OR Group recorded total liabilities in the amount of THB 107,787 million, an increase of THB 724 million from December 31, 2020, from the following:

Current liabilities increased by THB 11,261 million, mainly from:

- Trade accounts payables and other accounts payables increased by THB 15,102 million, mainly from creditors of refineries in the PTT group, in line with significantly higher petroleum prices but partially offset by the payment to other accounts payables
- Long-term loans due within one year decreased by THB 4,370 million

Non-current liabilities decreased by THB 10,537 million, mainly from:

- Long-term borrowings decreased by THB 12,132 million from loan repayment
- Long-term portion of finance lease liabilities increased by THB 1,743 million in line with the rise in rights-of-use
- Deferred tax liabilities decreased by THB 507 million.

Equity As of December 31, 2021, OR Group recorded total equity in the amount of THB 99,872 million, an increase of THB 61,956 million from December 31, 2020, mainly due to the issuing of share capital of 3,000 million shares at THB 10 per share and THB 53,497 million included as premium on share, which was offset by IPO expenses. Net profit was recorded in the amount of THB 11,474 million, which accounted for deduction from dividend payment in the amount of THB 4,440 million comprising 2020 performance dividend paid at THB 0.10 per share and the interim dividend in 2021 at THB 0.27 per share.

Cash Flow Statement ended December 31, 2021

Unit : THB Million

Net cash provided (used in) by operating activities	24,044
Net cash provided by (used in) investing activities	(25,903)
Net cash provided by (used in) financing activities	(29,861)
Unrealized gain (loss) foreign exchange rate	22
Currency translation differences	(249)
Net increase (decrease) in cash and cash equivalents	27,775
Cash and cash equivalents at beginning of periods	18,398
Cash and cash equivalents at end of period	46,173

Net cash from operating activities amounting to THB 24,044 million, mainly from net income from operations before taxes in the amount of THB 14,188 million that was partially offset by cash paid for income tax in the amount of THB 2,768 million, adjusted for depreciation and amortization, income tax expenses and financial costs. This also includes changes in operating assets and liabilities and an increase in trade account payables that was partially offset by the rise in trade account receivables and inventories.

Net cash used in investing activities recorded in the amount of THB 25,903 million, mainly comprising land, buildings, and equipment to expand service stations, food and beverage outlets, warehouses, and investment in LPG cylinders and related equipment of the company amounting to THB 5,472 million. OR also invested

in Pluk Phak Praw Rak Mae Co., Ltd. (OH KA JHU), Global Aero Associates Company Limited and Imsub Global Cuisine Co., Ltd in the amount of THB 497 million, THB 225 million and THB 191 million respectively, and increased investment in Flash Group and Brighter Energy Company Limited (BE) in the amount of THB 277 million and THB 191 million, consequently. In addition, short-term investment was recorded in the amount of THB 19,441 million.

Net cash used in financing activities of THB 29,861 million, mainly from the net cash received from the IPO in the amount of THB 53,497 million but offset by loan repayment in the amount of THB 16,522 million, attributable to dividend payment in the amount of THB 4,423 million, and by cash used for financing costs and finance lease liabilities in the amount of THB 2,756 million.

5 Years CAPEX Plan (2022-2026)

Summary of OR's 5-year investment plan (2022 -2026) with the total amount of THB 93,462 million as shown in the table below:

Unit : THB Million

Business Segment	2022	2023	2024	2025	2026	Total CAPEX Plan (2022 -2026)	%
Mobility	9,002	9,755	6,295	4,664	4,178	33,894	36.3%
Lifestyle	6,876	3,271	3,829	2,798	3,563	20,337	21.8%
Global	4,374	3,093	1,996	2,039	1,727	13,229	14.2%
Innovation & New Business	3,768	4,170	4,170	3,500	3,500	19,108	20.4%
Others	2,929	1,418	1,123	673	751	6,894	7.4%
Total	26,949	21,707	17,413	13,674	13,719	93,462	100.0%

The 2022 capital expenditures can be categorized under the following key business objectives:

Mobility Business

- Maintain our leadership position in Thailand in oil ecosystem covering both oil retail and commercial markets and lubricants markets. As well as optimize the infrastructure and network, storage and distribution systems to maintain competitiveness.
- Expand beyond the Oil ecosystem into the Energy Solution Ecosystem to meet consumers' need for green energy. Taking the lead is the investment plan to expand EV charging stations under the name EV Station PluZ, which will be installed both inside and outside of PTT Station in 2022 with the aim to cover main travel routes and tourist attractions including major commercial areas throughout the country. Together with presenting solutions for efficient use of energy such as installing solar rooftop both inside and outside PTT Stations, which also



creates new businesses such as the distribution of equipment and installation services, maintenance service for PTT Station dealers, and distribution of electricity from solar rooftops to customers outside PTT Stations, for instance, industrial customers.

- Leverage PTT Stations in high potential areas as physical platforms for expansion into Mobility and Lifestyle businesses, including advancing business cooperation with partners to further increase variety of products and services at PTT Stations to meet all consumers' needs.



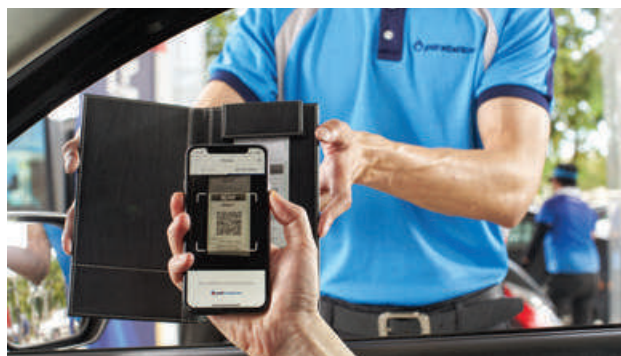
Lifestyle Business

- Secure the leadership position in the coffee shop market through development of the Café Amazon network, as well as continually developing products and services to meet the lifestyles of consumers.
- Increase the variety of product offerings in Café Amazon to support the changing consumer behavior, as seen through roll-out of drip coffee, cold brew coffee, including other home use products.
- Manage commercial areas by focusing on shaping PTT Stations into physical platforms for expansion into Mobility and Lifestyle businesses through selecting business partners with products and services that suits consumer behavior. Secondly, develop layout in PTT Stations with the right retail mix to meet the needs of target customers, along with enhancing business cooperation with partners for mutual growth.
- Manage the whole supply chain effectively to establish competitive advantage through the expansion of investment into the upstream business, by seeking opportunities for joint ventures or M&A to promote sustainability throughout the supply chain.
- Diversify the portfolio by through venture capital opportunities or acquisitions to meet the rapidly changing needs of consumers that require increasing variety of products both in the food and beverage business and other businesses such as tourism-related businesses and health-related businesses.



Global Business

- Widen the base for global market by capitalizing on recognized brands, expertise in operating service stations and retail businesses (non-oil), and through customization of OR's products to meet the preference of each country's market by way of localization.
- Seek suitable opportunities for foreign acquisitions and/or joint ventures in areas where OR has garnered strong business base and expertise, and in areas which are new to OR but have high growth potential.

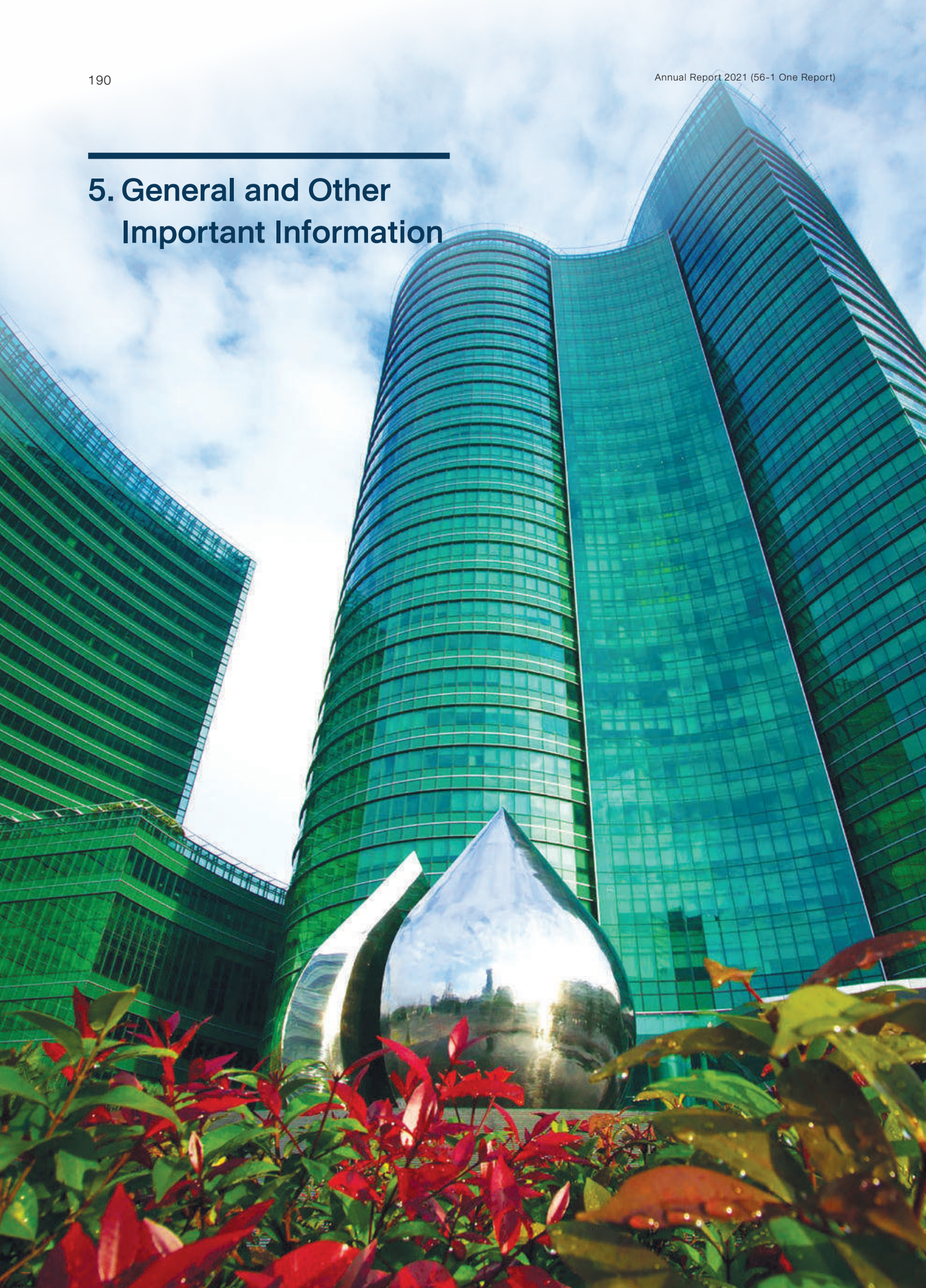


Innovation & New S curve Business

- Develop a form of payment for goods and services through new technologies to create a positive experience and respond to changing consumer behavior that requires speed, accuracy, safety and touch-free contact.
- Participate in joint investments in various businesses to combine strengths with partners, such as investing through the ORZON VENTURES Fund aimed at investing in startups in the early-stage, illustrating OR's conviction toward continuously striving to seek potential partners.
- OR focuses on solving social and environmental problems, by leverage OR's capability and potential partners' capability to work together to solve problems while creating new markets and new businesses along the way (OR Innovation), which will enable OR to grow sustainable together with the people and the environment. For instance, the Café Amazon for Chance stores that create employment opportunities for the underprivileged and promote social equality.



5. General and Other Important Information



5.1 General Information

Company Name	PTT Oil and Retail Business Public Company Limited (OR)
Head Office Location	555/2 Energy Complex Building B, 12th Floor Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900, Thailand
Telephone	+66-2196-5959
Fax	+66-2196-5000
Website	www.pttor.com
E-mail	Investor Relations ir@pttor.com Corporate Secretary corporatesecretary@pttor.com
References	
Securities Registrar	Thailand Securities Depository Company Limited 93, 14 th Floor, Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400 Phone +66-2009-9999
Auditor	State Audit Office of the Kingdom of Thailand Rama VI Road, Phaya Thai District, Bangkok 10400 Phone +66-2271-8000 Fax +66-2618-3948 (State Audit Office of the Kingdom of Thailand is the auditor for the first quarter of 2021 from 1 January 2021 to 31 March 2021.) PricewaterhouseCoopers ABAS Ltd. 15 th Floor, Bangkok City Tower, 179/74-80 South Sathorn Road, Sathorn, Bangkok 10120 Tel: +66 (2) 844 1000 Fax: +66 (2) 286 5050 (PwC is the auditor for the second and third quarter as well as for the year ended 2021.)

5.2 Other Important Information

- None -

5.3 Legal Disputes

5.3.1 Company Lawsuits and/or Disputes

(A) On July 29, 2020, a customer filed a civil lawsuit against OR in the Civil Court. It was claimed that OR, as the operator of the Café Amazon business, had caused damage to the plaintiff and therefore the plaintiff requested a compensation of THB 4 million with 7.5 percent interest per annum from the filing date until the full payment date. On December 30, 2021, the Civil Court dismissed the case as OR's claimed act of tort against the plaintiff was inadmissible. However, on January 25, 2022, the plaintiff lodged an appeal against the verdict. Currently, OR is

preparing a plea contesting the plaintiff's appeal to submit the court within the timeframe required by the law.

(B) On September 10, 2020, a labor lawsuit was filed against OR by a former OR employee in the Central Labor Court. The plaintiff demanded a compensation of THB 14 million with interest, due to unfair termination of employment (related to a case where OR had taken disciplinary action and filed a complaint with the National Anti-Corruption Commission). On October 27, 2021,

OR submitted a statement to the Central Labor Court and filed a counterclaim for a compensation for the damages resulting from the plaintiff's action in the amount of approximately THB 27 million.

Currently, the case is under the consideration of the Central Labor Court. OR's management believes that it has duly complied with the laws and regulations of the company and OR therefore has no obligation to pay such claimed amount.

(C) On 26 November 2020, a civil lawsuit was filed against OR as an employer in the Civil Court. The plaintiff requested a compensation of THB 22 million with interest, for an accident involving OR's employee that resulted in injuries. Currently, the case is under the consideration of the Civil Court.

Having examined the facts and related laws, OR Management believes that OR has no liability to pay such claimed amount.

5.3.2 Litigation and /or Disputes of Subsidiaries

In 2007, the Philippines Bureau of Customs ("BOC") claimed that PTT Philippines Trading Corporation ("PTTTC") failed to declare the custom taxes for the importation of regular kerosene and calculate the inventory accurately during 2004 – 2006, resulting in a shortfall of custom taxes of 470.7 million Philippines Pesos (or approximately THB 314 million), and demanded PTTTC to pay for the amount, along with a penalty of 800 percent of the said shortfall or approximately 3,765.8 million Philippines Pesos (approximately THB 2,515 million). In order to prevent impact on its business operations, PTTTC paid the BOC's assessed taxes in full in the fourth quarter of 2007 but did not pay the penalty charge and also reserved its right to file a contest to the court in the Philippines for a refund, dividing the claim into several court cases and arguing that (A) PTTTC had duly declared correct custom taxes and (B) the method for calculating PTTTC's inventory used by BOC was incorrect. Subsequently, the Court of Tax Appeals ordered that the cases filed by PTTTC to be joined into one and that the case be reconsidered. However, the BOC appealed the Court's order to the Supreme Court. On August 24, 2021, PTTTC was informed that the Supreme Court of the Philippines upheld the ruling of the Court of Tax Appeals, which demanded for the joining of cases into one and the reconsideration of the case. However, BOC has the right to file an appeal to the Supreme Court for the reconsideration of the verdict in 15 days within the

date the verdict was received. Nevertheless, as the Supreme Court was closed due to COVID-19, the legal consultant was not able to ascertain when BOC had received the verdict and when the 15-day period for the appeal filing would elapse.

If BOC does not exercise its rights to file an appeal to the Supreme Court or does not file an appeal within the prescribed period, the case will be remitted to the Court of Tax Appeals for a hearing, presentation of evidence, and consideration of the case. PTTTC's legal advisor opined that, under the reconsideration of the Court, if PTTTC is able to submit complete evidence to prove that PTTTC's customs declaration on the import of regular kerosene and PTTTC's inventory calculations were correct, then PTTTC may have a chance to win the case, and may have no further liability on the penalty and also receive a refund of the paid taxes. However, if the Supreme Court of the Philippines rules in favor of the BOC, PTTTC may be required to pay the penalty charge including interest calculated from the date the payment was required to the date the penalty was paid. The payment of penalty charge of 3,765.8 million Philippines Pesos (or approximately THB 2,515 million) and such interest may have a significant adverse effect on the business, financial position, performance outcomes, and cash flow of the subsidiary in the Philippines and OR and may further delay OR's future business expansion in the Philippines.

Based on the opinion of the legal advisor, PTTTC management believes that PTTTC's request for a custom taxes refund is of a sound and reliable legal basis. As of December 31, 2021, PTTTC did not accrue any contingent liabilities as a result of the lawsuit in PTTTC's financial statements. In addition, PTTTC has now ceased the import of regular kerosene and expects no further issues related to incorrect calculation of the customs taxes.

5.4 Secondary market

OR has no listed securities in the stock exchange markets of other countries.

5.5 Frequently contacted financial institutions (only for the case where the company issues debt instruments)

OR did not issue any debt instruments in 2021.





Section 2

Corporate Governance





6. Corporate Governance Policy



OR recognizes the significance of good corporate governance as the foundation of a sustainability in business and therefore strives to uphold the principles of corporate governance, transparency, accountability and noble ethics in its business operations.

OR's Board of Directors and Executives adhere to the principles of good corporate governance set forth in the Corporate Governance Code 2017 (CG Code) issued by the Securities and Exchange Commission to protect and promote long-term value for shareholders.

6.1 Overview of Corporate Governance Policy and Guidelines

6.1.1 Policies and Guidelines relating the Board of Directors

6.1.1.1 Nomination of the Directors and Executives

(1) Directors Nomination

The Board of Directors has appointed the Nomination and Remuneration Committee to oversee nominating and selecting qualified candidates for OR's directors from shareholders' nomination and directors' pools, the database of directors from various fields of expertise, developed by reliable agencies. The Committee considers the suitability of the candidates, namely qualifications required by relevant laws and regulations as well as expertise and experience that benefit OR and align with its business strategies, in conjunction with the board skill matrix. The consideration of nomination must be without any discrimination based on gender, ethnicity, religion, or other perceived differences.

The nomination of directors can be categorized into two cases as follows:

(a) Nomination of Directors to Succeed Retiring Directors by Rotation

The Committee shall compile a list of qualified candidates according to nomination criteria and present it to the Board. Once approved, the list of nominees shall be proposed to the annual general meeting of shareholders for approval by casting vote of shareholders present at the meeting according to the following criteria:

1. Each shareholder shall carry one vote per share
2. Shareholders may cast their votes either for one individual or several candidates. In the latter case, shareholders may not split their votes
3. Candidates receiving the highest number of votes in descending order will be elected as directors equal to the number of directors required for the certain election. In the event of elected candidates with equal votes exceeding the number of directors required, the Chairman of the meeting shall have a casting vote

(b) Nomination of Directors for Vacancy apart from Retirement by Rotation

The Committee shall compile a list of qualified candidates according to nomination criteria and present it to the Board for appointment to fill a vacant director position. If the remaining office term of the director is less than two months, the replacing director shall only serve the remainder of the term. The Board of Directors may only pass a resolution on this matter with at least three-fourths of the votes from the remaining directors.

(2) Nomination of Chief Executive Officer

For President and Chief Executive Officer nomination, the Committee is responsible for proposing qualified candidates with knowledge, experience, competency, desired characteristics, and leadership to the Board meeting for approval and subsequent appointment as per the procedure and method required by relevant laws and regulations.

6.1.1.2 Remuneration of Directors and Executives

(1) Remuneration of Directors

The Board of Directors, under the guidance of the Nomination and Remuneration Committee, shall review the remuneration structure and rates for OR's directors to ensure commensurateness with their responsibility to steer the organization towards its short-and long-term goals. The remuneration shall also be consistent with OR's strategies and long-term goals as well as the experience, duty, scope of accountability and responsibility, and contributions expected from each director and shall be comparable with other leading organizations in the same the industry. The remuneration structure and rates, both monetary and non-monetary, shall be subject to shareholders' approval. The Board of Directors, under the guidance of the Committee, shall review both fixed remuneration (such as monthly salary and meeting allowance) and remuneration that is based on OR's operating performance (such as bonuses and pension) on the basis of the value that OR creates for its shareholders, but only to an extent that would not incentivize undue emphasis on short-term operating performance. The Committee shall establish criteria or methods for determining fair and reasonable remuneration that reflects the

duties and responsibilities of each director. Directors appointed as sub-committee members shall be entitled to remuneration for their membership in such sub-committees for their additional duties and responsibilities.

Details of the remuneration of directors are disclosed under “8.1.2 Meeting Attendance and Remuneration of Individual Directors.”

(2) Remuneration of Executives

The Board of Directors has established OR regulations regarding human resource management, which includes OR’s policy to provide remuneration to create short and long-term incentives. The salary shall be determined in the structure that is comparable to leading organizations in the same industry. OR’s salary structure is classified according to job level defined by job value, with the minimum and maximum salary for each job level clearly prescribed.

6.1.1.3 Board of Directors’ Independence from the Management

OR clearly separates the roles and responsibilities of the Board of Directors and the Management. The Board of Directors is responsible for establishing policies and overseeing their consistency with OR’s primary business objectives and goals. The Management, on the other hand, is charged with administering day-to-day operations according to established policies and reporting to the Board of Directors periodically as deemed appropriate. Therefore, the Chairman of the Board of Directors and the President and Chief Executive Officer shall not be the same person, and the Chairman shall be a non-executive director and shall not be involved in OR’s management.

6.1.1.4 Development of Directors and Executives

The Board of Directors places great emphasis on the development of directors and executives to enhance efficiency. To this end, new directors are required to attend an orientation session, which includes the speech by the President and Chief Executive Officer and top executives. The orientation focuses on Good Corporate Governance principles, the nature of OR’s businesses, the board structure and composition, and the organizational structure. Newly appointed directors are also presented with a compilation of essential information to familiarize them with OR’s businesses and corporate governance as well as given opportunities to enquire in-depth questions about OR’s businesses to relevant executives.

Furthermore, OR encourages new directors to attend training programs relevant to directorial duties held by the Thai Institute of Directors (IOD) or other institutions, keeping them informed

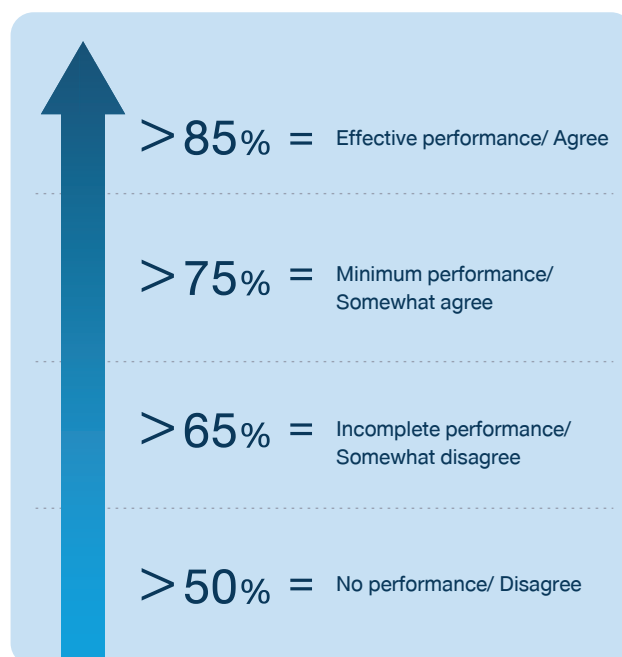
about training programs beneficial to their discharge of directorial duties. In 2021, OR’s directors, in accordance with the board’s policy, continuously enhanced their knowledge by participating in additional training programs related to their duties. Details of the directors training are disclosed in section 8.4.1 “Corporate Governance Policies Compliance Report”.

6.1.1.5 Board Performance Assessment

The Board of Directors conducts annual performance assessments to enable the board to consider and analyze its performance, problems, and obstacles throughout the year to determine guidelines for enhancing the board’s operational efficiency. In 2021, the Board of Directors approved three performance assessment forms, which had been reviewed and approved by the Nomination and Remuneration Committee, namely:

1. self-assessment of the board as a whole
2. self-assessment of individual directors
(with both self-assessment and cross-assessment)
3. self-assessment of sub-committees

The Office of the President and Corporate Secretary distributes assessment forms to all directors and subsequently sums up and presents the assessment results to the Nomination and Remuneration Committee and the Board of Directors for acknowledgment. The scoring criteria are as follows.



In 2021, the assessment results show that the Board of Directors performed their duties in line with Good Corporate Governance principles and the OR Corporate Governance Handbook. The breakdown of the performance assessment is detailed below.

Assessment Topic	Assessment Result (%)	Level
1. Assessment of the Board as a whole	97.8	Effective performance
2. Individual Assessment		
2.1 Individual directors' assessment (self-assessment)	97.8	• Effective performance
2.2 Individual directors' assessment (cross-assessment)	99.2	• Effective performance
3. Assessment of Sub-Committees		
3.1 Nomination and Remuneration Committee	99.6	• Effective performance
3.2 Corporate Risk Management Committee	100	• Effective performance
3.3 Good Corporate Governance Committee	99.6	• Effective performance
3.4 Audit Committee		
3.4.1 Audit Committee (as a whole)	100	• Excellent performance
3.4.2 Audit Committee (individual: self-assessment)	85.0	• Excellent performance
3.4.2 Audit Committee (individual: cross-assessment)	97.5	• Excellent performance

6.1.2 Policy and Guidelines Relating Shareholders and Stakeholders

The Board of Directors attaches great significance to the rights of all stakeholders, both internal and external, as well as social and environmental responsibility. To this end, the Board has defined clear guidelines for the treatment of each stakeholder group in the OR Good Corporate Governance Handbook, complying with ethical standards and Code of Business Ethics, to which OR's directors, executives, and personnel are required to adhere in their operations. OR's stakeholders can be categorized into six following groups: 1) the nation 2) shareholders 3) customers and consumers, 4) OR's employees 5) community and society and 6) business partners.

OR discloses its policies relating stakeholders in the Good Corporate Governance and the Code of Business Conduct Guidelines, which is a part of Attachment 5 (Full version of Corporate Governance Policy and Guidelines and the Code of Business Conduct) displayed on OR's official website (www.pttor.com). Moreover, OR also discloses activities related to stakeholder in Form 56-1 One Report under section 8.4.1 "Corporate Governance Policies Compliance Report".

6.2 Corporate Governance Policy and Business Code of Conduct

On June 29, 2018, the Board of Directors approved OR's Corporate Governance policy. The policy is subject to annual review, revision, and approval by the Board and acts as a guideline for OR's directors, executives, and employees to comply in order to promote OR's business efficiency, management excellence, ethical business conduct, transparency, and accountability, with the ultimate goal of continuous improvement and elevation of OR's

corporate governance system efficiency, instilling confidence among all stakeholder groups, and ensuring the sustainable growth of the organization.

OR has published its Corporate Governance policy on its website (www.pttor.com) and on OR Intranet for convenient access and reference for OR's directors, executives, and personnel. In addition,

OR continuously holds activities to enrich the understanding of its Corporate Governance policy and practices among its employees, such as a lecture on Corporate Governance, the distribution of the Corporate Governance Handbook to new employees during an orientation session. Educational online media platform (E-Learning) and PTT Group CG Day annual event have also been the channels to make various important topics of Corporate Governance easier to understand, such as conflicts of interest, corruption, bribery, gifts and business courtesies, personal data and privacy, information security, sponsorship and donation, external corporate communication, and other matters that employees should be informed of.

6.2.1 Corporate Governance Policy

The Board of Directors aspires to promote OR's operational efficiency, corporate governance, and management excellence by focusing on creating benefits for shareholders and all stakeholders as well as prioritizing business ethics, transparency, and accountability. To this end, the Board of Directors has established OR's Corporate Governance policy for as a guideline for directors, executives, and employees to adhere to. The policy entails the following:

1. The Board of Directors, executives, and employees shall strive to apply OR's six Corporate Governance Principles, namely Accountability, Responsibility, Equitable Treatment, Transparency, Vision to Create Long-Term Value, and Ethics, to their performance of duties. The Company's organizational structure shall fairly balance the roles of the Board, executives, and shareholders.
2. The Board of Directors shall perform its duties with dedication, a sense of responsibility, and independence. There shall be a clear segregation between the roles and responsibilities of the Chairman and the President and Chief Executive Officer. This also includes defining the structure, composition, and qualifications of the Board of Directors for efficient and effective performance.
3. The Board of Directors and executives shall play a vital role in formulating the company's vision, strategies, policies, and plans, while considering the risk factors to establish appropriate risk management, as well as ensuring that the accounting systems, financial reports, and accounting audits are reliable. The Board shall conduct business with ethics, social and environmental responsibility. The Board shall also promote innovation to ensure the Company's adaptation ability under ever changing environment

and strengthen the Company's capability to compete in the long term with sustainability.

4. The Board of Directors and executives shall serve as a role model for ethics and shall perform their duties in accordance with the company's Good Corporate Governance guidelines, as well as overseeing and resolving conflicts of interest and connected transactions.
5. The Board of Directors may appoint specific committees, as deemed appropriate, to assist in reviewing critical matters with utmost attention.
6. The Board of Directors shall perform an annual self-assessment to provide a framework for reviewing the Board's performance.
7. The Board of Directors shall establish the Company's code of ethics and code of conduct, to which the Board, executives, and employee, as well as all contract employees must comply in parallel with the Company's rules and regulations.
8. The Board of Directors, executives, and employees shall disclose the Company's information, both financial and non-financial, in an adequate, reliable, and timely manner for shareholders and other stakeholders to receive such information in a fair and equitable manner. OR's Public Relations Department and Investor Relations Department shall be responsible for providing the information to investors and the general public.
9. The Company's shareholders are entitled to equitable treatment by the Board and equal access to information and appropriate communication channels with the Company, including support for engagement between the shareholders and the Company.
10. The Board of Directors shall establish an appropriate system for the selection and appointment of key management positions at all levels, as well as a transparent and fair nomination process.
11. The Board of Directors shall put in place policies and systems that promote effective anti-bribery and anti-corruption actions to ensure that the management is aware and prioritizes anti-corruption practices as well as comply with OR's anti-bribery and anti-corruption measures. In addition to the aforementioned policy, the Board of Directors has established OR's eight Corporate Governance principles which are:

- 1. recognizing the Board's roles and responsibilities as OR's leader in fostering sustainable value for the organization*
- 2. defining OR's main sustainability objectives and goals*
- 3. strengthening the Board's effectiveness*
- 4. nominating and developing top executives and managing personnel*
- 5. promoting innovation and responsible business conduct*
- 6. ensuring suitable risk management and internal control systems*
- 7. maintaining financial integrity and information disclosure*
- 8. promoting engagement and communication with shareholders*

6.2.2 Business Code of Conduct

OR's Business Code of Conduct refers to a compilation of conduct that OR's personnel are required to observe in order to protect and enhance the reputation of the company. It compiles and stipulates the scope, standards of conduct and behavior that all personnel, from directors and executives to employees, should abide by in business operations and performance of duties. The code of conduct ensures uniform practices under the framework of ethics and integrity in a creative, orderly, equal, and equitable manner to form a foundation, protect the image of the company, and

contribute to its sustainable growth. The code of conduct consists of items as follows:

- 1. Compliance with laws, Regulation, and Human Rights principles*
- 2. Anti-money laundering*
- 3. Political neutrality*
- 4. Conflicts of interest and connected transactions*
- 5. Confidentiality, data storage, and the use of internal information*
- 6. Treatment of customers and consumers*
- 7. Treatment of business competitors*
- 8. Procurement and treatment of suppliers*
- 9. Overall responsibility towards community, society, and environment*
- 10. Treatment of employees*
- 11. Treatment of creditors*
- 12. Internal control and auditing*
- 13. Receiving and offering of gifts, assets, or other benefits*
- 14. Safety, occupational health, and the environment*
- 15. Intellectual property and the use of information technology and communication systems*
- 16. Responsible communication*

Details of OR's Corporate Governance policy and Business Code of Conduct appear in the OR Corporate Governance, Ethical Standards, and Code of Business Ethics Handbook.



6.3 Significant Changes and Developments in Corporate Governance Policy, Guidelines, and System in 2021

The Board of Directors ensures the continuous improvement of OR's Corporate Governance policy, guidelines, and systems to enhance its corporate governance efficiency and elevate its corporate governance standards to meet the 2017 Corporate Governance

Code (GC Code) of the Securities and Exchange Commission.

In 2021, the Board of Directors approved the revision of OR's Corporate Governance policy, guidelines, and system as follows.

Corporate Governance policy, guidelines, and system	Improvement
Corporate Governance Policy and Guidelines and the Code of Business Conduct	<ul style="list-style-type: none"> • Additional integration of Environmental Social and Governance (ESG) concept to the Company's operation as OR's business conduct standard that will lead to the goal achievement in creating shared value for all stakeholders in a balanced manner. This will also lead to improvement of life quality, community's economy, and sustainable growth of Thai society. • Additional roles and duties of Board of Directors, executives, and employees in accordance with the principles of Good Corporate Governance. This includes the integration of GRC to cover the GRC policy. • Revision of the voting process in the Board of Directors meeting. The minimum quorum must be at least two-thirds of the total number of directors. • Additional regulation to prohibit the Directors, executives, their spouses, and minor children from trading the Company's securities during 45 days of the quarterly statement and 60 days of the annual statement. In this regard, securities or derivatives related to securities of the listed company must not be traded until 24 hours after the disclosure of such information to the public. • In case of necessity to buy or sell the Company's securities, the person must notify the Company Secretary at least 2 days in advance using the form specified in the Company's Good Corporate Governance guideline. • Additional topic of Responsible Communication to Code of Business Conduct guideline • Revision of the appendix document of the CG guideline to improve report form to be more detailed and comprehensive. The revision consists of the definition of report form, the conflict of interest report form, advance notice of the Company's securities buying-selling report form, and the receipt of gifts, assets, and any other benefits report form.
OR's Board of Directors Charter	<ul style="list-style-type: none"> • Additional scope of duties of the Board of Directors in performance assessment of the Chief Executive Officer and the President. • Additional policy of the Board of Directors that non-executive directors shall hold meetings among themselves at least once a year.

Corporate Governance policy, guidelines, and system	Improvement
Audit Committee Charter	<ul style="list-style-type: none"> Improvement on various activities to be in line with the guidelines of the Office of the Securities and Exchange Commission, such as when the Audit Committee retires, changes shall be made to the scope of duties of the Audit Committee, qualifications of the Audit Committee, and other activities related to auditors, for example.
Nomination and Remuneration Committee Charter	<ul style="list-style-type: none"> Adjustment on the numbers of the Nomination and Remuneration Committee to be more than half of the independent directors. The Nomination and Remuneration Committee member must not be a chairman or executive director. Additional scope of duties in selection of Executive Vice President or equivalent position before presenting to the OR committee. Additional scope of duties to cover the guidelines of assessment criteria and assessment form for OR's Board of Directors and sub-committees' annual assessment. Setting the clear scope of duties on 1) determination of criteria assessment for the Chief Executive Officer and the Chairman; 2) the assessment of the Chief Executive Officer and the Chairman; and 3) the remuneration of the Chief Executive Officer and the Chairman.
Corporate Risk Management Committee Charter	<ul style="list-style-type: none"> Improvement in considering and commenting on investment-related agendas, to be in line with the OR's regulations and requirements regarding investment and management, OR's and OR Group's investment budget, and investment supervision guidelines of companies OR holds shares.
Corporate Governance Committee Charter	<ul style="list-style-type: none"> Additional regulation on the Corporate Governance Committee's qualification. The Corporate Governance Committee members must not be the Chairman of the Board or the Executive Director. Improvement on the scope of duties, power, and responsibility of the Corporate Governance Committee whereby the Committee shall be responsible to set policies and guidelines for Corporate Governance, Business Code of Conduct, anti-corruption, Sustainability Management (SM), and Corporate Social Responsibility (CSR). Furthermore, the Committee shall supervise, promote, and monitor Corporate Governance practices, Sustainability Management, and CSR activities.

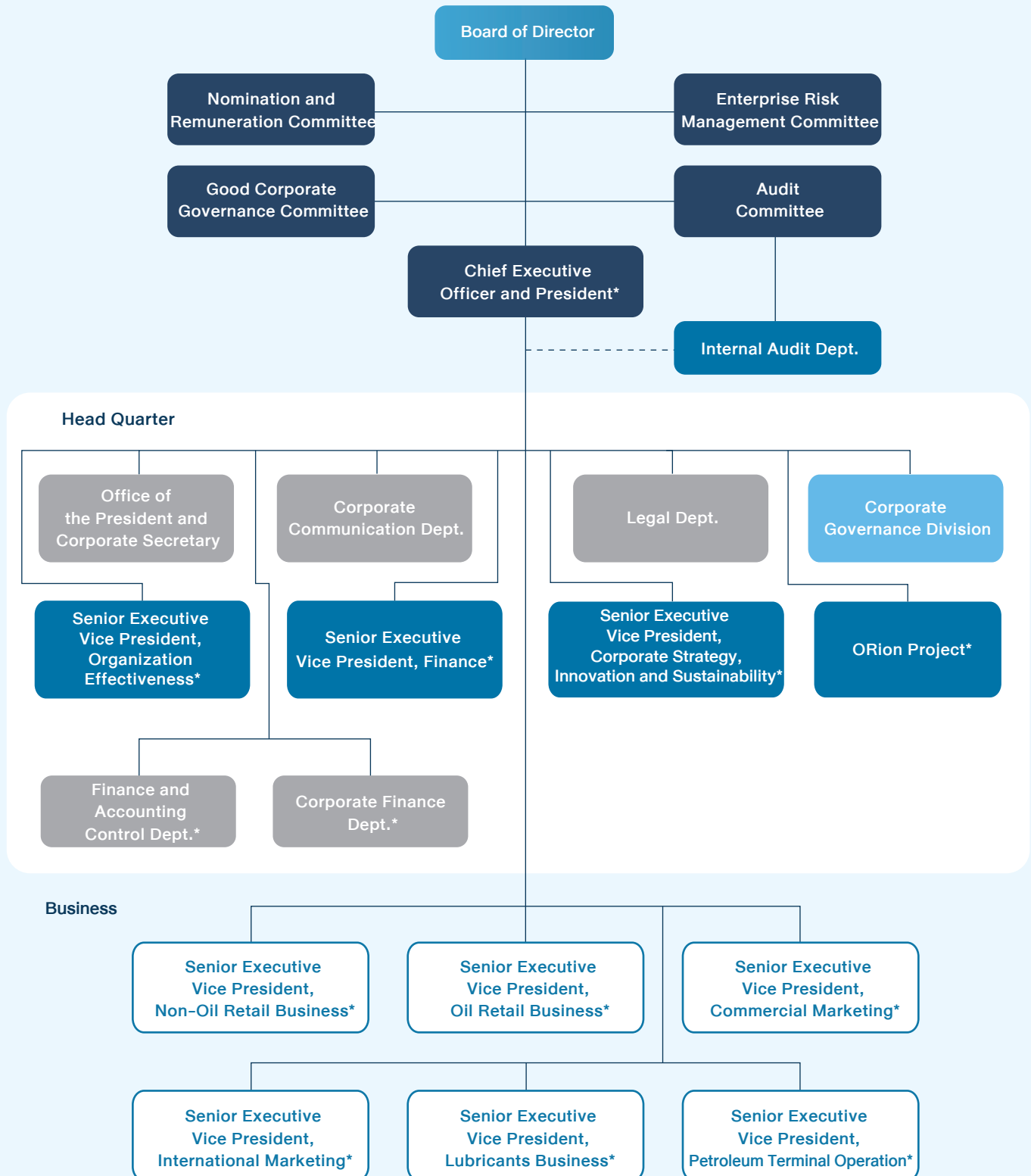


7. Corporate Governance Structure and Important Information regarding Board of Directors, Management, Employees and Others



7.1 Corporate Governance Structure

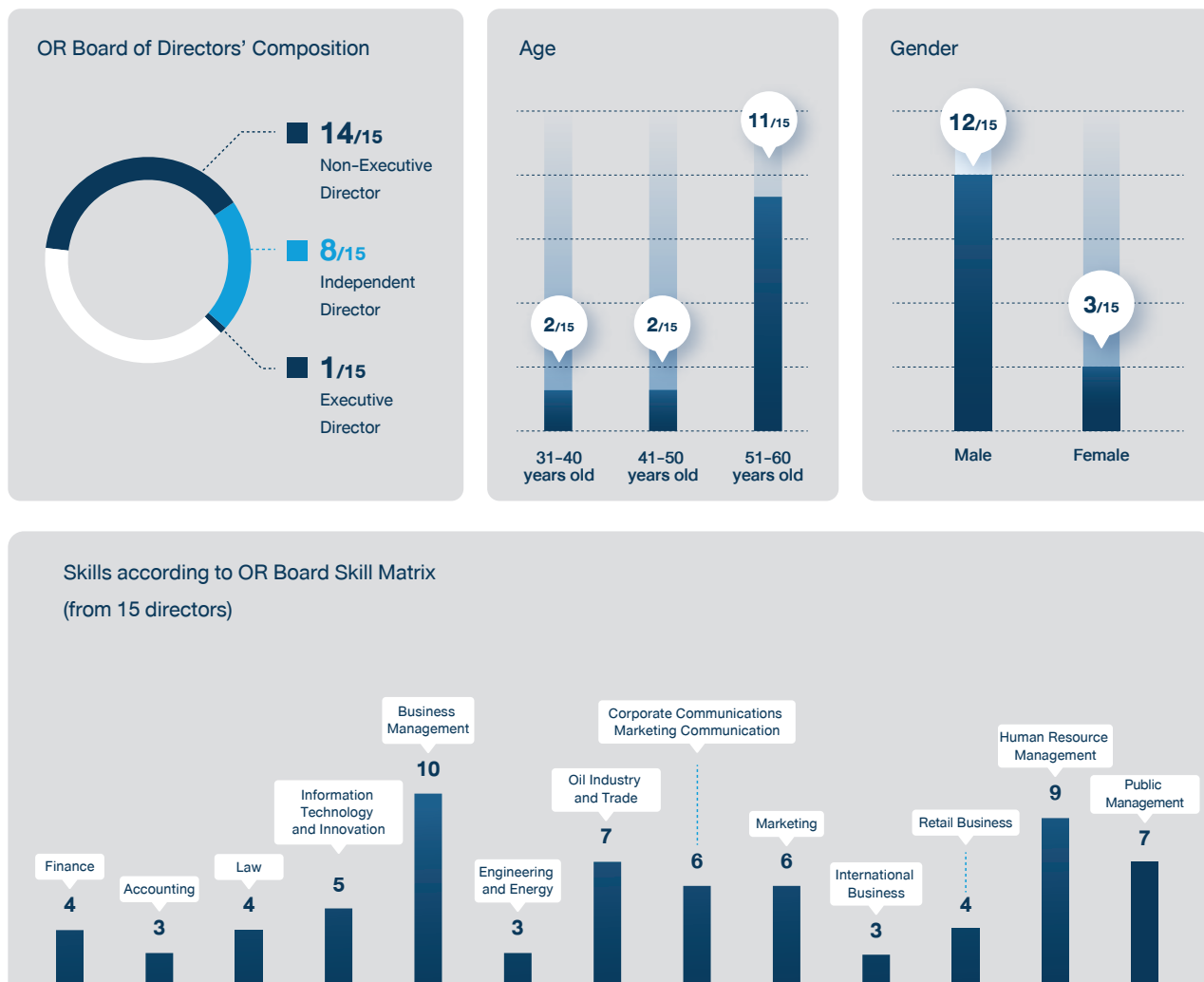
As of December 31, 2021, there are 4 OR Committees and Sub-Committees who work on screening and prioritizing important tasks for the OR Board of Directors, namely Audit Committee, Nomination and Remuneration Committee, Corporate Risk Management Committee, and the Good Corporate Governance Committee with Chief Executive Officer and President as the chief executive of OR.



*Executive

7.2 Information about OR's Board of Directors

7.2.1 OR Board of Directors' Composition



OR's Board of Directors consist of individuals with recognized knowledge and competence, primarily responsible for making operational decisions that will benefit the Company, shareholders and all stakeholders, as well as being an important player in determining the Company's objectives and goals by working with senior management in formulating strategies and operating policies for both short-term and long-term, along with determination of the monetary policy risk management and overview of the organization, reviewing the Company's important policies and plans yearly. The Board plays an important role in the allocation of important resources according to the goals, supervise, examine and evaluate the performance of OR and top management to be as planned in an independent manner.

As of December 31, 2021 OR has 15 directors in accordance with the relevant laws and the Company's Articles of Association.

There are 14 non-executive directors (representing 93% of the entire Board of Directors) and 1 director from the management, which is the Acting Chief Executive Officer and President (accounting for 7% of the entire committee).

OR has 8 independent directors, which is more than half of the total number of directors (accounting for 53% of the entire community), with 2 female independent directors. All 8 independent directors meet OR's qualifications for independent directors, which are more stringent than the criteria of Capital Market Supervisory Board.

The Board of OR is comprised of members with gender diversity, possessing a wide range of qualifications, knowledge, expertise and experience necessary and beneficial to the Company's business operations with an appropriate balance of directors.

7.2.2 Individual Directors

Information of the Board of OR as of December 31, 2021 with positions in sub-committees and the date of appointment for the current term are as follows:

Board Name List	Position(s)	Date of Appointment
1. Mr. Auttapol Rerkpiboon	Chairman of the Board	April 3, 2019. (term renewed)
2. Professor Dr. Surapon Nitikraipot ⁽¹⁾	Independent Director	April 7, 2021.
	Chairman of the Nomination and Remuneration Committee / Member of the Corporate Governance Committee	April 8, 2021
3. Assoc. Prof. Dr. Pipop Udorn	Independent Director/Chairman of the Audit Committee/ Corporate Risk Management Committee	March 30, 2020 (term renewed)
4. Mr. Chaichana Mitrpant	Independent Director/Audit Committee	April 3, 2019 (term renewed)
	Chairman of the Enterprise Risk Management Committee	May 14, 2019
5. Assist.Prof. Dr. Duangkamol Chartprasert	Independent Director	April 7, 2021 (term renewed)
	Chairman of the Corporate Governance Committee	December 23, 2021
6. Mr. Yanyong Detpiratmongkol ⁽²⁾	Independent Director/Audit Committee	April 8, 2021
7. Mr. Rawit Hanutsaha ⁽¹⁾	Independent Director	April 7, 2021
	Audit Committee	April 8, 2021
8. Miss Dujduan Hetrakul	Independent Director	April 7, 2021
	Nomination and Remuneration Committee	October 27, 2021
9. Mr. Supat Metheeworapote	Independent Director / Corporate Governance Committee	April 7, 2021
	Nomination and Remuneration Committee	October 27, 2021
10. Mr. Poomsak Aranyakasemsuk	Director	April 7, 2021 (term renewed)
	Nomination and Remuneration Committee	October 24, 2018.
11. Dr. Twarath Sutabutr ⁽³⁾	Director	April 17, 2021
	Enterprise Risk Management Committee	April 8, 2021
12. Mr. Kris Imsang	Director	January 21, 2021
	Nomination and Remuneration Committee	January 27, 2021
13. Mr. Disathat Panyarachun ⁽⁴⁾	Director	October 8, 2021
	Corporate Governance Committee	October 27, 2021
14. Dr. Buranin Rattanasombat ⁽⁵⁾	Director	October 8, 2021
	Enterprise Risk Management Committee	October 27, 2021
15. Miss Jiraphon Kawswat	Enterprise Risk Management Committee	March 30, 2020. (term renewed)
	Acting Chief Executive Officer and President	July 1, 2018.

Remarks:

⁽¹⁾ Prof. Dr. Surapon Nitikraipot and Mr. Rawit Hanutsaha were appointed as independent directors by the resolution of the 2021 Annual General Meeting of Shareholders on April 7, 2021.

⁽²⁾ Dr. Chayodom Sanpasri resigned from Independent Director, Chairman of the Nomination and Remuneration Committee, and Audit Committee positions effective from April 8, 2021. Mr. Yanyong Dechpiratanamongkol was appointed as a new director to replace the resigned director by the resolution of the Board of Directors in the meeting No. 3/2564, March 24, 2021.

⁽³⁾ Mr. Sarawut Kaewtathip resigned from the position of director effective from December 16, 2019. Dr. Twarath Sutabutr was appointed as a new director to replace the resigned director by the resolution of the Board of Directors at the meeting No. 2/2564, February 17, 2021.

⁽⁴⁾ Mr. Noppadon Pinsupa resigned from the position of director and the Corporate Governance Committee effective from October 1, 2021. Dr. Buranin Rattanasombat has been appointed as a new director to replace the resigned director by the resolution of the Board of Directors at the meeting No. 9/21, September 22, 2021.

⁽⁵⁾ Mrs. Arawadee Photisarot resigned from the position of director and member of the Corporate Risk Management Committee effective from October 1, 2021. Mr. Disathat Panyarachun was appointed as a new director to replace the resigned director by the resolution of the Board of Directors at the meeting No. 9/21, September 22, 2021.

Report on the change of securities holding of the Company's directors

Name List	Ordinary Shares (unit: share)		
	As of February 11, 2021 (Date of SET registration)	As of December 31, 2021	Increase/ (decrease) during the year
1. Mr. Auttapol Rerkpiboon Spouse	2,363 1,005	2,363 1,005	-
2. Professor Dr. Surapon Nitikraipot	-	-	-
3. Assoc. Prof. Dr. Pipop Udorn	-	-	-
4. Mr. Chaichana Mitraphat	-	-	-
5. Assist.Prof. Dr. Duangkamol Chartprasert	-	-	-
6. Mr. Yanyong Detpiratmongkol	-	-	-
7. Mr. Rawit Hanutsaha	-	-	-
8. Miss Dujduan Hetrakul	-	-	-
9. Mr. Supat Metheeworapote	- 682	- 682	-
10. Mr. Poomsak Aranyakasemsuk	-	-	-
11. Dr. Twarath Sutabutr	7,500	7,500	-
12. Mr. Kris Imsang	-	-	-
13. Mr. Disathat Panyarachun	-	-	-
14. Dr. Buranin Rattanasombat Spouse	5,900 4,400	5,900 4,400	- -
15. Miss Jiraphon Kawswat	-	-	-

Remarks:

¹ According to the SEC rules, ordinary shares of a company held by directors shall include ordinary shares held by spouses or cohabitants as husband and wife and minor children.

7.2.3 Board Duty and Responsibilities**7.2.3.1 Scope of Power, Duties, and Responsibilities of OR's Board**

The power, duties, and responsibilities of the OR Board of Directors are set forth with reference to the Public Limited Companies Act B.E. 2535 (including amendments), the Securities and Exchange Act B.E. 2535 (including amendment), Regulations of the Stock Exchange of Thailand, and OR's Articles of Association.

The authority, duties and responsibilities of the Board of Directors are as follows:

1. To comply with the laws, OR's corporate objectives, articles of association, and resolutions of shareholders' meetings, as well as performing its duties with a sense of responsibility, care, honesty, and acting in the best interest of OR.
2. To be responsible for the shareholders' best interest, ensuring OR's information disclosure to OR's investors is accurate, standardized, and transparent.
3. To define Good Corporate Governance policies and a code of business conduct comprising appropriate guidelines and best practices for directors, management, and employees to foster a sense of professional responsibility and understanding, which are to be complied with strictly in conjunction with the rules and regulations of OR to ensure equity to all stakeholders. In addition, OR will assess its performance under the Good Corporate Governance policies and code of business conduct at least once a year.
4. To review and approve OR and its subsidiaries' vision, missions, business strategies, directions, policies, targets, plans, and budget proposed by the management.
5. To effectively oversee and ensure that the management's operations are in line with OR's vision, missions, business strategies, directions, policies, targets, plans, and budget approved by the Board for the best interest of OR and its shareholders.
6. To ensure that OR and its subsidiaries establish reliable accounting systems, adequate and effective internal control and internal audit systems, as well as internal control adequacy monitoring systems.
7. To oversee the completion of OR's financial statements at the end of each accounting year to be proposed for approval at the annual general meeting of shareholders and oversee annual and quarterly financial statements be audited by auditors and be timely submitted to the SET.
8. To make appropriate decisions on the selection of auditors as well as determine the appropriateness of the remuneration submitted by the Audit Committee before proposing for approval at the annual general meeting of shareholders.
9. To prioritize social and environmental responsibilities in OR's business operation for a better and sustainable quality of life in the society.
10. To consider and approve the appointment of qualified candidates with no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including amendments) and the Securities and Exchange Act B.E. 2535 (1992) (including amendments), as well as laws, notifications, regulations, and/or other relevant rules as the seat of directors is vacated with other reasons besides term completion, as well as consider the appointment of directors to replace the directors retired by term completion and determine the appropriateness of the remuneration submitted by the Nomination and Remuneration Committee before proposing for approval at the shareholders' meeting.
11. To appoint sub-committees such as Audit Committee, Nomination and Remuneration Committee, or any other sub-committees and define their roles and responsibilities to assist and support the Board in their operations, as well as defining the sub-committees' remuneration before proposing for approval at the shareholders' meeting.
12. To shall appoint, conduct performance assessment, and determine the remuneration of OR's President and Chief Executive Officer and to grant a power-of-attorney to the President and Chief Executive Officer to appoint executives as defined by the SEC Board or the Capital Market Advisory Board.
13. To ensure an appropriate, transparent, and fair nomination process for the selection and appointment of key management positions at all levels.
14. To appoint the Corporate Secretary to support the Board's matters and define the Corporate Secretary's qualifications and experience to perform duties, including disclosing the qualifications and experience of the Corporate Secretary in OR's annual report and on OR's website.
15. To approve expenditures for investments, operations, loaning or application for credits from financial institutions, and being a guarantor as part of OR and its subsidiaries' regular operations without budget limits in accordance with the rules and regulations of OR and laws and regulations stipulated by the SET and the Capital Market Supervisory Board.
16. To consider and approve connected transactions to be undertaken by OR, its subsidiaries, and associate companies

as prescribed by the Securities and Exchange Act B.E. 2535 (1992) (including amendments) and related regulations under the SET and the Capital market Supervisory Board; and to provide the management clear operating guidelines under related laws and regulations, the Board shall define OR's ordinary business transactions which OR, its subsidiaries, and associate companies could enter with OR directors, executives, and their related persons.

17. To ensure that OR and its subsidiaries' operation are in line with OR policies, the securities and exchange law, and regulations under the Capital Market Supervisory Board, the SEC, and the SET, as well as ensuring OR's adequate internal control and internal audit systems.

18. To approve payment of interim dividend.

19. To determine and amend the list of authorized directors.

20. To seek independent professional advice as deemed necessary.

21. To oversee OR's operational effectiveness and to act for the best interest of OR's stakeholders.

22. To provide each shareholder group with appropriate communication channels and oversee that the information disclosure is complete, clear, transparent, reliable, and of highest standards.

23. To arrange an annual general meeting of shareholders within 4 months after the end of each OR fiscal year, to oversee the effectiveness and transparency of the meeting, and to provide the shareholders an opportunity to exercise their rights. After the meeting, ensure that the meeting resolutions and minutes of meeting are timely prepared and disclosed.

24. To compile and disclose the annual report and financial statements of OR and its subsidiaries, stating OR's financial status and operations, to be proposed for consideration and approval at annual general meetings of shareholders.

25. To perform self-assessment of the Board as a whole and as an individual on an annual basis to serve as a framework for examining the performance of the Board and also a reflection on problems and obstacles of each year. The evaluation results should be used to strengthen the effectiveness of the Board.

26. To consider potential risk factors, formulate comprehensive risk management guidelines, ensure that the management operates with efficient risk management systems and processes in place, and predict possible risks that may arise from new business opportunities.

27. To monitor and remedy issues related to potential conflicts of interest and connected transactions, prioritizing major transactions that will result in maximum benefits for shareholders and stakeholders as a whole.

28. The Board may authorize and/or designate individuals to perform specific tasks on its behalf. The grant of power of attorneys or sub-attorneys shall conform to the scope defined in the letter of authorization and/or in compliance with the rules, regulations, or orders prescribed by the Board of and/or OR. The authorization of the Board's roles and responsibilities shall not be in such a manner that enables the Board or the appointed attorneys, through the attorneys or sub-attorneys, to approve transactions that may benefit themselves or others who may have conflict of interest (as defined in the notifications of the SEC or the Capital Market Supervisory Board) in any manner or create conflicts of interest with OR or its subsidiaries, except transactions that are in accordance with the policies and criteria approved by shareholders' meetings or approved by the Board. The business-related approval shall be OR's ordinary business transactions as defined in the notifications of the SEC or the Capital Market Supervisory Board, and/or the SET, or other related institutions.

29. To review the Board charter once a year.

30. To encourage OR's directors and management to attend courses and seminars organized by the Thai Institute of Directors (IOD) or by other institutions that are relevant to their roles and responsibilities.

7.2.3.2 Authorized Directors to Bind the Company

Directors who are authorized to sign to bind the Company consist of the President to sign and affix with the Company's seal, or 2 other directors to jointly sign and affix the Company's seal. The exception is made for independent directors to maintain independence according to the principles of Good Corporate Governance. As of December 31, 2021, the authorized directors to bind the Company are as follows: (1) Ms. Jiraphon Kawswat, President signed and affixed with the Company's seal; or (2) Mr. Poomsak Aranyakasemsuk, Mr. Attapol Rerkpiboon, Mr. Kris Imsang, Mr. Tawarath Sutabutr, Mr. Disathat Panyarachun or Mr. Buranin

Rattanasombat, two of these six directors can jointly sign and affix the Company's seal.

7.2.3.3 Independent Director

OR's Good Corporate Governance Handbook stipulates that the number of independent directors is in accordance with the rules of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, which is at least one-third of the total number of directors. At present, OR has a total of 8 independent directors, which is more than the aforementioned criteria. OR's independent director's term of office does not exceed 9 years from the date of first appointment as an independent director. In the case of appointing such independent directors to continue holding office, the Board of Directors will reasonably consider such necessity, although until now there has been no independent director in office beyond the stipulated term.

In addition, OR Corporate Governance Handbook also requires independent directors to hold meetings among independent directors at least once a year. In 2021, the independent directors held 1 time of such meeting.

In addition, OR Corporate Governance Handbook also requires independent directors to hold meetings among independent directors at least

**once
a year**

In 2021,
the independent
directors held

**1 time
of such
meeting.**

All independent directors of OR are knowledgeable, competent, and possess independence with none of the prohibited qualifications as required by law. They are independent from the management and major shareholders of the Company, with qualifications according to OR's definition of an independent director of OR as follows:

1. Not holding more than 0.5% of the total share numbers with voting rights of either OR or its subsidiary, associated company, and not a major shareholder or controlling person of OR, including the shareholding of related persons of that independent director.
2. Not being or used to be a director who participates in management, employee, consultant with salary basis, or controlling person of OR, its subsidiary or associated company, same-level subsidiary, major shareholder or controlling person

of OR, unless such nature has ended at least 2 years before being appointed as OR's independent director. However, such prohibited characteristics do not include the case where the independent director used to be a government official or an advisor to a government agency who is a major shareholder or controlling person of OR.

3. Not a person who is related by blood or by legal registration in the form of father, mother, spouse, siblings and children, including the spouse of the child of other directors, executives, major shareholders controlling person or a person who will be nominated as a director, executive or controlling person of OR or its subsidiaries.
4. Do not have or have had business relationship with OR, its subsidiary or associated company, major shareholder or OR's controlling person in a manner that may impede the exercise of his or her independent judgment, including not being or having been a significant shareholder or a controlling person of a person having business relationship with OR, its subsidiary or associated company, major shareholder or controlling person of OR, unless the aforementioned relationship has been eliminated less than 2 years before being appointed.

Business relationship under the first paragraph includes trade transactions that are normally done for the purpose of business, renting out real estate, transactions relating to assets or services, giving or receiving financial assistance by accepting or lending, guaranteeing, or placing assets as collateral for liabilities and other similar behaviors. As a result, OR or the counterparty has a debt obligation to be paid to the other party at least 3 % of OR's net tangible assets or 20 million baht or more, whichever is lower. However, the calculation of such indebtedness shall be in accordance with the calculation of connected transactions value under the Notification of the Capital Market Supervisory Board regarding Rules on Connected Transactions mutatis mutandis. But consideration of such debt obligations shall include debt obligations incurred during 1 year prior to the date of business relationship with the same person.

5. Not being or used to be an auditor of OR, its subsidiary or associated company, major shareholder or controlling person of OR, and not being a significant shareholder, controlling person or partner of the audit firm which has auditors working for OR its subsidiary or associated company, major shareholder or a controlling person of OR, unless the foregoing relationship has ended for at least 2 years before being appointed.

6. Not being or have been a professional service provider of any kind, including legal or financial advisory services who receives service fees of more than 2 million baht per year from OR, its subsidiary or associated company, major shareholder or controlling person of OR, and not being a significant shareholder, a controlling person, or a partner of that professional service provider unless having been discharged from the aforementioned nature for not less than 2 years before being appointed.
7. Not being a director appointed to represent OR's directors, major shareholder, or shareholders who are related to major shareholders.
8. Not operating a business with the same nature and in significant competition with the business of OR or its subsidiaries, or not being a significant partner in the partnership, a director who takes part management, an employee, a consultant who receives

regular salary, or holding more than 1% of the total number of shares with voting rights of other companies which operates businesses of the same nature and in significant competition with the businesses of OR or its subsidiaries.

9. Having no other characteristics that prevent independent opinions on the operations of OR after being appointed as independent directors with the characteristics in accordance with number 1 to number 9. An independent director may be assigned by the Board of Directors to make operational decisions of the OR, its subsidiary or associated company, same-level subsidiary, major shareholder, or the controlling person of the OR with a collective decision.

At present, there are no independent directors of OR who hold other positions as independent directors in subsidiary and same-level subsidiary of OR.

Roles, Duties and Responsibilities of OR Independent Directors

1. Recommend significant and beneficial matters to the Company's shareholders and minority shareholders, to the Board of Directors and/or Chief Executive Officer and President, as the case may be.
2. Give opinions on the roles and duties of the Board of Directors that should be performed, as well as giving opinions in accordance with the roles and duties of independent directors for the benefit of the Company, shareholders and minority shareholders.
3. Review the Company's compliance with the laws related to independent directors, including the definition of independent directors, ensuring it to be appropriate and complete according to the law.
4. To perform any other acts as assigned by the Board without affecting the independence in duties and performance.
5. The term of the independent director starts from having full qualifications according to the definition of an independent director in the Company's Good Corporate Governance and the term ends when lacking qualifications under the aforementioned definition or retirement from the position of the Company's director.
6. Independent directors must set up a meeting at least once a year.

7.2.3.4 Chairman

Mr. Auttapol Rerkpiboon, a representative director of PTT, is the chairman of the Board. Although the Chairman of the Board of Directors is not an independent director, OR considers that the Chairman has knowledge, capabilities, and good understanding towards the nature of OR's business, which is necessary for decision making in the best interests of OR and shareholders. Overall, OR has a mechanism that can build confidence for shareholders and all stakeholders that decisions of the Board of Directors are made independently, cautiously, prudently, and without domination or guidance as follows:

1. The OR Board complies with the principles of Good Corporate Governance of the Office of the Securities and Exchange Commission and OR's Good Corporate Governance Handbook by promoting the balance of power between the OR Board of Directors and the Management, and consider 1) composition of the Board of Directors OR to consist of more than half of independent directors and 2) appoint Assoc. Prof. Dr. Pipop Udom, Independent Director and Chairman of the Audit Committee, and/or Ms. Dujduen Hetrakul, Independent Director and member of the Nomination and Remuneration Committee, either one

of them as a participant in determining the agenda of the OR Board of Directors' meeting.

2. The Chairman of the Board is not an executive director and is not the same person as the Chief Executive Officer and the President, with no relationship to the Management, and has clearly separated power and duties between the formulation of governance policies and the management of routine tasks. The Chairman of the Board is the leader who controls the meeting of the OR Board, ensuring efficiency and effectiveness. All directors are encouraged to participate in the meeting, assist, advise, oversee and support the Management's business operations through the Chief Executive Officer and the President, but will not, however, interfere with the Management's routine or day-to-day business which the Chief Executive Officer and the President are responsible for.
3. The Board of Directors has assigned sub-committees to consider, screen and monitor the Company's operations to prevent unreasonable conflicts of interest transactions and balance the needs of each party by assigning the Audit Committee to review the accuracy of financial and non-financial disclosures, including connected transactions, and assign the Nomination and Remuneration Committee to oversee the nomination and remuneration of directors and executives in clear and transparent manner.

The Chairman of the Board possesses a leading role of the Board of Directors. The duties of the Chairman as specified in the OR Corporate Governance Handbook cover the following matters:

1. Supervise, follow up and ensure that the performance of duties of the OR Board is efficient and achieve the objectives and main goals of the organization.
2. Ensure that all directors participate in fostering an ethical corporate culture in accordance with the Good Corporate Governance policy
3. Determine the agenda and measures of the OR Board of Directors meeting by discussing with the Chief Executive Officer and the President, to ensure that important matters are included in the meeting agenda.
4. Allocate sufficient time for the Management to propose agendas and enough for the directors to discuss important issues thoroughly, encouraging directors to use prudent discretion and freely express their opinions.
5. Strengthen good relationships between executive directors and non-executive directors and between the Board of Directors and the Management.

7.2.3.5 Power and Duties of the Chief Executive Officer and President

The CEO and President of OR is the highest rank of supervisor appointed by the OR Board of Directors in accordance with OR's Articles of Association, with duties and responsibilities for Company's management as assigned by the Board to strictly comply with the policies, plans, budgets and within the framework of power approved by the Board, with utmost honesty and carefully maintain the best interests of OR and shareholders, and shall not conduct any action that conflicts with OR's benefits or interests.

Roles, duties and responsibilities of the Chief Executive Officer and the President

1. Operate the business and/or manage the day-to-day operations of OR.
2. Assign, appoint, remove, transfer, promote, reduce, cut off salary or wages, discipline employees, as well as request employees to retire from office in accordance with the rules prescribed by the Board of OR.
3. Ensure the preparation and delivery of OR's business policies such as plans and budgets to the Board for approval and has a duty to report the progress according to the approved plans
4. Operate and/or work in accordance with the policy, plans and budgets approved by the Board of Directors.
5. Hold a position and perform duties as a secretary of the Board.
6. Manage cash flows, investments, budgets, plans and risk management processes under the guidelines and frameworks approved by the Board comprehensively and efficiently.
7. Approve the budget for investment, procurement, procurement, including the operating expenses of OR under the business plan and the annual budget approved by the Board.
8. Representing OR in dealings with third parties.
9. Take any action to support OR's business operations and perform any other duties as assigned by the OR Board.

In addition, OR's Board of Directors have authorized the Company's management to the Chief Executive Officer and the President. The principles and scope of power are as follows:

1. Authorized to manage OR's business in accordance with the objectives, regulations, policies, rules, regulations, orders and resolutions of OR's Board of Directors' meeting and/or resolutions of the shareholders' meeting in all respects.
2. Authorized to command, contact, order, carry out operations, as well as sign the contract, documents, orders, notices or any letters used in contact with government agencies, state enterprises and persons having the authority to do any necessary and appropriate actions for the achievement of the above.
3. Authorized to supervise employees in all positions, including recruiting, appointing, dismissing, deleting, reducing, cutting off salaries or wages, discipline, as well as to force resignation from office in accordance with the rules, regulations or orders prescribed by the Board of Directors of the Company. However, in case of an employee of the advisory level, Executive Vice President or a person holding an equivalent position or more, such matter must be approved by the Board first. Authorization also applies to the power to determine the work conditions of employees and issue regulations on the Company's operations without conflict or inconsistent with the rules, regulations or orders prescribed by the Board.
4. Authorized to sub-authorize and/or assign other persons to perform specific tasks on his behalf. Such sub-authorization and/or assignment must be to the extent in accordance with the rules, regulations or orders established by OR and/or the Board.

However, the use of the power of the Chief Executive Officer and the President as mentioned above will be terminated if the Chief Executive Officer and the President has an interest or may have a conflict of interest in any manner with the Company in exercising such power.

The Audit Committee's meeting is held on average once a month. In 2021, the Audit Committee held a total of 12 meetings with the following members of the Audit Committee attending.

Audit Committee Members	Position	Meeting Attendance/ Number of Meeting in 2021
Assoc. Prof. Dr. Pipop Udom (Independent Director)	Chairman of the Audit Committee	12/12
Dr. Chaichana Mitrpant (Independent Director)	Audit Committee	11/12
Mr. Yanyong Detpiratmongkol * (Independent Director)	Audit Committee	9/9
Mr. Rawit Hanutsaha *(Independent Director)	Audit Committee	9/9

*Note: * Appointed as the Audit Committee with effective from April 8, 2021, onwards.*

7.3 Sub-Committees

As of December 31, 2021, OR has 4 sub-committees, namely the Audit Committee, Nomination and Remuneration Committee, Enterprise Risk Management Committee and Corporate Governance Committee.

Each sub-committee has a charter approved by the Board, describing its mission, composition and properties, term of office, responsibilities and meetings. The Charter is required to be reviewed as deemed appropriate, and sub-committees must report the results of operations to the Board.

In 2021, the sub-committees consist of Audit Committee, Nomination and Remuneration Committee, Enterprise Risk Management Committee and Corporate Governance Committee. The charter of each committee has been reviewed to better suit the mission, responsibility and to be in accordance with the best practices of companies listed on the Stock Exchange of Thailand. The revision was presented to the Board for consideration, and approval is already completed. The Audit Committee has considered reviewing their own charter to be in accordance with the rules, announcements and manuals related to the current version of operation. It was presented to the OR Board and was notified to the Stock Exchange of Thailand on February 17, 2021.

7.3.1 Audit Committee

The Audit Committee consists of 4 independent directors who are fully qualified in accordance with the regulations of the Capital Market Supervisory Board, with Assoc. Pipop Udom, qualified and equipped to audit financial statements credibility, as well as performing other duties as an Audit Committee member. The Audit Committee has a term of office according to the terms of the Company's directorship, with Ms. Vorapanit Sitthibut, Manager of Internal Audit Department, as the secretary of the Audit Committee.

Scope, duties and responsibilities of the Audit Committee

1. Prepare the internal audit charter of the Audit Committee in accordance with the scope of responsibility OR's operation, subject to the approval of the Board of Directors, and disclose to shareholders through various channels. The review the suitability of the charter should be conducted at least once a year.
2. Review the effectiveness and efficiency of Good Governance processes, risk management process, and internal control process.
3. Review and ensure OR has an accurate and reliable financial reporting.
4. Review OR's operation to ensure it complies with the law, regulations, rules and procedures, Cabinet Resolution Securities and Exchange Law, regulations of the Stock Exchange of Thailand, announcements or orders related to the Company's operations.
5. Review to ensure that OR has an appropriate internal control system and adequate internal audit system. Consider the adequacy of the budget, personnel, and the independence of the internal audit unit.
6. Consider connected transactions or transactions that may have conflicts of interest or potential fraud that may affect OR's operations in accordance with the laws and regulations of the Stock Exchange of Thailand, ensuring that such transactions are reasonable and in the best interests of the Company.
7. Make recommendations to the OR Board of Directors in considering the appointment, transfer, promotion, performance appraisal, or dismissal of the head of the internal audit unit.
8. Consider, select, nominate an independent person to act as the auditor of OR and propose the auditor's remuneration to the OR board, including attending a meeting with the auditor without the Management at least once a year.
9. Coordinate the audit results with the auditor and consider about problems or limitations that arise from the audit of the financial statements for solutions and improvement. When deemed necessary, consider and recommend reviewing or examine any item which needs revision, and ensure there are plans to review the methods and controls of electronic data processing.
10. In the event that the auditor reports to the Audit Committee any suspected corruption or violation of laws related to the performance of duties of directors and executives, the Audit Committee shall consider and proceed to conduct a preliminary audit and report the results of such audit to the Office of the Securities and Exchange Commission and the auditor within 30 days from the date of notification from the auditor.
11. Report the results of the internal audit of the Audit Committee to the OR Board at least once per quarter within 60 days from the end of each quarter, except for the operating results report in the 4th quarter, which shall be prepared as the annual performance report. Such reports must be signed by the Chairman of the Audit Committee and sent to the ministry in charge and the Ministry of Finance for acknowledgment within 90 days from the end of OR's fiscal year. Operation result report under the first paragraph shall at least contain the information specified by the State Enterprise Policy Office Ministry of Finance and the Stock Exchange of Thailand.
12. Evaluate the results of the internal audit of the Audit Committee at least once per fiscal year, including report of the assessment, problems and obstacles, as well as plans to improve the operation to the OR Board of Directors for acknowledgment.
13. Disclosure the annual performance report of the Audit Committee and the auditor's remuneration in the OR's annual report.
14. Chairman of the Audit Committee or member of the Audit Committee Must attend OR shareholders' meeting to clarify matters or agenda related to the Audit Committee or the appointment of an auditor.
15. Ensure that the Management has an appropriate process for receiving and supervising the receipt of complaints.
16. Perform any other tasks as required by law or assigned by the OR Board, which must be within the scope of duties and responsibilities of the Audit Committee.

7.3.2 Nomination and Remuneration Committee

Nomination and Remuneration Committee consists of at least 3 directors, of which at least one (1) person must be an independent director, or more than half of the members must be independent directors. The Chairman of the Nomination and Remuneration Committee is an independent director. The Nomination and Remuneration Committee has a term of office according to the terms of the Company's directorship.

Mrs. Kanchanee Udomkulwanich, manager of the Office of the President and Corporate Secretary is acting as the secretary of the Nomination and Remuneration Committee.

Nomination and Remuneration Committee Charter stipulates that the Nomination and Remuneration Committee should hold at least 2 meetings a year. In 2021, 10 meetings were held in total, with the Nomination and Remuneration Committee attending the following meetings:

Nomination and Remuneration Committee Members	Position	Meeting Attendance/ Number of Meeting in 2021
Professor Dr. Surapon Nitikraipot ¹ (Independent Director)	Chairman of Nomination and Remuneration Committee	4/4
Miss Dujduan Hetrakul ² (Independent Director)	Nomination and Remuneration Committee	1/1
Mr. Supat Metheeworapote ² (Independent Director)	Nomination and Remuneration Committee	1/1
Mr. Poomsak Aranyakasemsuk (Non-executive director)	Nomination and Remuneration Committee	10/10
Mr. Kris Imsang ³ (Non-executive director)	Nomination and Remuneration Committee	8/8

Remarks:

⁽¹⁾ Prof. Dr. Surapon Nitikraipot has been appointed as the Chairman of the Nomination and Remuneration Committee to replace Dr. Chayodom Sanpasri who resigned, effective from April 8, 2021.

⁽²⁾ Ms. Dujduen Hetrakul and Mr. Suphat Metheeworapoj have been appointed to the position of the Nomination and Remuneration Committee, effective from October 27, 2021.

⁽³⁾ Mr. Kris Imsang was appointed as a member of the Nomination and Remuneration Committee, effective from January 27, 2021

Scope of Duties and Responsibilities of Nomination and Remuneration Committee

- To provide recommendations on the structure, composition, and qualifications for OR's directors and sub-committees' members.
- To set criteria and processes for nomination of OR's directors and President and Chief Executive Officer as well as to select qualified candidates to be nominated as OR's directors, President and Chief Executive Officer, and other management positions when assigned by the Board, to replace vacant positions before proposing to the Board and/or shareholders' meeting (depending on the case) for approval.
- To review and nominate qualified directors as sub-committee members before proposing to the Board for appointment as deemed appropriate.
- To review the succession plan for the President and Chief Executive Officer and the list of candidates qualified for the succession every year.
- To provide recommendations on appropriate remuneration policy, both monetary remuneration and non-monetary remuneration, including fixed rate compensation (such as retainer fee and meeting allowance) and non-fixed rate compensation (such as performance bonus and pension), taking into consideration related factors such as comparison with shareholders' return and motivation to create long-term value for OR, before proposing to the Board and shareholders' meetings for approval.
- To comply with Good Corporate Governance policy, the NRC shall set director remuneration to be in line with the Stock Exchange of Thailand's guideline by taking into consideration

related factors such as compatibility with industry practice, experiences, obligations, scope of work, accountability and responsibilities, and contribution of each director. Directors who have additional roles and responsibilities, such as a member of a committee, should be entitled to additional remuneration.

7. To disclose the directors' remuneration policy that reflects the duties and responsibilities of each individual, including the pay components and level received by each director. The remuneration disclosed for each director should also include remuneration for what each individual receives from holding directorship at OR's subsidiaries.
8. To set performance assessment criteria for the Board of Directors and sub-committees and present to Board of

Directors for approval. The performance assessment is used as a reference for appropriate improvement of the performances or effective resolution of any problems.

9. To consider and determine the criteria for performance evaluation of the Chief Executive Officer and the President according to the specified criteria and consider appropriate remuneration before presenting to the Board of Directors for approval.
10. To report the performance of the NRC to the Board and compile reports of the NRC, signed by the NRC Chairman, to be disclosed in OR's annual report.
11. To perform any other duties as assigned by the Board of Directors.

7.3.3 Enterprise Risk Management Committee

Enterprise Risk Management Committee (ERMC) consists of at least 3 directors and at least 1 person must be an independent director. The Chairman of the ERMC must also be an independent director. The ERMC members have a term of office according to the terms of the Company's directorship. Mr. Wison Suntharachan, Senior Executive Vice President, Corporate Strategy, Innovation and Sustain is acting as the secretary of the ERMC.

Enterprise Risk Management Committee Charter stipulates that the ERMC should hold a meeting at least once a quarter. In 2021, 5 meetings were held in total, with the attendance of the ERMC members as follows:

Enterprise Risk Management Committee Members	Position	Meeting Attendance/ Number of Meeting in 2021
Dr. Chaichana Mitrpant (Independent Director)	Chairman of Enterprise Risk Management Committee	5/5
Assoc. Prof. Dr. Pipop Udom (Independent Director)	Enterprise Risk Management Committee	5/5
Miss Dujduan Hettrakul ¹ (Independent Director)	Enterprise Risk Management Committee	3/3
Dr. Twarath Sutabutr ² (Non-executive Director)	Enterprise Risk Management Committee	4/4
Mrs. Arawadee Photisaro ³ (Non-executive Director)	Enterprise Risk Management Committee	2/2
Dr. Buranin Rattanasombat ⁴ (Non-executive Director)	Enterprise Risk Management Committee	2/2
Miss Jiraphon Kawswat (Executive Director)	Enterprise Risk Management Committee	5/5

Remarks:

¹ The Board of Directors' Meeting No. 10/21, held on October 27, 2021, resolved that Ms. Dujduen Haetrakul ended her term of the ERMC, effective from 27 October 2021.

² The Board of Directors Meeting No. 3/21, held on March 24, 2021, resolved to appoint Dr. Twarath Sutabutr to be a member of the ERMC.

³ The Board of Directors Meeting No. 9/21, dated September 22, 2021, acknowledged the resignation of Mrs. Arawadee Photocard, Director and Member of the ERMC, effective from October 1, 2021.

⁴ The Board of Directors Meeting No. 10/2021 held on October 27, 2021 resolved to appoint Dr. Buranin Rattanasombat to be a member of the ERMC instead of Mrs. Arawadee Photisaro.

Scope of Duties and Responsibilities of the ERM

1. Define and review risk management policy, organizational risk management framework and the stakeholder management framework.
2. Supervise and support the implementation of enterprise risk management, as well as stakeholder's management in accordance with OR's business strategies and business goals in the rapid-changing circumstances.
3. Provide recommendations for monitoring and evaluation of risk management and stakeholder management to OR Management Committee (ORMC) for further implementation.
4. Examine the corporate risk management reports, comment on the potential risks that may arise, suggest guidelines for determining control or mitigation plan and develop an effective corporate risk management system for ORMC.
5. Examine the stakeholder management report, provide comments on action plans to expand positive results or reduce/compensate the potential impact that may occur to the stakeholders, and develop a consistently efficient stakeholder management system for ORMC.
6. Report enterprise risk management and stakeholder management results to the Board of Directors for acknowledgment. In case of any factors or important events which could have significant impact on the company or stakeholders, the ERM must report to the Board immediately for urgent consideration and decision making.
7. Consider, scrutinize and comment on agendas with long term commitments, business complexity, and potential risk that may affect the Company or have a significant impact on the stakeholders before presenting the agendas to the Board.
8. Consider screening and giving opinions on agenda related to investment as stated in the Company's regulations and requirements.
9. Other duties as assigned by the Board.

7.3.4 Corporate Governance Committee

The Corporate Governance Committee (CGC) consists of at least 3 directors and at least 1 person must be an independent director. The Chairman of the Corporate Governance Committee must also be an independent director. The Corporate Governance Committee has a term of office according to the terms of the Company's directorship.

The Corporate Governance Committee has Mrs. Sukanya Sereeyothin, Divisional Manager under the Chief Executive Officer and President

perform duties to supervise the corporate governance section and acts as the secretary of CGC.

The Corporate Governance Committee charter stipulates that the CGC should hold a meeting at least once a quarter. In 2021, 7 meetings were held in total, with the following members attending the meeting:

Corporate Governance Committee Members	Position	Meeting Attendance/ Number of Meeting in 2021
Assist.Prof. Dr. Duangkamol Chartprasert (Independent Director)	Chairman of Corporate Governance Committee	7/7
Professor Dr. Surapon Nitikraipot (Independent Director)	Corporate Governance Committee	4/4
Mr. Supat Metheeworapote (Independent Director)	Corporate Governance Committee	7/7
Mr. Poomsak Aranyakasemsuk ((Non-executive director)	Corporate Governance Committee	3/3
Mr. Disathat Panyarachun ¹ (Non-executive director)	Corporate Governance Committee	2/2

Remarks:

¹ Mr. Disathat Panyarachun was appointed as a member of the Corporate Governance Committee to replace Mr. Noppadon Pinsupa who resigned, effective from October 27, 2021.

Scope of Duties and Responsibility of Corporate Governance Committee

1. To define Good Corporate Governance policies and a code of business conduct comprising appropriate guidelines and anti-corruption practices, Sustainability Management (SM) and Corporate Social Responsibility (CSR) according to the policies, and propose to the Board of Directors to set as the Company's rules and regulations, consistent with the principles, standards and requirements of various institutions or regulators, such as the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC) to support OR's strategy and goals.
2. To advise the Board of Directors in order to operate in accordance with the principles of Good Corporate Governance with appropriate business ethics.
3. To effectively approve OR's vision, missions, strategies, and management framework, including reviewing OR's Good Corporate Governance policies and ensure they are in line with the company's goals and strategies.
4. To regulate, support and monitor the implementation of Good Corporate Governance and report to the Board of Directors to ensure that the company operates in accordance with the established policies and guidelines to continuously develop and enhance OR's Corporate Governance. In case of important factors or events that may potentially affect the company significantly, the CGC must report to the Board of Directors immediately for urgent consideration and decision making.
5. To annually review the suitability of the Corporate Governance Committee Charter. In the event of revision, the CGC will propose to the Board of Directors for approval.
6. To establish policies, set out governance frameworks, support and follow-up on complaints handling and reports of fraud and non-compliance with the law or organizational rules and regulations.
7. Encourage and cultivate Good Corporate Governance culture among executives and employees at all levels for more understanding and practical compliance in both OR and OR's subsidiaries.
8. To perform other duties assigned by the Board of Directors.



7.4 OR's Executives Information

7.4.1 OR's Executives Information

As of December 31, 2021, OR has 13 executives in total, consisting of the following name list:

Executives ⁽¹⁾⁽²⁾	Position
1. Ms. Jiraphon Kawswat	Acting President and Chief Executive Officer
2. Mr. Wisarn Chawalitanon	Senior Executive Vice President, Organization Effectiveness
3. Mr. Phichin Aphiwantanaporn	Senior Executive Vice President, Finance
4. Mr. Wison Suntharachan	Senior Executive Vice President, Corporate Strategy, Innovation and Sustainability
5. Ms. Rajsuda Rungsiyakull	Senior Executive Vice President, assigned as ORion Project Director
6. Mr. Boonma Phonthanakornkul	Senior Executive Vice President, Oil Retail Business
7. Mr. Somyot Kongprawet	Senior Executive Vice President, Non-Oil Retail Business
8. Mr. Chumpol Surapittayanont	Senior Executive Vice President, Commercial Marketing
9. Mr. Paisan Udomkulwanich	Senior Executive Vice President, Lubricants Business
10. Mr. Songpon Thepnumsommanus	Senior Executive Vice President, International Marketing
11. Mr. Soontorn Chursuk	Senior Executive Vice President, Petroleum Terminal Operations
12. Ms. Patranit Kittha	Vice President, Finance and Accounting Control
13. Mr. Surachart Chintavalakorn	Vice President, Corporate Finance

Remarks:

⁽¹⁾ According to the Notification of the Securities and Exchange Commission No. 17/2551 on Determination of Definitions in Notifications Regarding Issuance and Offering of Securities (including any amendments thereto), Executive means the manager or personnel holding the first four management positions after the manager down, a personnel holding an equivalent position with aforementioned four managerial positions, which shall include a personnel holding an executive position in Accounting or Finance who is a department manager level up or equivalent.

⁽²⁾ Mr. Chumpol Siripuchaka, Senior Executive Vice President, is on a secondment to PTT Retail Management Company Limited in Managing Director position according to information shown on page 86, does not qualify as an executive under the definition of (1).

In this regard, relevant information and details of OR's executives is disclosed in *Attachment 1 (details regarding Directors, executives, authorized persons, persons assigned hold the highest responsibility in Accounting and Finance, persons directly responsible for accounting supervision and Company Secretary tasks)*, which is also disclosed on the OR website (www.pttor.com).

7.4.2 Executive Remuneration

1. Monetary Remuneration

OR has paid the remuneration to 11 executives in 2021 (excluding Vice President, Finance and Accounting Control and Vice President, Corporate Finance) in the total amount of 102,470,533.99 Baht in the form of monetary remuneration such as salary, bonus, etc. In this regard, such remuneration includes remuneration that OR pays to PTT for OR's executive under the Personnel Secondment Agreement.

In addition, OR's subsidiaries have paid remuneration to 8 of OR's executives who are also a director or an executive of OR's subsidiaries in 2021 in the amount 1,510,200.43 Baht in total. The monetary remuneration consists of salary, meeting allowances, and bonuses.

2. Other Remuneration

OR has provided provident fund and contribution to the provident fund to the executives at the rate of 10 - 15% of their salary (based on tenure years). In 2021, contributions to the provident fund are made to the executives (excluding Vice President, Finance and Accounting Control and Vice President, Corporate Finance) of 11 executives in total, at the amount of 8,206,002.30 Baht. The said amount includes provident fund contributions made by OR to PTT as provident fund contributions to OR's executives under the Personal Secondment Agreement. Agreement.

In addition, OR has provided other benefits such as alternative welfare income, child education subsidy, funeral assistance, life insurance premiums, and medical expenses etc., to all executives and employees equally. In 2021, OR has provided other welfare payments to its Executives (excluding Vice President, Finance and Accounting Control and Vice President, Corporate Finance) in the amount of 2,084,803.53 Baht. In addition, the aforementioned amount has already included other welfare that OR pays to PTT for welfare benefits of OR's executives under the Personal Secondment Agreement.

In this regard, the subsidiaries of OR do not pay any other remuneration to the OR's executives who is also a director or executive of OR's subsidiaries.

In this regard, the subsidiaries of OR do not pay any other remuneration to the OR's executives who is also a director or executive of OR's subsidiaries.

3. Compensation or Accrued benefits

- None -



7.5 Employees Information

7.5.1 Number of Employees

As of December 31, 2021, OR has a total of 1,655 employees with the following details:

Department	Number of Employees
1. President & Chief Executive Officer (direct report included)	5
2. Office of President and Corporate Secretary	7
3. Corporate Communication Department	15
4. Legal Department	13
5. Internal Audit Department	10
6. Corporate Governance Division	2
7. Finance Unit	83
8. Organization Effectiveness Unit	62
9. Corporate Strategy, Innovation, and Sustainability Unit	113
10. The ORion Project	21
11. Oil Retail Business Unit	250
12. Non-Oil Retail Business Unit	224
13. Commercial Marketing Unit	148
14. International Marketing Unit	13
15. Lubricants Business Unit	115
16. Petroleum Terminal Operations Unit	574
Total⁽¹⁾	1,655

Remarks:

⁽¹⁾ Among these numbers, there are 166 employees under the Personal Secondment Agreement as of December 31, 2021.

In this regard OR has entered a management contract with Business Services Alliance Company Limited, MBC Land Company Limited, and PTT Retail Business Management Company Limited to hire aforementioned companies to manage OR's service stations, Café Amazon, and several 7-Eleven convenience stores. This also includes recruiting personnel to perform the tasks as specified in the management contract, such as personnel to provide services at the gas stations, Café Amazon, and 7-Eleven convenience store, gas refueling services for

vehicles, production and distribution of products as specified by OR, financial responsibility tasks, and cleaning, etc.

The personnel recruited are under the command of the said companies, and therefore are not regarded as an OR employee.

As of December 31, 2021, all subsidiaries of OR have a total of 5,790 employees.

7.5.2 Employee Remuneration

In 2021 OR has paid remuneration to its employees in the total amount of 3,508,799,060.66 Baht. The forms of remuneration include salary, bonuses, overtime pay, contributions to the provident fund, and various employee benefits such as alternative benefits, child education, funeral assistance, life insurance premium, and medical expenses, etc. However, such remuneration has already included the remuneration paid by OR to PTT for OR employees' payment under the Personnel Secondment Agreement.

In addition, all subsidiaries of OR have paid remuneration to employees in 2021 totaling 1,680,572,288.22 Baht.

7.5.3 Employee Development Policy

OR places a great importance on human resource development, and therefore has established a policy to promote and support employees to be both ethical and intelligent, as well as taking part in the development and contribution to society. In order to operate OR's business while considering all stakeholder groups in a balanced and sustainable manner (3P: People, Planet and Performance), the following actions are taken:

1. OR promotes, drives, and cultivates its organizational culture through the core behavior known as OR DNA, which acts as a guideline and principle of decision-making and teamwork in an OR way, in order to prepare OR's employees to become future leaders with knowledge and experience throughout with the ability to adapt to the changing business environment and business competition in the future
2. OR establishes a Career Management System in planning, development, and management. This is to ensure that employees are equipped with knowledge, skills, and competence specified in the Success Profile, which consists of Competency and Exposure focusing on the following matters:
 - Reskill & Upskill of various knowledge to cope with the changes in business
 - Establishes a leadership development program to develop skills, knowledge, and abilities both in leadership and business skills dimensions, preparing executives before stepping up to a higher position through a leadership development program called ORVersatile-Accelerated Development Program, OR Intrapreneur Bootcamp which focuses on building people capabilities to serve OR Strategy and organization transformation), Core Courses for all employees designed to link with goals and directions of OR's business operations, to help develop Core Competency of employees at each level as necessary. There are also Functional Courses to develop professional employees through the Institute for Development of Potential Oil and Retail Business Academy (OBA).
 - Improves the organizational structure towards more flexibility by considering the appropriateness of the management hierarchy, the authority, and the Board of Directors at the management level to achieve the highest efficiency in management.
3. OR specifies a systematic succession plan by establishing Succession Plan for important positions and leadership potential, organizational management and experiences assessment. OR aims for development plans and programs to prepare employees for business expansion and transformation, and to ensure continuity in OR operations in and outside of Thailand. Those considered to be successors will be systematically developed in order to be equipped and ready before office holding time starts.



7.6 Other Important Information

7.6.1 Accounting Supervisor, Secretary of the Board of Directors, Corporate Secretary, and Head of Internal Audit

7.6.1.1 Accounting Supervisor

Ms. Phattranit Kitha, Vice President, Finance and Accounting Control, is the person directly responsible for supervising accounting, accounting transactions, and payment of OR with utmost efficiency and in accordance with OR's rules and regulations and accounting standards. The details regarding profile of those directly responsible for accounting control are disclosed in *attachment 1 (details regarding Executive Director who has control over the person assigned to the highest responsibility in accounting and finance, responsible directly in the supervision of accounting and Corporate Secretary)*, which are displayed on the OR website (www.pttor.com).

7.6.1.2 Secretary of the Board of Directors and Corporate Secretary

(1) Secretary of the Board of Directors

The OR Board of Directors has resolved to appoint Ms. Jiraphon Kawswat, Acting President & Chief Executive Officer, to perform duties as the secretary of the Board of Directors. Effective from July 1, 2018, to be the focal point between the Board of Directors and the Management. She is primarily responsible for the examination of the meeting agenda documents and the meeting reports before submitting to OR's Board.

(2) Corporate Secretary

The OR Board of Directors Meeting No. 9/2020 held on September 23, 2020, resolved to appoint Mrs. Kanchanee Udomkulwanich, Vice President, Office of President and Corporate Secretary to hold a position as the Corporate secretary effective from October 1, 2020, having duties and responsibilities as stipulated in Section 89/15 of the Securities and Exchange Act B.E. 2535 (including amendments). She graduated in law and has received training in important courses that are beneficial to the performance as the Corporate Secretary. The details of the profile and training of the Corporate Secretary appears in Attachment 1 (details of Directors, Executives, Persons with Controlling Power, Persons Assigned to the Highest Responsibilities in Accounting and Finance assigned direct responsibility for supervision, bookkeeping,

and Company secretary), which are listed on the OR website (www.pttor.com).

7.6.1.3 Head of Internal Audit

Currently, Ms. Worrapanit Sittibusaya is holding a position of OR's Vice President, Internal Audit. She is a person with thorough understanding of OR's business, skills and experience in Internal Auditing knowledge, equipped to work according to OR's principles of Good Corporate Governance, Risk Assessment, and Internal Control, both at the business level and as a whole. The Audit Committee has made an appointment, a transfer, and an annual assessment of the Internal Audit Manager's performance and merits.

The profile of Internal Audit supervisors is disclosed in *Attachment 3 (details of the Internal Audit Supervisor)*, which is displayed on the OR website (www.pttor.com).

7.6.2 Head of Investor Relations

In order to disclose important information accurately, timely mannered, and transparently, OR has established the Investor Relations Management Department and assigned Ms. Pitirat Rattanachote as Vice President, Investor Relations Management, acting as a center for disclosing important information to shareholders and investors both domestically and internationally. The disclosure includes financial information such as operating results and quarterly financial statements, Management Discussion and Analysis (MD&A quarterly reports, strategies and future trends of OR. These topics of information are regularly disclosed in equal and complete manner.

Investor Relations Department can be reached directly at Tel. +66-2196-5038, +66-2196-5964, +66-2196-5037, +66-2196-5040, +66-2196-5041, +66-2196-5550 Business hours are Monday to Friday 8:00 AM - 5:00 PM. E-mail: ir@pttor.com

Get an update on OR's information through the website www.pttor.com, which offers important information for investors in both Thai and English.

7.6.3 Audit fee

Audit fee

On December 1, 2020, the 2/2020 extraordinary meeting of shareholders approved the appointment of the State Audit Office of the Kingdom of Thailand (SAO) as the company's auditor for first quarter of 2021 and approved the audit fee of THB 400,000 for the first quarter of 2021, based on the audit fee of 2020 in accordance with the Regulations of the State Audit Commission Re: Collection of Audit Fees of the State Audit Office of the Kingdom of Thailand B.E. 2562. The rate was deducted in accordance with an audit fee waiver letter from SAO due to the COVID-19 pandemic.

On April 7, 2021, the 2021 Annual General Meeting of Shareholders approved the appointment of PricewaterhouseCoopers ABAS PwC as the company's auditor for its financial data of the second and third quarters of 2021 and the financial statements of 2021, at the fee of THB 3,954,000.

In addition, OR's subsidiaries passed a resolution to approve the payment of audit fee to the auditors of the subsidiaries, which were PricewaterhouseCoopers ABAS PwC, EY Office Limited (EY), KPMG Phoomchai Audit Ltd. Limited (KPMG), Thai Abacus Accounting Service Co.,Ltd., Win Thin & Associates, and SENSIBA SAN FILIPPO LLP., totaling THB 11,127,173.49.

Non-Audit Fee

OR paid other non-audit fees to its auditors, consisting of audit fees for revenue generated from the business operation of Café Amazon at Suvarnabhumi Airport Terminal in the amount of THB 1,090,000, and the inspection fee for the certification and confirmation of the sales volumes of oil, fuel and natural gas at Don Mueang Airport and Suvarnabhumi Airport in the amount THB 170,000.



8. Corporate Governance Report



8.1 Performance Summary of OR's Board of Directors

OR's Board of Director's performance review in 2021 could be summarized as below.

1. Supervised OR's operation to achieve corporate goals effectively, namely achievement in making OR a listed company on the Stock Exchange of Thailand (SET) on February 11, 2021, by allocating shares using the Small-lot first method, resulting in OR's shares reaching 530,000 retail investors, the largest number since the SET's inception.
2. Considered establishment and approval on corporate vision, mission, and business strategy by setting a new vision and mission including long-term goals "OR 2030 Goals" and "Strategic Framework" that focus on growing businesses in conjunction with social, community and environmental stewardship.
3. Supervised OR's business operations and Management and their performance, ensuring those are in accordance with the vision, mission, business strategy business direction, business policies, goals, guidelines, action plans and effective budget set by the Board of Directors. This resulted in OR's operating results having exceeded its targets, despite struggles and affects from the COVID-19 epidemic.
4. Supervised and ensured OR's effective internal control system and an adequate internal audit system, as well as making sure the suitable assessment of OR's internal control system is commenced on a regular basis.
5. Ensured that OR operates in accordance with the principles of Good Corporate Governance and supervised OR on a modern Good Corporate Governance policy, monitored the implementation of the SEC's Good Corporate Governance principles and disclosed the consideration results in OR's form 56-1 One Report.
6. Regularly reviewed the duties and responsibilities, considering the appropriateness of the situation, including the review of OR Board of Directors' and sub-committees' charters.

8.1.1 Nomination, Development, and Assessment of OR's Board of Directors

Information regarding the nomination, development, and performance evaluation of the Board appears in 6.1.1 "Board of Directors' Policy and Guidelines".

8.1.2 Meeting Attendance and Remuneration for Individual Directors

8.1.2.1 Meeting Attendance

Board meetings are scheduled monthly. Each year, the Corporate Secretary will inform the Board of Directors of the meeting dates in advance to enable the directors to allocate time within their schedule for the meeting. The meeting agenda is set beforehand, and meeting invitations and related documents are sent out to the directors at least 7 days prior to each meeting in order to provide the directors with adequate time to review the agendas. At each meeting, high-ranking executives also participate to answer questions from the Board of Directors and clarify any details if needed. The Chairman of the Board provides an opportunity for all directors to express their opinions openly before voting on resolutions and agenda items. However, directors with either direct or indirect interests in any particular agenda item must refrain from voting and must leave the meeting during the discussion of that certain agenda item.

OR keeps minutes of meeting in written format, and the original copy files are kept with the meeting invitation and other documents. An electronic copy of the minutes is also stored for the Board of Directors' and auditors' convenience.

In 2021, OR held a total of 17 Board of Directors Meetings with 99.67% attendance. In addition, one non-executive directors meeting and one independent directors meeting were arranged with details of attendance as below.

Name	Position(s)	Attendance of Board of Directors meeting (total 17 times)	Attendance of Non-Executive Directors meeting (total 1 time)	Attendance of Independent Directors meeting (total 1 time)
1. Mr. Auttapol Rerkpiboon	Chairman of the Board/ Director (Non-executive director)	17/17	1/1	-
2. Professor Dr. Surapon Nitikraipot ⁽¹⁾	Independent Director (Non-executive director)	11/11	1/1	1/1
3. Mr. Pipop Udorn	Independent Director (Non-executive director)	17/17	1/1	1/1
4. Mr. Chaichana Mitrpant	Independent Director (Non-executive director)	16/17	1/1	1/1
5. Assist.Prof. Dr. Duangkamol Chartprasert	Independent Director (Non-executive director)	17/17	1/1	1/1
6. Mr. Yanyong Detpiratmongkol ⁽²⁾	Independent Director (Non-executive director)	11/11	1/1	1/1
7. Mr. Rawit Hanutsaha ⁽¹⁾	Independent Director (Non-executive director)	11/11	1/1	1/1
8. Miss Dujduan Hetrakul	Independent Director (Non-executive director)	17/17	1/1	1/1
9. Mr. Supat Metheeworapote	Independent Director (Non-executive director)	17/17	1/1	1/1
10. Mr. Poomsak Aranyakasemsuk	Independent Director (Non-executive director)	17/17	1/1	-
11. Dr. Twarath Sutabutr ⁽³⁾	Independent Director (Non-executive director)	13/13	1/1	-
12. Mr. Kris Imsang ⁽⁴⁾	Independent Director (Non-executive director)	15/15	1/1	-
13. Mr. Disathat Panyarachun ⁽⁵⁾	Independent Director (Non-executive director)	3/3	-	-
14. Dr. Buranin Rattanasombat ⁽⁵⁾	Independent Director (Non-executive director)	3/3	-	-
15. Miss Jiraphon Kawswat	Director (Executive director)/ Acting Chief Executive Officer and President (Executive Director)	17/17	-	-

Remarks:

⁽¹⁾ Appointment effective from April 7, 2021.

⁽²⁾ Appointment effective on April 8, 2021, replacing Dr. Chayodom Sanpasri, whose resignation was effective from April 8, 2020.

⁽³⁾ Appointment effective on February 17, 2021, replacing Mr. Sarawut Kaewatthip, whose resignation was effective from December 16, 2019.

⁽⁴⁾ Appointment effective on January 21, 2021, replacing Ms. Peangpanor Boonklum, whose resignation was effective from January 1, 2021

⁽⁵⁾ Appointment effective on October 8, 2021, replacing Mr. Noppadon Pinsupa and Mrs. Arawadee Photisarso, whose resignation was effective from October 1, 2021.

Summary of Meeting Attendance of Resigned Directors in 2021

Name	Position(s)	Attendance of Board of Directors meeting (total 17 times)	Attendance of Non-Executive Directors meeting (total 1 time)	Attendance of Independent Directors meeting (total 1 time)	Director's position during the year
1. Associate Professor Dr. Chayodom Sabhasri	Independent Director (Non-executive director)	6/6	-	-	Resignation effective from April 8, 2021
2. Mr. Noppadol Pinsupa	Independent Director (Non-executive director)	8/8	1/1	-	Resignation effective from October 1, 2021
3. Mrs. Arawadee Photisaro	Independent Director (Non-executive director)	8/8	1/1	-	Resignation effective from October 1, 2021

8.1.2.2 Remuneration for Individual Directors

The current remuneration for OR's Board of Directors follows the resolution of the 2021 Annual General Meeting of Shareholders, which occurred on April 7, 2021. The details are listed below.

1. Director's Remuneration, comprising of:

- Monthly remuneration of 25,000 baht/month/person, with Chairman of the Board receiving 25% more of the monthly remuneration than the director.
- Meeting allowance, only for directors attending the meeting, 40,000 baht/time, with the Chairman of the Board receiving 25% more of the meeting allowance and is limited to paying no more than 1 meeting per month. In the event of necessity, consideration for more than one payment in a month might be allowed, but not more than 15 times/ year.

2. The Audit Committee's remuneration consists of

- Monthly remuneration of 40,000 baht/month, with Chairman of the Board receiving 25% more of the monthly remuneration than the Audit Committee and Secretary of the Audit Committee who receive a monthly remuneration of 20,000 baht/month.

3. Remuneration of Sub-Committees such as the Nomination and Remuneration Committee, the Enterprise Risk Management Committee, the Good Corporate Governance Committee, other sub-committees that may be appointed by the Board of Directors as suitable in the future, including:

- Meeting allowance, only for directors attending the meeting, 20,000 baht/time, provided that the sub-committees receive 25% more of the meeting allowances, and the committees in the sub-committees receive no more than 2 meetings/ committee, not more than 1 time/month.

4. Board of Director's Bonus

- Bonus for 2020 performance was at 0.3% of net profit, with a maximum limit of 60 million baht. The bonus is paid to the Company's directors who were holding office in 2020, including directors who retired or resigned during 2020, by allocating the bonus according to each director's length of office. The Chairman of the Board receives 25 % higher bonus than the directors.

5. Other benefits

-None-

Table of 2021 Individual Directors' Remuneration (Unit : THB)

NAME	2021 Remuneration				
	Board of Directors		Audit Committee		
	Monthly Remuneration	Meeting Allowance	Monthly Remuneration	Meeting Allowance	
Board of Directors as of December 31, 2021					
1. Mr. Auttapol Rerkpiboon	372,000.00	750,000.00			
2. Assoc. Prof. Dr. Pipop Udorn	300,000.00	600,000.00	600,000.00	-	
3. Professor Dr. Surapon Nitikraipot	220,000.00	360,000.00			
4. Dr. Chaichana Mitrpant	300,000.00	600,000.00	440,000.00	-	
5. Assist.Prof. Dr. Duangkamol Chartprasert	300,000.00	600,000.00			
6. Mr. Yanyong Detpiratmongkol	219,166.67	360,000.00	350,666.67	-	
7. Mr. Rawit Hanutsaha	220,000.00	360,000.00	350,666.67	-	
8. Miss Dujduan Hetrakul	300,000.00	600,000.00			
9.Mr. Supat Metheeworapote	300,000.00	600,000.00			
10. Mr.Poomsak Aranyakasemsuk	300,000.00	600,000.00			
11.Dr.Twarath Sutabutr	260,000.00	440,000.00			
12. Mr. Kris Imsang	284,166.67	520,000.00			
13. Mr. Disathat Panyarachun	70,000.00	120,000.00			
14. Dr. Buranin Rattanasombat	70,000.00	120,000.00			
15. Miss Jiraphon Kawswat	300,000.00	600,000.00			
Directors resigned in 2021					
1.Associate Professor Dr. Chayodom Sabhasri	80,833.33	240,000.00	129,333.33	-	
2. Mr. Noppadol Pinsupa	145,000.00	240,000.00			
3.Mrs. Arawadee Photisaro	145,000.00	240,000.00			
Total	4,186,166.67	7,950,000.00		-	

2021 Remuneration						
	Nomination and Remuneration Committee	Enterprise Risk Management Committee	Good Corporate Governance Committee	2020 Bonuses (paid in 2021)	Total remuneration received from OR	Remuneration from subsidiaries
	Meeting Allowance	Meeting Allowance	Meeting Allowance			
				3,216,213.13	4,338,213.13	-
		100,000.00		2,572,970.51	4,172,970.51	-
	100,000.00		80,000.00		760,000.00	-
		125,000.00		2,572,970.51	4,037,970.51	-
			150,000.00	2,572,970.51	3,622,970.51	-
					929,833.34	-
					930,666.67	-
	20,000.00	60,000.00		2,572,970.51	3,552,970.51	-
	20,000.00		120,000.00	63,443.11	1,103,443.11	-
	160,000.00		40,000.00	2,572,970.51	3,672,970.51	-
		80,000.00			780,000.00	-
	140,000.00				944,166.67	-
			40,000.00		230,000.00	-
		40,000.00			230,000.00	-
		100,000.00		2,572,970.51	3,572,970.51	-
	100,000.00			2,572,970.51	3,123,137.17	-
			40,000.00		425,000.00	-
		40,000.00			425,000.00	-
	540,000.00	545,000.00	470,000.00		36,852,283.15	-

8.1.3 Governance of Subsidiaries and Associated Companies

In order to operate OR's business in line with its policies and goals, while ensuring a suitable return on investment for shareholders, OR Board has established a governance mechanism, known as OR Group Way of Conduct, for subsidiaries and associates in order to achieve effective and efficient supervision of each OR group company, considering its individual business operation and risks. The supervision policies and management are divided into 2 groups as follows:

- **Strategic Alignment Group:** A group of key policies that require companies in the OR group to operate in the same direction, leading collective energy, cooperation, supports OR group goal achievement, which comprises 9 policies, namely Good Corporate Governance and anti-corruption, risk management, compliance with the law and regulation, internal control, strategic planning, finance, accounting, tax and corporate values.
- **Performance Excellence Group:** A group of policies implemented to increase competitiveness which will lead OR Group to achieve business objectives with sustainability and excellency in business operation to the international level.

8.1.3.1 Governance of Subsidiaries and Associated Companies Operations

Directors Selection for Subsidiaries and Associated Companies

Selection of Directors for subsidiaries and associated companies follows the OR Group's Corporate Governance guidelines, which are divided into the following four groups:

1. OR Group companies which OR directly or indirectly owns 100% of the shares (Strategic Owner). OR has the power to appoint the Board of Directors and the chairman, and the right to assign an executive or other OR employee to work in a position of Managing Director, or work in finance department, marketing department, or planning department of its subsidiaries or associated companies.
2. OR Group companies which OR is a majority shareholder or has a direct or indirect ownership of shares more than or equal to other shareholders, (Strategic Director). OR has the power to appoint the Board of Directors and the chairman, and the right to assign an executive or other OR employee to work in a position of Managing Director or other OR employees to work in a position of managing director, or work

in finance department of its subsidiaries or associated companies.

3. OR Group companies which OR has direct or indirect shareholdings lower than other shareholders (Financial Investors). OR has the power to appoint the Board of Directors of subsidiaries and associated companies as directors.
4. OR Group companies which operate businesses with main income generated from holding shares in other companies (Holding Company) and have no significant business operations of their own. It could be an investment in a local and/or an overseas company. However, it must not be an investment company, and must hold shares in at least one OR subsidiary that operates in the country or abroad and participate in the management of such subsidiary according to its shareholding proportion. The holding company must always hold shares in such subsidiary while remaining as a listed company. It also has the authority to appoint the Board of Directors, and the Chairman

The appointment of directors of subsidiaries or associated companies must be approved by OR's related meeting resolution before proposing to the board of directors' meeting and/or the shareholders' meeting of the subsidiary or associated companies (depending on the case).

The appointment of directors of the Holding Company's subsidiaries and associated companies must also be approved by OR's related meeting resolution and the Holding Company's Board of Directors' meeting prior to approval from the board of directors' meeting and/or the shareholders' meeting of the subsidiary or associated companies (depending on the case).

The directors must possess the qualifications in accordance with the Articles of Association and the laws of the country in which the company is established. They must also perform their duties according to the objectives, regulations and laws, as well as the resolutions of the shareholders' meetings of each company and do so with honesty, ethics, and moral business conduct. In addition, they must strive to protect the interests of OR and its shareholders through supervising the business operations of subsidiaries and associated companies to achieve the goals that are in line with OR's policy and in accordance with the OR Way of Conduct.

8.1.3.2 Governance of Investments

OR has applied the regulations and requirements regarding investment criteria and investment management along with the investment supervision guidelines of share-holding companies, to govern the investments of subsidiaries and associated companies. The supervisory groups are divided into two following categories:

1. For the investment governance of OR Group companies which OR directly or indirectly owns 100% of the shares, the investments and investment budgets are supervised under OR's investment regulations. In addition, the board of directors of such company are responsible for scrutinizing and approving various types of investments such as projects, plans, and equipment in accordance with the criteria and regulations defined by OR.
2. For the investment governance of OR Group companies which OR directly or indirectly owns less than 100% of shares, the directors, executives, employees or persons whom OR assigns are obliged to attend shareholders' meetings as shareholders or on behalf of OR's Board of Directors. However, OR's representatives that are assigned the role of Chief Executive Officer or President or Managing Director of the subsidiary are excluded from this obligation. Such person has the following responsibilities:
 - 2.1 To ensure OR group companies have operational and management guidelines that are consistent and strictly in accordance with OR's business policy framework and strategic directions, such as the OR Way of Conduct, Good Corporate Governance Policy, legal policy, financial accounting policy, Quality, Safety, Health and Environment Management Policy, Personnel Management Policy and other important policies.
 - 2.2 During OR group companies' shareholders' meetings or the Board of Directors' meetings, the vote concerning the following agendas must seek approval from OR before the resolution:
 - 2.2.1 Project investment in a new business that is not a normal operation with unfamiliar beginning and ending period of investment
 - 2.2.2 Establishment of a company or legal entity, joint venture, merger and acquisition, trading of partial or complete shares/enterprises/assets of the companies in OR group
 - 2.2.3 An increase or a reduction of OR group companies' capital
 - 2.2.4 Business dissolution
 - 2.2.5 To start a financial obligation as specified by OR, which is likely to create a binding or an impact on OR

Hence, the directors, executives, employees or persons whom OR assigns are obliged to attend shareholders' meetings as shareholders or on behalf of OR's Board of Directors are considered OR's representatives. However, this excludes OR's representatives assigned as Chief Executive Officer, President or Managing Director of OR group companies. Such representatives must abide by the aforementioned rules, insofar as they do not conflict with, or is inconsistent with the agreement of shareholders and/or joint ventures and/or other relevant laws (if applicable).

If the Board of Directors of OR group companies must vote on an urgent resolution or in the event that OR representatives are incapable of being informed the meeting agenda beforehand, the Board of Directors may consider voting for approval/disapproval/abstention/taking action while take into account OR's benefits and best interest and notify OR as soon as possible.

8.1.4 Corporate Governance Policies Compliance Report

OR empathizes the importance of Good Corporate Governance by establishing the goals, vision, objectives, policies and related practices as OR's "Good Corporate Governance and Business Ethics Policy". OR also fosters real practices and compliance to build confidence among all groups of stakeholders for the business to grow sustainably. The suitable policies will help business to operate efficiently and build more understanding among employees towards Good Corporate Governance, anti-bribery, anti-corruption, conflict of interests and insider trading avoidance. OR has also implemented measures on complaints and reporting of illegal acts, ethics violation, or behavior that may imply fraud or misconduct.

In 2021, OR's Board followed up on the following principles to ensure that Corporate Governance Code (CG Code) of the Securities and Exchange Commission (SEC) and OR's good corporate governance principles are being followed.

Principle 1

Establish Clear Leadership Role and Responsibilities of the Board as Leaders of Sustainable Business Value

The guidelines for each principle appear in the CG Code handbook of the SEC and OR's Good Corporate Governance handbook

OR's performance

1.1 Demonstrate a thorough understanding of leadership role, assume responsibilities in overseeing the company, and strengthen good governance

- The Board is responsible for approving important matters relating to OR, namely OR's vision, mission, values, organizational strategies, business planning, and significant investment.
- The Board reviews and approves OR's action plan which consists of corporate strategic plan, short-term and long-term business plan (3-5 years), annual budget, enterprise risk management plan, and performance indicators (KPIs).
- The Board monitors OR's performance results minimum quarterly and perform a year-end evaluation.

1.2 Exercise its leadership and role in Good Corporate Governance, striving for the following achievements: (1) Competitiveness and performance with long-term perspective (2) Ethical business conduction with responsibility for both shareholders and stakeholders (3) Benefits to the society and minimization of environment impact (4) Corporate resilience

- The Board has established a vision of "Empowering All Toward Inclusive Growth", which represents OR's strong intention to grow its business alongside the good quality of life for people in the society and community under rich environment. This vision also reflects the creation of long-term sustainable value for OR's business by balancing equal treatment to all stakeholders in 6 areas, namely the nation, society, community (environment), shareholders, customers, business partners, and employees.
- The Board places importance on conducting business in accordance with the principles of Good Corporate Governance. This can be seen from the Good Corporate Governance compliance assessment result of Thai listed companies (CGR scores), which OR has been continuously receiving an excellent level of assessment since its first year as a listed company on the Stock Exchange of Thailand.
- The Board behaves as leaders in Good Corporate Governance and consider all stakeholders' benefits, including themselves, on every agenda at every OR's Board meeting.
- The Board has established a written Corporate Governance and Business Ethics policy.

- The Board assigns the Corporate Governance Committee to supervise "Good Corporate Governance" (CG).

1.3 Ensure that all directors and executives perform their duties with Duty of Care and Duty of Loyalty, and that their operations comply with laws, regulations, and shareholders' resolutions

- The scope of duties and responsibilities for OR's Board requires that the Board must act in accordance with the laws, regulations and shareholders' resolutions.
- OR has issued orders and regulations regarding investment approvals and approval authority tables for progressive and transparent decision making on important matter of directors and executives.

1.4 Demonstrate a thorough understanding of the Board's and the Management's division in responsibilities. The Board shall clearly define the roles and responsibilities of the Management and monitor the Management's proper performance of its duties as assigned

- The scope of duties and responsibilities are established in writing, divided into the scopes of duties for the Board, Management Committee, Chief Executive Officer, and the President.
- The Board oversees and ensures the President and Chief Executive Officer, as well as the management team perform their duties as assigned by the Board at Board of Directors' meetings. Such assignments and progress reports are recorded in writing.

Principle 2

Define Objectives that Promote Sustainable Value Creation

OR's Performance Report

2.1 Define objectives that promote sustainable value creation and governance outcomes as a framework for the Company's business operation

- OR strives for business conduct that carries OR's vision and mission on sustainability towards society, community, environment, and economy.
- Accordingly, the concept of "OR DNA" has been defined to reflect on OR's business conduct which enable growth and sustainability for both the Company, society, community,

and environment. This ideology is communicated to OR's employees on a regular basis.

- OR focuses on equal treatment of all stakeholders, with stakeholder's treatment guidelines in the OR Good Corporate Governance Handbook.

2.2 Ensure that the Company's annual and medium-term objectives, goals, strategies, and plans are consistent with the long-term objectives, while utilizing innovation and technology effectively and safely

- The Board sets strategic and business plans divided into short (annual) and long term (3-5 years) plans based on OR's vision and mission.
- The Board sets both monetary and non-monetary goals, taking into account all three stakeholders which are performance, people, and planet.
- The Board assigns the Chief Executive Officer, the President, and the Senior Executive Vice President of Corporate Strategy Innovation and Sustainability to be responsible for performance monitoring by utilizing innovation and technology, such as performance data analysis by Tableau and Power-BI system.
- Objectives and goals are conveyed through strategy and work plans across the organization through various channels.

Principle 3

Strengthen the Board's Effectiveness

ORs performance Report

3.1 Defining and reviewing the Board of Directors' structure with a Board Skill Matrix to ensure the Board consists of various qualified directors both in skills and experiences that are consistent with OR's strategy and the needs of stakeholders

- The Board has created a Board Skill Matrix to ensure the Board consists of various qualified directors both in skills and experiences that are consistent with OR's strategy and the needs of stakeholders. The expertise of OR's Board, according to the Board Skill Matrix, consists of finance, accounting, law, information technology and innovation, business administration, engineering and energy, oil industry and trade, corporate and marketing communication, marketing, international business, retail business, human resource management, and public administration.

- The Board consists of executive and non-executive directors' proportion that reflects the appropriate balanced power. Most of the Board are non-executive directors who are independent to freely express their opinions on the management's operation.
- The Board comprises 8 independent directors out of 15 directors, in accordance with the regulations of the SEC, which require at least one-third of the total number of Board to be OR's qualifications for independent directors regarding their shareholding proportion are stricter than those of the SEC.
- The policy regarding the diverse composition of the Board and each director's profile are disclosed in the annual report and on the company's website
- The Board selects the suitable Chairman of the Board based on their qualifications, experiences, and expertise.
- OR separates Chairman of the Board from the Chief Executive Officer and President positions, with clearly divided duties of the Board of Directors and the Management.

3.2 Select an appropriate person as the Chairman and ensure that the Board composition serves the best interest of the company, enabling the Board to make decisions and exercise independent judgement

- The Chairman of the Board shall be a person with knowledge, ability, and possess an excellent understanding of OR's nature of business, which is essential to make decisions for the best interests of OR and the shareholders. In order to facilitate the exercise of independent judgment in decision-making, the Board therefore appoints independent directors (Assoc.Prof. Dr. Pipop Udorn and/or Ms. Dujduan Hetrakul) to consider the agenda of the Board of Directors' meetings together with the Chairman of the Board.
- The Chairman of the Board's roles and duties are defined in writing.
- Independent directors may hold their positions no more than 9 consecutive years.
- The Board appoints sub-committees to consider, scrutinize specific issues and information, and propose guidelines prior to further approval from the Board.
- The Board ensures that the roles and duties of the Board, sub-committees, the details regarding meeting numbers and each director's attendance in the past year, and performance report of all sub-committees are disclosed on the 56-1 One Report form.

3.3 Ensure that the policy and procedures for selection and nomination of the directors are clear and transparent

- The Board establishes a Nomination and Remuneration Committee in which the Committee Chairman is an independent director.
- The Nomination and Remuneration Committee establishes criteria regarding Board of Directors' nomination and recruitment.
- The Nomination and Remuneration Committee is responsible for considering the qualifications of the persons nominated as directors before proposing at the Board of Directors' meeting and/or the shareholders' meeting. The Nomination and Remuneration Committee must ensure that the information of the nominated candidates is sufficient for decision-making.
- The Board assigns the Nomination and Remuneration Committee to consider the policy and criteria for director remuneration.
- The Nomination and Remuneration Committee considers the appropriate level of remuneration for directors and sub-committee members annually, considering the operating performance, the Board's responsibilities, as well as comparison to other companies of similar business nature in the same industry.
- Shareholders approve the structure and the rate of directors' remuneration both in monetary and non-monetary forms. The Board considers the suitability of the remuneration prior the presentation at the shareholders' meeting each year.
- The information regarding OR's directors' remuneration is disclosed in 56-1 One Report.

3.4 Ensure all directors proper and accountable performance and allocate sufficient time for their duties and responsibilities effectively

- The Board provides a mechanism to support directors in understanding their roles and duties by providing important information for new directors before their first OR's Board of Directors' meeting.
- To ensure that the directors can allocate sufficient time to carry out their duties, the Board sets the following criteria regarding directors with director positions in other state enterprises and/or legal entities:
 - (1) The position of director cannot be held in more than 3 state enterprises and/or legal entity which the state enterprises hold shares in.
 - (2) The position of director cannot be held in more than 3 listed companies of the Stock Exchange of Thailand.

However, the holding of director positions under (2) must not contradict the criteria in (1), and that the holding of office as directors in (1) and (2) must not exceed 5 companies in total.

- Directors are required to update information in Report of Interest twice a year, whereas information regarding their positions in other companies are disclosed on OR's website.

3.5 Establish a framework and a mechanism for governing policies and operations of subsidiaries, affiliates, and other entities OR invests in

- OR has established a framework and mechanism for governing policies and operations of the invested companies, in accordance with OR Group Way of Conduct, OR's requirements, regulations, and guidelines for investment governance.

3.6 Arrangement of annual performance evaluation of the Board, Sub-committees, and individual directors

- The Board and Sub-committees complete a self-assessment once a year through the assessment form created by the Nomination and Remuneration Committee and the assessment results are approved by the Board prior to sending to the Evaluation Committee. The assessment form consists of the Board of Directors assessment form, individual director assessment form (Self and other directors' assessment), and assessment form for the 3 sub-committees.
- The Corporate Secretary reports the self-assessment results of the directors, and the Board consider the assessment results for further development guidelines.
- Criteria, procedures, and overview of assessment results are disclosed in 56-1 One Report.

3.7 Ensuring all directors receive information concerning their duties on a regular basis

- At the orientation for new directors, they are provided a handbook of listed company directors, the Good Corporate Governance handbook, list of relevant laws, certificate, objectives and regulations of the company, the minutes of 2021 Annual General Meeting of Shareholders, minutes of the past Board of Directors' meetings, annual reports, the latest financial statements, etc.
- The directors continually participate in training to develop necessary knowledge. In 2021, the directors attended the following training courses organized by Thai Institute of Directors (IOD):

List of OR's Directors	Training Courses
Dr. Chaichana Mitrpant	Director Refreshment Program: Boardroom for Business Breakthrough (DRP 1/2021)
Asst. Prof. Dr. Duangkamol Chartprasert	Director Refreshment Program: Boardroom for Business Breakthrough (DRP 1/2021) Ethical Leadership Program (ELP 24/2021)
Ms. Dujduan Hetrakul	Risk Management Program for Corporate Leaders (RCL 22/2021)
Mr. Supat Metheeworapote	Director Refreshment Program: Boardroom for Business Breakthrough (DRP 1/2021)
Mr. Kris Imsang	Director Refreshment Program: Boardroom for Business Breakthrough (DRP 1/2021)
Mr. Yanyong Detpiratmongkol	Director Accreditation Program (DAP 185/2021) Director Certification Program (DCP 307/2021)
Mr. Rawit Hanutsaha	Director Refreshment Program: Boardroom for Business Breakthrough (DRP 1/2021)
Ms. Jiraphon Kawswat	Director Leadership Certification Program (DLCP 2021)

- The information relating the director's training and continual development is disclosed in Form 56-1 One Report.

3.8 Ensure the Board performs their duties effectively with access to accurate information. The Board shall appoint a Corporate Secretary with necessary qualifications, knowledge, skills, and experience to support the Board in performing their duties

- The Board sets meeting dates and agendas in advance for all directors to allocate their time for attendance.
- OR delivers meeting documents to the directors at least 7 business days prior to the meeting date.
- Chief Executive Officer and President assigns high-level executives to attend every OR Board meeting and present details related to relevant agendas.
- The Board may request additional information related to the agenda from the Chief Executive Officer and President, Corporate Secretary, or the management.
- The Board requires non-executive directors to hold meetings among themselves in order to discuss various issues regarding management without the management team and report the meeting results to the President and Chief Executive Officer.
- The Corporate Secretary, appointed by the Board, must possess a degree in law. The qualifications of Corporate Secretary are disclosed on OR's website.

Principle 4

Recruitment of Effective Executives and Human Resource Management

OR's Performance Report

4.1 Ensure that a proper mechanism is in place for the nomination and development of the President, Chief Executive Officer, and key executives, making sure they possess the knowledge, skills, experience, and characteristics necessary to drive the Company to achieve its mission and goals.

- Succession Plan OR has a management succession plan according to the position levels, which are divided into 4 following levels: 1) Chief Executive Officer and President 2) Executive Vice President 3) Department Manager and 4) Manager. The selection criteria are based on the analysis of the Company's needs in the past 5 years prior to the selection. The potential executives are selected from personnel within the organization and/or personnel from companies in the PTT Group, based on the OR Versatile Leadership Development Program. The leadership program equips employees with experiences, knowledge, and the ability to adapt to changing business's environment to be resilient and competitive in the future businesses. This includes a rotation plan for competency development and accumulation of the experience necessary for the position, ensuring that selected executives are knowledgeable, competent, experienced, and able to act as a role model in accordance with corporate values.

- The Board are responsible for selection of the candidates for President, Chief Executive Officer, and Executive Vice President positions.
- Chief Executive Officer, President, and senior management are trained to develop knowledge and experience that are beneficial to continuous operation.
- The Board has formulated “principles and guidelines for positions holding in an OR company, affiliates, or other legal entity”, which are disclosed in the OR Good Corporate Governance handbook. The handbook outlines the category of director positions and the number of companies in which they can serve.

4.2 Through the Nomination and Remuneration Committee, ensure that an appropriate compensation structure and performance evaluation are in place

- OR provides its employees with remunerations in various forms such as salary, annual bonus, provident fund, medical coverages for employees and family members, life insurances etc. OR focuses on strengthening stability of its employee, lightening the financial burden both during employment and after their retirement.
- OR utilizes a comparative benchmark of companies in the same sector to compare its remuneration structure each year.
- The Board sets performance indicators (KPIs) of the Chief Executive Officer and President. KPIs will be deployed from the management to employees. The Board reviews the Nomination and Remuneration Committee, determines the criteria for performance evaluation of the Chief Executive Officer and the President, and is responsible for performance and remuneration assessment of the Chief Executive Officer and the President.
- The Board, with input from the Nomination and Remuneration Committee, sets the criteria for performance evaluation of the Chief Executive Officer and President, and assesses the performance and sets remuneration for Chief Executive Officer and President.

4.3 Understanding the Company's shareholder structure and relationships which may impact the management and operation of the Company

- The Board acknowledges OR's shareholding structure and considers PTT Group's policies for decision-making in various agendas, with PTT representatives providing relevant information.

- In making decisions, the Board ensures that the policies of OR Group will not be an obstacle to the Board's performance or impact the interests of stakeholders.

4.4 Ensure the Company's effective human resource management and development for knowledgeable, skilled, and motivated employees

- OR has a systematic recruitment process focusing on internal recruitment of knowledgeable, competent, and moral employees for vacant positions available first, ensuring the growth in their career paths for its internal employees. Then, OR would proceed to select competent candidates outside of the organization who possess OR's Corporate Values (OR DNA). The selection criteria are based on the applicant's qualifications, knowledge, competency, and their valuables towards OR's business operation. Moreover, as OR is shifting its business operation focus to mobility and lifestyle, OR needs to adapt to changing environment, and hence will consider external recruitment of qualified based on OR's conditions and criteria, in case such candidate could be sourced internally.
- OR focuses on developing knowledge by placing an emphasis on skills, attributes, and competencies development which match the job description and are in line with Corporate Values (OR DNA). OR also invests in career path development in order to ensure employees are ready to work in higher positions when given the opportunity.

In addition, OR has a career management for each position, with the aim of planning, developing and managing employees to be knowledgeable and capable of exercising business mindset and leadership skill in accordance with the OR's mission to meet the needs in business operations, correspond to the business model and the strategic direction of the organization. Individual Development Plan (IDP) is also set for all employees.

- OR strives to retain qualified and competent employees to work for the Company by keeping the remuneration standard in accordance with their performance. of Human Resource Management system and process is transparent, suitable for current economic conditions, and comparable to that of the companies same business sector. At the same time OR has a provident fund system to encourage the consistent savings of employees. The company also provides relevant investment information as guidelines for their employees in

making appropriate investment decisions according to their investment risks and personal needs.

Principle 5

Nurture Innovation and Responsible Business Conduct

OR's performance report

5.1 Prioritize and promote innovation that creates value for the Company's business, together with benefits for its customers or stakeholders with the sense of responsibility towards society and the environment

- The Board promotes innovation integration in OR's business operations together with creating benefits for customers or related parties, while maintaining social and environmental responsibility. The Board assigns the Chief Executive Officer, President and Senior Executive Vice President of Corporate Strategy Innovation and Sustainability to take charge of driving performance through innovation and technology, such as insight analysis of Blue Card members via Big Data Analytics which enable OR to deliver products, services and marketing campaigns that meet the needs of customers.
- The Board promotes innovation aiming to add value to OR's business in the changing environmental factors by setting up a department responsible for this task, while the Management is assigned to report the progress of new investment to the Board periodically. Moreover, OR has restructured the organization by establishing the ORion project responsible for seeking new business (New S Curve) and having Vice President Executives responsible for this project full time.

5.2 Monitoring the Management's responsible business operations towards society and environment

- The Board ensures that OR conducts its business in an ethical manner while guiding the organization to achieve its main objectives sustainably, by setting policies and practice concerning business ethics that cover the following matters: responsibility to employees and workers, human rights, responsibility to customers, business partners, community, society, environment, and anti-corruption.
- The Board assigns the Good Corporate Governance Committee to supervise OR and manage business operations with social and environmental responsibility.

5.3 Establish a framework for governance and management of Information Technology at an organizational level to be in line with the Company's needs, as well as ensuring that Information Technology is utilized effectively to increase business opportunities

- OR appoints OR Digital Steering Committee to oversee information management, ensuring OR's information technology management is efficient and suitable for corporate strategy.
- OR has established compliance regulations regarding Information and Communication Technology Policy (ICTs) to ensure the supervision and direction of information and communication technology are clear for compliance. It also aims for OR Group companies to understand best practices for the management of OR Information and Communication Technology, to comply with the practices in the same efficiency and standard.

Principle 6

Strengthen Effective Risk Management and Internal Control

OR's performance report

6.1 Ensure that the Company has effective and appropriate risk management and internal control system that are aligned with the Company's goals and comply with applicable law and standards

- The Board assigns the Enterprise Risk Management Committee to consider, give opinions, and approve the establishment of an annual corporate risk management plan to be in accordance with the strategic direction, business plan, and key indicators.
- OR has internal assessment system which monitors and controls OR's subsidiaries' operations by having control self assessment for executive management, department and section manager respectively. The assessment on various aspects of OR's internal control system was based on internal control practice framework and the Risk Management policy of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), which consists of 5 components: control environment; control activity risk assessment, information and communication, and assessment result follow-up. The internal assessment results are reported to the Board and the supervisors on an annual basis.

6.2 Establishment of the Audit Committee with efficiency and independence in duty performance

- The Board has established an Audit Committee consisting of 3 independent directors in accordance with the regulations of the SEC.
- The Board sets the duties for the Audit Committee in writing, which covers the regulations set by the Stock Exchange of Thailand.
- The Audit Committee may invite relevant persons to provide necessary information and consult with the auditors regarding account findings, which includes seeking independent opinions from specialized professional advisors for the benefit of the Audit Committee. The Internal Audit Unit also supports the operation of the Audit Committee.
- The Board has established an internal audit unit, which is independent from the management, to work directly under the Audit Committee.
- The Audit Committee has reported on the sufficiency of the risk management system and the internal control system, both of which are disclosed in Form 56-1 One Report.

6.3 Manage and monitor conflicts of interest that might occur between the Company, the Management, the Board, or shareholders. The Board should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties

- OR has a policy that prohibit directors, management, and employees of OR from using OR's internal information, not yet disclosed to the public and has potential impact on changes in OR's stock price, for personal interest through purchasing, trading, or selling of shares or other securities (if any) of OR.
- As part of the Company's business ethics OR has a Code of Conduct for stakeholders regarding conflicts of interest and stakes.
- The Board requires personnel at all levels to prepare conflict of interests report and disclose to the Corporate Governance Committee annually.
- The Board requires all directors to report their interests and stakes prior to considering the agenda at the Board's meetings. Reported interests and stakes are recorded in the meeting minutes, and directors with direct interests shall leave the meeting room and refrain from voting on the said agenda.
- For OR's best interests, the Board requires all directors and executives to disclose theirs and their relevant persons' interests and stakes for the Board to consider if any of OR's transaction has a conflict of interest that needs to be addressed. Directors and executives who have interests tied to OR's transactions will not be involved in the decision-making

process of such transactions. Also, the Board has set up a report form on the interests of directors, executives, and related persons, along with the reporting criteria which include the guidelines for first reporting, semi-annual changes reporting, changes during the year reporting, and the annual reporting of stakeholders.

- OR has taken measures to prevent the use of internal information as follows:
 - OR's directors and executives have the obligation to report any changes in OR's securities holding by themselves, their spouses, and their minors to the Securities and Exchange Commission via the electronic system within 3 business days after the change. They also must notify the Corporate Secretary at least 2 days beforehand, in accordance with Good Corporate Governance handbook, and OR's Code of Ethics and Business Conduct.
 - Notify the directors, executives, and relevant employees of the Black-Out Period which OR sets out for the disclosure of important information that may affect OR's stock price in order to ensure that relevant information is publicized first.
 - The Board establishes a policy that the Company's directors must report the purchase-sales/holding of the Company's securities to the Board of Directors' meeting for acknowledgment.

6.4 Establish clear anti-corruption policies and practices and communicate to both all levels of internal and external personnel for real implementation

In 2021, OR carried out the following actions to prevent corruption:

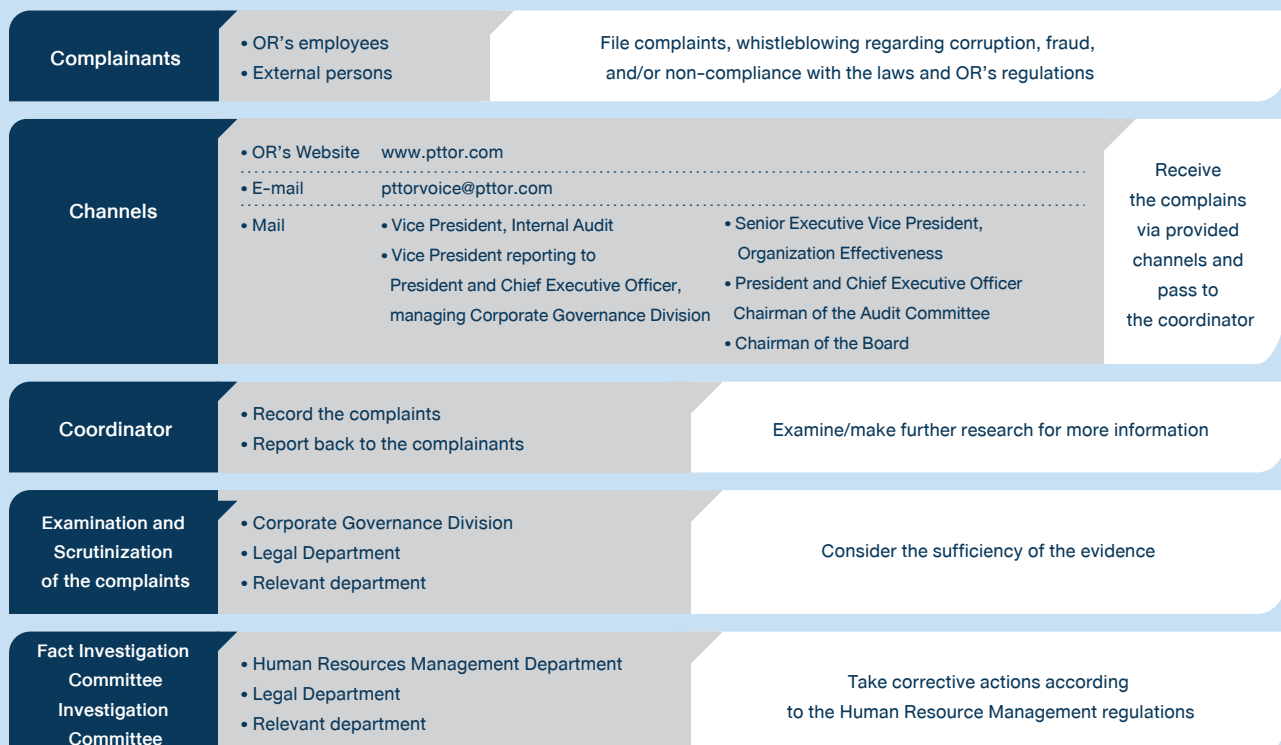
- The Board approved the anti-corruption policy (revised version) which applies to all levels of OR personnel. The Board amended the policy by adding the word "corruption" and redefined its definition to cover all forms of direct and indirect corruption, such as misappropriation, financial statement manipulation, and corruption.
- The Board annually reviews the Good Corporate Governance handbook, Ethical Business Standards, and the Code of Business Conduct.
- OR arranged the "2021 PTT Group CG Day" for PTT Group companies on December 22, 2021, to ensure Good Corporate Governance of the 7 PTT Group Flagship members; namely PTT, PTT Exploration and Production Public Company Limited, PTT Global Chemical Public Company Limited, Thai Oil Public Company Limited, IRPC Public Company Limited, Global Power Synergy Public Company Limited, and OR. PTT Group CG Day is organized annually, in line with the objectives and plans of PTT Group which are as follows:

- To promote, support, and disseminate activities regarding Good Corporate Governance (CG)
 - To raise awareness and stimulate the implementation of Good Corporate Governance principles that can be applied in operations and lead to the creation of a good corporate culture
 - To build the unity in accordance with PTT Group Way of Conduct
 - To expand and improve the standard of OR's corporate governance, including guidelines development for good corporate governance according to international standards
- OR communicates its policies and practices to employees through new employee orientation and CG Tips e-mails twice a month. OR also communicates anti-corruption policy to employees and third parties through OR's website and intranet system, and sends out notification letters to distributors, customers, business partners and all groups of dealers nationwide.
 - In 2021 OR has conducted an evaluation on its Good Corporate Governance and anti-corruption E-learning through the OR Intranet system. This was aimed to increase OR's employee's convenience to study and deepen their understanding towards Good Corporate Governance and anti-corruption.

6.5 Establish a mechanism to handle complaints and whistleblowing

- In 2021, OR announced 2021 edition of OR regulations regarding complaints and whistleblowing of fraud, violation of laws and company regulation. The regulation includes the scope of complaint, complaint channel, procedure and protection of whistleblowers or witnesses in order to establish rules and guidelines for complaint and whistleblowing to authorities that are clear, transparent, fair, verifiable and responsible to stakeholders, all in accordance with the principles of Good Corporate Governance and OR's business philosophy.
- OR assigns various departments to review the complaints through Vice President, Internal Audit; Vice President reporting to President and Chief Executive Officer, managing Corporate Governance Division; Senior Executive Vice President, Organization Effectiveness; President and Chief Executive Officer, Chairman of the Audit Committee, or OR's Chairman of the Board. Whistleblowers may report fraud, anti-corruption, and/or violation of law and company regulations, including violation of stakeholders' rights via several channels as follows:
 - Website www.pttor.com
 - Email: pttorvoice@pttor.com
 - Mails: PTT Oil and Retail Business Public Company Limited, 555/2 Energy Complex Center, B building, 12th floor, Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900

Complaints Handling Process



- According to the regulation regarding complaints and whistleblowing of fraud and/or non-compliance with law and company regulations B.E. 2564 (2021) section 4: Protection of Complainants or Witnesses, superiors in the executive level and the vice president will provide adequate protection for complainants or witnesses who provide any information relating to corruption without changing their positions or taking any other acts which are unfair treatment towards such persons. If the complainants or witnesses feel unsafe, they may request to their superiors in the executive level and the vice president to provide further measures as needed.

Principle 7

Ensure Financial Integrity and Information Disclosure

OR's performance report

7.1 Ensure the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements

- OR has a disclosure policy which covers relevant disclosure standards, such as financial reporting standards, regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, etc. There are designated persons with the right to disclose important information, and additionally, OR's financial reports require auditors' opinions and observations.
- The Board oversees OR's disclosures of information, including the registration statements, financial statements, and 56-1 One Report form, of which the Board examines the drafts prior to public disclosure.
- OR prepares Management Discussion and Analysis (MD&A) for the disclosure of financial statements to support the disclosure of 2020 annual financial statement 2021 quarterly financial statement.

7.2 Monitor the company's financial liquidity and solvency

- OR prepares cash flow forecast both in short and long-term to ensure its financial liquidity. Also, Debt Service Coverage Ratio (DSCR) is taken into account to ensure OR's debt payment credential. Such information is subject to OR's management and the Board's acknowledgement.

7.3 Ensure that risks to the financial position of the Company or financial difficulties are promptly identified, managed, and mitigated, and that the Company's governance framework provides for the consideration of stakeholder rights

- From its cashflow forecast and OR's Minimum Cash Requirement OR will be notified about financial difficulties beforehand. In case of financial problems or lack of liquidity OR is secured with various source of commercial bank loans, either short or long-term, as subject to the Board's approval. If the said short and long-term loans are insufficient OR will seek approval from the Board for more short- and/or long-term credit to eventually meet the demand.

7.4 Preparation of Sustainable Report

- The OR Sustainability Report is disclosed on 56-1 One Report and on OR's official website. The report considers topics related to business operations both inside and outside the organization, including issues relating the expectations of all stakeholders. The report is used in assess the organization's key sustainability issues, applying Materiality Assessment principle for issues critical to sustainability and practices for sustainable organization of Global Reporting Initiative: GRI Standard, the international standard regarding economic, social, and environmental guidelines and performance. The report is also useful for finding and fixing the Company's gap in moving towards sustainability. OR's sustainable policies and performance are disclosed to the public in this form of report.

7.5 Ensure the establishment of a dedicated Investor Relations function responsible for effective, fair, and timely-mannered communication with shareholders, analysts, and investors

- OR has an Investor Relations Department acting as a center for disclosing important information to both domestic and international shareholders and investors. This includes financial information such as operating results, quarterly financial statements, Quarterly Management Discussion and Analysis (MD&A) reports, and OR's future strategies and trends in a complete, truthful, equal and regular manner. After being listed on the Stock Exchange of Thailand (SET) on February 11, 2021 OR has the opportunity to meet analysts and institutional investors both domestic and international regularly through Conference Call, Analyst Meeting, and Non Deal Roadshow every quarter to summarize OR's operating results. OR also consistently participates in the Opportunity Day event held

7.6 Encourage the effective use of Information Technology such as the Company's website to disseminate information in addition to information dissemination according to the criteria and channels specified by the Stock Exchange of Thailand

- Apart from publicizing information in accordance with criteria and via channels of the Stock Exchange of Thailand, OR also discloses information in both Thai and English via OR's website, which is updated regularly

Principle 8

Ensure Engagement and Communication with Shareholders

OR's Performance Report

8.1 Ensure that shareholders can participate effectively in decision-making involving significant corporate matters

- OR encourages all shareholders to enjoy their basic rights, including the right to receive dividends, sufficient and timely information in a format suitable for decision-making, the right to attend and vote in shareholders' meetings, and all other rights of shareholders according to the law.
- The Board makes sure that all important matters of OR have been approved in the shareholders' meetings with strict compliance with laws and company regulations.
- The Board allows shareholders to submit meeting agendas and the directors' name list in advance of the 2022 Annual General Meeting of Shareholders. The criterion for submission is disclosed on OR's official website.
- The Board ensures that notices of shareholders' meetings contain correct, complete, and sufficient information to exercise shareholders' rights, and are delivered to shareholders in accordance with the time required by law.
- The Board allows shareholders to submit questions in advance of the Annual General Meeting of Shareholders. The criterion for submission is specified on the meeting notice.
- OR prepares the documents for the shareholders' meeting in both Thai and English.

8.2 Ensure that the shareholders' meetings are held as scheduled and conducted properly, with transparency and efficiency, and their ability to exercise their rights

- The Board will set the date, time and place of the meeting, considering the convenience of shareholders, namely working days and location that is accessible by public transportation. OR has a policy to promote and facilitate shareholders, including institutional investors, to attend the shareholders' meeting. OR allows shareholders who are unable to attend the meeting to give proxy to others or appoint an independent director to attend and vote on their behalf.
- The Board shall ensure that there is no action to restrict the opportunity to attend the meeting or create undue burdens

on the shareholders, such as not requiring the shareholders or proxies to present documents or evidence of identity that exceeds normal regulations and guidelines.

- OR will apply and maximize the use of technology at shareholders' meetings regarding shareholder registration, vote counting, and display of results so that the meeting can be arranged promptly, accurately and precisely.
- The Chairman of the Board will chair at the shareholders' meeting to make sure the meeting is in accordance with the relevant law and rules of the company's regulations. The Chairman will also allocate appropriate time for each agenda specified in the meeting notice and allow the shareholders to fully express their opinions and raise questions at the meeting in matters involving the Company.
- Before the meeting starts, shareholders will be informed of the number of shareholders attending the meeting in person and the number of shareholders who appoint proxies, as well as meeting method and voting procedures.
- For the election of directors OR will hold separate votes for each nominee.
- OR will provide ballots for every agenda and arrange witnesses for vote counting, consisting legal advisors and shareholders' representatives present at the meeting.
- OR will disclose the results of voting and divide the votes into agreeing, disagreeing and abstaining in each agenda and record the results in the minutes of the meeting.

8.3 Ensure accurate, timely and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings

- OR will disclose the resolutions of the shareholders' meeting along with the voting results within the next business day through the news system of the Stock Exchange of Thailand and on the company's website.
- OR will deliver a copy of the shareholders meeting to the Stock Exchange of Thailand within 14 days after the shareholders' meeting.
- OR will prepare the minutes of the shareholders' meeting with a complete record of information such as names of directors and executives attending the meeting, the proportion of directors attending, voting method and counting of votes, meeting resolution and voting results (agree, disagree, abstain) of each agenda item, questions and answers in the meeting, including full name of the questioners and the respondents

Differences between OR's practices and SEC's practices are as follows.

SEC's practices	OR's practices
3.1.2 The Board should consider the appropriate number of directors which will enable effective performance by having at least 5, but not more than 12 directors, depending on the size, type and complexity of the business.	The number of OR's directors, which is 15, is more than the SEC's guideline that recommends having no more than 12 directors. However, the number of 15 directors is considered appropriate as OR operates in 11 countries with various lines of business such as retailing of fuel, food and beverage products, services, with both B2B2C and B2B customers. Today, the rapid change in technology and the impact of severe global warming results in rapid changes in consumer behavior as well. Therefore, OR Group must adapt and transform its business operation towards the 2021 corporate vision, and that requires numerous directors with a variety of expertise and qualification.
3.2.1 The Chairman of the Board of Director shall be an independent director.	Even though the Chairman of the OR is not an independent director, the Board has appointed the Chairman of the Board by considering the knowledge, ability and understanding of OR's business nature. This is essential for decision-making that are in the best interests of OR and its shareholders as a whole, and to ensure the Board facilitates independent judgment for decision-making. The Board therefore appointed independent directors (Assoc.Prof.Dr. Pipop Udorn and /or Ms. Dujduan Hetrakul) to consider the agenda of the Board's meeting together with the Chairman of the Board.

8.2 Report on the Sub-Committees' Performances from the past year

Information regarding performances of the sub-committees appears in the report under the performance of the sub-committees on page 56-63.



9. Internal Control and Connected Transactions



9.1 Internal Control

9.1.1 OR Board's View on Internal Control

The Board of Directors recognizes the significance of a good internal control system and considers it an important duty to ensure that OR's internal control system is suitable and adequate. OR keeps its operations in line with targets and objectives and in compliance with relevant laws and regulations, to prevent and manage risks or potential harms to OR and stakeholders, and to safeguard OR's assets from fraud, damage, or losses. The Board also ensures accurate and reliable accounting and financial reports as well as complete, adequately, and timely disclosure of information. The board meeting No. 12/2021 on December 21, 2021, attended by 8 independent directors, deemed that OR's internal control was appropriate and adequate. OR's internal control was also assessed in various aspects in accordance with the five components of the internal control and risk management framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), as summarized below.

1) Control Environment

OR has fostered internal control awareness and atmosphere as follows:

- OR is committed to fairness and ethical practices and has established policies and protocols in writing, along with corporate governance practices, an ethical standard, and a code of conduct known as the Corporate Governance (CG) Handbook in accordance with international standards. The executives and employees follow the work philosophy and models in accordance with the corporate governance policy and practices, while rules, regulations, business code of conduct, as well as disciplinary actions are communicated to employees for acknowledgment. OR's personnel are also required to disclose conflicts of interest with OR to prevent activities that may lead to conflicts of interest. All executives and employees at all levels sign their names in acknowledgment of the handbook and adopt it as part of their work to demonstrate their commitment to earnestly applying the corporate governance policy and business code of conduct. OR also places importance on anti-corruption practices and has established an anti-corruption policy to provide guidelines for transparent and accountable practices, thus strengthening OR internally and fostering a corporate culture of fraud and/or corruption prevention.
- The Board of Directors consists of directors who possess knowledge and expertise beneficial to the company and is

composed of a suitable number of knowledgeable and competent independent directors who perform their duties independently. OR has also defined the roles of the Board of Directors and the sub-committees, namely the Audit Committee, the Enterprise Risk Management Committee, the Nomination and Remuneration Committee, and the Corporate Governance Committee, separately from those of management. The segregation of key duties provides checks and balances, leading to efficient internal control. The Audit Committee plays a vital role in promoting the control and auditing atmosphere and ensuring independence from the management, with the Internal Audit Department which reporting directly to it. OR has also put in place an internal control process to ensure timely detection and management of issues and independence in reporting such issues to the executives, as well as a disciplinary and rectification process to address any violation of the principle of integrity and the code of conduct in a suitable and timely fashion.

- The organization structure is appropriate and aligns with OR's business strategy. OR has also delegated authority and responsibilities in writing and established a table of authority to limit the scope of authority of the board and executives in approving operations or entering into various transactions. In addition, OR has prescribed key performance indicators (KPIs), which are reviewed annually, as an operational guideline for employees without creating undue pressure and regularly monitors employee performance against the set goals. All employees acknowledge their roles, authority, and responsibilities. Employee assessment encompasses both performance and behavior, and the assessment results serve as supplementary data for compensation review to provide incentives as well as identify the strengths and areas that need improvement and communicate them to employees appropriately.
- OR has prescribed essential knowledge and skills as well as required educational background and practical experience for each job and established job descriptions to serve as criteria in hiring new employees to ensure their suitability for the roles and responsibilities. In addition, OR promotes competency development according to annual personnel development plans and annually reviews its manpower to ensure alignment with business directions. OR has also put in place processes for recruitment, development, and retention of executives and employees at all levels, together with succession plans and processes for key positions.

- OR has prescribed that all executives and employees are responsible for the internal control of the processes within their purview and that the executives improve operational processes when necessary.

In summary, OR's control environment is sound and adequate, thus enabling employees across the organization to understand the necessity and significance of internal control.

2) Risk Assessment

OR recognizes the significance of risk management, compliance with laws and regulations, and preparation of reliable reports. Its risk analysis takes into account both internal and external factors, categorized into dimensions relevant to OR. All types of risks that may impact its business operations are identified and analyzed to ensure the achievement of objectives across the organization, taking into consideration the corporate, business unit, division, and department levels. As risk management is a critical component of all business processes and must be interconnected at all levels, OR has thus established an enterprise risk management policy and a risk management handbook, which are communicated through OR's intranet to ensure acknowledge and compliance among the executives and employees, as well as analyzed risks at all levels. OR has also established a corporate risk profile to identify and analyze the risks relevant to each department as well as identified existing and additional controls to reduce the impact or likelihood of the risks and keep them within OR's risk appetite. In addition, the Enterprise Risk Management Committee has been established as a sub-committee to steer and support corporate risk management in line with business strategies and goals as well as prevailing circumstances, recommend guidelines for performance monitoring and assessment so as to maximize the effectiveness of OR's overall risk management.

3) Control Activity

OR has put in place control measures that reduce risks that may prevent the achievement of the corporate objectives as follows:

- OR has defined policies, rules, regulations, and directives as well as work plans and procedures in writing, which are reviewed and communicated to all employees for acknowledgment so as to ensure proper compliance.
- OR has clearly defined the scopes of authority, duties, and approval authorities of executives in writing and prescribed proper segregation and assignment of duties, such as the complete segregation of the duties among report preparers,

auditors, and authorized persons or of the duties of procurement, approval, and goods receipt inspection, to ensure effective checks and balances. Another case in point is the authority to approve financial operations that clearly states the scope of power to serve as a guideline and ensure transparency and clarity.

- OR has put in place adequate organization-wide risk assessment and control activities, implemented as both manual and automated activities as appropriate, and promoted the application of technology to the development of control activities, such as the Intelligent Document System (iDoc). OR has also established OR Digital and Data Governance Committee to ensure the efficiency of data and technology management in various processes and oversee preventive control and monitoring.
- OR has established a strict policy on connected or related-party transactions in compliance with the criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand, which prescribe that those who may have interests in a transaction are not eligible to vote for its approval and that the value and terms of a connected or related-party transaction are defined on an arm's length basis. In addition, OR has instituted a policy on confidentiality, data retention, and use of insider information to prevent the use of OR's confidential data or insider information undisclosed to the public for the benefits of one's own or others'.

4) Information and Communication

- To ensure that all employees receive complete information, OR communicates with employees through various channels such as intranet, bulletin boards, town halls, and e-mail, with the goal of steering the organization towards the same direction and urging employees to perform their duties to the best of their ability to foster a corporate culture of cooperation.
- OR recognizes the significance of data and has thus established and adjusted data governance standards and processes to maximize the efficiency of data management and utilization as well as ensure accuracy, security, and, in particular, compliance with the Personal Data Protection Act. B.E. 2019.
- OR uses standardized data storage systems for storage and backup of vital business data. OR's policy is to store both paper and electronic data for at least 10 years in order to supplement analyses and ensure the availability of accurate and reliable data in case the main data center is affected during a crisis or emergency. The rights to access and edit data have also been defined to safeguard and protect data security and prevent unauthorized persons from accessing vital or confidential information.

- OR requires that all meeting documents be sent to the Board of Directors for review at least seven days prior to a meeting according to the legally required minimum period so as to provide them sufficient vital information for decision making and allow them to acquire additional information from the management so as to be able to consider the data thoroughly. Minutes, consisting of the board's deliberation, inquiries, and opinions of the Board, must also be prepared for an audit of the board's performance and approved in the subsequent meeting. All vital documents must also be stored and arranged into categories. In the event that an external auditor or an internal auditor recommends improvements or rectifications, OR shall consider implementing such recommendations as appropriate, with the Internal Audit Department responsible for tracking the status of such improvements or rectifications.
- OR has established various channels for comments, suggestions, complaints, compliments, and whistleblowing, including www.pttor.com, 1365 Contact Center, e-mail: 1365@pttor.com, and pttorvoice@pttor.com. The identity of the whistleblower will remain confidential and will not be disclosed to a third party. The Investor Relations Department has also been established to communicate with investors and/or stakeholders.
- OR's internal control system is monitored and evaluated by internal auditors who are knowledgeable and perform their duties independently. Compliance with the defined internal control system is also audited, monitored at the defined interval, and evaluated in accordance with the circumstances. The results of the internal control audit are directly reported to the Audit Committee. In this regard, OR encourages internal auditors to perform their duties according to international professional standards for internal auditing as well as spurs internal audit officers to attend all relevant training programs.
- In the event that a deficiency is discovered, a protocol has been put in place to ensure that such a detected flaw is examined, reviewed, rectified in a timely manner, and reported to the Audit Committee. In the event that a violation of law or an act that may significantly impact the reputation or financial status of the company, the Internal Audit Department must report it along with solutions and rectification progress to the President and CEO and the Audit Committee, to be further reported to the Board of Directors.

In summary, the Board of Directors is of the opinion that OR's internal control system is adequate and appropriate. No significant issues or defects have been discovered, which is consistent with the view of PricewaterhouseCoopers ABAS Ltd. for the accounting year ending on December 31, 2021 that material information is fairly presented according to financial reporting standards.

5) Monitoring and Evaluation

OR has put in place an internal control monitoring and evaluation system to ensure the integrity and appropriateness of its internal control, as follows.

- OR has put in place a process for monitoring compliance with business ethics and restrictions on any conduct that may constitute a conflict of interest among executives and employees. The Corporate Governance Department is responsible for monitoring, overseeing, and assessing governance performance on a yearly basis and reporting to the Corporate Governance Committee. The Internal Audit Office performs audits according to its annual audit plan and reports any detected material irregularities or deficiencies to the Audit Committee and the top executives. In addition, OR conducts internal control self-assessment, both at the executive and process levels, to assure all stakeholders that its operation will successfully achieve its objectives and is characterized by suitable resource consumption, as well as ensure stewardship of assets and the prevention or reduction of errors, damage, losses, wastage, or corruption. To this end, OR has prescribed that internal control implementation shall be considered a duty of all employees and part of their job.

9.1.2 Head of Internal Audit

The Audit Committee Meeting No.1/2018 on September 27, 2018 reviewed the qualifications, educational degrees, and experience of Ms. Worrapanit Sittibusaya and approved her appointment as Head of Internal Audit, reporting directly to the Audit Committee.

The Audit Committee is responsible for proposing the appointment, transfer, removal, promotion, title promotion, and assessment of the Head of Internal Audit to the Board for its consideration and to the President and CEO for her opinions to supplement the board's review. The profile of the current Head of Internal Audit appears in Attachment 3 (Details on the Head of Internal Audit), which is published on OR's website (www.pttor.com).

9.2 Connected Transactions

OR enters into transactions and agreements with persons or juristic persons of potential conflicts in the course of conducting business practices of OR and its affiliates. Such transactions which will continue in the future are grouped into four main types as follows:

mostly under product offtake agreements, both short and long term, except for purchases of some specific seasonal products to meet the customers' needs. In addition, OR also purchases raw materials such as coffee beans and other products for its retail business.

1) Purchase of Petroleum Products and Other Products

Most of OR's petroleum products are supplied by PTT and PTT Group companies. These transactions are on a recurring basis

The transactions are based on the market prices, adjusted upward or downward due to the parties' negotiation outcome, to ensure OR's market competitiveness.

Company	Relationship with OR	Description/Agreement	Transaction Value (as of December 31, 2021) (THB Million)
Thai Oil Public Company Limited (TOP)	<ul style="list-style-type: none"> PTT holds 45% of TOP shares. Mr. Buranin Rattanasombat holds directorship at TOP. 	<ul style="list-style-type: none"> Product Offtake and Crude Oil Supply Agreement OR agreed to purchase petroleum products from TOP at a minimum 49.99% of TOP's refining capacity. 	Cost of sales and services 127,579.9 Trade accounts payable 8,103.8
PTT Global Chemical Public Company Limited (GC)	<ul style="list-style-type: none"> PTT holds 45.18% of GC shares. Mr. Disathat Panyarachun holds directorship at GC. 	<ul style="list-style-type: none"> Product Offtake Agreement with GC OR agreed to purchase refined products at a minimum 70.0% of GC's existing refinery's capacity, and all refined products from GC's new refinery at a minimum 50.0% of the refinery's capacity for domestic consumption. 	Cost of sales and services 119,873.0 Trade accounts payable 8,919.4
PTT Public Company Limited (PTT)	<ul style="list-style-type: none"> PTT is a major shareholder of OR, with 75.0% shareholding. Mr. Auttapol Rerkpiboon, OR's director, is PTT's President and Chief Executive Officer. Mr. Disathat Panyarachun, Mr. Buranin Rattanasombat, and Mr. Kris Imsang, OR's directors, hold executive positions at PTT. Ms. Jiraphon Kawswat, OR's director and executive, is PTT's executive 	OR has entered into a purchase and sale agreement for liquefied petroleum gas and propane with PTT, Thailand's major liquefied gas distributor, to be sold to OR's customers. OR purchased methanol from PTT to be sold to customers domestically. Since there are only limited number of methanol distributors in Thailand, OR entered into a purchase agreement with PTT and only purchased methanol from PTT, with the contract valid between 2020- 2021. OR purchases other products from PTT such as compressed natural gas (CNG) and liquefied natural gas (NGL) to sell to customers.	Cost of sales and services 27,868.0 Trade accounts payable 2,819.5

Company	Relationship with OR	Description/Agreement	Transaction Value (as of December 31, 2021) (THB Million)
IRPC Public Company Limited (IRPC)	<ul style="list-style-type: none"> PTT holds 45.05% of IRPC shares. Mr. Kris Imsang holds directorship at IRPC. 	OR signed a Memorandum of Agreement (MOA) with IRPC for the supply of refined products, mostly on an annual basis.	Cost of sales and services 31,589.8 Trade accounts payable 1,869.5
PTT International Trading Pte Ltd (PTTT)	<ul style="list-style-type: none"> PTT is a major shareholder of PTTT, with 100.0% shareholding. Mr. Disathat Panyarachun holds directorship at PTTT. 	OR procures petroleum products both short-term, annual and spot contracts from PTTT.	Cost of sales and services 18,166.3 Trade accounts payable 1,959.0
Global Green Chemicals Public Company Limited (GGC)	<ul style="list-style-type: none"> GC holds 72.3% of GGC shares. 	<ul style="list-style-type: none"> Purchase Agreement for Biodiesel (methyl ester and, fatty alcohols) with GGC OR signed purchase agreements, mostly short-term and annual basis, with GGC for the supply of methyl ester for OR's diesel production for customers' consumption.	Cost of sales and services 4,144.6 Trade accounts payable 269.6
Thai Lube Base Public Company Limited (TLB)	<ul style="list-style-type: none"> TOP holds 100.0% of TLB shares. 	OR purchased lube base products from TLB for its lubricant production and entered into purchase agreements, mostly short-term and annual basis, with TLB for the supply of asphalt and byproducts for customers' consumption.	Cost of sales and services 3,917.8 Trade accounts payable 154.4
Other juristic persons that may have conflicts of Interest with OR	"Connected person" according to the Notification of the Stock Exchange of Thailand regarding Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 (2013). ¹	OR has engaged with other potentially conflicting parties, such as the purchase of Type 1 lube base products from IRPC Oil Co., Ltd. (OIRPC) to produce lubricants, ethanol sales contracts with Sapthip Co., Ltd. (SAPTHIP) and Ubon Bio Ethanol Public Co., Ltd. (UBE) and the hiring of Business Services Alliance Co., Ltd. (BSA) as an outsourced party for supporting functions and aviation fuel transportation services, including ground oil through the Fuel Pipeline Transportation Ltd. (FPT) underground oil pipeline system. In addition, OR and its subsidiaries have purchased goods and services from the Ministry of Finance and agencies under the Ministry of Finance, such as purchases from the Tobacco Authority of Thailand ("RAOT") for distribution in convenience stores of PTTRM.	Cost of sales and services 2,691.4 Trade accounts payable 239.0

¹ For example, the Ministry of Finance or agencies under the Ministry of Finance that the ministry has control over and holds significant shares of, or other potential conflicts of interest parties

2) Sales of Products and Provision of Services

OR sells petroleum and other products as part of its normal business practices, to PTT, PTT Group Companies, and the Ministry of Finance Group. As OR is one of the major retailers, such transactions are regarded as OR's normal business practices. Sales and distribution between related parties with potential conflicts of interest with OR are thus conducted by

means of bidding, proposals or sales transactions under OR's normal business practices.

Pricing is based on market prices, adjusted upward or downward by negotiation outcome. Fees for services provided or received are invoiced based on (1) market reference prices, and (2) actual cost incurred.

Company	Relationship with OR	Description/Agreement	Transaction Value (as of December 31, 2021) (THB Million)
PTT	<ul style="list-style-type: none"> PTT is a major shareholder of OR, with 75.0% shareholding. Mr. Auttapol Rerkpiboon, OR's director, is PTT's President and Chief Executive Officer. Mr. Disathat Panyarachun, Mr. Buranin Rattanasombat, and Mr. Kris Imsang, OR's directors, hold executive positions at PTT. Ms. Jiraphon Kawswat, OR's director and executive, is PTT's executive. 	<ul style="list-style-type: none"> Product Offtake Agreement with PTT OR supplied petroleum products to PTT as agreed by both parties to be resold to government agencies and state enterprises as required under the Government Procurement and Inventory Management Act B.E. 2560 (Procurement and Purchasing Act 2017). The act required government agencies and state enterprises to procure fuel or petroleum products supply of more than 10,000 liters by specific methods from PTT only (Government Supply); otherwise general solicitation or selection methods can also be applied. Prior to PTT's organizational restructuring, its Oil Business Unit secured the supply for the government. However, after the restructuring, PTT was no longer able to distribute to the government due to restrictions under the Procurement and Purchasing Act 2017, and therefore had shifted to supply petroleum products from OR and distributed them to the government. 	Revenue from sales and services 16,119.0 Trade accounts receivable 3,252.6
		<ul style="list-style-type: none"> Supply of Refined Products for PTT Stations Remaining with PTT under the Business Transfer Agreement OR supplied refined products to PTT Stations which still remained with PTT as agreed under the Business Transfer Agreement. Later, some of the services stations were sold to OR and amortized or discontinued, and as of December 31, 2021, PTT was the distributor of the remaining 11 PTT Stations not yet transferred to OR. 	
		<ul style="list-style-type: none"> Café Amazon Franchise Contract OR gave PTT the right to operate certain Café Amazon branches. As of the end of 2021, PTT sold and amortized all such branches to OR. 	
PTTT	<ul style="list-style-type: none"> PTT is a major shareholder of PTTT, with 100.0% shareholding. Mr. Disathat Panyarachun holds directorship at PTTT. 	OR sells petroleum products to PTTT as mutually agreed in the agreement to be sold to business partners in Thailand and overseas.	Revenue from sales and services 5,299.2 Trade accounts receivable 0.02

Company	Relationship with OR	Description/Agreement	Transaction Value (as of December 31, 2021) (THB Million)
PTT subsidiaries	Companies which PTT has significant control over and hold shares.	OR earns revenues from joint transactions with companies in PTT Group, specifically from the sale of petroleum and retail products and services that are part of OR's normal business practices.	Revenue from sales and services 4,155.7 Trade accounts receivable 688.0
Ministry of Finance Group	Ministry of Finance, Agencies under the Ministry of Finance, companies in which the Ministry of Finance has significant control and shareholding.	OR entered a bidding, made a bid offer, and entered into a supply agreement of petroleum products to the Electricity Generating Authority of Thailand and Ratchaburi Electricity Generating Company Limited. OR also participated in a bidding and entered into a supply agreement of aviation fuel with Thai Airways to sell JET A-1 aviation fuel to Thai Airways and Thai Smile Airways. In addition, OR sells petroleum products, retail products, and other services, and leases spaces inside its service stations to the Ministry of Finance group, which is considered part of OR's normal business practices.	Revenue from sales and services 4,281.0 ² Trade accounts receivable 1,551.8 Other accounts receivable 9,366.4 (Excise tax refund)

² The transaction value from the power plant group and the airline group totaled THB 2,474.1 million and THB 1,767.8 million, respectively.

3) Expenses on Sales and Services, and Other Revenue

OR recorded transactions related to expenses incurred from its sale and services, including other revenue with details as below:

There are two ways to determine the tariffs: (1) referring to the market price and applying the same principles as for transactions with third parties and (2) referring to the cost rate plus marginal profit (Cost Plus) for receiving and providing services.

Company	Relationship with OR	Description/Agreement	Transaction Value (as of December 31, 2021) (THB Million)
PTT	<ul style="list-style-type: none"> PTT is a major shareholder of OR, with 75.0% shareholding. Mr. Auttapol Rerkpiboon, OR's director, is PTT's President and Chief Executive Officer. Mr. Disathat Panyarachun, Mr. Buranin Rattanasombat, and Mr. Kris Imsang, OR's directors, hold executive positions at PTT. Ms. Jiraphon Kawswat, OR's director and executive, is PTT's executive. 	1) Transactions in relation to depot, which consist of: <ol style="list-style-type: none"> Storage and product distribution services of depot. The service period in the original contract was July 1, 2018-June 31, 2021, and the service period in the new contract is July 1, 2021-June 30, 2022, automatically renewed for a period of one year at a time unless a contract cancellation notice is given. As of July 1, 2021, part of the depot service was altered according to the sublease agreement in (6). Depot operation and management services Depot maintenance, improvement, modification and re-construction Storage of LNG reserves required by the law for OR Utilities services at the lubricant depot and Pra Khanong Office, effective until December 31, 2021 	Selling and administrative expenses 1,654.9 Other accounts payable 1,101.9 Other income 1,171.6 Other accounts receivable 2,084.1

Company	Relationship with OR	Description/Agreement	Transaction Value (as of December 31, 2021) (THB Million)
PTT		<p>6. OR Leasing or subleasing of PTT's depots, offices, and assets for receiving, storing, and distributing OR's products or in support of OR's business.</p> <p>2) Transactions relating to the PTT stations that have not been transferred to OR. Currently, some PTT stations are in the process of being acquired and transferred to OR. Once the transfer is complete, there will no longer be transactions related to these transferred PTT Stations.</p> <p>3) Transactions related to the Lifestyle Business consist of management services for PTT's retail shops and space. OR completed the acquisition and transfer of stores in the Lifestyle Business previously remaining under PTT to OR. As such, as of the end of 2021, there was no longer any transaction related to the transferred lifestyle businesses.</p> <p>4) Transactions concerning rentals of Motorway rest areas</p> <p>5) Transactions concerning business support, such as financial and accounting services, information technology services, consultancy, research, analysis and testing services, and sales services for government agencies and state enterprises.</p> <p>6) Transactions concerning PTT's NGV stations, consisting of NGV station construction contracts establishment and a letter of acceptance of the NGV station management</p> <p>OR's material personnel service-related transactions including the secondment of PTT's personnel to OR according to PTT Group policy.</p>	

Company	Relationship with OR	Description/Agreement	Transaction Value (as of December 31, 2021) (THB Million)
BSA	<ul style="list-style-type: none"> PTT holds 100.0% of BSA ordinary shares. GC holds 33.3% of BSA preferred shares. PTTDIGITAL holds 33.3% of BSA preferred shares. Global Power Synergy Public Company Limited (GPSC) holds 33.3% of BSA preferred shares. 	OR has a contract to hire personnel for support work and obtain management services for PTT Stations and retail stores and other services with BSA, a workforce management service provider for PTT Group companies. OR charges inventory management fees (expenses related to 7-Eleven convenience stores, such as water, electricity, damaged products, both 7-Eleven owned by OR and by PTT) to BSA in the same amount charged to OR by CP All. (for branches owned by OR) and in the same amount PTT collects from OR (for branches owned by PTT) as CP All and PTT have paid for the said expenses in advance. As the store management agreement between OR (employer) and BSA (service provider) specifies that BSA is responsible for the expenses related to the 7-Eleven stores, OR books the fees charged to BSA as revenue.	<p>Selling and administrative expenses 1,257.4</p> <p>Other accounts payable 337.5</p> <p>Other income 9.4</p> <p>Other accounts receivable 0.8</p>
PTT Digital Solutions Company Limited (PTT DIGITAL)	<ul style="list-style-type: none"> PTT holds 20.0% of PTTDIGITAL shares. PTTEP holds 20.0% of PTTDIGITAL shares. GC holds 40.0% of PTTDIGITAL shares. TOP holds 20.0% of PTTDIGITAL shares. 	OR engaged in IT-related transactions primarily with PTT DIGITAL, an IT technology solution provider for PTT Group. Most transactions were for IT structure system management and other services, such as routine system maintenance, POS system services, and IT equipment lease and maintenance.	<p>Selling and administrative expenses 678.5</p> <p>Other accounts payable 297.5</p> <p>Other accounts receivable 24.6</p>
Bangkok Aviation Fuels Services Plc (BAFS)	<ul style="list-style-type: none"> Thai Airways and AOT hold 7.06% and 4.94% of BAFS shares respectively. OR holds 7.06% of BAFS shares. OR's executive Mr. Chumpol Surapittayanont is BAFS's director. 	OR uses BAF's services for aviation fuel storage and refueling at Don Mueang, Suvarnabhumi, and three regional airports, as well as services for the transmission of aviation fuels through the hydrant pipeline at Suvarnabhumi International Airport. OR paid BAFS compensation for the aviation refueling services at Don Mueang Airport.	<p>Selling and administrative expenses 377.6</p> <p>Other accounts payable 48.1</p>

Company	Relationship with OR	Description/Agreement	Transaction Value (as of December 31, 2021) (THB Million)
Other juristic persons that may have conflicts of Interest with OR	• Notification of the Stock Exchange of Thailand regarding Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 (2013). ³	OR leases office space in EnCo Building with Energy Complex Co., Ltd. (ENCO) for use as an office, for operating a Café Amazon business, and for storage. OR also uses the facilities management (FM) services of OR Wang Noi Plant. In addition, PTTRM rents space of EnCo and EnCo building for use as Jiffy convenience store as well as storage.	Selling and administrative expenses 1,317.6 Other accounts payable 259.3 Other income 127.9 Other accounts receivable 55.6
		OR rents the plot of land where Phra Khanong-Bang Chak Terminal is located from the Port Authority of Thailand. PTT has transferred the leasehold right to OR but maintained its existing right to install assets so that OR can make use of the leased land for the purposes intended in the original agreement. OR has now entered into an agreement with the Port Authority of Thailand directly.	
		OR and PTTT have entered into an agreement to prevent risk of petroleum product price volatility. The agreement is in compliance with the standards of the International Swaps and Derivatives Association.	
		OR hires GC Logistics Solutions Co., Ltd. (GCL) to carry out the transportation of lubricants, customs clearance, and serve as customs broker for the export of products to customers abroad. OR also hires GCL to transport coffee beans from the roaster to OR's distribution centers.	
		OR, PTTRM, PTTORSG, and PTTOM have other revenues, such as from sale of ammonia and shipping, from other companies in PTT Group such as GHECO-One Co., Ltd. (GHECO1). The transactions are small and insignificant or are just occasional transactions. Moreover, OR's revenue from transportation is derived from the transportation of petroleum products that are sold to the aforementioned companies in PTT Group.	

³ For example, the Ministry of Finance or agencies under the Ministry of Finance that the ministry has control over and holds significant shares of, or other potential conflicts of interest parties

4) Loans

OR's loans are short-term and long-term loans taken out for use as working capitals or for OR's general purpose. The interest rates are in reference to the market interest rates, plus margins and various fees as agreed upon in the contract.

Company	Relationship with OR	Description/Agreement	Transaction Value (as of December 31, 2021) (THB Million)
PTT and PTT Treasury Center Company Limited (PTT TCC)	<ul style="list-style-type: none"> PTT is a major shareholder of OR, with 75.0% shareholding. Mr. Auttapol Rerkpiboon, OR's director, is PTT's President and Chief Executive Officer. Mr. Disathat Panyarachun, Mr. Buranin Rattanasombat, and Mr. Kris Imsang, OR's directors, hold executive positions at PTT. Ms. Jiraphon Kawswat, OR's director and executive, is PTT's executive. PTT holds 100% of PTT TTC shares. 	<p>OR entered into loan agreements with PTT TCC, a company with the primary objective of money managing for PTT and companies in the PTT Group. The loan agreements are as follows:</p> <p>(1) Long-term loan with an amount not exceeding THB 17,000 million at the 6-month fixed deposit interest rate plus the interest margin as stipulated in the agreement. OR has to gradually repay the long-term loan amount until March 2027 and;</p> <p>(2) Short-term revolving loan with an amount not exceeding THB 1,500 million, Money Market Rate for short-term loans plus the agreed interest rate spread. The credit withdrawal period is 1 year, which can be extended up to 1 year at a time.</p> <p>OR and PTT TCC annulled the short-term revolving loan, effective on October 1, 2021. There was not any withdrawal of the short-term revolving loan.</p>	<p>Long-term loan</p> <p>Opening balance 16,054.80</p> <p>Additional loan during the period -</p> <p>Repayment during the period 9,245.20</p> <p>Closing balance 6,809.60</p>
Commercial banks under the Ministry of Finance	<p>"Connected person" according to the Notification of the Stock Exchange of Thailand regarding Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 (2013).⁵</p>	<p>OR has entered into a Facility Agreement and Lender's Letter with a group of financial institutions, including the Government Savings Bank. This long-term loan with a credit limit of THB 10,000 million is used for partial loan payments between OR and PTT for partial settlement under the Business Transfer Agreement, and is used for other purposes of OR.</p>	<p>Long-term loan</p> <p>Opening balance 10,000.0</p> <p>Additional loan during the period -</p> <p>Repayment during the period 1,100.0</p> <p>Closing balance 8,900.0</p>

⁴ ICBL is a short-term loan between PTT and PTT group subsidiaries where PTT holds shares less than 100%.

⁵ For example, the Ministry of Finance or agencies under the Ministry of Finance that the ministry has control over and holds significant shares of, or other potential conflicts of interest parties

Justification and Sensibility of Connected Transactions

The Audit Committee in the meeting No.2/2022 has reviewed OR's connected transactions, enquiring additional necessary details from the management, and reviewed the documents and information specified in the corporate financial statement notes audited by external auditor. The Committee has agreed to regard the connected transactions made during the accounting period ending December 31, 2021 as the OR's normal business practices or support of OR and its affiliates' normal business on an arm's length basis in the same manner any party would treat its business partners under the circumstances, with normal bargaining power and free from the influence of the contract partner with potential conflict.

Policy or Trends on Future Connected Transactions

OR's future connected transactions will be routine transactions conducted as part of its normal course of business. Pricing will be market-based and follows the rules and guidelines of normal business practices under appropriate and fair terms and conditions in a sensible and accountable manner for the best interests of OR and its shareholders. The transactions will follow the general commercial terms and conditions approved by the Board of Directors. Disclosure of connected transactions or related party transactions conforms to the notification of the SEC and SET and to the accounting standard for the disclosure of information on connected parties and businesses, announced by the Federation of Accounting Professions.







Section 3

Financial Statement





Report of Board of Directors' Responsibilities for the Financial Reporting

To Shareholders,

The Board of Directors is responsible for the consolidated financial statements of PTT Oil and Retail Business Public Company Limited and its subsidiaries and the separate financial statements of PTT Oil and Retail Business Public Company Limited. The aforementioned financial statements are prepared in accordance with Thai Financial Reporting Standards. The financial statements are prepared under appropriated accounting policies and applied consistently by using careful judgment and the best estimation. Important information is adequately and transparently disclosed in the notes to financial statements for the company's shareholders and investors.

The Board of Directors provides good corporate governance and maintains the risk management system and internal controls to ensure that accounting records are accurate, reliable, free from material misstatement, timely and adequate to protect the company's assets as well as to prevent fraud and significant irregular operations.

The Board of Directors has appointed an Audit Committee comprising independent directors to be responsible for reviewing the reliability and correctness of financial reports, evaluating the effectiveness and efficiency of internal control process and governing the effectiveness of internal audit function. The audit committee's comments on these issues are presented in the audit committee report included in this annual report.

The Board of Directors considers that the internal control system and the internal audit of the company provide credibility and reliability to the consolidated financial statements of PTT Oil and Retail Business Public Company Limited and its subsidiaries and the separate financial statements of PTT Oil and Retail Business Public Company Limited for the year ended December 31, 2021. The Board of Directors also believes that the financial position, financial results and cash flows, audited by the independent auditors (PwC), are fairly and accurately presented in all material respects with Thai Financial Reporting Standards. The auditors' opinion is presented in the auditors' report as part of this annual report.



(Mr. Auttapol Rerkpiboon)

Chairman



(Ms. Jiraphon Kawswat)

Acting President & Chief Executive Officer



Independent Auditor's Report

To the shareholders of PTT Oil and Retail Business Public Company Limited

My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of PTT Oil and Retail Business Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2021, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2021;
- the consolidated and separate statements of income for the year then ended;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs) and the State Audit Standards. My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions that are relevant to my audit of the consolidated and separate financial statements, and the State Audit Standards as determined by the State Audit Commission, and I have fulfilled my other ethical responsibilities in accordance with these ethical requirements and the State Audit Standards. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Other matter

The State Audit Standards as described in the basis for opinion section and the auditor's responsibilities for the audit of the consolidated and separate financial statements section are relevant to the particular section of audit on the financial reporting by independent auditor.

Key audit matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.



Key audit matter	How my audit addressed the key audit matter
<p>Impairment assessment of goodwill</p> <p>Refer to Note 15 Goodwill, as at 31 December 2021, the Group and the Company recognised goodwill of Baht 3,483 million and Baht 12,799 million, which represents 2% and 5% of total assets in the consolidated and separate financial statements. Goodwill of Baht 3,469 million of the Group arose from the acquisition of a subsidiary engages in oil and retail business management in Thailand and goodwill of Baht 12,799 million of the Company arose from the transfer of assets and liabilities of Oil Business Unit and the shares of related companies according to the Business Transfer Agreement. The Group and the Company did not recognise an impairment loss in the 2021 consolidated and separate financial statements.</p> <p>The management tests goodwill impairment annually or whenever there is an indicator of impairment. Also, the management performs impairment test at the cash-generating unit level (CGU) and calculates its recoverable amount by applying the value-in-use model. This model involves management's significant judgments in respect to the future operating results, the projected cash flows and the appropriate discount rate to be applied to those projected cash flows. Key assumptions applied in the value-in-use model are as follows:</p> <ul style="list-style-type: none"> • revenue growth rate and estimated changes in expenditures of the business. • discount rate applied to the projected cash flows which is calculated from capital structure, industry specific risk and beta from available industry information. <p>I focussed on the valuation of goodwill due to its significant value and the fact that the determination of value-in-use depends on a number of assumptions. Those assumptions involve management's significant judgements (e.g. revenue growth rate, estimated changes in expenditures and discount rate). Those assumptions involve management's significant judgements in assessing the feasibility of future business plans.</p>	<p>I carried out the following procedures to assess the impairment testing of the goodwill which was prepared by the management.</p> <ul style="list-style-type: none"> • assessed the appropriateness of management's identification of the CGUs. • held discussions with management to understand the basis for the assumptions applied and evaluate whether the goodwill impairment testing process and assumptions had been applied appropriately and were in line with the nature of the business. • challenged management's significant assumptions used in the goodwill impairment testing, especially the revenue growth rate, estimated changes in expenditures and discount rate. My procedures included comparing those assumptions to external sources and the approved business plan. • assessed the reasonableness of the business plan by comparing the 2021 plan with actual results. • assessed the discount rate taking into account independently obtained data from available public information of companies in the industry to check whether the discount rate used by the management was within an acceptable range. • tested the sensitivity analysis over key assumptions to assess which factors are sensitive to assumptions and the potential impacts of the range of possible outcomes. <p>As a result of the procedures performed, the key assumptions used by the management are within the acceptable range and consistent with supporting evidence.</p>



Key audit matter	How my audit addressed the key audit matter
<p>Fair value measurement of investments in equity instruments</p> <p>Refer to Note 11.2 Other non-current financial assets, as at 31 December 2021, the Group recognised investments in equity instruments of non-listed companies amounting to Baht 2,705 million, which represents 1% of the total assets in the consolidated financial statements. An investment of Baht 2,594 million is an investment in a company engaged in the logistic and e-commerce businesses (the investment). The Group determined that this investment is an investment in an equity instrument under the scope of TAS 32 “Financial Instruments: Presentation” and requires subsequent measurement to fair value under the scope of TFRS 9 “Financial Instruments”. The Group irrevocably elected to account for the investment at fair value through other comprehensive income (FVOCI).</p> <p>The management calculates the fair value of the investment by applying the income approach. Fair value measurement involves significant judgements made by the management in respect to the future operating results, projected cash flows and the appropriate discount rate to be applied to the projected cash flows. Key assumptions applied in determining the fair value are the growth rate, projected revenue, capital structure and discount rate applied to the projected cash flows. The result of calculation indicates that the fair value is more than the carrying value under the cost method. Therefore, the Group recognised a gain through other comprehensive income net of tax amounting to Baht 858 million in the 2021 consolidated financial statements.</p> <p>I focussed on the fair value measurement of the investment because the management applied the income approach (the discounted cash flows) and the model involves the management’s significant estimations and judgment to assess the projected cash flows and discount rate applied for the projected cash flows.</p>	<p>I carried out the following procedures to obtain evidence for the management’s fair value measurement of the investment:</p> <ul style="list-style-type: none"> • reviewed management’s assessment that the classification of the investment should be accounted as a financial asset measured at fair value through other comprehensive income. • tested the calculation of fair value of the investment and also challenged management’s significant assumptions applied in the future cash flows estimation (e.g. the growth rate, projected revenue, capital structure and discount rate) by comparing those assumptions to the underlying agreements, external sources and the approved business plan. • assessed the reasonableness of the business plan by comparing the 2021 plan with actual results. • assessed the discount rate taking into account independently obtained data from available public information of companies in the industry to check whether the discount rate used by the management was within an acceptable range. <p>As a result of the procedures performed, I determined that the method and assumptions applied in fair value measurement of the investment were reasonable and in line with the accounting for the fair value.</p>



Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's and the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs and the State Audit Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs and the State Audit Standards, I exercise professional judgement and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide the audit committee with a statement that I have complied with relevant ethical requirements and the State Audit Standards regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers ABAS Ltd.

Amornrat Pearmpoonvatanasuk
 Certified Public Accountant (Thailand) No. 4599
 Bangkok
 15 February 2022

PTT Oil and Retail Business Public Company Limited
Statement of Financial Position
As at 31 December 2021

	Notes	Consolidated		Unit: Baht	
		financial statements		Separate	
		2021	2020	2021	2020
Assets					
Current assets					
Cash and cash equivalents	6	46,172,641,791	18,398,093,539	42,085,710,005	15,472,593,303
Investments in current financial assets	11.1	20,051,296,350	605,761,760	20,000,000,000	500,000,000
Trade accounts receivable	7	20,235,259,718	12,109,416,222	21,436,311,845	13,010,100,162
Other accounts receivable	8	14,085,574,711	17,434,078,111	12,518,599,708	16,529,931,158
Short-term loan to a related party	9.3	-	-	2,354,819,378	2,168,959,837
Current portion of long-term loans to related parties	9.4	-	-	1,400,000,000	1,058,695,020
Inventories	10	24,431,835,293	19,020,531,760	22,232,005,799	16,905,905,887
Materials and supplies		197,952,112	154,582,525	190,218,330	147,420,788
Other current financial assets		17,609,108	10,763,491	14,527,251	10,763,491
Other current assets		874,243,806	861,216,713	272,948,752	251,685,496
Total current assets		126,066,412,889	68,594,444,121	122,505,141,068	66,056,055,142
Non-current assets					
Other non-current financial assets	11.2	3,852,705,429	2,318,585,164	1,150,504,023	1,073,854,771
Investments in subsidiaries	12.1	-	-	18,150,955,508	15,990,539,908
Investments in associates	12.2	4,654,447,060	4,050,642,077	11,986,940,061	11,986,940,061
Investments in joint ventures	12.3	1,293,063,065	741,675,345	225,000,000	-
Long-term loans to related parties	9.4	-	-	243,000,000	1,643,000,000
Investment properties		972,624,657	425,511,658	690,439,325	417,072,721
Property, plant and equipment	13	42,663,090,840	41,995,800,368	41,848,974,375	41,441,820,183
Right-of-use assets	14.1	13,127,581,238	11,516,521,694	10,412,424,257	8,690,177,565
Goodwill	15	3,483,578,072	3,483,578,072	12,798,967,715	12,798,967,715
Intangible assets	16	1,979,657,702	2,140,677,930	30,501,472,169	32,917,188,083
Deferred tax assets	17.2	8,121,796,109	8,823,288,033	-	-
Other non-current assets		1,443,922,857	888,579,052	1,162,643,194	632,403,957
Total non-current assets		81,592,467,029	76,384,859,393	129,171,320,627	127,591,964,964
Total assets		207,658,879,918	144,979,303,514	251,676,461,695	193,648,020,106

Jiraphon Kawswat

(Jiraphon Kawswat)
Acting President and Chief Executive Officer

PTT Oil and Retail Business Public Company Limited
Statement of Financial Position
As at 31 December 2021

		Unit: Baht			
		Consolidated		Separate	
		financial statements		financial statements	
Notes		2021	2020	2021	2020
Liabilities and equity					
Current liabilities					
Bank overdraft and short-term loans					
from financial institutions	18	92,766,709	23,830,165	-	-
Trade accounts payable	9.5	37,275,225,708	23,372,506,310	34,875,669,355	21,602,876,774
Other accounts payable	9.6	6,724,521,074	5,525,981,669	5,558,497,175	4,618,287,868
Short-term loan from a related party	9.7	-	-	72,278,982	32,937,113
Current portion of long-term loans	18	4,775,023,429	9,144,926,874	4,736,167,449	9,103,323,870
Current portion of lease liabilities	14.2	1,241,559,149	1,181,456,314	1,018,135,645	919,053,493
Income tax payable		364,589,587	43,129,110	347,633,757	-
Other current financial liabilities		2,925,930	27,818,311	2,925,930	27,818,311
Short-term provision for decommissioning costs		18,851,545	9,097,604	2,279,468	5,271,198
Other current liabilities		1,234,383,571	1,140,069,979	1,137,198,556	1,080,660,509
Total current liabilities		51,729,846,702	40,468,816,336	47,750,786,317	37,390,229,136
Non-current liabilities					
Long-term loans	18	29,501,573,102	41,633,779,620	29,501,573,102	41,592,176,616
Lease liabilities	14.2	9,428,292,570	7,685,073,357	7,564,039,549	5,801,579,175
Deferred tax liabilities	17.2	1,665,700,887	2,172,873,372	1,421,600,806	2,142,085,511
Provisions for employee benefits	19	1,857,815,323	1,886,697,572	1,548,085,661	1,601,464,487
Long-term provision for decommissioning costs		329,609,462	347,376,569	155,549,782	167,868,507
Deposits on LPG cylinders		12,157,167,752	11,873,799,449	12,157,167,752	11,873,799,449
Other non-current liabilities		1,116,676,731	994,927,483	968,180,174	847,123,203
Total non-current liabilities		56,056,835,827	66,594,527,422	53,316,196,826	64,026,096,948
Total liabilities		107,786,682,529	107,063,343,758	101,066,983,143	101,416,326,084

PTT Oil and Retail Business Public Company Limited

Statement of Financial Position

As at 31 December 2021

		Unit: Baht			
		Consolidated		Separate	
		financial statements		financial statements	
Notes		2021	2020	2021	2020
Liabilities and equity (continued)					
Equity					
Share capital	20				
Authorised share capital					
12,000 million ordinary shares of Baht 10 each		120,000,000,000	120,000,000,000	120,000,000,000	120,000,000,000
Issued and paid-up share capital					
12,000 million ordinary shares of Baht 10 each (2020: 9,000 million ordinary shares of Baht 10 each)		120,000,000,000	90,000,000,000	120,000,000,000	90,000,000,000
Share premium		23,496,507,923	-	23,496,507,923	-
Surplus from changes in ownership interests in a subsidiary		26,944,535	-	-	-
Retained earnings					
Appropriated					
- Legal reserve		1,052,434,000	593,991,000	1,052,434,000	593,991,000
Unappropriated		21,355,059,575	14,685,074,515	6,373,885,386	2,012,363,200
Deficit on business combination under common control	5	(67,762,904,911)	(67,762,904,911)	-	-
Other components of equity		1,649,736,447	307,276,514	(313,348,757)	(374,660,178)
Equity attributable to owners of the parent		99,817,777,569	37,823,437,118	150,609,478,552	92,231,694,022
Non-controlling interests		54,419,820	92,522,638	-	-
Total equity		99,872,197,389	37,915,959,756	150,609,478,552	92,231,694,022
Total liabilities and equity		207,658,879,918	144,979,303,514	251,676,461,695	193,648,020,106

PTT Oil and Retail Business Public Company Limited

Statement of Income

For the year ended 31 December 2021

		Unit: Baht			
		Consolidated		Separate	
		financial statements		financial statements	
Notes		2021	2020	2021	2020
Revenue from sales and services	23	511,799,251,874	428,804,130,515	485,836,622,834	406,286,297,788
Cost of sales and services		475,591,932,068	395,682,046,091	453,236,308,634	377,202,120,570
Gross profit		36,207,319,806	33,122,084,424	32,600,314,200	29,084,177,218
Other income	24	3,480,415,062	4,044,825,412	4,016,719,738	4,811,979,553
Gain on foreign exchange rates		770,755,654	744,966,699	824,901,677	778,456,247
Profit before expenses		40,458,490,522	37,911,876,535	37,441,935,615	34,674,613,018
Selling and distribution expenses		14,455,583,484	13,996,377,119	14,998,845,333	14,624,157,066
Administrative expenses		10,631,269,166	11,264,562,928	10,005,269,644	10,940,522,540
Loss on derivatives		305,499,251	1,171,954,629	307,163,942	1,171,954,629
Operating profit		15,066,138,621	11,478,981,859	12,130,656,696	7,937,978,783
Share of profit from investments in associates		442,105,281	554,225,232	-	-
Share of loss from investments in joint ventures		(69,684,799)	(18,926,090)	-	-
Profit before finance costs and income taxes		15,438,559,103	12,014,281,001	12,130,656,696	7,937,978,783
Finance costs		1,250,224,968	1,447,150,423	1,135,573,742	1,335,400,974
Profit before income taxes		14,188,334,135	10,567,130,578	10,995,082,954	6,602,577,809
Income taxes	17	2,718,503,504	1,776,148,017	1,826,223,601	944,902,224
Profit for the year		11,469,830,631	8,790,982,561	9,168,859,353	5,657,675,585
Profit attributable to					
Owners of the parent		11,474,030,437	8,791,069,923	9,168,859,353	5,657,675,585
Non-controlling interests		(4,199,806)	(87,362)	-	-
		11,469,830,631	8,790,982,561	9,168,859,353	5,657,675,585
Earnings per share					
Basic earnings per share	22	0.99	0.98	0.79	0.63

PTT Oil and Retail Business Public Company Limited
Statement of Comprehensive Income
For the year ended 31 December 2021

	Unit: Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Profit for the year	11,469,830,631	8,790,982,561	9,168,859,353	5,657,675,585
Other comprehensive income (loss)				
Items that will be reclassified subsequently to profit or loss				
Exchange differences on translation of financial statements	412,575,043	118,564,847	-	-
Share of other comprehensive income (loss) from investments in joint ventures	10,535,409	(242,053)	-	-
Items that will not be reclassified subsequently to profit or loss				
Gain (loss) on remeasurement of equity investments at fair value through other comprehensive income	1,149,186,851	(267,584,147)	76,639,276	(267,757,999)
Income taxes related to remeasurements of equity investments at fair value through other comprehensive income	(229,837,370)	53,550,374	(15,327,855)	53,551,600
Remeasurements of post-employment benefit obligations	117,552,119	14,223,530	113,295,058	1,749,354
Income taxes related to remeasurements of post-employment benefit obligations	(23,412,584)	(3,252,793)	(22,659,011)	(349,871)
Other comprehensive income (loss) for the year, net of tax	1,436,599,468	(84,740,242)	151,947,468	(212,806,916)
Total comprehensive income for the year	<u>12,906,430,099</u>	<u>8,706,242,319</u>	<u>9,320,806,821</u>	<u>5,444,868,669</u>
Total comprehensive income attributable to				
Owners of the parent	12,910,418,207	8,706,329,681	9,320,806,821	5,444,868,669
Non-controlling interests	(3,988,108)	(87,362)	-	-
	<u>12,906,430,099</u>	<u>8,706,242,319</u>	<u>9,320,806,821</u>	<u>5,444,868,669</u>

PTT Oil and Retail Business Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2021

Unit: Baht													
Consolidated financial statements													
Attributable to owners of the parent													
Other components of equity													
Other comprehensive income (loss)													
Share of other Comprehensive income (loss)													
Changes in fair value of equity investments													
Currency translation differences													
Total equity attributable to owners of the parent													
Non-controlling interests													
Total equity													
Notes	Issued and paid-up share capital	Share premium	Surplus from changes in ownership interests in a subsidiary	Appropriated - Legal reserve	Unappropriated reserve	Deficit on business combination under common control	Currency translation differences	Changes in fair value of equity investments	Share of other Comprehensive income (loss) in joint ventures	Total equity attributable to owners of the parent	Non-controlling interests	Total equity	
Opening balance as at 1 January 2020													
	90,000,000,000	-	-	311,107,000	15,615,917,855	(67,762,904,911)	(927,446,102)	1,330,433,595	-	402,987,493	38,567,107,437	-	38,567,107,437
Changes in equity for the year													
Dividend paid	-	-	-	-	(9,450,000,000)	-	-	-	-	-	(9,450,000,000)	-	(9,450,000,000)
Business acquisition of a subsidiary	-	-	-	-	-	-	-	-	-	-	92,610,000	-	92,610,000
Legal reserve	-	-	-	282,884,000	(282,884,000)	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	8,791,069,923	-	-	-	-	-	8,791,069,923	(87,362)	8,790,982,561
Other comprehensive income (loss) for the year	-	-	-	-	10,970,737	-	118,564,847	(214,033,773)	(242,053)	(95,710,979)	(84,740,242)	-	(84,740,242)
Closing balance as at 31 December 2020													
	90,000,000,000	-	-	593,991,000	14,685,074,515	(67,762,904,911)	(808,881,255)	1,116,399,822	(242,053)	307,276,514	37,823,437,118	92,522,638	37,915,959,756
Opening balance as at 1 January 2021													
	90,000,000,000	-	-	593,991,000	14,685,074,515	(67,762,904,911)	(808,881,255)	1,116,399,822	(242,053)	307,276,514	37,823,437,118	92,522,638	37,915,959,756
Changes in equity for the year													
30 Dividend paid	-	-	-	-	(4,439,530,214)	-	-	-	-	-	(4,439,530,214)	-	(4,439,530,214)
20 Increase in share capital	30,000,000,000	23,496,507,923	-	-	-	-	-	-	-	-	53,496,507,923	-	53,496,507,923
Legal reserve	-	-	-	458,443,000	(458,443,000)	-	-	-	-	-	-	-	-
Change in ownership interests in a subsidiary	-	-	26,944,535	-	-	-	-	-	-	-	26,944,535	(55,456,535)	(28,512,000)
12.1 Capital increase of a subsidiary	-	-	-	-	-	-	-	-	-	-	21,341,825	-	21,341,825
12.1 Profit for the year	-	-	-	-	11,474,030,437	-	-	-	-	-	11,474,030,437	(4,199,806)	11,469,830,631
Other comprehensive income for the year	-	-	-	-	93,927,837	-	412,575,043	919,349,481	10,535,409	1,342,459,933	1,436,387,770	211,698	1,436,599,468
Closing balance as at 31 December 2021													
	120,000,000,000	23,496,507,923	26,944,535	1,052,434,000	21,355,059,575	(67,762,904,911)	(396,306,212)	2,035,749,303	10,293,356	1,649,736,447	99,817,777,569	54,419,820	99,872,197,389

PTT Oil and Retail Business Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2021

		Unit: Baht					
		Separate financial statements					
		Other components of equity					
		Retained earnings			Other comprehensive income (loss)		Total
Notes	Issued and paid-up share capital	Share premium	Appropriated-legal reserve	Unappropriated	Changes in fair value of equity investments	other components of equity	Total equity
Opening balance as at 1 January 2020							
	90,000,000,000	-	311,107,000	6,086,172,132	(160,453,779)	(160,453,779)	96,236,825,353
Changes in equity for the year							
Dividend paid	-	-	-	(9,450,000,000)	-	-	(9,450,000,000)
Legal reserve	-	-	282,884,000	(282,884,000)	-	-	-
Profit for the year	-	-	-	5,657,675,585	-	-	5,657,675,585
Other comprehensive income (loss) for the year	-	-	-	1,399,483	(214,206,399)	(214,206,399)	(212,806,916)
Closing balance as at 31 December 2020							
	90,000,000,000	-	593,991,000	2,012,363,200	(374,660,178)	(374,660,178)	92,231,694,022
Opening balance as at 1 January 2021							
	90,000,000,000	-	593,991,000	2,012,363,200	(374,660,178)	(374,660,178)	92,231,694,022
Changes in equity for the year							
Dividend paid	-	-	-	(4,439,530,214)	-	-	(4,439,530,214)
Increase in share capital	30,000,000,000	23,496,507,923	-	-	-	-	53,496,507,923
Legal reserve	-	-	458,443,000	(458,443,000)	-	-	-
Profit for the year	-	-	-	9,168,859,353	-	-	9,168,859,353
Other comprehensive income for the year	-	-	-	90,636,047	61,311,421	61,311,421	151,947,468
Closing balance as at 31 December 2021							
	120,000,000,000	23,496,507,923	1,052,434,000	6,373,885,386	(313,348,757)	(313,348,757)	150,609,478,552

PTT Oil and Retail Business Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2021

	Unit: Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Cash flows from operating activities				
Profit before income taxes for the year	14,188,334,135	10,567,130,578	10,995,082,954	6,602,577,809
Adjustments of profit before income taxes				
to net cash from operating activities				
Depreciation and amortisation	6,074,564,045	5,202,760,919	7,885,717,523	6,971,109,558
(Reversal of) impairment of assets	(37,913,724)	67,850,626	(130,048,347)	181,113,113
Loss from impairment of investment	-	-	34,200,000	67,600,000
Loss from disposal and write-off of assets	74,366,811	66,901,638	178,459,613	95,563,696
Share of profit from investments in associates	(442,105,281)	(554,225,232)	-	-
Share of loss from investments in joint ventures	69,684,799	18,926,090	-	-
Provisions for employee benefits	169,462,296	192,608,573	137,145,911	151,567,039
Unrealised (gain) loss on exchange rates	(9,789,890)	7,866,434	1,473,788	(20,051,623)
Unrealised (gain) loss on derivatives	(31,710,578)	22,781,412	(28,656,140)	22,781,412
Loss (gain) from measurement of financial instruments	(54,481)	300,996	(9,975)	16,081
Bad debt	4,537,636	7,249,873	3,749,158	5,776,660
(Reversal of) allowance for expected credit losses	(99,191,900)	604,466,258	(90,945,265)	592,720,438
Reversal of allowance for loss on				
decreasing value of inventories	(44,686,275)	(150,008,311)	(41,917,629)	(152,544,186)
Allowance for materials and supplies	200,682	6,642,187	200,682	6,642,187
Loss on disposal of obsolete inventories	21,999,526	10,656,883	21,999,526	10,656,883
Dividend income	(62,985)	(45,907,849)	(663,729,022)	(772,324,222)
Interest income	(281,838,610)	(190,629,260)	(332,549,464)	(279,687,593)
Finance costs	1,250,224,968	1,447,150,423	1,135,573,742	1,335,400,974
Others	-	44,664,259	(1,111,061)	(14,621,246)
Profit from operating activities before changes in				
operating assets and liabilities	20,906,021,174	17,327,186,497	19,104,635,994	14,804,296,980
Changes in working capital				
(Increase) decrease in operating assets				
Trade accounts receivable	(8,118,164,224)	8,260,160,285	(8,361,467,910)	8,775,857,274
Other accounts receivable	3,516,383,953	(655,285,809)	3,965,586,451	(695,933,770)
Inventories	(5,388,363,396)	2,805,382,646	(5,305,928,420)	2,641,846,952
Materials and supplies	(43,823,658)	8,018,242	(136,417,310)	(25,303,728)
Other current assets	(13,027,094)	(136,237,903)	(21,263,257)	40,750,261
Other non-current assets	(564,497,169)	(208,426,180)	(23,920,062)	(37,853,160)
Increase (decrease) in operating liabilities				
Trade accounts payable	13,870,165,214	(11,271,758,442)	13,272,733,358	(10,922,354,967)
Other accounts payable	2,264,591,446	162,329,034	1,010,210,940	(978,368,375)
Other current liabilities	104,067,533	(5,015,142)	56,538,046	(25,141,339)
Deposits on LPG cylinders	283,368,303	217,015,249	283,368,303	217,015,249
Other non-current liabilities	(5,309,944)	(74,483,172)	41,360,030	(52,542,666)
Cash received from operating activities	26,811,412,138	16,428,885,305	23,885,436,163	13,742,268,711
Income taxes paid	(2,767,512,318)	(642,401,232)	(2,623,833,839)	(499,314,653)
Net cash provided by operating activities	24,043,899,820	15,786,484,073	21,261,602,324	13,242,954,058

PTT Oil and Retail Business Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2021

Unit: Baht

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash flows from investing activities				
Payment for purchase of property, plant and equipment and investment properties	(5,472,228,744)	(6,437,244,160)	(4,723,575,735)	(5,419,771,283)
Payment for purchase of intangible assets	(92,794,833)	(186,310,731)	(58,225,850)	(51,353,468)
Prepayment for right-of-use assets	(102,081,441)	(708,496,151)	(82,592,427)	(629,618,031)
Payment for business acquisition	-	(137,595,000)	-	-
Payment for other non-current financial assets	(384,825,454)	(1,244,796,000)	-	-
Payment for investments in subsidiaries	-	-	(2,194,615,600)	(1,685,972,400)
Payment for investment in an associate	(688,042,240)	-	-	-
Payment for investments in joint ventures	(513,511,591)	(282,092,619)	(225,000,000)	-
Payment for short-term loan to a related party	-	-	(185,859,540)	(523,879,673)
Proceeds from long-term loans to related parties	-	-	1,058,695,020	885,914,950
Proceeds from disposal of property, plant and equipment and investment properties	44,630,050	31,693,631	30,593,361	27,248,706
Proceeds from disposal of right-of-use assets	51,435	-	51,435	-
Net proceeds from (payment for) investments in current financial assets	(19,441,315,139)	491,253,050	(19,500,000,000)	500,000,000
Interest received	220,391,748	191,228,633	283,087,843	285,237,125
Dividends received	526,466,097	739,486,053	663,729,022	772,324,222
Net cash used in investing activities	(25,903,260,112)	(7,542,873,294)	(24,933,712,471)	(5,839,869,852)
Cash flows from financing activities				
Net proceeds from (payment for) bank overdraft and short-term loans	72,517,006	(464,724,924)	39,341,869	24,926,820
Proceeds from long-term loans	-	1,000,000,000	-	1,000,000,000
Repayment of long-term loans	(16,522,108,243)	(3,777,599,944)	(16,479,950,000)	(3,733,200,000)
Repayment of lease liabilities	(1,889,964,446)	(1,109,418,116)	(1,527,856,402)	(787,296,810)
Finance costs paid	(866,224,961)	(1,189,667,345)	(819,950,096)	(1,175,956,050)
Proceeds from non-controlling interests of a subsidiary	21,341,825	10,000	-	-
Payment for investment in an indirect subsidiary	(28,512,000)	-	-	-
Dividend paid	(4,422,510,633)	(9,450,000,000)	(4,422,510,633)	(9,450,000,000)
Proceeds from issuance of share capital	54,000,000,000	-	54,000,000,000	-
Payment for issuance of share capital	(503,492,077)	-	(503,492,077)	-
Net cash provided from (used in) financing activities	29,861,046,471	(14,991,400,329)	30,285,582,661	(14,121,526,040)

PTT Oil and Retail Business Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2021

	Unit: Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Net increase (decrease) in cash and cash equivalents	28,001,686,179	(6,747,789,550)	26,613,472,514	(6,718,441,834)
Effect of exchange rate on cash and cash equivalents	22,269,319	(30,644,118)	(355,812)	(30,896)
Exchange differences on translation of financial statements	(249,407,246)	(25,103,285)	-	-
Cash and cash equivalents at the beginning of the year	18,398,093,539	25,201,630,492	15,472,593,303	22,191,066,033
Cash and cash equivalents at the end of the year	46,172,641,791	18,398,093,539	42,085,710,005	15,472,593,303
Supplementary information:				
Accounts payable from purchases of property, plant and equipment and investment properties	1,303,931,090	1,201,484,103	955,125,775	1,014,416,001
Accounts payable from purchases of intangible assets	34,321,657	23,166,040	13,298,580	18,636,135
Lease liabilities	3,644,274,609	3,503,359,268	3,547,797,019	2,560,175,656
Transfer from property, plant and equipment, intangible assets, and prepaid expense to right-of-use assets	-	2,870,963,493	-	2,084,661,750
Transfer from supplies to property, plant and equipment	93,190,238	28,780,473	93,165,696	28,780,473
Dividend payables	17,019,581	-	17,019,581	-

PTT Oil and Retail Business Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2021

1 General information

1.1 General information of the Company

PTT Oil and Retail Business Public Company Limited (the Company) was incorporated as a limited company under the laws of Thailand on 25 May 2007 and registered as a public limited company in Thailand under the Public Limited Companies Act, B.E. 2535, on 9 March 2018. The address of the Company's registered office is No.555/2, Energy Complex, Building B, 12th Floor, Vibhavadi Rangsit Road, Chatuchak, Bangkok.

For reporting purposes, the Company and its subsidiaries are together referred to as the Group.

The Company was listed on the Stock Exchange of Thailand on 11 February 2021.

PTT Public Company Limited (PTT) holds 75% of the Company's shareholding interest and is the parent company of the Group (2020: PTT held 100% of the Company's shareholding interest).

The principal businesses of the Group are the commercial and retail marketing of petroleum products, other services (Non-oil), and investing in related companies which are engaged in the management of retail fuel service stations, convenience stores, space management in retail fuel service stations, personnel service to related parties, blending and bottling of lube oil, and other fuel-related businesses.

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 15 February 2022.

1.2 Coronavirus Disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may have an impact on the businesses in which the Group operates. The Group's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved, using the best information obtained up to the date of these financial statements.

2 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards (TFRS) and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except as disclosed in the below accounting policies.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 27.

An English version of the consolidated and separate financial statements has been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

PTT Oil and Retail Business Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2021

3 New and amended financial reporting standards

3.1 Amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2021 and relevant to the Group

- a) **Revised Conceptual Framework for Financial Reporting** added the following key principals and guidance:
- Measurement basis, including factors in considering difference measurement basis;
 - Presentation and disclosure, including classification of income and expenses in other comprehensive income;
 - Definition of a reporting entity, which may not be necessarily a legal entity, or a portion of an entity, or comprise more than one entity; and
 - Derecognition of assets and liabilities
- The amendment also includes the revision to the definition of an asset and liability in the financial statements, and clarification to the prominence of stewardship in the objective of financial reporting.
- b) **Amendment to TFRS 3, Business combinations** amended the definition of a business which requires an acquisition to include an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term "outputs" is amended to focus on goods and services provided to customers and to exclude returns in the form of lower costs and other economic benefits.
- c) **Amendment to TFRS 9, Financial instruments and TFRS 7, Financial instruments: disclosures** amended to provide relief from applying specific hedge accounting requirements to the uncertainty arising from interest rate benchmark reform such as IBOR. The amendment also requires disclosure of hedging relationships directly affected by the uncertainty.
- d) **Amendment to TAS 1, Presentation of financial statements and TAS 8, Accounting policies, changes in accounting estimates and errors** amended to definition of materiality. The amendment allows for a consistent definition of materiality throughout the Thai Financial Reporting Standards and the Conceptual Framework for Financial Reporting. It also clarified when information is material and incorporates some of the guidance in TAS 1 about immaterial information.

Commencing from 1 January 2021, the Group has adopted the aforementioned revised financial reporting standards. The adoption of these financial reporting standards does not have significant impact to the Group.

3.2 Amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2022 and the Group has not yet adopted these standards

Interest rate benchmark (IBOR) reform - phase 2, amendments to TFRS 9, TFRS 7 and TFRS 16 provide relief measures addressing issues that might affect financial reporting during the reform and additional disclosure in relation to the reform. Key relief measure of the phase 2 amendments is when changing the basis for determining contractual cash flows for financial assets and financial liabilities (including lease liabilities), changes that are necessary as a direct result of the IBOR reform and which are considered economically equivalent, will not result in an immediate gain or loss in the statement of income. TFRS 16 has also been amended to require lessees to use a similar practical expedient when accounting for lease modifications that change the basis for determining future lease payments as a result of the IBOR reform.

The Group's management is currently assessing the impact of adoption of these standards.

PTT Oil and Retail Business Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2021

4 Accounting Policies

The significant accounting policies used for the preparation of the consolidated and separate financial statements are as follows:

4.1 Principles of consolidation

4.1.1 Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investments in subsidiaries are accounted for using cost method less impairment (if any).

4.1.2 Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting.

In the separate financial statements, investments in associates are accounted for using cost method less impairment (if any).

4.1.3 Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangements.

Joint operations

A joint operation is a joint arrangement whereby the Group has rights to the assets, and obligations for the liabilities relating to the arrangement. The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the Group's financial statement line items.

Joint ventures

A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement. Interests in joint ventures are accounted for using the equity method.

In the separate financial statements, investments in joint ventures are accounted for using cost method less impairment (if any).

4.1.4 Equity method

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequently recognises shares of its associates and joint ventures' profits or losses and other comprehensive income in the profit or loss and other comprehensive income, respectively. The subsequent cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in associates and joint ventures equals or exceeds its interest in the associates and joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates and joint ventures.

PTT Oil and Retail Business Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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4.1.5 Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A difference between the amount of the adjustment to non-controlling interests to reflect their relative interest in the subsidiary and any consideration paid or received is recognised within equity.

If the ownership interest in associates and joint ventures is reduced but significant influence and joint control is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. Profit or loss from reduce of the ownership interest in associates and joint ventures is recognise in profit or loss.

When the Group losses control, joint control or significant influence over investments, any retained interest in the investment is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount of the retained interest which is reclassified to investment in an associate, or a joint venture or a financial asset accordingly.

4.1.6 Intercompany transactions on consolidation

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

4.2 Business combination

The Group applies the acquisition method to account for business combinations with an exception on business combination under common control. The consideration transferred for the acquisition of a subsidiary comprises.

- fair value of the assets transferred
- liabilities incurred to the former owners of the acquiree
- equity interests issued by the Group

Identifiable assets and liabilities acquired and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group initially recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest recognised and the acquisition-date fair value of any previous equity interest in the acquiree (for business combination achieved in stages) over the fair value of the identifiable net assets acquired is recorded as goodwill. In the case of a bargain purchase, the difference is recognised directly in profit or loss.

Acquisition-related costs

Acquisition-related costs are recognised as expenses in profit or loss in consolidated financial statements.

Step-up acquisition

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measured are recognised in profit or loss.

Changes in fair value of contingent consideration paid/received

Subsequent changes to the fair value of the contingent consideration that is an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured.

PTT Oil and Retail Business Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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Business combination under common control

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree at their carrying values presented in the highest level of the consolidation. The Group retrospectively adjusted the business combination under common control transactions as if the combination had occurred on the later of the beginning of the preceding comparative period and the date the acquiree has become under common control.

Consideration of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs.

The difference between consideration under business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "Deficit on business combination under common control" in equity and is derecognised when the investment is disposed of by transferred to retained earnings.

4.3 Foreign currency translation

4.3.1 Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Thai Baht, which is the functional currency of the Company and the presentation currency of the Group and the Company.

4.3.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit and loss, any exchange component of that gain or loss is recognised in profit and loss.

4.3.3 Group companies

The results and financial position of all of the Group's entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of income and statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in other comprehensive income.

4.4 Cash and cash equivalents

In the statements of cash flows, cash and cash equivalents include cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date.

4.5 Trade accounts receivable

Trade accounts receivable are amounts due from customers for goods sold or services performed in the ordinary course of business.

Trade accounts receivable are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, they are recognised at fair value. The Group holds the trade accounts receivable with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

The impairment of trade accounts receivable are disclosed in Note 4.7.6

PTT Oil and Retail Business Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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4.6 Inventories, materials and supplies

Inventories, materials and supplies are stated at the lower of cost and net realisable value.

Cost of inventories is determined by the weighted average method. Cost of inventories comprise all purchase cost and costs directly attributable to the acquisition of the inventory less discounts, quantity discounts, as well as contributions to or compensation from taxes several funds.

Materials and supplies are stated at cost calculated by using the weighted average method, less allowance for obsolescence of materials and supplies when there are obsolete, defective or unserviceable items.

4.7 Financial asset

4.7.1 Classification

The Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

4.7.2 Recognition and derecognition

Regular way purchases, acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

4.7.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether the cash flows are solely payment of principal and interest.

4.7.4 Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the financial assets. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition and foreign exchange gains and losses are recognised directly in profit or loss and presented in administrative expenses and currency exchange gain (loss), respectively. Impairment losses are presented in administrative expenses.

PTT Oil and Retail Business Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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- FVOCI: Financial assets that are held for i) collection of contractual cash flows; and ii) for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (OCI), except for 1) the recognition of impairment gains or losses, 2) interest income using the effective interest method, and 3) foreign exchange gains and losses which are recognised in profit or loss. When the financial assets are derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income or administrative expenses. Interest income is included in other income. Impairment expenses are presented in administrative expenses.
- FVPL: Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other income in the period in which it arises.

4.7.5 Equity instruments

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in profit or loss and presented net within other income in the period in which it arises.

Impairment losses and reversal of impairment losses on equity investments are reported together with changes in fair value.

4.7.6 Impairment

The Group applies the TFRS 9 simplified approach in measuring the impairment of trade accounts receivable and other accounts receivable, which applies lifetime expected credit loss, from initial recognition, for all trade accounts receivable and other accounts receivable.

To measure the expected credit losses by using simplified approach, the management grouped the accounts receivable based on shared credit risk characteristics and the days past due. The expected credit loss rates are based on payment profiles, historical credit losses as well as forward-looking information and factors that may affect the ability of the customers to settle the outstanding balances. In addition to the simplified approach, the management applies the general approach, which is to consider the individual assessments by using the discounted cashflow method. For this, management uses an estimate debtor's future cash flows based on the original effective interest rate.

For other financial assets carried at amortised cost and FVOCI, the Group applies TFRS 9 general approach in measuring the expected credit loss of those financial assets. Under the general approach, the 12-month or the lifetime expected credit loss is applied depending on whether there has been a significant increase in credit risk since the initial recognition.

The significant increase in credit risk (from initial recognition) assessment is performed every end of reporting period by comparing i) expected risk of default as of the reporting date and ii) estimated risk of default on the date of initial recognition.

The Group assesses expected credit loss by taking into consideration forward-looking information and past experiences. The expected credit loss is a probability-weighted estimate of credit losses (probability-weighted present value of estimated cash shortfall). The cash shortfall is the difference between all contractual cash flows that are due to the Group and all cash flows expected to receive, discounted at the original effective interest rate.

When measuring expected credit losses, the Group reflects the following:

- probability-weighted estimated uncollectible amounts;
- time value of money; and
- supportable and reasonable information as of the reporting date about past experience, current conditions and forecasts of future situations.

Impairment and reversal of impairment losses are recognised in profit or loss and included in administrative expenses.

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4.8 Investment properties

Investment properties of the Group mainly consist of land held for a current undetermined future use and buildings held for long-term yields and are not occupied by the Group.

Investment property is measured initially at cost, including directly attributable costs and borrowing costs. Subsequently investment property is carried at cost less accumulated depreciation and allowance for impairment (if any).

Land is not depreciated. Depreciation on other investment properties is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives as follows:

	Years
Buildings and building improvements	5 to 20

4.9 Property, plant and equipment

Property, plant and equipment are initially recognised at historical cost. All plant and equipment are subsequently stated at historical cost less accumulated depreciation and allowance for impairment (if any). The cost of property, plant and equipment comprise both the purchase price and any cost directly attributable to bring in the assets to location and condition necessary for them to be capable of operating in the manner intended by the management. These can include the initial estimate of costs of dismantling and removing the item, and restoring the site on which it is located, the obligation for which the Group incurs either when the item is acquired or as a consequence of having used the item during a particular period.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss when incurred.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, except land, which is considered to have an indefinite life, as follows:

	Years
Buildings and building improvements	3 to 32
Machinery and equipment	3 to 32
Other assets	2 to 10

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains or losses on disposals of property, plant and equipment are determined by comparing the proceeds with the carrying amount and recognised in the profit or loss.

4.10 Intangible assets

Intangible assets with limited life are initially recognised at historical cost and subsequently stated at historical cost less accumulated amortisation and allowance for impairment losses (if any). The amortisation is calculated using the straight-line method over their estimated useful lives.

	Years
Computer software	3 to 10
Customer lists	10 to 15
Trademarks	10 to 30
Other intangible assets	5 to 10

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4.11 Goodwill

Goodwill represents the excess of the consideration transferred over the fair value of the Group's share of the net identifiable assets, liabilities and contingent liabilities of the acquired subsidiary undertaking or associate or joint venture at the date of acquisition.

Goodwill on acquisitions of subsidiaries is separately reported in the consolidated statement of financial position. Goodwill on acquisition of joint ventures or associates is included in investments in joint ventures or associates and is tested for impairment as part of the overall balance.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash generating units for the purpose of impairment testing. The allocation is made to those cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

4.12 Impairment of assets

Assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Other assets are reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Where the reasons for previously recognised impairments no longer exist, the impairment losses on the assets concerned other than goodwill is reversed.

4.13 Leases

Leases - where the Group is the lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices for the contract which contains both lease and non-lease components.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

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Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise of office equipment.

Leases - where the Group is the lessor

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature.

4.14 Financial liabilities

4.14.1 Classification

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

4.14.2 Measurement

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost.

4.14.3 Derecognition and modification

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated/modified, the Group assesses whether the renegotiation or modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceed paid is recognised as administrative expenses.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated or modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in administrative expenses.

4.15 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. The Group establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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Deferred income tax

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised for temporary differences arise from:

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not recognised.
- investments in subsidiaries, associates and joint arrangements where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which temporary difference is expected to be reversed, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4.16 Employee benefits

The Group operates various post-employment benefits schemes which comprised defined benefit, defined contribution plans and other long-term benefits.

4.16.1 Defined contribution

The Group provides provident fund, which is contributed by the employees and the Group, and managed by an external fund manager in accordance with the Provident Fund Act. B.E. 2530. The Group has no legal or constructive obligations to pay further contributions once the contributions have been paid even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as employee benefit expense when they are due.

4.16.2 Retirement benefits

The Group provides for post-employment benefits, payable to employees under the labour laws applicable in Thailand and other countries in which the Group has its operations, or when the term of service is terminated according to the agreement between the Group and employees. Typically, defined benefit plans define an amount of retirement benefit that an employee will receive on retirement, usually depends on many factors such as age, years of service and compensation.

The liability in respect of employee benefits is the present value of the defined benefit obligation at the end of the reporting date which is calculated by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting estimated future cash flows using yields on government bonds that matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past-service costs are recognised immediately in profit or loss.

4.16.3 Other long-term benefits

The Group gives gold rewards to employees when they have worked for the Group for 10 to 40 years.

These obligations are measured similar to retirement benefits except remeasurement gains and losses that are charged to profit or loss.

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4.17 Provisions

4.17.1 General provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

4.17.2 Provisions for decommissioning cost

The Group recognises provision for decommissioning costs, which are provided at the onset of completion of the project, for the estimate of the eventual costs that relate to the removal of the assets. The recognised provision for decommissioning costs is based on future removal cost estimates and incorporate many assumptions such as abandonment times and future inflation rate and discounted to present value at the discount rate estimated by the management. Those costs are included as part of the assets.

4.18 Derivatives

Derivative accounting

Derivatives that do not qualify for hedge accounting is initially recognises at fair value. Changes in the fair value are included in gain or loss on derivatives.

Fair value of derivatives is classified as a current or non-current following its remaining maturity.

4.19 Revenue recognition

Revenue are recorded net of value added tax. They are recognised in accordance with the provision of goods or services, provided that collectability of the consideration is probable.

Multiple element arrangements involving delivery or provision of multiple products or services are separated into distinct performance obligations. Total transaction price of the bundled contract is allocated to each performance obligation based on their relative standalone selling prices or estimated standalone selling prices. Each performance obligation is recognised as revenue on fulfilment of the obligation to the customer as details below.

Sales of goods

Sales are recognised at a point in time when control of the products has transferred, being when the products are delivered to the destination as agreed in the contract. The revenue is recognised based on transaction price net of output tax, rebates and discounts.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Interest income

Interest income is recognised on an effective interest rate method.

4.20 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders, and interim dividend are approved by the Board of Directors.

4.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Steering Committee has been identified as the chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments that makes strategic decisions.

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5 Business Restructuring

On 18 June 2018, the Company and PTT successfully executed the Business Transfer Agreement, to transfer of various assets and liabilities of the Oil Business Unit, and shares of related companies. The process of transferring various assets and liabilities, and shares of related companies was commenced on 1 July 2018. The valuation of the business transfer was carried out by a financial advisor in accordance with international principles to determine the appropriate price in inter-trading.

In cases where the registration process for the transfer of various assets and liabilities is not completed within six months from the date of the business transfer, PTT must comply with conditions stated in the Business Transfer Agreement, whereby PTT has to transfer the possessory rights and rights of use in the assets to the Company, which is entitled to benefits or profits arising from these assets from the date of the business transfer until the process of registration is completed.

The Company and PTT executed the amendments to Memorandum of Agreement for Business Transfer Agreement, extending the registration period of the transfer of various assets, rights, duties and liabilities, under the First Amendment on 28 February 2019, the Second Amendment on 4 December 2019, the Third Amendment on 12 February 2020 and the Fourth Amendment on 15 February 2021. The parties agreed to complete the process within 31 December 2022. In the event that the transfer of rights and duties under the Business Transfer Agreement cannot be completed within 31 December 2022, the parties shall confer in good faith to find collaborative solutions to protect both parties' best interests.

As at 31 December 2021, certain assets and contracts amounting to Baht 802 million had not been transferred (as at 31 December 2020: Baht 1,545 million). Currently, the Company records the transactions, holds ownership rights, utilises and receives benefits from those assets.

As a result of the Business Transfer Agreement which was business combination under common control, the Company prepared the consolidated financial statements included the financial statements of the Oil Business Unit and the financial information of the transferred business as if the business transfer was incurred before 1 July 2018. Such presentation reflects the economic substances of the Company and its subsidiaries as one economic unit before 1 July 2018, although the legal form of the relationship occurred later. The difference between the book value of net assets of the subsidiaries at the date of the business transfer and the cost of business restructuring under common control totalling Baht 67,763 million was presented as "Deficit on business combination under common control" in the equity section of the consolidated financial statements.

6 Cash and cash equivalents

Cash and cash equivalents as at 31 December are as follows:

	Consolidated		Unit: Million Baht	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Cash	508	366	13	14
Call deposits held at banks	45,620	17,928	42,073	15,459
Fixed deposits with maturities within 3 months	45	104	-	-
Total cash and cash equivalents	46,173	18,398	42,086	15,473

As at 31 December 2021, call deposits held at banks and fixed deposits with maturities within 3 months of the Group bore the interest at rates between 0.01% and 4.75% per annum (as at 31 December 2020: between 0.01% and 2.00% per annum) and of the Company bore the interest at rates between 0.05% and 0.55% per annum (as at 31 December 2020: between 0.05% and 0.57% per annum).

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7 Trade accounts receivable

Trade accounts receivable as at 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Trade accounts receivable - third parties	18,080	10,673	15,358	8,537
<u>Less</u> Allowance for expected credit loss	(1,786)	(1,780)	(774)	(794)
Trade accounts receivable - third parties, net	16,294	8,893	14,584	7,743
Trade accounts receivable - related parties, net (Note 9.1)	3,941	3,216	6,852	5,267
Total trade accounts receivable, net	20,235	12,109	21,436	13,010

Trade accounts receivable can be analysed by aging as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Not overdue	19,667	11,587	21,079	12,795
Overdue less than 3 months	350	291	237	179
Overdue 3 to 6 months	41	36	26	17
Overdue 6 to 12 months	43	866	34	747
Overdue over 12 months	1,923	1,110	837	67
	22,024	13,890	22,213	13,805
<u>Less</u> Allowance for expected credit loss	(1,789)	(1,781)	(777)	(795)
Total trade accounts receivable, net	20,235	12,109	21,436	13,010

8 Other accounts receivable

Other accounts receivable as at 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Other accounts receivable - third parties	1,949	1,323	616	435
<u>Less</u> Allowance for expected credit loss	(24)	(45)	(15)	(29)
Other accounts receivable - third parties	1,925	1,278	601	406
Refunds receivable from the Oil Stabilisation Fund	9,637	11,167	9,637	11,167
Advance payments	378	302	59	211
Other accounts receivable - third parties, net	11,940	12,747	10,297	11,784
Other accounts receivable - related parties, net (Note 9.2)	2,146	4,687	2,222	4,746
Total other accounts receivable, net	14,086	17,434	12,519	16,530

The refunds receivable from the Oil Stabilisation Fund mostly comprises compensation for locally manufactured oil and liquefied petroleum gas (LPG), or imported LPG for local uses. The compensation rates are determined by the Committee of Energy Policy Administration.

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9 Related party transactions

Major shareholder of the Company is PTT Public Company Limited, who holds 75% of the Company's shareholding interest. General public hold the remaining shares.

The information of the Company's subsidiaries, associates and joint ventures are disclosed in Note 12.

The pricing policies for transactions between related parties are in accordance with the normal course of business as same as pricing policies with third parties.

The following material transactions were carried out with related parties:

9.1 Trade accounts receivable - related parties

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Parent company	3,253	2,927	3,244	2,926
Subsidiaries	-	-	2,921	2,052
Other related parties	691	290	690	290
	3,944	3,217	6,855	5,268
<u>Less</u> Allowance for expected credit loss	(3)	(1)	(3)	(1)
Total trade accounts receivable - related parties, net (Note 7)	3,941	3,216	6,852	5,267

9.2 Other accounts receivable - related parties

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Parent company	2,084	4,475	2,083	4,475
Subsidiaries	-	-	79	71
Associate	2	2	2	2
Joint ventures	12	11	12	11
Other related parties	50	209	46	196
	2,148	4,697	2,222	4,755
<u>Less</u> Allowance for expected credit loss	(2)	(10)	-	(9)
Total other accounts receivable - related parties, net (Note 8)	2,146	4,687	2,222	4,746

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9.3 Short-term loan to a related party

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Subsidiary	-	-	2,355	2,169
Total short-term loan to a related party	-	-	2,355	2,169

Movements of short-term loan to a related party for the years ended 31 December are as follows:

	Unit: Million Baht	
	Separate financial statements	
	2021	2020
Opening balance	2,169	1,645
Cash flow:		
Payment for short-term loan	186	524
Closing balance	2,355	2,169

As at 31 December 2021, short-term loan to a related party amounting to Baht 2,355 million bore the fixed interest rate at 1.10% per annum. (as at 31 December 2020: fixed interest rate at 1.10% per annum). Short-term loan to a related party is due within 1 year.

9.4 Long-term loans to related parties

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Subsidiary				
- Due within 1 year	-	-	1,400	1,059
- Due over 1 year	-	-	243	1,643
	-	-	1,643	2,702

Movements of long-term loans to related parties for the years ended 31 December are as follows:

	Unit: Million Baht	
	Separate financial statements	
	2021	2020
Opening balance	2,702	3,581
Cash flow:		
Proceeds from long-term loans	(1,059)	(886)
Non-cash movement:		
Gain on foreign exchange rate	-	7
Closing balance	1,643	2,702

As at 31 December 2021, long-term loan to a related party denominated in Baht amounting to Baht 1,643 million bore the float interest rate at THBFX three-months plus a certain margin per annum (as at 31 December 2020: long-term loan to a related party denominated in Baht amounting to Baht 2,633 million bore the float interest rate at THBFX three-months plus a certain margin per annum and long-term loan to a related party denominated in US Dollar amounting to US Dollar 2 million or equivalent to Baht 69 million bore fixed interest rate at 3.93% per annum). The loans are unsecured, and principal repayment and interest payment schedules are based on the specified schedules.

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9.5 Trade accounts payable - related parties

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Parent company	2,820	1,597	2,820	1,597
Subsidiaries	-	-	331	87
Associate	92	94	92	94
Other related parties	21,492	13,130	19,914	12,392
Total trade accounts payable - related parties	24,404	14,821	23,157	14,170

9.6 Other accounts payable - related parties

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Parent company	1,102	676	1,098	670
Subsidiaries	-	-	66	43
Joint ventures	3	2	3	2
Other related parties	765	702	737	691
Total other accounts payable - related parties	1,870	1,380	1,904	1,406

9.7 Short-term loan from a related party

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Subsidiary	-	-	72	33
	-	-	72	33

Movements of short-term loan from a related party for the years ended 31 December are as follows:

	Unit: Million Baht	
	Separate financial statements	
	2021	2020
Opening balance	33	8
Cash flow:		
Proceeds from short-term loan	39	25
Closing balance	72	33

As at 31 December 2021, short-term loan from a related party amounting to Baht 72 million (2020: Baht 33 million) bore the fixed interest rate at 0.4% per annum (as at 31 December 2020: fixed interest rate at 0.4% per annum). Short-term loan from a related party is due within 1 year.

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9.8 Long-term loan from a related party

	Unit: Million Baht	
	Consolidated financial statements and separate financial statements	
	2021	2020
Other related party		
- Due within 1 year	-	1,890
- Due over 1 year	6,810	14,165
	6,810	16,055

Movements of long-term loan from a related party for the years ended 31 December are as follows:

	Unit: Million Baht	
	Consolidated financial statements and separate financial statements	
	2021	2020
Opening balance	16,055	17,000
Cash flow:		
Repayment of long-term loan	(9,245)	(945)
Closing balance	6,810	16,055

Details of long-term loan from a related party are disclosed in Note 18.

9.9 Lease liabilities from related parties

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Parent company	538	973	538	973
Subsidiary	-	-	172	16
Other related parties	667	552	665	550
Total lease liabilities, net	1,205	1,525	1,375	1,539
Lease liabilities				
- Due within 1 year	386	437	463	443
- Due over 1 year	819	1,088	912	1,096
Total lease liabilities, net	1,205	1,525	1,375	1,539

Movements of lease liabilities from related parties are disclosed as part of Note 14.2.

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9.10 Revenue and expense transactions carried out with related parties

Revenues and expenses with related parties for the years ended 31 December are follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Revenues				
<u>Sales and service income</u>				
Parent company	16,119	17,440	16,102	17,435
Subsidiaries	-	-	27,856	24,699
Associate	48	65	48	65
Joint ventures	-	6	-	6
Other related parties	9,452	2,565	9,451	2,564
<u>Interest income</u>				
Subsidiaries	-	-	80	119
<u>Dividend income</u>				
Subsidiaries	-	-	137	33
Associate	-	-	527	693
<u>Other income</u>				
Parent company	1,172	1,662	1,171	1,662
Subsidiaries	-	-	257	274
Associates	39	41	39	41
Joint ventures	6	-	6	-
Other related parties	48	45	48	45
Expenses				
<u>Cost of goods purchased and services</u>				
Parent company	27,868	28,417	27,868	28,417
Subsidiaries	-	-	2,335	1,106
Associates	1,474	1,580	1,474	1,580
Other related parties	308,171	250,059	297,760	244,964
<u>Other expenses</u>				
Parent company	1,655	2,092	1,648	2,082
Subsidiaries	-	-	242	290
Associates	3	2	1	1
Joint ventures	7	1	7	1
Other related parties	2,136	2,046	2,082	1,988
<u>(Gain) loss from derivatives</u>				
Other related party	(52)	934	(52)	934
<u>Finance costs</u>				
Parent company	15	7	15	7
Subsidiaries	-	-	4	-
Other related parties	256	399	256	399

9.11 Related party transactions regarding purchases of investment properties, property, plant and equipment and right-of-use assets

Transactions for the years ended 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
<u>Purchase of assets</u>				
Parent company	62	744	62	744
Joint venture	15	-	15	-
Other related parties	374	8	374	8
	451	752	451	752

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9.12 Directors and managements remuneration

Directors and managements remuneration for the years ended 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
<u>Director remunerations</u>				
Meeting remuneration and bonuses	58	20	42	7
<u>Management remunerations</u>				
Salaries, bonuses, and other employee benefits	170	143	111	108
Other long-term benefits	2	2	2	2
Total directors and managements remuneration	230	165	155	117

10 Inventories

Inventories as at 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Inventories	19,723	15,324	17,523	13,206
Inventories - legal reserves	4,726	3,759	4,726	3,759
	24,449	19,083	22,249	16,965
<u>Less</u> Allowance for decreasing value of inventories	(17)	(62)	(17)	(59)
Total inventories, net	24,432	19,021	22,232	16,906

The Fuel Oil Trading Act B.E. 2543, amended by the Fuel Oil Trade Act (No.2) B.E. 2550 in accordance with Notification of the Department of Energy Business "Determination of Types, Rates, Criteria, Methods and Conditions for calculation of Oil Reserves B.E. 2558", prescribes that oil traders under section 7 must reserve crude oil and petroleum products at rate ranging from 1% to 20% of the total production and imported volume.

11 Financial assets

11.1 Investments in current financial assets

As at 31 December 2021 and 2020, investments in current financial assets were fixed deposits with maturities more than 3 months but less than 1 year. Investments in current financial assets of the Group bore the interest rates between 0.25% and 0.75% per annum (as at 31 December 2020: between 0.25% and 3.25% per annum) and of the Company bore the interest at rates between 0.35% and 0.75% per annum (as at 31 December 2020: 1.15% per annum).

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11.2 Other non-current financial assets

Other non-current financial assets as at 31 December are as follows:

Company	Nature of business	Unit: Million Baht			
		Consolidated financial statements			
		Ownership interest (%)		Book value	
		2021	2020	2021	2020
Fair value through other comprehensive income					
- Bangkok Aviation Fuel Services Public Co., Ltd.	Aircraft refuelling services	7.06	7.06	1,148	1,071
- Intoplane Services Co., Ltd.	Aircraft refuelling services	16.67	16.67	-	-
- Sarn Palung Social Enterprise Co., Ltd.	Social enterprise	10.00	10.00	1	1
- Flash Incorporation Co., Ltd.	Holding company	-	9.58	-	1,245
- Flash Partners Limited	Holding company	8.88	-	2,594	-
- Gowabi (Thailand) Co., Ltd.	Marketplace	10.00	-	34	-
- Polar Bear Mission Co., Ltd.	Marketplace	-	-	24	-
- Pomelo Fashion Co., Ltd.	Marketplace	0.60	-	50	-
Fair value through profit or loss					
- Vayupak Fund 1	Mutual fund	-	-	2	2
Total other non-current financial assets				3,853	2,319
Company	Nature of business	Unit: Million Baht			
		Separate financial statements			
		Ownership interest (%)		Book value	
		2021	2020	2021	2020
Fair value through other comprehensive income					
- Bangkok Aviation Fuel Services Public Co., Ltd.	Aircraft refuelling services	7.06	7.06	1,148	1,071
- Intoplane Services Co., Ltd.	Aircraft refuelling services	16.67	16.67	2	2
- Sarn Palung Social Enterprise Co., Ltd.	Social enterprise	10.00	10.00	1	1
Total other non-current financial assets				1,151	1,074

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Movements of other non-current financial assets for the years ended 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Opening book value	2,319	1,342	1,074	1,342
Additions	385	1,245	-	-
Gain (loss) on fair value through other comprehensive income	1,149	(268)	77	(268)
Gain (loss) on fair value through Profit or loss	-	-	-	-
Closing book value	3,853	2,319	1,151	1,074

Significant movements during the year ended 31 December 2021

On 9 April 2021, the Board of Directors Meeting No.2/2021 of Modulus Ventures Co., Ltd. (MODULUS) approved investing in Flash Partners Limited by acquiring 3,594,723 preferred shares, totalling Baht 277 million. The percentage of ownership interests was 1.32% of registered share capital. MODULUS fully paid for the preferred shares on 14 June 2021.

On 13 July 2021, MODULUS signed a share transfer document to transfer 479,231 preferred shares of Flash Incorporation Co., Ltd., totalling US Dollar 40 million or equivalent to Baht 1,245 million to Flash Partners Limited and Flash Partners Limited issued preferred shares to MODULUS. The transfer was in accordance with a resolution to restructure the shareholding structure of Flash Incorporation Co., Ltd.

12 Investments in subsidiaries, associates, and joint ventures

12.1 Investments in subsidiaries

Movements of investments in subsidiaries for the years ended 31 December are as follow:

	Unit: Million Baht	
	Separate financial statements	
	2021	2020
Opening book value	15,991	14,372
Additions	2,194	1,686
Allowance for impairment loss	(34)	(67)
Closing book value	18,151	15,991

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Details of investments in direct subsidiaries as at 31 December are as follows:

Name	Country of incorporation	Nature of business	Ownership interest (%)		Cost method		Allowance for impairment		Cost method, net		Dividend income		Unit: Million Baht
			2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	
PTT Retail Management Co., Ltd.	Thailand	Oil and Retail business management	100.00	100.00	4,604	4,604	(2,220)	(2,220)	2,384	2,384	-	-	-
PTT Retail Service Co., Ltd.	Thailand	Human resources management	100.00	100.00	10	10	-	-	10	10	-	-	-
PTT Philippines Trading Corporation	Philippines	Oil marketing and retail business	100.00	100.00	1,373	1,373	-	-	1,373	1,373	66	-	-
PTT Philippines Corporation	Philippines	Oil marketing and retail business	100.00	100.00	2,109	2,109	-	-	2,109	2,109	-	-	-
Thai Lube Blending Co., Ltd.	Thailand	Blending and bottling of lube oil	100.00	100.00	330	330	-	-	330	330	9	2	-
PTT (Cambodia) Limited	Cambodia	Oil marketing and retail business	100.00	100.00	6,305	6,305	-	-	6,305	6,305	62	31	-
PTT Oil Myanmar Co., Ltd.	Myanmar	Business services	100.00	100.00	57	57	(41)	(41)	16	16	-	-	-
PTTOR China (Shanghai) Co., Ltd	China	Lube oil product marketing and retail	100.00	100.00	252	252	-	-	252	252	-	-	-
PTTOR Singapore Pte. Ltd.	Singapore	Retail business	100.00	100.00	153	153	(101)	(67)	52	86	-	-	-
PTTOR Holdings Co., Ltd.	Thailand	Holding Company	100.00	100.00	5,320	3,126	-	-	5,320	3,126	-	-	-
Total investments in subsidiaries, net					20,513	18,319	(2,362)	(2,328)	18,151	15,991	137	33	

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Details of indirect subsidiaries as at 31 December are as follows:

Name	Country of incorporation	Nature of business	Ownership interest (%)	
			2021	2020
<u>Subsidiary of PTT (Cambodia) Limited</u>				
PTT (Lao) Company Limited	Laos	Oil marketing and retail business	100.00	100.00
<u>Subsidiaries of the group of PTTOR Holdings Co., Ltd.</u>				
PTTOR International Holdings (Singapore) Pte. Ltd.	Singapore	Holding company	100.00	100.00
Modulus Venture Co., Ltd.	Thailand	Holding company	100.00	100.00
Peaberry Thai Co., Ltd	Thailand	Trading coffee brewing machines, coffee beans and operating cafes to sell beverages	81.00	65.00
Care For Car Company Limited	Thailand	Online automotive service	100.00	-
ORZON Ventures, L.P.	United States of America	Holding company	99.00	

12.2 Investments in associates

Movements of investments in associates for the years ended 31 December are as follows:

	Unit: Million Baht			
	Consolidated financial statements			
	Equity method		Cost method	
	2021	2020	2021	2020
Opening book value	4,051	4,190	3,174	3,174
Additions	688	-	688	-
Share of profit from investments in associates	442	554	-	-
Dividend Income	(527)	(693)	-	-
Closing book value	4,654	4,051	3,862	3,174

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Details of investments in associates as at 31 December are as follows:

Name	Country of incorporation	Nature of business	Unit: Million Baht					
			Ownership interest (%)			Consolidated financial statements		
			2021	2020		Cost method	Equity method	Dividend income
Direct Associates								
Thai Petroleum Pipeline Co., Ltd.	Thailand	Petroleum transportation services through the pipeline system	40.53	40.53		3,173	3,173	527
		Oil marketing	35.00	35.00		131	131	-
Petro Asia (Thailand) Co., Ltd.	Thailand						4,041	693
Indirect associate, held through PTT Philippines Corporation								
FST Aviation Services Limited	Hong Kong	Aircraft refuelling services	25.00	25.00		1	1	-
Indirect associate, held through the group of PTOR Holdings Co., Ltd.								
Pluk Phak Praw Rak Mae Company Limited	Thailand	Food and beverage	20.00	-		497	497	-
Insurb Global Cruise company limited	Thailand	Food and beverage	25.00	-		191	192	-
Total						3,993	4,654	693
Less Allowance for impairment						(131)	-	-
Total investments in associates, net						3,862	4,654	693
						3,174	4,051	527
								693
Name	Country of incorporation	Nature of business	Unit: Million Baht					
			Ownership interest (%)			Separate financial statements		
			2021	2020		Cost method	Dividend income	
Thai Petroleum Pipeline Co., Ltd	Thailand	Petroleum transportation services through the pipeline system						693
Petro Asia (Thailand) Co., Ltd.*	Thailand	Oil marketing	40.53	40.53		11,987	11,987	-
			35.00	35.00		-	-	-
Total investments in associates						11,987	11,987	693

* As at 31 December 2021 and 2020, Petro Asia (Thailand) Co., Ltd. had net book value of Baht 1.

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Summarised financial information of associates

The table below is the summarised financial information for an associate that is material to the Group. The financial information is included in its own financial statements which has been adjusted with adjustments for the equity method, including fair value adjustments and modifications for differences in accounting policies.

Summarised statements of financial position as at 31 December

	Unit: Million Baht	
	Thai Petroleum Pipeline Co., Ltd.	
	2021	2020
Total current assets	3,736	4,017
Total non-current assets	8,099	8,090
Total current liabilities	(574)	(571)
Total non-current liabilities	(1,075)	(1,139)
Net assets	10,186	10,397

Summarised statements of comprehensive income for the years ended 31 December

	Unit: Million Baht	
	Thai Petroleum Pipeline Co., Ltd.	
	2021	2020
Revenue	2,583	2,966
Expenses	(1,220)	(1,251)
Profit before income taxes	1,363	1,715
Income taxes	(272)	(343)
Net profit	1,091	1,372
Reconciliation to carrying amounts:		
Opening net assets at 1 January	10,397	10,741
Profit for the year	1,091	1,372
Dividend paid	(1,302)	(1,716)
Net assets	10,186	10,397
Group's share in an associate (%)	40.53%	40.53%
Group's share in an associate	4,128	4,214
Adjustment	(173)	(173)
Associate's carrying amount	3,955	4,041

Individually immaterial associates

In addition to the interests in the associate disclosed above, the Group has interests in a number of individually immaterial associates that are accounted for using the equity method as follows:

	Unit: Million Baht	
	Consolidated financial statements	
	2021	2020
Aggregate carrying amount of individually immaterial associates	699	10
The Group's share of:		
Profit from continuing operations	1	-
Total comprehensive income	1	-

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12.3 Investments in joint ventures

Movements of investments in joint ventures for the years ended 31 December are as follows:

	Unit: Million Baht	
	Consolidated	
	financial statements	
	Equity method	
	2021	2020
Opening book value	742	493
Additions	514	282
Share of loss from investments in joint ventures	(70)	(19)
Share of other comprehensive income from investments in joint ventures	10	-
Exchange difference on translation	97	(14)
Closing book value	1,293	742

	Unit: Million Baht	
	Separate	
	financial statements	
	Cost method	
	2021	2020
Opening book value	-	-
Additions	225	-
Closing book value	225	-

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Details of investments in joint ventures as at 31 December are as follows:

Name	Country of incorporation	Nature of business	Ownership interest (%)				Consolidated financial statements				Unit: Million Baht	
			Cost method		Equity method		Dividend income		Dividend income		Dividend income	
			2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Direct joint ventures												
Global Aero Associates Company Limited	Thailand	Aircraft refuelling services	45.00	-	225	-	220	-	-	-	-	-
Indirect joint ventures held through the group of PTOR Holdings Co., Ltd.												
Brighter PTT Oil and Retail Business Co., Ltd.	Myanmar	Oil marketing and retail business	51.00	51.00	54	49	48	38	-	-	-	-
Brighter Energy Company Limited	Myanmar	Depot and wholesale of petroleum	35.00	35.00	947	672	900	667	-	-	-	-
ORC Coffee Passion Group	Vietnam	Retail business	60.00	60.00	140	45	113	37	-	-	-	-
Joint Stock Company Orbit Digital Company Limited	Thailand	Information Technology and computer services and others	40.00	-	10	-	12	-	-	-	-	-
Total investments in joint ventures					1,376	766	1,293	742	-	-	-	-
Name	Country of incorporation	Nature of business	Ownership interest (%)				Separate financial statements				Unit: Million Baht	
			Cost method		Equity method		Dividend income		Dividend income		Dividend income	
			2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Global Aero Associates Company Limited	Thailand	Aircraft refuelling services	45.00	-	225	-	-	-	-	-	-	-
Total investment in a joint venture					225	-	-	-	-	-	-	-

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Individually immaterial joint ventures

In addition to the interests in joint ventures disclosed above, the Group has interests in a number of individually immaterial joint ventures that are accounted for using the equity method as follows:

	Unit: Million Baht	
	Consolidated financial statements	
	2021	2020
Aggregate carrying amount of individually immaterial joint ventures		
	1,293	742
The Group's share of:		
Loss from continuing operations	(70)	(19)
Total comprehensive loss	10	-

12.4 Significant events during the year ended 31 December 2021

Direct subsidiaries

PTTOR Holdings Co., Ltd. (ORHOLDCO)

On 7 January 2021, the Extraordinary General Meeting of Shareholders of PTTOR Holdings Co., Ltd. (ORHOLDCO) No.1/2021 approved increasing registered capital of Baht 18 million by issuing 186,000 new ordinary shares, at a par value of Baht 100 each in order to invest in PTTOR International Holdings (Singapore) Pte. Ltd (SGHOLDCO) of which to further invest in ORC Coffee Passion Group Joint Stock Company (ORCG), the Group's joint venture. The Company fully paid for the shares.

On 17 March 2021, the Extraordinary General Meeting of Shareholders No.2/2021 of ORHOLDCO approved increasing registered capital of Baht 497 million by issuing 4,968,000 new ordinary shares at a par value of Baht 100 each in order to invest in Modulus Ventures Co., Ltd. (MODULUS) of which to further invest in Pluk Phak Praw Rak Mae Co., Ltd., the Group's associate. The Company fully paid for the shares.

On 30 April 2021, the Annual General Meeting of Shareholders of ORHOLDCO approved the increase in registered capital of Baht 298 million by issuing 2,980,000 new ordinary shares at a par value of Baht 100 each in order to invest in MODULUS. The Company fully paid for the shares.

On 16 August 2021, the Extraordinary General Meeting of Shareholders No.3/2021 of ORHOLDCO approved increasing registered capital of Baht 106 million by issuing 1,060,000 new ordinary shares at a par value of Baht 100 each in order to invest in MODULUS of which to further invest in Care For Car Company Limited (CFC), the Company's indirectly subsidiary. The Company fully paid for the shares.

On 20 August 2021, the Extraordinary General Meeting of Shareholders No.4/2021 of ORHOLDCO approved increasing registered capital of Baht 109 million by issuing 1,087,020 new ordinary shares at a par value of Baht 100 each in order to invest in MODULUS. This is to purchase MODULUS's ordinary shares in order to purchase ordinary shares from existing shareholders and newly issued ordinary shares of Peaberry Thai Co., Ltd. (PEABERRY THAI). The Company fully paid for the shares.

On 8 October 2021, the Extraordinary General Meeting of Shareholders No.5/2021 of ORHOLDCO approved increasing registered capital of Baht 325 million by issuing 3,252,713 new ordinary shares at a par value of Baht 100 each in order to invest in SGHOLDCO of which to further invest in ORZON Ventures, L.P. (ORZON) and ORCG. The Company fully paid for the shares.

On 27 October 2021, the Extraordinary General Meeting of Shareholders No.6/2021 of ORHOLDCO approved increasing registered capital of Baht 191 million by issuing 1,912,423 new ordinary shares at a par value of Baht 100 each in order to invest in MODULUS of which to further invest in Imsub Global Cuisine Co., Ltd. (ISGC), an associate of the Group. The Company fully paid for the shares.

On 4 November 2021, the Extraordinary General Meeting of Shareholders No.7/2021 of ORHOLDCO approved increasing registered capital of Baht 170 million by issuing 1,700,000 new ordinary shares at a par value of Baht 100 each. The Company fully paid for the shares.

On 7 December 2021, the Extraordinary General Meeting of Shareholders No.8/2021 of ORHOLDCO approved increasing registered capital of Baht 480 million by issuing 4,800,000 new ordinary shares at a par value of Baht 100 each in order to invest in MODULUS of which to further invest in Kamu Kamu Co., Ltd. (KAMU). The Company fully paid for the shares.

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Indirect subsidiaries

Modulus Venture Co., Ltd. (MODULUS)

On 28 May 2021, MODULUS invested in Orbit Digital Company Limited (ORBIT), the Group's joint venture, by purchasing 200,000 new ordinary shares at a par value of Baht 100 each. ORBIT called for share payment of 25% of registered capital, totalling Baht 5 million, and the Group fully paid for the shares.

On 27 August 2021, MODULUS purchased 4,233,600 ordinary shares of PEABERRY THAI from the existing shareholders at Baht 6.73 each, totalling Baht 29 million. As a result, the Group's ownership interests in PEABERRY THAI increased from 65% to 81% of registered share capital. Therefore, the Group recognised the decrease of non-controlling interests of Baht 55 million and surplus from changes in shareholding interests in a subsidiary of Baht 27 million in the consolidated statement of changes in equity. In addition, MODULUS paid for the 8,019,000 new ordinary shares in proportion to the Group's shareholding at a par value of Baht 10 each, totalling Baht 80 million. MODULUS fully paid for the shares.

On 6 October 2021, MODULUS paid for the increased registered capital 200,000 ordinary shares at a par value of Baht 100 each. ORBIT called for share payment of 25% of registered capital, totalling Baht 5 million, and MODULUS fully paid for the shares.

On 17 November 2021, MODULUS purchased 103,936 new ordinary shares of ISGC at a par value of Baht 1,840 each, totalling Baht 191 million. The percentage of shareholding interests was 25% registered capital, and MODULUS fully paid for the shares.

PTTOR International Holdings (Singapore) Pte. Ltd. (SGHOLDCO)

On 23 June 2021, SGHOLDCO paid for the increased share capital of Brighter Energy Company Limited (BE), the Group's joint venture, of 52,185 shares totalling Kyat 5,219 million or equivalent to Baht 105 million. The percentage of ownership interests was 35% of registered share capital.

On 4 August 2021, the Board of Directors' Meeting of SGHOLDCO approved increasing registered capital of US Dollar 2,646,342 or equivalent to Baht 89 million by issuing 2,646,342 new ordinary shares at a par value of US Dollar 1 in order to invest in BE. On 27 August 2021, SGHOLDCO paid for the increased share capital of BE of 43,400 shares, totalling Kyat 4,340 million or equivalent to Baht 86 million. The percentage of ownership interests was 35% of registered share capital.

On 1 November 2021, SGHOLDCO paid for the increased share capital of ORCG of 4,767,000 shares, totalling US Dollar 2,100,000 or equivalent to Baht 70 million. The percentage of ownership interests was 60% of registered share capital.

On 15 November 2021, SGHOLDCO paid for the increased registered capital of ORZON, the Group's subsidiary, totalling US dollar 7,500,000 or equivalent to Baht 244 million. The percentage of ownership interest was 99% of registered share capital.

Direct joint venture

Global Aero Associates Company Limited (GAA)

On 10 August 2021, the Company invested in Global Aero Associates Company Limited (GAA), the Company's joint venture, by incorporation and payment for 27,000,000 newly issued ordinary shares at a par value of Baht 10 each. GAA called for share payment of Baht 8.33 each, totalling Baht 225 million. The Company fully paid for the shares and the percentage of ownership interests was 45% of registered share capital. The Company fully paid for the shares.

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Consolidated financial statements					
		Buildings and building improvements	Machinery and equipment	Other assets	Construction in progress
Land					
12,269		13,123	12,155	621	3,828
-		448	1,275	75	3,514
(87)		1,914	1,274	185	(4,308)
-		(44)	(53)	(5)	(10)
-		(1,490)	(1,901)	(260)	-
-		13	25	1	-
-		47	23	9	22
12,182		14,011	12,798	626	3,046
12,182		25,398	37,176	3,234	3,046
-		(11,369)	(24,372)	(2,608)	-
-		(18)	(6)	-	-
12,182		14,011	12,798	626	3,046
Net book value					
41,996					
5,312					
(1,022)					
(112)					
(3,651)					
39					
101					
42,663					
81,036					
(38,349)					
(24)					
42,663					

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Opening net book value
Additions
Transfers in (out)
Disposals and write-off, net
Depreciation
Reversal of loss on impairment
Exchange difference on translation

Closing net book value

As at 31 December 2021

Cost
Less Accumulated depreciation
Less Allowance for impairment

Net book value

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		Unit: Million Baht			
		Separate financial statements			
		Buildings and building improvements	Machinery and equipment	Other assets	Construction in progress
	Land				Total
As at 1 January 2020					
Cost	11,765	6,431	23,014	470	2,330
Less Accumulated depreciation	-	(562)	(3,255)	(112)	-
Net book value	11,765	5,869	19,759	358	2,330
For the year ended 31 December 2020					
Opening net book value	11,765	5,869	19,759	358	2,330
Additions	-	409	1,143	76	3,663
Transfers in (out)	386	1,440	430	7	(2,711)
Disposals and write-off, net	-	(36)	(44)	-	-
Depreciation	-	(611)	(2,518)	(95)	-
Loss on impairment	-	(36)	(140)	(2)	-
Closing net book value	12,151	7,035	18,630	344	3,282
As at 31 December 2020					
Cost	12,151	8,206	24,519	552	3,282
Less Accumulated depreciation	-	(1,135)	(5,749)	(206)	-
Less Allowance for impairment	-	(36)	(140)	(2)	-
Net book value	12,151	7,035	18,630	344	3,282
					41,442
					48,710
					(7,090)
					(178)
					41,442

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		Unit: Million Baht				
		Separate financial statements				
		Land	Buildings and building improvements	Machinery and equipment	Other assets	Construction in progress
						Total
For the year ended 31 December 2021						
Opening net book value		12,151	7,035	18,630	344	3,282
Additions		-	338	1,151	43	3,210
Transfers in (out)		(149)	1,961	1,177	61	(3,747)
Disposals and write-off, net		-	(50)	(147)	(1)	-
Depreciation		-	(769)	(2,693)	(111)	-
Reversal of loss on impairment		-	25	107	1	-
Closing net book value		12,002	8,540	18,225	337	2,745
As at 31 December 2021						
Cost		12,002	10,427	26,598	656	2,745
Less Accumulated depreciation		-	(1,876)	(8,340)	(318)	-
Less Allowance for impairment		-	(11)	(33)	(1)	-
Net book value		12,002	8,540	18,225	337	2,745
						41,849

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14 Leases

14.1 Right-of-use assets

	Unit: Million Baht				
	Consolidated financial statements				
	Land	Buildings	Machinery and equipment	Other assets	Total
For the year ended 31 December 2020					
Opening net book value	6,129	691	1,543	378	8,741
Additions	1,968	1,609	442	74	4,093
Reclassifications	104	14	11	-	129
Termination and cancellation	(24)	(5)	-	(20)	(49)
Depreciation	(589)	(494)	(184)	(115)	(1,382)
Loss on impairment	(5)	-	-	-	(5)
Exchange difference on translation	(3)	2	(9)	-	(10)
Closing net book value	7,580	1,817	1,803	317	11,517
As at 31 December 2020					
Cost	9,743	2,325	1,986	560	14,614
<u>Less</u> Accumulated depreciation	(2,158)	(508)	(183)	(243)	(3,092)
<u>Less</u> Allowance for impairment	(5)	-	-	-	(5)
Net book value	7,580	1,817	1,803	317	11,517
	Unit: Million Baht				
	Consolidated financial statements				
	Land	Buildings	Machinery and equipment	Other assets	Total
For the year ended 31 December 2021					
Opening net book value	7,580	1,817	1,803	317	11,517
Additions	2,617	594	313	157	3,681
Reclassifications	437	(631)	-	194	-
Termination and cancellation	(322)	(15)	-	(16)	(353)
Lease modification	-	(3)	11	-	8
Depreciation	(724)	(638)	(264)	(209)	(1,835)
Loss on impairment	1	-	-	-	1
Exchange difference on translation	76	9	24	-	109
Closing net book value	9,665	1,133	1,887	443	13,128
As at 31 December 2021					
Cost	12,566	2,012	2,309	889	17,776
<u>Less</u> Accumulated depreciation	(2,897)	(879)	(422)	(446)	(4,644)
<u>Less</u> Allowance for impairment	(4)	-	-	-	(4)
Net book value	9,665	1,133	1,887	443	13,128

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Unit: Million Baht					
Separate financial statements					
	Land	Buildings	Machinery and equipment	Other assets	Total
For the year ended 31 December 2020					
Opening net book value	4,183	468	1,532	341	6,524
Additions	1,347	1,575	182	56	3,160
Reclassifications	67	14	11	-	92
Termination and cancellation	(3)	(5)	-	(20)	(28)
Depreciation	(384)	(423)	(153)	(95)	(1,055)
Loss on impairment	(3)	-	-	-	(3)
Closing net book value	5,207	1,629	1,572	282	8,690
As at 31 December 2020					
Cost	5,679	2,041	1,725	441	9,886
<u>Less</u> Accumulated depreciation	(469)	(412)	(153)	(159)	(1,193)
<u>Less</u> Allowance for impairment	(3)	-	-	-	(3)
Net book value	5,207	1,629	1,572	282	8,690
Unit: Million Baht					
Separate financial statements					
	Land	Buildings	Machinery and equipment	Other assets	Total
For the year ended 31 December 2021					
Opening net book value	5,207	1,629	1,572	282	8,690
Additions	2,404	538	538	129	3,609
Reclassifications	437	(631)	-	194	-
Termination and cancellation	(334)	(18)	-	(16)	(368)
Lease modification	-	(3)	11	-	8
Depreciation	(489)	(545)	(306)	(187)	(1,527)
Closing net book value	7,225	970	1,815	402	10,412
As at 31 December 2021					
Cost	8,182	1,657	2,245	755	12,839
<u>Less</u> Accumulated depreciation	(954)	(687)	(430)	(353)	(2,424)
<u>Less</u> Allowance for impairment	(3)	-	-	-	(3)
Net book value	7,225	970	1,815	402	10,412

Expenses relating to leases that are not included in the measurement of lease liabilities and right-of-use are as follows:

Unit: Million Baht				
Consolidated		Separate		
financial statements		financial statements		
2021	2020	2021	2020	
For the years ended 31 December				
Expense relating to short-term leases	180	260	166	318
Expense relating to leases of low-value assets	402	51	370	21
Total cash outflows for leases	1,992	1,818	1,610	1,417

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14.2 Lease liabilities

Lease liabilities as at 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Lease liabilities				
Due within 1 year	1,242	1,182	1,018	919
Due over 1 year	9,428	7,685	7,564	5,802
Total lease liabilities	10,670	8,867	8,582	6,721

The movements of lease liabilities for the years ended 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Opening net book value	8,867	6,237	6,721	4,800
Cash flows:				
Repayment of lease liabilities	(1,890)	(1,109)	(1,528)	(787)
Other non-cash movements:				
Deferred finance cost	389	282	290	192
Increase of lease liabilities	3,641	3,503	3,548	2,560
Termination and cancellation	(405)	(11)	(409)	(11)
Lease modification	8	11	8	11
Exchange difference on translation	95	(15)	-	-
Others	(35)	(31)	(48)	(44)
Closing net book value	10,670	8,867	8,582	6,721

15 Goodwill

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
For the years ended 31 December				
Opening book value	3,483	3,469	12,799	12,799
Business acquisition	-	14	-	-
Closing book value	3,483	3,483	12,799	12,799

Goodwill of Baht 3,469 million of the Group arose from the acquisition of PTT Retail Management Co., Ltd, a company engages in oil and retail business management in Thailand and Goodwill of Baht 12,799 million of the Company arose from the transfer of various assets and liabilities of the Oil Business Unit and shares of related companies from PTT Public Company Limited (Note 5).

Goodwill of the Group and the Company are tested annually for impairment or whenever there is an indicator of impairment by comparing the carrying amount to the recoverable amount, based on value-in-use. The value-in-use was calculated by using a cash flow projection, approved by the management, covering the five-year period and revenue growth rates between 1% and 3% per annum for the five-year period and for the period beyond five years and discount rate of 7.5% per annum. Based on value-in-use, the recoverable amount was greater than the carrying amount. Even if the discount rate increases by 1% per annum, the recoverable amount is still higher than the carrying amount.

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16 Intangible assets

Unit: Million Baht						
Consolidated financial statements						
	Computer Software	Customer lists	Right-of-use	Trademarks	Other intangible assets	Total
As at 1 January 2020						
Cost	2,102	-	17	107	2,672	5,018
<u>Less</u> Accumulated amortisation	(817)	-	(17)	(45)	(1,733)	(2,615)
Net book value	1,285	-	-	62	939	2,286
For the year ended 31 December 2020						
Opening net book value	1,285	-	-	62	939	2,286
Business Acquisition	1	12	-	54	-	67
Additions	75	-	-	-	2	77
Reclassification	155	-	-	-	24	179
Disposal, net	-	-	-	-	(19)	(19)
Amortisation	(318)	-	-	(5)	(127)	(450)
Exchange difference on translation	-	-	-	-	1	1
Closing net book value	1,198	12	-	111	820	2,141
As at 31 December 2020						
Cost	2,331	12	-	162	2,730	5,235
<u>Less</u> Accumulated amortisation	(1,133)	-	-	(51)	(1,910)	(3,094)
Net book value	1,198	12	-	111	820	2,141

Unit: Million Baht						
Consolidated financial statements						
	Computer Software	Customer lists	Trademarks	Other intangible assets	Total	
For the year ended 31 December 2021						
Opening net book value	1,198	12	111	820	2,141	
Additions	77	-	2	-	79	
Reclassification	283	-	11	(10)	284	
Amortisation	(383)	(2)	(11)	(129)	(525)	
Loss on impairment	(2)	-	-	-	(2)	
Exchange difference on translation	2	-	-	1	3	
Closing net book value	1,175	10	113	682	1,980	
As at 31 December 2021						
Cost	2,696	12	181	2,716	5,605	
<u>Less</u> Accumulated amortisation	(1,519)	(2)	(68)	(2,034)	(3,623)	
<u>Less</u> Allowance for impairment	(2)	-	-	-	(2)	
Net book value	1,175	10	113	682	1,980	

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	Unit: Million Baht					
	Separate financial statements					
	Computer Software	Customer lists	Right-of-use	Trademarks	Other intangible assets	Total
As at 1 January 2020						
Cost	1,516	-	37,603	-	254	39,493
<u>Less</u> Accumulated amortisation	(350)	-	(3,567)	-	(38)	(3,958)
Net book value	1,166	-	34,036	-	216	35,418
For the year ended 31 December 2020						
Opening net book value	1,166	-	34,036	-	216	35,418
Additions	52	-	-	-	-	52
Reclassification	149	13,639	(34,036)	15,821	4,576	149
Disposal, net	(1)	-	-	-	(19)	(20)
Amortisation	(287)	(1,269)	-	(563)	(563)	(2,682)
Closing net book value	1,079	12,370	-	15,258	4,210	32,917
As at 31 December 2020						
Cost	1,715	15,548	-	16,669	5,616	39,548
<u>Less</u> Accumulated amortisation	(636)	(3,178)	-	(1,411)	(1,406)	(6,631)
Net book value	1,079	12,370	-	15,258	4,210	32,917
	Unit: Million Baht					
	Separate financial statements					
	Computer Software	Customer lists	Trademarks		Other intangible assets	Total
For the year ended 31 December 2021						
Opening net book value	1,079	12,370	15,258		4,210	32,917
Additions	54	-	-		-	54
Reclassification	278	-	-		-	278
Amortisation	(350)	(1,269)	(565)		(561)	(2,745)
Loss on impairment	(3)	-	-		-	(3)
Closing net book value	1,058	11,101	14,693		3,649	30,501
As at 31 December 2020						
Cost	2,045	15,547	16,669		5,617	39,878
<u>Less</u> Accumulated amortisation	(984)	(4,446)	(1,976)		(1,968)	(9,374)
<u>Less</u> Allowance for impairment	(3)	-	-		-	(3)
Net book value	1,058	11,101	14,693		3,649	30,501

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17 Income taxes and deferred income taxes

17.1 Income taxes

Income tax rates for the years ended 31 December are as follows:

	<u>Tax rate (%)</u>
Corporate income tax under Revenue Code of the Company and subsidiaries in Thailand	20
Corporate income tax in foreign countries	5 to 25

Income tax expenses for the years ended 31 December comprised:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Current income tax	2,756	411	2,584	245
Deferred income tax	(37)	1,365	(758)	700
Total income taxes	2,719	1,776	1,826	945

The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the basic tax rate of the home country of the Company are as follows:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Profit before income tax	14,188	10,567	10,995	6,603
Tax calculated at a tax rate of:	20	20	20	20
The result of the accounting profit multiplied by the income tax rate	2,838	2,113	2,199	1,321
Tax effect of:				
Expenses not deductible for tax purpose	159	68	53	48
Income not subject to tax	(1)	(8)	(133)	(150)
Expenses that are deductible at a greater amount	(325)	(281)	(267)	(269)
Share profit from investments under equity method	(74)	(107)	-	-
Difference in tax rate of the Group's operating countries	153	21	-	-
Others	(31)	(30)	(26)	(5)
Income tax	2,719	1,776	1,826	945

The weighted average applicable tax rate for the Group and the Company were 19% and 17%, respectively (2020: 17% and 14%, respectively).

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17.2 Deferred income taxes

The movements in deferred tax assets and liabilities are as follows:

Unit: Million Baht							
Consolidated financial statements							
	As at 1 January 2021	Profit or loss	Other comprehensive income	Exchange difference on 31 December translation	As at 31 December 2021	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment	2,337	(188)	-	3	2,152	2,154	(2)
Intangible assets	6,211	(452)	-	-	5,759	5,760	(1)
Right-of-use assets	(1,273)	(521)	-	-	(1,794)	10	(1,804)
Investment in subsidiaries	-	29	-	-	29	29	-
Other non-current financial assets	69	-	(230)	-	(161)	79	(240)
Trade and other accounts receivable	(2,437)	656	-	1	(1,780)	174	(1,954)
Inventories	1	-	-	-	1	1	-
Lease liabilities	1,316	573	-	1	1,890	1,890	-
Provision for employee benefits	63	15	(23)	1	56	61	(5)
Provision for decommissioning costs	38	4	-	1	43	43	-
Derivatives	(11)	(1)	-	-	(12)	-	(12)
Tax loss carry forward	46	(47)	-	2	1	1	-
Others	290	(31)	-	13	272	303	(31)
	6,650	37	(253)	22	6,456	10,505	(4,049)
Set-off of taxes					-	(2,383)	2,383
Deferred tax assets (liabilities), net					6,456	8,122	(1,666)

Unit: Million Baht							
Consolidated financial statements							
	As at 1 January 2020	Profit or loss	Other comprehensive income	Exchange difference on 31 December translation	As at 31 December 2020	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment	2,492	(155)	-	-	2,337	2,339	(2)
Intangible assets	6,665	(454)	-	-	6,211	6,211	-
Right-of-use assets	-	(1,273)	-	-	(1,273)	-	(1,273)
Other non-current financial assets	16	-	53	-	69	94	(25)
Trade and other accounts receivable	(2,022)	(415)	-	-	(2,437)	184	(2,621)
Inventories	-	1	-	-	1	1	-
Lease liabilities	3	1,313	-	-	1,316	1,316	-
Provision for employee benefits	16	50	(3)	-	63	72	(9)
Provision for decommissioning costs	38	-	-	-	38	38	-
Derivatives	(15)	4	-	-	(11)	-	(11)
Tax loss carry forward	476	(430)	-	-	46	46	-
Others	287	(6)	-	9	290	322	(32)
	7,956	(1,365)	50	9	6,650	10,623	(3,973)
Set-off of taxes					-	(1,800)	1,800
Deferred tax assets (liabilities), net					6,650	8,823	(2,173)

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Unit: Million Baht						
Separate financial statements						
	As at 1 January 2021	Profit or loss	Other comprehensive income	As at 31 December 2021	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment	117	30	-	147	147	-
Intangible assets	2	1	-	3	3	-
Right-of-use assets	(1,272)	(381)	-	(1,653)	-	(1,653)
Investments in subsidiaries	-	29	-	29	29	-
Other non-current financial assets	94	-	(15)	79	79	-
Trade and other accounts receivable	(2,452)	656	-	(1,796)	158	(1,954)
Inventories	1	-	-	1	1	-
Lease liabilities	1,300	407	-	1,707	1,707	-
Provision for employee benefits	(9)	27	(23)	(5)	-	(5)
Provision for decommissioning costs	6	2	-	8	8	-
Derivatives	(11)	(1)	-	(12)	-	(12)
Others	82	(12)	-	70	77	(7)
	(2,142)	758	(38)	(1,422)	2,209	(3,631)
Set-off of taxes				-	(2,209)	2,209
Deferred tax assets (liabilities), net				(1,422)	-	(1,422)

Unit: Million Baht						
Separate financial statements						
	As at 1 January 2020	Profit or loss	Other comprehensive income	As at 31 December 2020	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment	35	82	-	117	117	-
Intangible assets	1	1	-	2	2	-
Right-of-use assets	-	(1,272)	-	(1,272)	-	(1,272)
Other non-current financial assets	40	-	54	94	94	-
Trade and other accounts receivable	(2,036)	(416)	-	(2,452)	170	(2,622)
Inventories	-	1	-	1	1	-
Lease liabilities	-	1,300	-	1,300	1,300	-
Provision for employee benefits	(38)	29	-	(9)	-	(9)
Provision for decommissioning costs	6	-	-	6	6	-
Derivatives	(15)	4	-	(11)	-	(11)
Tax loss carry forward	464	(464)	-	-	-	-
Others	47	35	-	82	89	(7)
	(1,496)	(700)	54	(2,142)	1,779	(3,921)
Set-off of taxes				-	(1,779)	1,779
Deferred tax assets (liabilities), net				(2,142)	-	(2,142)

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18 Loans

Movements of loans for the years ended 31 December are as follows:

Unit: Million Baht				
Consolidated financial statements				
	Bank overdraft and short-term loans from financial institutions	Long-term loans - Baht currency	Long-term loans - foreign currency	Total
For the year ended 31 December 2021				
Opening balance	24	50,696	83	50,803
Cash flow:				
Increase during the year	278	-	-	278
Repayment during the year	(205)	(16,480)	(42)	(16,727)
Non-cash movement:				
Exchange difference on translation	(4)	-	(2)	(6)
Others	-	22	-	22
Closing balance	93	34,238	39	34,370
Unit: Million Baht				
Consolidated financial statements				
	Bank overdraft and short-term loans from financial institutions	Long-term loans - Baht currency	Long-term loans - foreign currency	Total
For the year ended 31 December 2020				
Opening balance	461	53,500	131	54,092
Cash flow:				
Increase during the year	7,230	1,000	-	8,230
Repayment during the year	(7,695)	(3,733)	(44)	(11,472)
Non-cash movement:				
Exchange difference on translation	28	-	(4)	24
Others	-	(71)	-	(71)
Closing balance	24	50,696	83	50,803

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	Unit: Million Baht		
	Separate financial statements		
	Short-term loan from a related party	Long-term loans - Baht currency	Total
For the year ended 31 December 2021			
Opening balance	33	50,696	50,729
Cash flow:			
Increase during the year	39	-	39
Repayment during the year	-	(16,480)	(16,480)
Non-cash movement:			
Others	-	22	22
Closing balance	72	34,238	34,310

	Unit: Million Baht		
	Separate financial statements		
	Short-term loans from financial institutions	Short-term loan from a related party	Long-term loans - Baht currency
For the year ended 31 December 2020			
Opening balance	-	8	53,500
Cash flow:			
Increase during the year	5,800	25	1,000
Repayment during the year	(5,800)	-	(3,733)
Non-cash movement:			
Others	-	-	(71)
Closing balance	-	33	50,696

Original currency of loans - foreign currency as at 31 December are as follows:

	Unit: Million Baht	
	Consolidated financial statements	
	2021	2020
Current portion of long-term loans		
Loans - foreign currency		
- Kip	39	42
Long-term loans		
Loans - foreign currency		
- Kip	-	41

Interest rates charged on long-term loans as at 31 December are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Long-term loans - Baht currency	1.21% to 2.35%	1.21% to 2.35%	1.21% to 2.35%	1.21% to 2.35%
Long-term loans - Foreign currency				
- Kip	4.75%	4.75%	-	-

Under the conditions of long-term loan agreements, the Group must comply with certain terms and conditions as specified in the loan agreements: for example, maintaining the debt to equity ratio and the debt service coverage ratio at the specified level, etc.

As at 31 December 2021, the long-term credit facilities of the Group and the Company which have not yet been drawn down amounted to Baht 6,500 million (as at 31 December 2020: Baht 9,556 million).

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Long-term loans - Baht currency

As at 31 December 2021, long-term loans - Baht currency from a related party of the Company are as follows.

Currency	Credit facilities (Unit: Million Baht)	Interest rate per annum	Repayment terms
Baht	17,000	FDR six-months plus a certain margin per annum	Principal is repayable every 6 months, totalling 17 instalments, commencing in September 2020

As at 31 December 2021, long-term loans - Baht currency from financial institutions of the Company is as follow.

Currency	Credit facilities (Unit: Million Baht)	Interest rate per annum	Repayment terms
Baht	5,000	FDR six-months plus a certain margin per annum	Principal is repayable every 6 months, totalling 17 instalments, commencing in September 2020.
Baht	10,000	MLR minus a certain discount per annum	Principal is repayable every 6 months, totalling 16 instalments, commencing in March 2021.
Baht	10,000	THBFIX three-months plus a certain margin per annum	Principal is repayable every 6 months, totalling 12 instalments, commencing in June 2021.
Baht	9,500	BIBOR three-months plus a certain margin per annum	Principal is repayable every 6 months, totalling 9 instalments, commencing in September 2020.
Baht	3,000	BIBOR three-months plus a certain margin per annum	Principal is repayable every 6 months, totalling 15 instalments, commencing in September 2020.

Long-term loans - Foreign currency

As at 31 December 2021, long-term loans - Foreign currency from financial institutions of the Company is as follow.

Currency	Credit facilities (Unit: Million Kip)	Interest rate per annum	Repayment terms
Kip	81,500	4.75	Principal is repayable every 3 months, totalling 20 instalments, commencing in March 2018

19 Provision for employee benefits

Provision for employee benefits are as follows:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Statements of financial position				
Retirement benefits	1,562	1,576	1,253	1,290
Other long-term benefits	296	311	295	311
Liabilities in the statements of financial position	1,858	1,887	1,548	1,601

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The movements of provision for retirement benefits during the year are as follows:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
As at 1 January	1,887	1,794	1,601	1,533
Business acquisition	-	4	-	-
Current service cost	140	134	113	114
Interest expense	29	34	24	26
	2,056	1,966	1,738	1,673
Actuarial gain from provisions for Post-employment benefits	(118)	(14)	(113)	(2)
Actuarial loss from provisions for Other long term employee benefits	-	24	-	12
Benefits paid	(87)	(91)	(77)	(82)
Exchanges differences on translation	7	2	-	-
	(198)	(79)	(190)	(72)
As at 31 December	1,858	1,887	1,548	1,601

Expenses recognised in the statements of income and comprehensive income are as follows:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Current service cost	140	134	113	114
Interest expense	29	34	24	26
Actuarial (gain) loss	(118)	10	(113)	10
Total	51	178	24	150

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cost of sales and services	12	22	-	-
Selling and distribution expenses	65	74	64	74
Administrative expenses	90	94	71	76
Management remunerations	2	2	2	2
Other comprehensive income	(118)	(14)	(113)	(2)
Total	51	178	24	150

(Gain) loss from actuarial assumptions recognised in the statements of comprehensive income are as follows:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Experience adjustment	83	1	88	-
Changes in financial assumptions	(201)	(17)	(201)	(2)
Changes in demographic assumptions	-	2	-	-
Total	(118)	(14)	(113)	(2)

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The significant actuarial assumptions used were as follows:

	% per annum	
	2021	2020
Discount rate	0.52 to 5.20	0.36 to 5.40
Inflation rate	1.80 to 6.00	1.80 to 3.80
Turnover rate	0.00 to 60.00	0.00 to 60.00
Mortality rate	based on the published statistics of each country	based on the published statistics of each country

Sensitivity analysis for each significant assumption used is as follows:

	Increase (Decrease) in impact on defined retirement benefit obligation			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Discount rate				
Increase 1%	(231)	(238)	(202)	(238)
Decrease 1%	301	307	267	307

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the retirement benefits recognised in the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year.

As at 31 December 2021, the weighted average duration of the defined retirement benefit obligation is 19 years (2020: 19 years).

20 Share capital

Initial Public Offering

The Company made an Initial Public Offering (IPO) of 3,000 million shares at a par value of Baht 10 each by (1) offering 2,610 million capital increase shares and (2) allocating 390 million over-allotment shares, whereby the over-allotment agent borrowed 390 million shares from the parent company for delivering such shares to the subscribers.

Between 24 January 2021 and 2 February 2021, the Company made an IPO of 2,610 million shares at the par value of Baht 10 each and at the IPO price of Baht 18 each, totalling Baht 46,980 million before deducting any related expenses. The Company registered the change of issued and paid-up capital with the Ministry of Commerce on 9 February 2021. The first trading day of the Company's ordinary share on the Stock Exchange of Thailand shares was 11 February 2021.

On 12 March 2021, the Company returned 390 million over-allotment shares that had been borrowed from the parent company. This was made at the same IPO price, totalling Baht 7,020 million. The Company registered the change of issued and paid-up capital in this regard with the Ministry of Commerce on 16 March 2021.

Expenses directly related to the issuance of IPO shares of Baht 503 million are deducted from the share premium. As at 31 December 2021, the Company had the share premium of Baht 23,497 million.

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Movements of share capital for the year ended 31 December 2021 are as follows:

	Consolidated financial information and Separate financial information		
	Par value (Baht)	Number of shares (Million shares)	Amount (Million Baht)
Authorised share capital - Ordinary shares			
Opening balance	10	12,000	120,000
Issuing new shares	10	-	-
Closing balance	10	12,000	120,000
Issued and paid-up share capital - Ordinary shares			
Opening balance	10	9,000	90,000
Issuing new shares	10	3,000	30,000
Closing balance	10	12,000	120,000

21 Legal reserve

Under the Public Companies Act B.E. 2535, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital. The legal reserve is non-distributable.

22 Basic earnings per share

Basic earnings per share were calculated by dividing profit for the year attributable to owners of the parent by the weighted average number of ordinary shares.

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
For the years ended 31 December				
Earnings per share				
Profit attributable to owners of the parent (Million Baht)	11,474	8,791	9,169	5,658
Weighted average number of ordinary shares (Million shares)	11,642	9,000	11,642	9,000
Earnings per share (Baht per share)	0.99	0.98	0.79	0.63

There are no dilutive potential ordinary shares in issue during the periods presented, so no diluted earnings per share are presented.

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23 Revenue from sales and services

Details of sales and service income for the years ended 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Oil products	463,858	380,428	442,527	363,023
Gas products	29,482	30,313	29,484	30,315
Retail business	17,424	17,171	13,181	12,537
Others	1,035	892	645	411
Total revenue from sales and services	511,799	428,804	485,837	406,286

24 Other income

Details of other income for the years ended 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Transportation income	993	959	1,146	1,130
Income from managing terminals and retail outlets	996	1,472	996	1,472
Aircraft refuelling service income	455	692	455	688
Dividend income	-	46	664	772
Interest income	282	191	333	280
Others	754	685	423	470
Total other income	3,480	4,045	4,017	4,812

25 Expenses by nature

Details of expenses by nature for the years ended 31 December are as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2021	2020	2021	2020
Goods purchased and raw materials used	474,156	394,163	453,229	377,202
Executive remunerations (Note 9.12)	230	165	155	117
Staff costs	4,798	4,810	3,256	3,154
Outsourcing	5,738	5,746	5,561	5,593
Transportation	2,021	1,973	1,897	1,849
Depreciation and amortisation	6,075	5,203	7,886	6,971
Repair	1,302	1,698	1,116	1,500
Utilities	941	901	543	503
Rental and terminal services	1,467	1,607	1,427	1,639
Advertising and promotion	2,486	2,440	2,373	2,409
Others	1,465	2,237	797	1,830
Total	500,679	420,943	478,240	402,767

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26 Segment information - consolidated financial statements

The following operating segments are consistent with the internal management reports provided to the Chief Operating Decision Maker (CODM), who makes decisions related to the allocation of resources to the segments and assesses their performance. For management purposes, the Group is organised into business units based on types of products and services. The major segments of the Group are as follows:

- 1) Mobility Business: Revenue of the Mobility of the group is mainly from the marketing of Petroleum Products, which through the retail and commercial business of the Company and its subsidiaries in Thailand.
- 2) Lifestyle Business: Revenue of the lifestyle of the Group consists of Cafe Amazon business, convenience stores, food and beverage retail stores and the area management business of the Company and its subsidiaries in Thailand.
- 3) Global Business: Revenue of the global of the Group consists of revenue from the oil business, retail business and other services which are operated by the subsidiaries in foreign countries.

During the year 2021, the Group changed the names of reportable operating segments from the Oil business to the Mobility business, from Retail and other service businesses (non-oil) to the Lifestyle business and from International business to Global business. The Group has changed the name of the comparative in accordance with the presentation for the year ended 31 December 2021. There is no impact on classification of each segment.

Other operations of the Group are included in other segments, none of which constitutes a separately reportable segment.

	Unit: Million Baht					
	Consolidated financial statements					
For the year ended 31 December 2021	Mobility	Lifestyle	Global	Others	Elimination	Total
Revenue from sales and services						
- Revenue from external customers	468,995	16,191	26,613	-	-	511,799
- Revenue from inter-segment	6,542	774	1,811	984	(10,111)	-
Total revenue from sales and services	475,537	16,965	28,424	984	(10,111)	511,799
Gross profit*	26,559	9,258	1,459	16	(1,051)	36,241
EBITDA	15,382	4,190	742	32	(11)	20,335
Depreciation and amortisation	3,677	1,771	627	-	-	6,075
Segment operating profit	11,705	2,419	115	32	(11)	14,260
Share of profit (loss) from investments in associates and joint ventures	436	1	(67)	2	-	372
Other income (expenses)	73	(19)	5	664	(664)	59
Unallocated revenue and expenses						748
EBIT						15,439
Profit for the period						11,470
Timing of revenue recognition						
Point in time	475,537	16,965	28,424	984	(10,111)	511,799
Total revenue from sales and services	475,537	16,965	28,424	984	(10,111)	511,799

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For the year ended 31 December 2020	Unit: Million Baht					
	Consolidated financial statements					
	Mobility	Lifestyle	Global	Others	Elimination	Total
Revenue from sales and services						
- Revenue from external customers	391,933	16,134	20,737	-	-	428,804
- Revenue from inter-segment	5,267	760	624	1,090	(7,741)	-
Total revenue from sales and services	397,200	16,894	21,361	1,090	(7,741)	428,804
Gross profit*	23,665	8,970	1,613	20	(1,115)	33,153
EBITDA	12,180	4,496	861	84	(2)	17,619
Depreciation and amortisation	3,099	1,534	570	-	-	5,203
Segment operating profit	9,081	2,962	291	84	(2)	12,416
Share of profit (loss) from investments in associates and joint ventures	554	-	(19)	-	-	535
Other income (expenses)	(689)	(46)	(11)	75	(30)	(701)
Unallocated revenue and expenses						(236)
EBIT						12,014
Profit for the period						8,791
Timing of revenue recognition						
Point in time	397,200	16,894	21,361	1,090	(7,741)	428,804
Total revenue from sales and services	397,200	16,894	21,361	1,090	(7,741)	428,804

* Gross profit excludes depreciation and amortisation there are presented in cost of sales.

As at 31 December 2021	Unit: Million Baht					
	Consolidated financial statements					
	Mobility	Lifestyle	Global	Others	Elimination	Total
Segment assets	68,884	45,775	11,372	67,559	-	193,590
Intercompany assets	2,864	55	279	4,277	(7,475)	-
Investments in associates	3,964	689	1	-	-	4,654
Investments in joint ventures	220	-	1,061	12	-	1,293
Total segment assets	75,932	46,519	12,713	71,848	(7,475)	199,537
Unallocated assets						8,122
Total assets						207,659
Segment liabilities	60,125	3,722	4,947	37,327	-	106,121
Intercompany liabilities	2,055	4,167	1,185	45	(7,452)	-
Total segment liabilities	62,180	7,889	6,132	37,372	(7,452)	106,121
Unallocated liabilities						1,666
Total liabilities						107,787
Capital expenditures	5,616	2,246	530	708	-	9,100

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As at 31 December 2020	Unit: Million Baht					
	Consolidated financial information					Total
	Mobility	Lifestyle	Global	Others	Elimination	
Segment assets	64,110	36,027	9,848	21,378	-	131,363
Intercompany assets	761	80	44	5,136	(6,021)	-
Investments in associates	4,050	-	1	-	-	4,051
Investments in joint ventures	-	-	742	-	-	742
Total segment assets	68,921	36,107	10,635	26,514	(6,021)	136,156
Unallocated assets						8,823
Total assets						144,979
Segment liabilities	43,487	3,898	3,590	53,915	-	104,890
Intercompany liabilities	2,253	2,901	811	45	(6,010)	-
Total segment liabilities	45,740	6,799	4,401	53,960	(6,010)	104,890
Unallocated liabilities						2,173
Total liabilities						107,063
Capital expenditures	5,197	3,474	1,321	243	-	10,235

Geographic information

Details of revenue from external customers based on customers' locations are as follow:

	Unit: Million Baht	
	Consolidated financial statements	
	2021	2020
America	304	310
Australia	52	146
Europe and the European Union	3,331	2,945
Asia	72,507	48,633
Thailand	434,951	376,113
Other continents	654	657
Total	511,799	428,804

Details of non-current assets (excluding financial instruments, deferred tax assets, net defined benefit assets and rights arising under insurance contracts) based on assets' locations are as follow:

	Unit: Million Baht	
	Consolidated financial statements	
	2021	2020
Thailand	64,005	60,073
Asia	5,273	4,861
Total	69,278	64,934

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27 Critical accounting estimates and judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

27.1 Fair value measurement of an investment in an equity instrument

The fair value of measurement of an investment in an equity instrument that are not traded in an active market is determined using valuation techniques. The Group uses judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Details of key assumptions used are included in Note 29.

27.2 Impairment of goodwill

The Group tests impairment of goodwill annually in accordance with the accounting policy stated in Note 4. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets covering the business plan of the Group as described in Note 15.

28 Financial risk management

The Group exposes to various risks from its business operations as follows:

28.1 Financial risk

The Group is exposed to the principal financial risks associated with fluctuations in exchange rates, interest rates, and global oil market prices. The Group also has certain portions of sales, purchases and loans for operations nominated in foreign currencies which are paid in both fixed and floating interest rates. Accordingly, the management has entered into derivative contracts to cover these risks. The financial instruments used for hedging risks are forward foreign exchange contracts. Risk exposure relating to global oil market prices is managed by forward oil contracts.

The department responsible for managing exposure to exchange rate risks and fluctuations in oil market prices has to report details of the costs and market prices of all financial instruments to management, including outstanding forward foreign exchange contracts and forward oil contracts. The reported information principally covers exposure to the following risks:

- foreign exchange rate risk
- fluctuation in oil market price risk
- credit risk
- market risk
- liquidity risk

28.1.1 Foreign exchange rate risk

The Group has entered into foreign exchange forward contracts. The contract prices and exchange rates under the foreign exchange forward contracts as at 31 December are as follows:

	Unit: Million Baht	
	Consolidated financial statements and separate financial statements	
	2021	2020
Foreign exchange forward - buy contract Baht 33.3850 to 33.5630 = USD 1	44	-
Foreign exchange forward - sale contract Baht 30.0100 to 30.1976 = USD 1 Baht 33.3850 to 33.7400 = USD 1	- 1,294	141 -

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28.1.2 Fluctuations in oil market price risk

The Group has entered into oil price derivatives. As at 31 December 2021, the volume of oil under those contracts that mature during January to September 2022 in the consolidated and separate financial statements is 0.25 million barrels (as 31 December 2020: 0.21 million barrels).

28.1.3 Credit risk

Credit risk arises when customers do not comply with the terms and conditions of credit agreements, causing financial losses to the Group. However, the Group has managed risk by adjusting its credit policies according to the current economic situation, focusing on developing financial instruments by cooperating with financial institutions to support credit facilities provided to customers in order to buy the Group's products, such as the Dealer Financing and Supply Chain Credit project, the Trade Credit Insurance and the Payment card and Fleet card, aims to reduce credit risks of the Group. The Group also reduces credit risk by determining procedures for risk prevention and mitigation, including credit rating for all trading partners of the Group.

28.1.4 Market risk

The Group is exposed to the currency exchange fluctuation risk mainly from THB/USD exchange rates. The volatility of profit or loss from the fluctuation in the exchange rates mostly results from financial assets and financial liabilities denominated in USD currency.

The sensitivity analysis of financial instruments as at 31 December are as follow

Currency exchange rate

	Unit: Million Baht			
	Consolidated financial statements			
	2021		2020	
	Profit before tax increase (decrease)	Other components of equity increase (decrease)	Profit before tax increase (decrease)	Other components of equity increase (decrease)
US Dollar - appreciated by 10% against THB*	440	407	184	270
US Dollar - depreciated by 10% against THB*	(440)	(407)	(184)	(270)

* All other variables are held constant

	Unit: Million Baht	
	Separate financial statements	
	2021	2020
	Profit before tax increase (decrease)	Profit before tax increase (decrease)
US Dollar - appreciated by 10% against THB*	442	185
US Dollar - depreciated by 10% against THB*	(442)	(185)

* All other variables are held constant

Interest rates

	Unit: Million Baht	
	Consolidated financial statements and separate financial statements	
	2021	2020
	Finance cost increase (decrease)	Finance cost increase (decrease)
Interest rate - increased by 1.0%*	234	323
Interest rate - decreased by 1.0%*	(267)	(301)

* All other variables are held constant

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28.1.5 Liquidity risk

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances are due within 12 months equal their carrying balances as the impact of discounting is not significant.

Unit: Million Baht				
Consolidated financial statements				
Maturity of financial liabilities	Within 1 year	Over 1 year but not over 5 years	Over 5 years	Total
As at 31 December 2021				
Bank overdrafts and short-term loans from financial institutions	93	-	-	93
Trade accounts payable	37,440	-	-	37,440
Other accounts payable	6,483	-	-	6,483
Long-term loans and related interests	5,424	26,476	4,686	36,586
Lease liabilities	1,586	3,798	8,842	14,226
Deposits on LPG cylinders	-	-	12,157	12,157
Other financial liabilities	36	434	656	1,126
Cash outflows from foreign exchange forward contracts	1,362	-	-	1,362
Cash inflows from foreign exchange forward contracts	1,367	-	-	1,367
Cash inflows from commodity derivatives	14	-	-	14

Unit: Million Baht				
Separate financial statements				
Maturity of financial liabilities	Within 1 year	Over 1 year but not over 5 years	Over 5 years	Total
As at 31 December 2021				
Trade accounts payable	35,041	-	-	35,041
Other accounts payable	5,439	-	-	5,439
Short-term loans-related party	72	-	-	72
Long-term loans and related interests	5,455	26,476	4,686	36,617
Lease liabilities	1,292	2,844	7,152	11,288
Deposits on LPG cylinders	-	-	12,157	12,157
Other financial liabilities	6	434	523	963
Cash outflows from foreign exchange forward contracts	1,362	-	-	1,362
Cash inflows from foreign exchange forward contracts	1,367	-	-	1,367
Cash inflows from commodity derivatives	14	-	-	14

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Unit: Million Baht				
Consolidated financial statements				
Maturity of financial liabilities	Within 1 year	Over 1 year but not over 5 years	Over 5 years	Total
As at 31 December 2020				
Bank overdrafts and short-term loans from financial institutions	24	-	-	24
Trade accounts payable	23,339	-	-	23,339
Other accounts payable	5,372	-	-	5,372
Long-term loans and related interests	10,069	27,664	16,828	54,561
Lease liabilities	1,449	3,367	6,873	11,689
Deposits on LPG cylinders	-	-	11,874	11,874
Other financial liabilities	17	479	483	979
Cash outflows from foreign exchange forward contracts	141	-	-	141
Cash inflows from foreign exchange forward contracts	141	-	-	141
Cash outflows from commodity derivatives	23	-	-	23
Cash inflows from commodity derivatives	13	-	-	13

Unit: Million Baht				
Separate financial statements				
Maturity of financial liabilities	Within 1 year	Over 1 year but not over 5 years	Over 5 years	Total
As at 31 December 2020				
Trade accounts payable	21,569	-	-	21,569
Other accounts payable	4,535	-	-	4,535
Short-term loans-related party	33	-	-	33
Long-term loans and related interests	10,023	27,621	16,827	54,471
Lease liabilities	1,123	2,379	5,256	8,758
Deposits on LPG cylinders	-	-	11,874	11,874
Other financial liabilities	5	382	456	843
Cash outflows from foreign exchange forward contracts	141	-	-	141
Cash inflows from foreign exchange forward contracts	141	-	-	141
Cash outflows from commodity derivatives	23	-	-	23
Cash inflows from commodity derivatives	13	-	-	13

28.2 Capital risk management

The Group manages capital to keep financial strength comparable with the leading companies in the same industry, alignment with the business strategy, economy, market positioning and finance cost as well as impact to the financial ratio and credit rating of the Group and providing the ultimate returns to shareholders and benefits to other stakeholders.

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29 Fair value

29.1 Fair value estimation

The following table presents financial assets and liabilities that are measured at fair value in each level as at 31 December.

	Unit: Million Baht					
	Consolidated financial statements			Total		
	Level 1 2021	Level 1 2020	Level 2 2021	Level 2 2020	Level 3 2021	Level 3 2020
Assets						
Financial assets measured at fair value through profit or loss						
- Mutual funds	2	2	-	-	-	2
- Forward foreign exchange contracts	-	-	9	1	-	9
- Commodity derivatives	-	-	9	10	-	9
Financial assets measured at fair value through other comprehensive income						
- Equity instruments	1,148	1,071	-	-	2,703	1,246
Total assets	1,150	1,073	18	11	2,703	3,871
Liabilities						
Financial liabilities measured at fair value through profit or loss						
- Forward foreign exchange contracts*	-	-	-	-	-	-
- Commodity derivatives	-	-	3	28	-	3
Total liabilities	-	-	3	28	-	3

* As at 31 December 2021, the fair value of forward foreign exchange contracts was Baht 0.3 million (as 31 December 2020: Baht 0.04 million).

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Unit: Million Baht									
Separate financial statements									
Level 1		Level 2		Level 3		Total			
2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Assets									
Financial assets measured at fair value through profit or loss									
- Mutual funds*	-	-	-	-	-	-	-	-	-
- Forward foreign exchange contracts	-	6	1	-	-	6	1	6	1
- Commodity derivatives	-	9	10	-	-	9	10	9	10
Financial assets measured at fair value through other comprehensive income									
- Equity instruments	1,148	1,071	-	-	3	1,151	1,074	1,151	1,074
Total assets	1,148	1,071	15	11	3	1,166	1,085	1,166	1,085
Liabilities									
Financial liabilities measured at fair value through profit or loss									
- Forward foreign exchange contracts**	-	-	-	-	-	-	-	-	-
- Commodity derivatives	-	-	3	28	-	3	28	3	28
Total liabilities	-	-	3	28	-	3	28	3	28

* As at 31 December 2021 and 31 December 2020, the fair value of mutual funds was Baht 0.1 million.

** As at 31 December 2021, the fair value of forward foreign exchange contracts was Baht 0.3 million (as at 31 December 2020: Baht 0.04 million).

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Fair value of following financial assets and liabilities measured at amortised cost where their carrying value approximated net book value are as follows.

Consolidated financial statement	Separate financial statement
Financial assets <ul style="list-style-type: none"> - Cash and cash equivalents - Investments in current financial assets - Trade accounts receivable - Other accounts receivable 	Financial assets <ul style="list-style-type: none"> - Cash and cash equivalents - Investments in current financial assets - Trade accounts receivable - Other accounts receivable - Short-term loan to a related party - Long-term loans to and interest receivables from related parties (Floating interest rate)
Financial liabilities <ul style="list-style-type: none"> - Trade accounts payable - Other accounts payable - Lease liabilities - Long-term loans from financial institutions (Floating interest rate) 	Financial liabilities <ul style="list-style-type: none"> - Trade accounts payable - Other accounts payable - Short-term loan from a related party - Lease liabilities - Long-term loans from financial institutions (Floating interest rate) - Long-term loan from a related party

29.2 Fair value valuation techniques

Fair values are categorised into hierarchy based on inputs used as follows:

29.2.1 Valuation techniques used to derive level 1 fair values

Valuation techniques used to measure fair value level 1 for financial assets and liabilities are as follows:

- The fair values measured through other comprehensive income of equity investments which are marketable securities were determined based on the last-bid price in stock market at the last operating day of the year.
- The fair values measured through profit or loss of investments in mutual funds were determined based on the net asset value as reported in the Capital Call Statement at the report date.

29.2.2 Valuation techniques used to derive level 2 fair values

Valuation techniques used to measure fair value level 2 for derivatives are as follows:

- The fair values of derivatives were determined based on discounted future cash flow and valuation model techniques, using an appropriate risk-adjusted discount rate. Most of the inputs used for the valuation are observable in the relevant markets such as spot rates of foreign currencies, yield curves of the respective currencies, interest rate yield curves, bonds yield curves, and commodity price yield curves, etc.

29.2.3 Valuation techniques used to derive level 3 fair values

Valuation techniques used to measure fair value level 3 for other non-current financial assets.

- Fair value of non-marketable securities are as follows:
 - The fair values are determined based on income approach technique. Significant observable inputs are estimated future cash flows and risk adjusted discount rate which is estimated based on public companies' weighted average cost of capital and cost of equity that, are in opinion of the Group, in a comparable financial position with the counterparty in the contract.
 - The fair values are determined based on net assets method or using business plan and market conditions or costs, depending upon which value is more appropriate and other relevant factors which concluded that investments have represented the fair value.

PTT Oil and Retail Business Public Company Limited
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The change in fair value of financial assets measured at fair value through other comprehensive income derive level 3 for the years ended 31 December are as follows:

Unit: Million Baht		
Consolidated financial statements		
Financial assets measured at fair value through other comprehensive income		
	2021	2020
Opening book value	1,246	1
Addition	385	1,245
Gains recognised through other comprehensive income	1,072	-
Closing book value	2,703	1,246

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

Million Baht					
Consolidated financial statements					
	Fair value		Unobservable inputs	Range of inputs	
	2021	2020		2021	2020
Financial assets measured at fair value through other comprehensive income	2,703	1,246	Growth rate of revenue	18% to 39%	-
			Risk-adjusted discount rate	17%	-

Relationship of unobservable inputs to fair value are shown as follows:

Million Baht				
Consolidated financial statements				
Change in fair value				
	Unobservable inputs	Movement	Increase in assumptions	Decrease in assumptions
			2021	2021
Financial assets measured at fair value through other comprehensive income	Growth rate of revenue	1%	452	(396)
	Risk-adjusted discount rate	1%	(53)	55

For the year 2021, the Group estimated fair values of non-marketable securities based on net assets method or using business plan and market conditions or costs, depending upon which value is more appropriate and other relevant factors which concluded that investments have represented the fair value.

The Group has no transfer between levels within the fair value hierarchy during the year.

The Group's valuation processes

The Group and the Company regularly discuss valuation processes and results.

PTT Oil and Retail Business Public Company Limited
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30 Dividend paid

On 7 April 2021, the Annual General Meeting of Shareholders of the Company approved the dividend payment on the operating result for the three-month period ended 31 December 2020 of Baht 0.10 per share, totalling Baht 1,200 million. The Company paid the dividend on 28 April 2021.

On 25 August 2021, the Board of Directors Meeting No. 8/2021 approved the interim dividend payment on the operating result for the first half of 2021 of Baht 0.27 per share, totalling Baht 3,240 million. The Company paid the dividend on 23 September 2021.

31 Commitment and contingent Liabilities

Details of significant commitments and contingent liabilities are as follows:

31.1 Leases commitment

The Group and the Company had leases commitment under non-cancellable leases as at 31 December as follows:

	Unit: Million Baht			
	Consolidated		Separate	
	financial information	financial information	financial information	financial information
	2021	2020	2021	2020
Payment due				
Within 1 year	15	38	12	15
Over 1 year but not over 5 years	8	44	1	2
Over 5 years	30	95	-	-
	53	177	13	17

31.2 Capital commitment

As at 31 December 2021, the Group and the Company had capital commitment relating to the construction amounting to Baht 1,611 million (as at 31 December 2020: Baht 455 million) and Baht 1,049 million (as at 31 December 2020: none) respectively.

31.3 Operating commitments

A subsidiary has entered into a delivery service agreement with the other company. The subsidiary has committed to pay service fees to such company in accordance with the terms and conditions in the agreement.

A subsidiary has entered into a cash collection service agreement with the other company. The subsidiary is committed to pay service fees to such company in accordance with the terms and conditions in the agreement.

31.4 Contingent liabilities

Letters of guarantee

As at 31 December 2021, the Group and the Company had outstanding contingent liabilities in form of letters of guarantee issued by financial institutions in the amount of Baht 178 million (as at 31 December 2020: the Group and the Company has outstanding contingent liabilities in form of letters of guarantee issued by financial institutions in the amount of Baht 199 million and Baht 198 million, respectively).

Letters of credit

As at 31 December 2021, the Company had outstanding contingent liabilities from letters of credit in the amount of Baht 59 million (as at 31 December 2020: none).

PTT Oil and Retail Business Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2021

Contingent liabilities from lawsuit

In 2007, a subsidiary in the Philippines received an assessment and Formal Letter of Demand from the Bureau of Customs ("BOC") for alleged deficiencies on payment of customs duties and value added taxes amounting to Philippine Peso 471 million or equivalent to Baht 316 million, including penalties of Philippine Peso 3,766 million or equivalent to Baht 2,529 million due to deficient declaration of taxable importation of ordinary kerosene during 2004 to 2006. The assessments were properly contested by the subsidiary's legal counsel, and the case docket was forwarded to the Court of Tax Appeals ("CTA"). Subsequently, the CTA ruled that such subsidiary's cases previously filed separately be combined and that the CTA would reconsider the consolidated case. The BOC appealed the resolution to the Supreme Court ("SC"). On 24 August 2021, the subsidiary received the decision of the SC whereby it affirmed the resolution of the CTA that the CTA would reconsider the consolidated case causing failure of the BOC's appeal. Currently, the subsidiary has not been received report that the BOC files motion for reconsideration ("MR") to the SC.

As at 31 December 2021, such subsidiary did not recognise a provision for contingent liability of the penalty in its financial information since the subsidiary's management and legal counsel assessed that the tax refund claims were valid. The subsidiary has ceased importing ordinary kerosene and therefore, does not expect that the circumstances which gave rise to this tax proceeding will arise in its present or future operations.

32 Events after the reporting date

- 32.1 On 4 January 2022, the Extraordinary General Meeting of Shareholders No.1/2022 of ORHOLDCO approved increasing registered capital of Baht 150 million by issuing 1,500,000 new ordinary shares at a par value of Baht 100 each in order to invest in MODULUS of which to further invest in Finnoventure Private Equity Trust I fund. The Company fully paid for the shares and MODULUS fully paid to Finnoventure Private Equity Trust I fund after the reporting date.
- 32.2 On 6 January 2022, MODULUS acquired ordinary shares and preferred shares from the former shareholders of KAMU of 75,000 shares and 72,059 shares, totalling Baht 480 million. The percentage of shareholding interests was 25% registered capital. MODULUS partially paid for the shares totalling Baht 464 million after the reporting date.
- 32.3 On 11 February 2022, the Company paid for additional paid-up capital of GAA of 26,995,500 ordinary shares which GAA called for share payment of Baht 1.67 each, totalling Baht 45 million. The Company fully paid to GAA after the reporting date.
- 32.4 On 15 February 2022, the Board of Directors' Meeting no.2/2022 passed a resolution to propose the Annual General Meeting of shareholders to approve the dividend payment on the operating result for the second half of 2021 of Baht 0.19 per share, totalling Baht 2,280 million.

EMPOWERING ALL TOWARD INCLUSIVE GROWTH





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Contact Center 1365



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Attachments

Annual Report 2021 (56-1 One Report)
PTT Oil and Retail Business Public Company Limited
As of December 31, 2021

Attachment List

Attachment 1 Details on Directors, Executives, Controlling Persons, Chief Financial Officer, Chief Accountant, and Company Secretary

Attachment 2 Details on Directors of OR's Subsidiaries

Attachment 3 Detail on the Head of Compliance and the Head of Internal Audit

Attachment 4 Business Assets and Details on Asset Evaluation

Attachment 5 Policies and Guidelines for Corporate Governance and Business Ethics

- 5.1 Corporate Governance
- 5.2 Charter of the Board of Directors
- 5.3 Charter of the Audit Committee
- 5.4 Charter of the Nomination and Remuneration Committee
- 5.5 Charter of Enterprise Risk Management Committee
- 5.6 Charter of the Corporate Governance Committee

Attachment 6 The Report of the Audit Committee

Attachment 1

**Details on Directors, Executives,
Controlling Persons, Chief Financial Officer, Chief Accountant,
and Company Secretary**

**The Board of Directors is disclosed in
OR's Annual Report 2021 (56-1 One Report)
page 64-85**

Details of Executives

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
1. Ms. Jiraphon Kawswat Director /Acting President and Chief Executive Officer / Member of the Enterprise Risk Management Committee / Authorized Director Appointed : • Director : January 22, 2016 • Acting President and Chief Executive Officer : July 1, 2018 • Member of the Enterprise Risk Management Committee : May 14, 2019	60	1. Master of Business Administration (Financial Management), Kasetsart University 2. Master of Accountancy (Cost Accounting), Chulalongkorn University 3. Bachelor of Science (Accounting), Kasetsart University 4. Senior Executive Program in Energy Science (Class 12), Thailand Energy Academy 5. Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations Program (Class 20/2019), King Prajadhipok's Institute 6. Top Executive Program (Class 26), Capital Market Academy 7. Executive Development Program (EDP) Thai Listed Companies Association 8. Senior Executive Program, London Business School, United Kingdom	0.00	None	2019 – present	Member of the Enterprise Risk Management Committee	PTT Oil and Retail Business Public Company Limited
					2018 – present	Acting President and Chief Executive Officer	PTT Oil and Retail Business Public Company Limited
					2018 – present	Senior Executive Vice President, reporting to Chief Operating Officer, Downstream Petroleum Business Group	PTT Public Company Limited
					2016 – present	Director	PTT Oil and Retail Business Public Company Limited
					2017 – 2019	Chairman	PTT Oil and Retail Business Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
		9. Director Certification Program (DCP 180/2013), Thai Institute of Directors 10. Company Secretary Program (CSP 53/2013), Thai Institute of Directors 11. Director Certification Program Update (DCPU 2/2014), Thai Institute of Directors 12. How to Develop a Risk Management Plan (HRP 6/2014), Thai Institute of Directors 13. Successful Formulation & Execution of Strategy (SFE 21/2014), Thai Institute of Directors 14. Risk Management Program for Corporate Leaders (RCL 19/2020), Thai Institute of Directors 15. Director Leadership Certificate Program (DLCP 2021)			2018	Director	IRPC Public Company Limited
					2017 – 2018	Senior Executive Vice President, Oil Business Unit	PTT Public Company Limited
					2016 – 2017	Managing Director	PTT Retail Management Company Limited
					2016	Director	PTT Retail Business Company Limited (Currently, OR)
					2012 – 2016	Executive Vice President, Oil Business Planning	PTT Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
2. Mr. Somyot Kongprawet Senior Executive Vice President, Non-Oil Retail Business Appointed: October 1, 2021.	58	1. Master of Economics, National Institute of Development Administration 2. Bachelor of Accounting, Thammasat University 3. Director Certification Program (DCP 181/2013), Thai Institute of Directors 4. TLCA Executive Development Program (EDP), (Class 4/2016) Thai Listed Companies Association 5. The Executive Program in Energy Literacy for a Sustainable Future (Class 15/2563) Thailand Energy Academy 6. Advanced Management Program III (Class 1/2018) PTT Leadership and Learning Institute 7. Leadership Development Program II (2012) PTT Leadership and Learning Institute	0.00	None	2021 – present	Senior Executive Vice President, Non-Oil Retail Business	PTT Oil and Retail Business Public Company Limited
					2018 – 2021	Senior Executive Vice President, Organization Effectiveness	PTT Oil and Retail Business Public Company Limited
					2017 – 2018	Managing Director	PTT Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
3. Ms. Rajsuda Rungsiyakul Senior Executive Vice President, assigned as ORion Project Director Appointed : October 1, 2021	46	1. Master of Science, Engineering Business Management, the University of Warwick 2. Master of Engineering (Engineering Management), Chulalongkorn University 3. Bachelor of Engineering (Industrial Engineering), Chulalongkorn University 4. Director Certification Program (DCP 296/2020), Thai Institute of Directors 5. Executive Course for Press Management, ISRA Institute Thai Press Development Foundation 6. PTT Group Directors Development Program (Class 1/2017) PTT Leadership and Learning Institute 7. Advanced Management Program II - People Management (Class 1/2017) PTT Leadership and Learning Institute 8. Digital Economy for Management (2016), IRDP	0.00	None	2021 – present	Chairman	Care For Car Company Limited
					2021 – present	Senior Executive Vice President, assigned as ORion Project Director	PTT Oil and Retail Business Public Company Limited
					2020 – 2021	Senior Executive Vice President, Corporate Strategy, Innovation and Sustainability	PTT Oil and Retail Business Public Company Limited
					2018 – 2020	Vice President, Corporate Communication	PTT Oil and Retail Business Public Company Limited
					2017 – 2018	Vice President, Retail Strategy	PTT Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
4. Mr. Phichin Aphiwattanaporn Senior Executive Vice President, Finance Appointed : October 1, 2018 (Assigned as Chief Financial Officer)	56	9. Advanced Management Program I - Business Management (Class2/2013) PTT Leadership and Learning Institute 1. Master of Business Administration (Management & Administration Studies), Indiana University, U.S.A. 2. Bachelor of Economics, Thammasat University 3. Leadership Development Program (LDP 3) (Class 4), PTT Leadership and Learning Institute (PTT PLLI) 4. CFO Focus On Financial Reporting (2018) (Class 1), Federation of Accounting Professions 5. Strategic Financial Leadership Program (2018), Thai Listed Companies Association 6. Management Development Program III (Class 1/2016), PTT Leadership and Learning Institute	0.000016 (held by himself 0.000016)	None			
					2018 – present	Senior Executive Vice President, Finance	PTT Oil and Retail Business Public Company Limited
					2017 - 2018	Vice president, Investor Relations Acting Vice President, Finance Strategy	PTT Public Company Limited
					2013 – 2018	Vice president, Investor Relations	PTT Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
5. Mr. Boonma Phonthanakornkul Senior Executive Vice President, Oil Retail Business Appointed : October 1, 2019	59	7. TLCA Executive Development Program (EDP), Thai Listed Companies Association 8. Advance Management Program II (1/2014) PTT Leadership and Learning Institute 1. Bachelor of Business Admin- istration (Finance), Dhurakij Pundit University 2. Director Certification Program (DCP 176/2017), Thai Institute of Directors 3. Advanced Management Program II – People Management (Class 1/2017), PTT Leadership and Learning Institute 4. Advanced Management Program I – Business Management (Class 2/2014), PTT Leadership and Learning Institute 5. Advanced Management Program I – People Management (Class 3/2014), PTT Leadership and Learning Institute	0.00	None			
					2020 – present	Director	PTT Retail Management Company Limited
					2020 – present	Chairman	PTT (Cambodia) Ltd.
					2020 – present	Director	Brighter PTT Oil and Retail Business Company Limited
					2019 – present	Senior Executive Vice President, Oil Retail Business	PTT Oil and Retail Business Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
					2018 – 2019	Managing Director	PTT (Cambodia) Ltd. (PTTCL)
					2018	Vice President, Aviation and Marine Marketing	PTT Oil and Retail Business Public Company Limited
					2015 – 2018	Vice President, Domestic Lubricants Marketing and Technical Services	PTT Public Company Limited
					2021 - present	Director	Brighter PTT Oil & Retail Business Company Limited
6. Mr. Wison Suntharachan Senior Executive Vice President, Corporate Strategy, Innovation and Sustainability Appointed : October 1, 2021	50	1. Master of Science (Industrial & Systems Engineering), University of Southern Colorado 2. Bachelor of Engineering (Mechanical Engineering), King Mongkut's Institute of Technology Ladkrabang 3. Director Certification Program (DCP 293/2020), IOD 4. OR Entrepreneur Boot Camp (2021), OR	0.000038 (held by himself 0.000038)	None	2021 - present	Senior Executive Vice President, Corporate Strategy, Innovation and Sustainability	PTT Oil and Retail Business Public Company Limited
					2020 - 2021	Executive, Vice President, Digital Innovation for Business	PTT Oil and Retail Business Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
		5. How to develop a Risk Management plan (1/2019). IOD 6. Advance Management Program II People Management (1/2018), PTT Leadership and Learning Institute 7. Advance Management Program I Business Management (1/2014), PTT Leadership and Learning Institute			2020	Vice President, Strategy and Portfolio Management	PTT Oil and Retail Business Public Company Limited
					2018 - 2019	Vice President, Business Plan	PTT Oil and Retail Business Public Company Limited
					2017 – 2018	Vice President, Business Plan	PTT Public Company Limited
					2016 - 2017	Team Leader, Vice President, Business Development	PTT Public Company Limited
					2021 – present	Director	Global Aero Associates Company Limited
7. Mr. Chumpol Surapittayanont Senior Executive Vice President, Commercial Marketing Appointed : October 1, 2020	57	1. Master of Business Administration (Marketing), Ramkhamhaeng University 2. Bachelor of Engineering (Industrial Engineering), Kasetsart University 3. Director Certification Program (DCP 180/2013), Thai Institute of Directors	0.000012 (held by himself 0.000012)	None	2020 – present	Director	Bangkok Aviation Fuel Services Public Company Limited
					2020 – present	Senior Executive Vice President, Commercial Marketing	PTT Oil and Retail Business Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
		4. Advanced Management Program III (Class 1/2019), PTT Leadership and Learning Institute 5. Management Development Program III (2015), PTT Leadership and Learning Institute 6. Executive Development Program (EDP) (2013), Thai Listed Companies Association			2019 - 2020	Senior Executive Vice President, Lubricants Business	PTT Oil and Retail Business Public Company Limited
					2018 – 2019	Senior Executive Vice President, Business Planning	PTT Oil and Retail Business Public Company Limited
					2016 - 2018	Vice President, Planning	PTT Public Company Limited
8. Mr. Chumpol Siripuchaka Senior Executive Vice President (Second to PTT Retail Management Company Limited as Managing Director) Appointed : April 1, 2021	57	1. Master of Public Administration (Public and Private Management), National Institute of Development Administration 2. Bachelor of Science (Industrial Chemical), King Mongkut's University of Technology North Bangkok 3. Director Certification Program (DCP 192/2014), Thai Institute of Directors	0.00	None	2021 - present	Chairman	PTT Retail Management Company Limited
					2021 - present	Senior Executive Vice President (Second to PTT Retail Management Company Limited as Managing Director)	PTT Oil and Retail Business Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
		4. MDP III (Business Management) (2013) PTT Leadership and Learning Institute 5. Advanced Management Program II (Class 1/2013) PTT Leadership and Learning Institute			2020 – 2021	Senior Executive Vice President, Lubricants Business	PTT Oil and Retail Business Public Company Limited
					2020	Deputy Director, Advance PTTOR towards a Leading Learning and Agile Organization Project	PTT Oil and Retail Business Public Company Limited
					2018 – 2020	Vice President, Business Development	PTT Oil and Retail Business Public Company Limited
					2015 – 2018	Vice President, Business Development	PTT Public Company Limited
					2017 – present	Chairman	PTT Philippines Corporation
9. Mr. Wisarn Chawalitanon Senior Executive Vice President, Organization Effectiveness Appointed : October 1, 2021	59	1. Master of Public Administration (Public and Private Management), National Institute of Development Administration 2. Engineering (Mechanical Engineering), Khon Kaen University 3. Director Certification Program (DCP 177/2013)	0.00	None	2021 – present	Senior Executive Vice President, Organization Effectiveness	PTT Oil and Retail Business Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
		4. Capital Market Collaborative Leadership Program CMA-GMS (Class 3/2017) Capital Market Academy 5. Leadership Development Program II (Class 2/2016) PTT Leadership and Learning Institute 6. MDP Business Management III (2013) PTT Leadership and Learning Institute 7. Advanced Management Program II (Class 1/2012) PTT Leadership and Learning Institute			2018 – 2021	Senior Executive Vice President, International Marketing	PTT Oil and Retail Business Public Company Limited
					2017 – 2018	Executive Vice President, International Marketing	PTT Public Company Limited
10.Mr. Soontorn Chursuk Senior Executive Vice President, Petroleum Terminal Operations Appointed : October 1, 2020	58	1. Master of Public Administration (Management for Executives), National Institute of Development Administration 2. Bachelor of Industrial Technology (Industrial Computer Technology), King Mongkut's Institute of Technology Ladkrabang 3. Director Certification Program (DCP 180/2013), Thai Institute of Directors 4. Executive Development Pro- gram (EDP) (2015), Thai Listed Companies Association	0.00	None	2020 – present	Senior Executive Vice President, Petroleum Terminal Operations	PTT Oil and Retail Business Public Company Limited
					2020 – present	Chairman	Thai Petroleum Pipeline Company Limited
					2020 – present	Director	Brighter Energy Company Limited
					2562 – 2563	Senior Executive Vice President, Commercial Marketing	PTT Oil and Retail Business Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
11.Mr. Paisan Udomkulwanich Senior Executive Vice President, Lubricants Business Appointed : April 1, 2021		5. Leadership Development Program II (Class 1/2014) PTT Leadership and Learning Institute 6. Advanced Management Program II (Class 1/2012) PTT Leadership and Learning Institute			2018 – 2019	Senior Executive Vice President,	Thai Petroleum Pipeline Company Limited
					2017 – 2018	Executive Vice President,	Thai Petroleum Pipeline Company Limited
					2015 – 2017	Vice President, Engineering and Maintenance	PTT Public Company Limited
	54	1. Business Administration (Finance) Dhurakij Pundit University 2. Bachelor of Economics (Economics) Chiang Mai University 3. Director Certification Program (DCP) Class 233/2017 , IOD 4. ICIS Asian Base Oils & Lubricants Program (2017) Independent Commodity Intelligence Services 5. Top Executive Development Program (Batch 24), (2017), Directorate of Civil Affairs	0.000011 (held by himself 0.00004 and by spouse 0.00007)		2021 - present	Chairman	Thai Lube Blending Company Limited
					2021 - present	Director	Thai Petroleum Pipeline Company Limited
					2021 – Present	Senior Executive Vice President, Lubricants Business	PTT Oil and Retail Business Public Company Limited
					2020 – 2021	Senior Executive Vice President	PTT Retail Management Company Limited
					2019 – 2020	Vice President	Thai Petroleum Pipeline Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
		6. Leadership Development Program II (Class 2/2016) PTT Leadership and Learning Institute 7. Advanced Management Program II (Class 1/2013) PTT Leadership and Learning Institute			2018 – 2019	Vice President	Thai Lube Blending Company Limited
					2018 – 2018	Vice President, Domestic Lubricants Marketing and Technical Services	PTT Oil and Retail Business Public Company Limited
					2017 – 2018	Vice President, Lubricant Production and Supply Chain Management	PTT Public Company Limited
					2021 - present	Chairman	PTTOR International Holdings (Singapore) Pte. Ltd.
12.Mr. Songpon Thepnumsommanus Senior Executive Vice President, International Marketing Appointed : April 1, 2021	48	1. Master of Business Administra- tion (Business Administration) University of Wisconsin-Milwaukee 2. Bachelor of Business Administration (Marketing) Assumption University 3. Director Certification Program (DCP) class 233/2017, IOD	0.000056 (held by himself 0.000056)	None	2021 - present	Chairman	PTT LAO Company Limited
					2021 - present	Chairman	ORC Coffee Passion Group Joint Stock Company

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
		4. OR Intrapreneur Boot Camp (2021), PTT Oil and Retail Business Public Company Limited 5. Advanced Management Program II – Business Management (Batch 1/2017), PTT Leadership and Learning Institute 6. Advanced Management Program II – People Management (Batch 1/2016), PTT Leadership and Learning Institute			2021 - present	Senior Executive Vice President, International Marketing	PTT Oil and Retail Business Public Company Limited
					2021	Vice President	PTT Cambodia Limited
					2018 - 2019	Vice President, Aviation and Marine Marketing Department	PTT Oil and Retail Business Public Company Limited
					2018	Vice President	PTT LAO Company Limited
					2017 – 2018	Vice President	PTT LAO Company Limited
					2017	Vice President, International Commercial	PTT Public Company Limited
					2015 – 2016	Vice President, Aviation and Marine Marketing Department	PTT Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
13.Mr. Patranit Kitta Vice President, Finance and Accounting Control Appointed : October 1, 2018 (Assigned as Chief Accountant / Possess qualifications of Chief Accountant specified by announcements of the Department of Business Development, Ministry of Commerce)	55	1. Master of Public Administration (General Management), Burapa University 2. Bachelor of Business Administration (Accounting), Ramkhamhaeng University 3. Director Certification Program (DCP 292/2020), Thai Institute of Directors 4. Advanced Management Program I – People Management (Class 5/2014) PTT Leadership and Learning Institute 5. Advanced Management Program I – Business Management (Class 1/2014) PTT Leadership and Learning Institute	0.00	None	2021 – present	Chairman	PTTOR Holdings Company Limited
					2021 – present	Director	Brighter PTT Oil & Retail Business Company Limited
					2018 – present	Vice President, Finance and Accounting Control	PTT Oil and Retail Business Public Company Limited
					2017 – 2018	Division Manager, Managerial Accounting	PTT Public Company Limited
					2016 – 2017	Division Manager, Infrastructure Business Management Accounting	PTT Public Company Limited
14.Mr. Surachart Chintavalakorn Vice President, Corporate Finance Appointed : July 1, 2018	50	1. Master of Business Administration (MBA), Finance, Auburn University, U.S.A. 2. Bachelor of Business Administration (Finance and banking) Ramkhamhaeng University	0.00	None	2021 - present	Director	PTT Philippines Corporation
					2021 - present	Director	PTT (Lao) Company Limited
					2021 - present	Director	Brighter Energy Company Limited (BE)

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
		3. OR Intrapreneur Boot Camp (2021) PTT Oil and Retail Business Public Company Limited 4. Advanced Management Program I – Business Management (Class 3/2015) PTT Leadership and Learning Institute 5. Advanced Management Program I – People Management (Class 4/2015) PTT Leadership and Learning Institute 6. Advanced Management Program 2 – Business Management (class 2021) PTT Leadership and Learning Institute 7. Director Certification Program (DCP 312/2021, IOD)			2019 – present	Vice President, Corporate Finance	PTT Oil and Retail Business Public Company Limited
					2019 – present	Vice President, Reporting to the	PTT Public Company Limited
					2018 – 2019	Division Manager, Acting Vice President, Reporting to the Chief Financial Officer	PTT Oil and Retail Business Public Company Limited
					2018 – present	Vice President, Corporate Finance	PTT Oil and Retail Business Public Company Limited
					2018	Division Manager, Corporate Finance	PTT Oil and Retail Business Public Company Limited
					2016 – 2018	Division Manager, Corporate Finance Planning	PTT Public Company Limited

Name-Surname / Position / Date Appointed	Age	Education and Training	Share- holding in OR (%)	Family Relation among Directors and Executives	Working Experience		
					Time Period	Position	Organization / Company
15.Mrs. Kanchanee Udomkulwanich, Vice President, Office of the President and Corporate Secretary Appointed : October 1, 2020	54	1. Master of Business Administration (International Management), Southeastern University 2. Bachelor of Laws, Thammasat University 3. Company Secretary Program (CSP 111/2020), Thai Institute of Directors	0.000011 (held by herself 0.00007 and by spouse 0.00004)	None	2020 – present	Corporate Secretary / Vice President, Office of the President and Corporate Secretary	PTT Oil and Retail Business Public Company Limited
					2020	Vice President, Human Resources Management	PTT Oil and Retail Business Public Company Limited
					2019 - 2020	Vice President, Human Resources and Organization Development	PTT Oil and Retail Business Public Company Limited
					2019	Vice President, Petroleum Terminal	PTT Oil and Retail Business Public Company Limited
					2018	Vice President, Petroleum Transportation	PTT Oil and Retail Business Public Company Limited
					2015 – 2018	Vice President, Petroleum Transportation	PTT Public Company Limited

Attachment 2

Details on Directors of OR's Subsidiaries

(Only directors designated by OR Group)

1. PTTOR Holdings Company Limited	2. Modulus Venture Company Limited
1) Ms. Patranit Kitta Chairman	1) Ms. Rajsuda Rungsiyakull Chairman
2) Mr. Sira Srisuksai Director	2) Ms. Pitirat Rattanachote Director
3) Mrs. Aurapatr Theparee Director	3) Mr. Wannasead Sariddikul Director
3. PTT Retail Management Company Limited	4. PTT Retail Service Company Limited
1) Ms. Rajsuda Rungsiyakull Chairman	1) Mr. Chumpol Siripuchaka Chairman
2) Mr. Boonma Phonthanakornkul Director	2) Mr. Kosala Limaksorn Director
3) Mr. Chumpol Siripuchaka Director	3) Mrs. Panwadee Putyangkool Director
5. Thai Lube Blending Company Limited	6. Thai Petroleum Pipeline Co., Ltd.
1) Mr. Paisan Udomkulwanich Chairman	1) Mr. Soontorn Chursuk Chairman
2) Mr. Chaipruet Watchareecupt Director	2) Mr. Paisan Udomkulwanich Director
3) Ms. Sirisawan Thangwongcharoen Director	3) Mr. Racha U-Thaichan Director
4) Mr. Vongsathit Suvarnasuddhi Director	
7. Petro Asia (Thailand) Company Limited	8. M.B.C. Land Company Limited
1) Mr. Vijit Pumpoung Director	1) Mr. Chatchay Sang-Aroon Director
2) Mrs. Panwadee Putyangkool Director	
3) Ms. Pitirat Rattanachote Director	
4) Mr. Perawat Vachiropasnan Director	
5) Mr. Pongkorn Sricharoendhum Director	
9. Into Plane Services Company Limited	10. San Palung Social Enterprise Company Limited
1) Mr. Nopporn Pornvanitcharoen Director	1) Mr. Niwat Jitjamnongmet Director
11. Bangkok Aviation Fuel Services Public Company Limited	12. Global Aero Associates Company Limited
1) Mr. Chumpol Surapittayanont Director	1) Mr. Chumpol Surapittayanont Director
	2) Mr. Suwat Voottisungka Director
	3) Mr. Prateep Jirasanyansakul Director
13. Flash Incorporation Co., Ltd.	14. Peaberry Thai Co., Ltd.
1) Mr. Sira Srisuksai Director	1) Mr. Somyot Kongprawet* Chairman:
	2) Mr. Piman Poolsri Director
15. Pluk Phak Praw Rak Mae Co., Ltd.	16. Orbit Digital Company Limited
1) Mr. Somyot Kongprawet Director	1) Mr. Piman Poolsri Chairman
	2) Mr. Peerapong Chukiatkhajorn Director
17. Flash Partners Limited	18. Care For Car Co., Ltd.
1) Mr. Sira Srisuksai Director	1) Ms. Rajsuda Rungsiyakull Chairman
	2) Mr. Sira Srisuksai Director
	3) Ms. Sirisawan Thangwongcharoen Director

*Appointed on February 9, 2022 replacing Mr. Suchat Ramarch resigning on September 30, 2021

19. Insub Global Cuisine Company Limited	20. Sa Hai Tai Cuisine Company Limited
1) Mr. Piman Poolsri Director	1) Mrs. Phitchaya Attapemo Director
2) Mr. Eakkachai Tangsageamvisai Director	
21. PTTOR International Holdings (Singapore) Pte. Ltd.	22. PTT (Cambodia) Ltd.
1) Mr. Songpon Thepnumsommanus Chairman	1) Mr. Boonma Phonthanakornkul Chairman
2) Ms. Pitirat Rattanachote Director	2) Mr. Suphat Suaisuan Director
	3) Mr. Teeratas Krungkaew Director
	4) Mr. Nuttapong Kaewtrakulpong Director
23. PTT (Lao) Co., Ltd.	24. PTT Philippines Corporation
1) Mr. Songpon Thepnumsommanus Chairman	1) Mr. Wisarn Chawalitanon Chairman
2) Mr. Wutthipong Songwisit Director	2) Ms. Nittaya Tumrongrajniti Director
3) Mr. Surachart Chintavalakorn Director	3) Mr. Surachart Chintavalakorn Director
4) Mr. Theera Weerawong Director	4) Mr. Thitiroj Rergsumran Director
25. PTT Philippines Trading Corporation	26. PTT Oil Myanmar Company Limited
1) Mr. Wutthipong Songwisit Chairman	1) Mr. Ariyasak Thepchatri Director
2) Mr. Suwat Voottisungka Director	
3) Mr. Sira Srisuksai Director	
4) Mr. Thitiroj Rergsumran Director	
27. PTTOR China (SHANGHAI) Company Limited	28. PTTOR Singapore Pte. Ltd.
1) Mr. Somyot Kongprawet Chairman	1) Mr. Kosala Limaksorn Chairman
2) Ms. Pitirat Rattanachote Director	2) Mrs. Aurapatr Theparee Director
3) Mr. Singh Suntasvaraporn Director	3) Mrs. Pichaporn Wongsri Director
29. PTTOR Lao Import & Export Co.,Ltd.	30. ORC Coffee Passion Group Joint Stock Company
1) Mr. Perayut Thumsatsarn Chairman	1) Mr. Songpon Thepnumsommanus Chairman
2) Mr. Monchai Boonaim Director	2) Ms. Nittaya Tumrongrajniti Director
3) Mr. Nuthawat Panjunsee Director	3) Mr. Niti Kittisatien Director
31. Brighter PTT Oil & Retail Business Co.,Ltd.	32. Brighter Energy Co.,Ltd.
1) Mr. Wison Suntharachan Director	1. Mr. Soontorn Chursuk Director
2) Mr. Boonma Phonthanakornkul Director	2. Mr. Ariyasak Thepchatri Director
3) Ms. Patranit Kitta Director	3. Mr. Kosol Puvanaiveerapong** Director
4) Ms. Nittaya Tumrongrajniti Director	4. Mr. Suwat Voottisungka ** Director
5) Mr. Ariyasak Thepchatri Director	
33.FST Aviation Service Limited	
1) Mr. Nopporn Pornvanitcharoen Director	

**Resigned on December 31, 2021

Attachment 3

Detail on the Head of Compliance and the Head of Internal Audit

Attachment 3 Detail on the Head of Compliance

Name-Surname/ Position	Age	Education and Training	Working Experience		
			Time Period	Position	Organization / Company
Mr. Wutthipong Songwisit Vice President, Legal Department	54	Education <ul style="list-style-type: none"> Barrister-at-Law, The Thai Bar Under The Royal Patronage Bachelor of Laws, Thammasat University Training <ul style="list-style-type: none"> Director Certification Program Class 186/2014, Thai Institute of Directors (IOD) 	August 2019 – Present	Vice President, Legal Department	PTT Oil and Retail Business Public Company Limited
			April 2016 – July 2019	Head of Legal and Corporate Secretary	Siam City Cement Public Company Limited
			April 2013 – April 2016	Head of Legal / Compliance and Corporate Secretary	Siam City Cement Public Company Limited
			June 2008 – March 2013	Corporate Legal Counsel, Corporate Secretary, and Corporate Compliance Officer	Siam City Cement Public Company Limited Star Petroleum Refining Public Company Limited

Attachment 3 Detail on the Head of Internal Audit

Name-Surname/ Position	Age	Education and Training	Working Experience		
			Time Period	Position	Organization / Company
Ms. Worrapanit Sittibusaya Vice President, Internal Audit Department	48	Education <ul style="list-style-type: none"> • Master of Business Administration (MBA), University of North Florida • Bachelor of Accounting, Thammasat University Training <ul style="list-style-type: none"> • 2021, Certified Professional Internal Audit of Thailand, The Institute of Internal Auditors of Thailand (IIAT) • 2020, Advanced Audit Committee Program, Thai Institute of Directors (IOD) 	2018 – Present	Vice President, Internal Audit Department	PTT Oil and Retail Business Public Company Limited
			2015 – 2018	Division Manager, Business Development, Oil Business Unit	PTT Public Company Limited
			2012 – 2015	Tax Division Manager	PTT Public Company Limited
			1998 – 2012	Accountant	PTT Public Company Limited

Attachment 4

**Business Assets and Details
on Asset Evaluation**

As of December 31, 2021, the net book values of OR's non-current assets after accumulated depreciation and allowance for impairment were as shown in OR's consolidated financial statements. These non-obligation non-current assets have the following net book values:

Asset	Net Book Value as of December 31, 2021 (THB Million)
Land	12,182.1 ¹
Buildings and Building Improvements	14,011.4 ²
Machinery and Equipment	12,798.4 ³
Other Assets ⁴	625.2 ⁵
Construction in Progress	3,046.0 ⁶
Intangible Assets ⁷	1,979.7 ⁸
Total	44,642.8

¹ Details as in Notes to Financial Statements No. 13

² Details as in Notes to Financial Statements No. 13

³ Details as in Notes to Financial Statements No. 13

⁴ Other assets are mainly office equipment and vehicles.

⁵ Details as in Notes to Financial Statements No. 13

⁶ Details as in Notes to Financial Statements No. 13

⁷ Intangible assets comprise computer software, licenses, client's list, trademarks, and other intangible assets.

⁸ Details as in Notes to Financial Statements No. 16

Details of Key Lease Agreements

As of December 31, 2021, OR's key lease and licensing agreements for its operations with third parties and PTT group were as follows:

1. Land Lease Agreements for Service Stations (including other types of agreements for the right to use the property or space)

OR entered into land lease agreements with third parties (including agreements for creating rights over the land) in order to operate its domestic COCO (company-owned-company-operated) outlets, which generally carry terms of lease or creation of right of approximately 27 years. For land and space lease, OR has registered with Land Department offices lease agreements, without buildings leased and with building. For the former, the terms stated that the current as well as future buildings and facilities must belong to OR after the termination of the agreement; OR may also demolish all those buildings and facilities and rehabilitate the areas for

other uses or deliver them, owned by OR, to the landowner, as applicable. OR has also obtained approval to use the land or premises of some government agencies and has to comply with their rules and regulations.

Regarding the superficies right agreements for some portion of the service stations, OR is authorized to use the property under such agreements between OR and the landowner, with OR as the owner of the buildings and assets in such property. Upon the termination of the superficies right under the agreement, OR may demolish the buildings and facilities and rehabilitate the site to its former conditions, or in the event that the landowner objects to the demolition and desires to buy such buildings and facilities, OR must duly sell them to the landowner.

2. Land Lease Agreement (Phra Khanong-Bangchak land)

OR, as the lessee, has entered into an agreement with the Port Authority of Thailand (PAT), the lessor, to lease such land for use as an office for business operations and as oil and lube depots. The agreement is effective for a period of 15 years from February 1, 2021-January 31, 2036.

The land was previously leased by PAT to PTT prior to the change of lessee to OR in 2021.

3. Lubricant Filling Plant and Depot Lease Agreements

OR, as the lessee, has entered into agreements with PTT, the lessor, to lease the buildings and equipment on or in use in Phra Khanong Lubricant Filling Plant and Depot for the loading, receiving, storage and distributing of lubricant products. The sublease period specified in the agreements was from January 1, 2021 to December 31, 2021, and the agreements are being extended.

4. Asset Lease Agreements (Phra Khanong-Bangchak premises)

OR, as the lessee, has entered into agreements with PTT, the lessor, to lease the office building and depots as well as the premises of Phra Khanong-Bangchak Oil Depots for use as an office for business operations and for the loading, receiving, storage and distributing of petroleum products, and other materials for the petroleum business, promotional products or other implementation under its other business plans. The agreements are effective from October 1, 2020-September 30, 2023.


5. Lease and Sublease Agreements for PTT's Depots

OR, as the lessee/sub-lessee, has entered into agreements with PTT, the lessor / sub-lessor, for the premises in PTT's 12 oil and petroleum depots to be used for the loading, receiving, storage and distributing of petroleum products, and other materials for the petroleum business, promotional products or other implementation under its other business plans. The terms of these leases or subleases are from October 1, 2020, with expiry dates of each depot varying with the conditions mutually agreed by the parties.

Trademarks and Service Marks









OR-Owned Trademarks and Service Marks

As of December 31, 2021, OR has altogether 989 trademarks and service marks, 793 of which have been registered and 196 of which are in the registration process with the Department of Intellectual Property. OR has a high number of trademarks and service marks to ensure that it has covered as many goods and services as possible for its operations and to protect its valuable brands from all trademark infringement as well as other concurrent liabilities.

Furthermore, OR has proceeded with the registration of these trademarks and service marks bearing  (including those in the registration process), domestically and internationally, in over 28 countries to ensure that its related marks, names and logos will be protected there as well.








⁹ The total 989 trademarks and service marks comprise (a) 199 trademarks and service marks of which OR is the original owner, (b) 757 trademarks and service marks which were transferred from PTT, and (c) 33 trademarks and service marks which remain in the registration process of being transferred from PTT.

Details of key trademarks and service marks of significance to OR's operations are:

Trademark / Service Mark	Application No. / Registration No.	Protection Period / Status ¹⁰
For PTT Station		
	180116292	Under the consideration of the Department of Intellectual Property
	180144741	Under the consideration of the Department of Intellectual Property
	180144707	Under the consideration of the Department of Intellectual Property
	180144729	Under the consideration of the Department of Intellectual Property
For FIT Auto Service Stations		
	161106372	From November 14, 2013, to November 13, 2023, with OR as the owner
For petroleum products		
	191110529	From September 5, 2017, to September 4, 2027, with OR as the owner
	170131232	Under the consideration of the Department of Intellectual Property
	191110532	From September 5, 2017, to September 4, 2027, with OR as the owner

¹⁰ Trademarks and service marks that are pending registration are yet to be protected under the Trademark Act B.E. 2534 (1991), as amended, as registered trademarks or service marks, but may be protected by other laws, such as tort claims for damages for passing off and the right to institute criminal proceedings in relation to unregistered marks under the Criminal Code.

Trademark / Service Mark	Application No. / Registration No.	Protection Period / Status ¹⁰
	200134726	Under the consideration of the Department of Intellectual Property
	171130415	From December 19, 2021, to December 18, 2031, with OR as the owner
	171130414	From December 19, 2021, to December 18, 2031, with OR as the owner
Other businesses		
	171111510	From September 25, 2015, to September 24, 2025, with OR as the owner
	191108053	From December 7, 2017, to December 6, 2027, with OR as the owner
	211112106	From January 30, 2020, to January 31, 2039, with OR as the owner
	201106911	From December 7, 2017, to December 6, 2027, with OR as the owner
	๒14847	From November 24, 2000, to November 23, 2030, with PTT Retail Management Company Limited (OR's subsidiary) as the owner

Trademark / Service Mark	Application No. / Registration No.	Protection Period / Status ¹⁰
	ค385644	From October 31, 2012, to October 23, 2022, with PTT Retail Management Company Limited (OR's subsidiary) as the owner
	210131298	Under the consideration of the Department of Intellectual Property
	181123540	From December 25, 2015, to December 24, 2022, with PTT Retail Management Company Limited (OR's subsidiary) as the owner
	211124377	From June 7, 2017, to June 8, 2031
	210134462	Under the consideration of the Department of Intellectual Property
	210137248	Under the consideration of the Department of Intellectual Property
	210146070	Under the consideration of the Department of Intellectual Property

Trademarks and Service Marks Licensed to OR

OR has obtained the permission to use the trademarks and service marks of other parties under licensing or franchise agreements with them. Details of these key trademarks and service marks are as follows:

Trademark / Service Mark	Owner	Category
สำหรับ PTT Station		
	Cajun Funding Corp	Food service, beverages, poultry, chicken meat, processed food made from chicken and others
	Huasenghong Ratchaphruek Company Limited	Food and beverage services, outside catering, restaurant and branches, frozen foods with ingredients from fish, ham, poultry, meat or pork, herbal drinks, mooncake, bread, pie, frozen dim sum, dim sum, and others

Policy of investment in subsidiaries and associates

Under OR's investment policy, either in projects (not an investment in OR's normal businesses such as joint ventures, amalgamation, or business acquisition) or in plans (an investment in OR's regular businesses), OR will analyze and consider such investments

based on the following criteria: strategic fit, execution capacity, risk management, governance management, stakeholder management, financial return, and capital management.

Attachment 5

**Polices and Guidelines for Corporate
Governanceand Business Ethics**

Corporate Governance

Attachment 5.1



**CORPORATE
GOVERNANCE**



Corporate Governance

Ethical Standards and Code of Business Ethics Handbook
2021

Acknowledgement and Conformity Form



I have received and read this PTT Oil and Retail Business Public Company Limited Corporate Governance, Ethical Standards and Code of Business Ethics Handbook.

I understand, acknowledge and will comply with these practices.

Signature: _____
(_____)

Position: _____

Employee ID _____

Business Unit _____

Date: _____ / _____ / _____

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OR has established the Good Corporate Governance policy, Risk Management, Compliance of Laws and Regulations, Anti-Fraud and Corruption, as well as whistleblowing regarding corruption and the Company's regulations compliance. In addition, OR strives for the integration of Environmental Social and Governance (ESG) concept into business conduct and operations, aiming to enable the Board of Directors, the Management, and employees to comply with as a guideline to support the Company with Good Corporate Governance, excellent management, business ethics, transparency and verifiability.

Hence, OR has formulated Good Corporate Governance, Ethical Standards and Code of Business Ethics Handbook, which comprises of policies, principles, ethical standards, and codes of conduct in various fields for all level of OR's personnel from the Director, Management, and employees to acknowledge and comply as the Company's rules. This Handbook also develops and enhances OR's Good Corporate Governance, resulting in gaining more trust among all stakeholders and eventually leading to OR's sustainable growth.

To demonstrate a mutual commitment to the essence of this Handbook, OR personnel at all levels are to sign, acknowledge, and accept this Handbook as their guidance to preserve OR's good corporate governance.

(Mr. Auttapol Rerkpiboon)

Chairman of the Board of Directors
PTT Oil and Retail Business Public Company Limited

____/____/____

Good Corporate Governance Policy



The Board of Directors is determined to promote OR as an organization with efficiency and excellency in business conduct, corporate governance, and management, taking into account the sustainability of all stakeholders. OR emphasizes integrity and transparency in business, and thus, OR's Good Corporate Governance Policy has been formulated for all personnel from Directors, Management, and employees to comply as their word guidelines as follows:

1. The Board of Directors ("The Board"), Management, and employees shall commit to OR's six Good Corporate Governance Principles, namely Accountability, Responsibility, Equitable Treatment, Transparency, Vision to Create Long-Term Value and Ethics. The Company's organization structure shall fairly balance the roles of the Board, management and shareholders.
2. The Board shall perform its duties with dedication, a sense of responsibility and independence, and there shall be a clear segregation between the roles and responsibilities of the Chairman and the President and Chief Executive Officer. This also includes the definition of structure and composition of The Board for efficiency and effectivity in their performance.
3. The Board and Management shall play a vital role in formulating the Company's vision, strategies, policies and plans, while taking into consideration risk factors and consequences, while supervising, monitoring management direction, as well as allocating important resources. They must ensure that the accounting systems, financial reports and accounting audits are all reliable. OR shall conduct its business with ethics towards social and environmental responsibility, promote innovation in attempts for adaptability under challenging and ever-changing circumstances, and

strengthen to ability for the long-term internal competition in sustainable manner.

4. The Board and Management shall be the role model for ethics and shall perform their duties in accordance with the Company's Good Corporate Governance guidelines, as well as overseeing and resolving conflicts of interest and Connected Transactions.
5. The Board may appoint specific sub-committees as deemed appropriate, to assist in reviewing critical matters.
6. The Board shall perform an annual self-assessment as a framework for reviewing the Board's performance.
7. The Board shall establish the Company's Good Corporate Governance Handbook, which the Board, Management, and employee at all levels must comply in parallel with Company's rules and regulations.
8. The Board, Management, and employee shall enable the disclosure of the Company's information, both financial and non-financial, shall be adequate, reliable and timely, so that the Company's shareholders and other stakeholders receive such information in a fair and equitable manner. The Corporate Communications Department and the Investor Relations Department shall be responsible for providing information to general public and investors.
9. OR's shareholders shall receive equitable treatment from the Board, Management, and OR's employees, shall have equal rights to access the Company's information and appropriate communication channels, and shall be encouraged for engagement with the Company.
10. There shall be an appropriate system for the selection and appointment of key management positions at all levels with a transparent and fair nomination process.

11. There shall be an effective anti-fraud and corruption policy and system to ensure that the Management is fully aware of and pays attention to anti-fraud and corruption practices and implementation.

PTT Oil and Retail Business Public Company Limited (OR) is determined to adhere to honest, transparent and fair business practices according to good corporate governance principles, including related laws, rules and regulations, no matter where business transactions are located, both domestic and international. OR will not tolerate any direct and indirect corruption scheme in any form. The Anti-Fraud and corruption policy is thus formulated for our personnel to observe and apply with their operation.

1. Definition

1.1 “Fraud” means to do an act in order to procure, for himself or the other person, any advantage to which he is not entitled by law such as:

- (a) Asset Misappropriation refers to possession of property belonging to another person, or which includes in the ownership by others acquired by encroaching upon those property into theirs or a third party’s possession in a dishonest manner.
- (b) Embezzlement refers to deceiving others by misrepresenting or concealing facts that should be fraudulently stated. This deceiving is aimed to acquire possession of property from the deceived person or a third party, including causing such deceived person or a third party to make, withdraw, or destroy any documents of rights.
- (c) Financial Statement Fraud means the adjust of accounting numbers (window dressing) by taking advantage of the accounting principles loopholes and other alternatives of measurement and accounting disclosure, in order to exchange information of financial statement for wrongful purposes.

(d) Corruption refers to providing, offering, promising or agreeing to provide, accepting or requesting money, assets or other benefits that are inappropriate to, from or for (i) government officers (ii) private officers or (iii) any relevant person in charge either directly or indirectly in order to do or refrain from their duty of which deliver or preserve inappropriate business affair or other business benefit. Exceptions are made for actions that are allowed by the laws, traditions, and culture.

1.2 “OR personnel” means OR’s directors, executives, Management, and employees at all levels

1.3 “Persons associated with the Company” means employees, agents, consultants, affiliates, or any person action for or on behalf of the Company, with or without the authority to do so.

2. Scope of Implementation

This policy applies with OR Personnel and other relevant persons involved with the Company.

3. Practice Guidelines

3.1 Corruption

OR personnel shall not commit or involve in the Fraud and Corruption; in both directly and indirectly forms of providing and accepting; and comply with the Anti-Fraud and Corruption Policy, Corporate Governance, Ethical Standards and Code of Business Ethics Handbook, regulations and relevant articles.

3.2 Gifts giving, receiving, and entertaining

OR personnel shall perform with care in receiving and providing gift, assets or other benefit including hospitality and other expenses. However, providing and receiving gifts and hospitality must have business or custom objective, and must comply with OR’s relevant regulations.

3.3 Philanthropy donations and supports

Philanthropy donations and supports by OR shall have review, approval and audit processes. Document evidence must be precise and comply with OR regulations. Such processes can ensure that the gifts and hospitality are not used to cover the Corruption. There should be a clear, concise, and effective procedure to control this type of action, and monitoring and follow up on various documentary evidence.

3.4 Facilitation Payment

OR personnel are prohibited to pay for convenience in a manner that may be perceived as giving or receiving a bribe, including any other similar benefits from government officials, both directly and indirectly.

3.5 Political Assistance

The Company strives to be a politically neutral without acting in favor of or supporting any political parties, political coalition, or any similar activities, both monetary, non-monetary, and any other forms of benefits.

In this regards, OR has given its personnel the right and freedom to express their political opinions. However, they must not use their position as OR personnel, nor any assets indicating OR for political activities participation that may cause the Company to lose their political neutrality.

3.6 Recruitment of Government Personnel

Employment of government personnel can be arranged as deemed appropriated. However, such employment must not be for the Company's benefit, must not cause conflict of interest between the Company and the government, and must not be for business advantage.

3.7 Conflict of Interest

OR personnel must avoid all activities that may cause the Conflict of Interest with the Company. All actions must be reasonable, based on the benefit of the Company under the relevant laws and regulations. Any actions found in the favor of Conflict of Interest with the Company must be reported to the Company through OR's specified report channels.

3.8 Procurement

OR shall establish frequent reviewing process in sales and marketing operational systems and procedures, including procurement and contract drafting works. The relevant Corruption risk shall be appropriately assessed and mitigated.

3.9 Human Resource Management

OR shall have human resource management system that reflects Anti-Corruption commitment. OR will not demote, punish or affect OR personnel who decline the Anti-Fraud and Corruption practices although such decline cause lost in business opportunities. OR shall have clear communication channel for such policy.

3.10 Training and Communication

OR shall provide communication and training that genuinely educate OR personnel on the Anti-Fraud and Corruption measures, OR expectations and punishment for violation. OR communicates the Anti-Corruption Policy and practice to subsidiaries, affiliates, other companies where OR has control over, business partners, and stakeholders including general public through various communication channels for notification and implementation of the Anti-Fraud and Corruption Policy.

3.11 Internal Audit Control

The internal control unit shall report control self-assessment result to internal audit unit for inspection. If any non-compliance to the Anti-Fraud and

Corruption Policy is found, such action shall be notified to that non-compliance unit to improve controlling measures. The Internal Audit Department can make urgent report on such issues to the Chief Executive Officer and President to further report to the Board.

3.12 Storage and Protection of Data

OR shall establish procedures regarding the storage of documents and records, such as financial transactions, to be ready for inspection or an audit for its correctness and appropriateness. These procedures will ensure that all transactions are properly recorded with proper explanation, no false transactions or window dressing hidden.

OR places these procedures to strengthen the trust in OR's Internal Control of accounting and data protection, confirming that internal audit is being commenced for effective anti-fraud and corruption measures. Moreover, this is to make sure that all transaction records are equipped with sufficient evidence for audit purpose.

4. Duty and Responsibility

OR personnel shall never neglect or ignore any act of violation that is against the Company's anti-fraud and corruption measures. The Company provides whistleblowing channels and protection to the whistle blowers when reporting or sharing information and clues, including for those seeking advice on anti-fraud and corruption practice guidelines.

5. Whistleblowing Channels and Protection of Whistle Blowers

The channels and procedures are in accordance with requirements and regulations by PTT Oil and Retail Business Public Company (Limited) regarding complaints and whistleblowing, and/or non-compliance with the law and regulations of the Company.

6. Penalty

OR shall establish appropriate punishment system on non-compliance and direct or indirect violating personnel against the Anti-Corruption Policy. Disciplinary punishment including redundant if deems necessary and legal procedure shall be considered.

OR personnel shall understand and comply with the Anti-Corruption Policy in every operating procedure. Either genuine or false Corruption accusation may defame OR personnel and OR reputation. If any potential violation to this policy is found, please notify to the designated department as specified by OR.

In order to comply with OR's Good Corporate Governance policy and the Constitution of the Kingdom of Thailand stipulating the making of the Code of Ethics for state employees, OR has established ethical standards for directors, management and employees to abide by as corporate values, along with other rules and regulations of OR, in order that all business operation will be transparent, explicit, justifiable and efficient, upholding the honor and prestige worth the confidence and trust of all stakeholders. Ethical standards of OR are as follows:

1. To adhere to moral and ethics
2. To have good conscience, honesty and responsibility
3. To uphold the benefits of the country beyond oneself, with no conflict of interest
4. To adhere to the righteousness, fairness and legitimacy
5. To provide prompt, courteous and non-discriminative service to the public
6. To disclose complete information to general public without distortion
7. To aim at the result, standard, quality, transparency and accountability of work
8. To uphold the democratic regime of government with the King as the Head of State
9. To adhere to the Company's professional Code of Conducts and ethical standards, be a good role model and maintain the image of the Company

Part 1 General Statement

OR is a leading organization equipped with Good Corporate Governance, ethics, integrity, transparency and accountability. OR strives to integrate Environmental, Social, and Governance (ESG) concept with its operations in order to set standards for business conduct that will lead to achievement of shared value creation for all stakeholders in a balanced manner, and ultimately helps improve the quality of life and local community's economy as a part of sustainable growth in Thailand. In order to continuously develop Good Corporate Governance that complies with Corporate Code for Listed Companies set by the Securities and Exchange Commission and international practices on Good Corporate Governance, OR has formulated its Good Corporate Governance, Ethical Standards and Code of Business Ethics Handbook for its Board of Directors, Management and employees to adhere to as a guidance in performing their duties, whilst focusing on compliance with laws, customs, traditions, and culture of the countries of OR's investment.

Vision

Leading Thai Global Brand Enriching Community Values through Oil, Retail, and Related Businesses.

Mission

To conduct integrated oil, retail, and related businesses both domestic and international as a globally recognized company, which creates values and engages all stakeholders.

Part 1 General Statement

The mission to create values for all stakeholders are as follows:

To the country	Driving economic growth in a sustainable way through oil, retail and related businesses
To community and society	Maintaining a good standing corporate status in society by exercising environmental stewardship and helping to improve the quality of life for community and society
To shareholders	Operating profitable business and expanding businesses globally that lead to sustainable growth while generating optimum returns
To customers	Ensuring customer satisfaction and loyalty by delivering world-class quality products and services at fair prices
To business partners	Conducting fair business practice with all partners while promoting trust, relationship, and cooperation to expand business capability and increase efficiency in long-term business partnership
To employees	Promoting capability, building professionals

Part 1 General Statement

Corporate Value - SPIRIT



Synergy

Performance Excellence

Innovation

Responsibility for Society

Integrity and Ethics

Trust and Respect

Principles and Mechanism for OR' s Good Corporate Governance, Ethical Standards and Code of Business Ethics Handbook

OR personnel at all levels must commit to and abide by OR Corporate Governance, Ethical Standards and Code of Business Ethics Handbook as the discipline of their daily operation. In case a failure to comply with these principles is discovered and is confirmed by the results of a fair investigation, OR shall take disciplinary and/or legal action as appropriate in compliance with OR's personnel management rules and regulations, including other relevant requirements, orders, and practices.

Hierarchical superiors in each department are responsible for overseeing and supporting their subordinates to strictly follow OR Corporate Governance, Ethical Standards and Code of Business Ethics Handbook.

In case of violation, the behavior of such violation, intention or intent, motive, age, record, position, duty and responsibility of the violator, including the damage and other significant reasons shall be taken into consideration.

Part 1 General Statement

OR personnel who comply with their professional codes of ethics, e. g. , engineers, accountants, doctors, pharmacists and lawyers, must strictly adhere to their professional ethics as a part of OR's Ethical Standards and Code of Business Ethics Handbook.

OR personnel must always keep in mind that OR cannot specify written guidelines for every behavior, event, or circumstance in the Code of Ethics Handbook. If OR personnel encounter difficulties in decision making or operation, they shall first employ their own judgment before proceeding by asking the following questions:

- Is it against the law?
- Is it against OR's policies?
- Is it against OR's values or corporate culture?
- Could there be any adverse effects on OR's stakeholders?
- Could there be any adverse effects on OR's reputation?
- Could there be any undesired corporate culture in the future?

If the answer to any of the above questions is “yes” , they should refrain from the action. Should any employees have doubts whether a certain action complies with good practices or code of ethics presented in this Handbook, they should seek advice from colleagues, supervisors, or Directors. The supervisors are responsible for advising their subordinates. Inquiries to the Corporate Governance Department is another option.

Whistleblowing Policy

OR expects all personnel to monitor the compliance with OR's Corporate Governance, Ethical Standards and Code of Business Ethics Handbook, and encourages all personnel to raise their questions and concerns. In addition, OR personnel can report any misconduct or non-compliance, or send their enquiry to the Corporate Governance Department, the Internal Audit Department, or Executive Vice President of Organization Development Department. Every enquiry will be treated fairly, transparently, with due care and fair judgment and response will be provided in a timely manner. Whistleblowers will be protected both during and after the investigation.

Complaint Channels on Business Ethics

In case of violation or non-compliance with OR's Corporate Governance, Ethical Standards and Business Ethics Handbook, any enquiry or complaint can be sent to the following channels:

Website www.pttor.com

E-mail pttorvoice@pttor.com

Mail Vice President, Internal Audit
Vice President, Corporate Governance or
Executive Vice President of Organization Development Department or
President and Chief Executive Officer or
Chairman of the Audit Committee or
Chairman of the Board

PTT Oil and Retail Business Public Company Limited
555/2 Energy Complex Building B, 12th Floor,
Vibhavadi Rangsit Rd., Chatuchak, Chatuchak,
Bangkok 10900, Thailand.

Part 2 Good Corporate Governance

Definition and Meaning

Good Corporate Governance is a management structure and mechanism within the organization to create relations among OR' s Board of Directors, Management, employees, shareholders, and stakeholders to

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|-------------------------------------|---|
| 1. Accountability | Responsibility for one's own decisions and actions, ensuring they can be explained and clarified. |
| 2. Responsibility | Efficient performance of duties and to the best of one's abilities. |
| 3. Equitable Treatment | Fair and equitable treatment of all stakeholders. |
| 4. Transparency | Ensuring corporate operations can be examined and information is disclosed to relevant parties. |
| 5. Vision to Create Long-term Value | Looking towards the future to create long-term added value and sustainable growth. |
| 6. Ethics | Compliance of business ethics and Code of Conduct. |

The Importance of Good Corporate Governance

1. To establish a transparent management system of international standards in order to strengthen OR's competitiveness, as well as protect against and eliminate any conflicts of interest.
2. To build confidence among domestic and foreign investors by encouraging communication between OR and its stakeholders, and to maximize the value of the company's shares.
3. To provide a tool to measure OR's performance and monitor its operations to improve efficiency.
4. To build a responsibility framework of the Board and Management towards all stakeholders and the Management's delegated authorities.

Duty and Responsibility of the Board, Management, and Employees

OR's Board of Directors, Management, and employees all play a crucial part in promoting the Company's Good Corporate Governance, in order to achieve OR's business objectives, enhance competitiveness, and operate with integrity, transparency, accountability, and sustainable values, using 6 pillars of Good Corporate Governance; Accountability, Responsibility, Equitable Treatment, Transparency, Vision to Create Long-term Value and Ethics.

In addition, the Board, Management, and employees also help pushing the Company towards transparent management, in order to build more trust, confidence, and business strength to achieve OR's goals. OR strives to be an organization of ethics, social and environmental responsibilities, as well as sustainable values to all stakeholders, delivered through the integration of Governance (G), Risk Management (R), and Compliance (C) as follows:

1. Adoption of OR's principles and international standards of Good Corporate Governance, Risk Management, Internal Control, and compliance with laws and regulations of OR in its business operation. This also includes anti-fraud and corruption in all forms, as well as the integration between various organization management, such as risk management strategy planning integration for both organizational and operational levels.
2. Cultivation of corporate culture, awareness towards Good Corporate Governance, Risk Management, Internal Control, and laws and regulations compliance. Communication regarding this matter shall be made in a regular and timely matter to all OR personnel.
3. Review and revision of efficiency and effectiveness of the process on a regular basis. Any incidents or actions found inconsistent with or against the laws and regulations of the Company shall be reported immediately to the

relevant department for prompt corrective action, which may help reduce the negative impact it might cause the Company.

4. Support and encouragement on the use of Information Technology and Digital Asset to increase more channels and opportunities to develop Good Corporate Governance, Risk Management, Internal Control, and laws and regulations compliance with more effectiveness and efficiency.

Part 2 Good Corporate Governance

Good Practices according to Good Corporate Governance Principles

OR's Board of Directors has prioritized the following 8 Corporate Governance principles as their guidelines:

1. Establish clear leadership role 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 control
7. Ensure financial integrity and information disclosure
8. Ensure engagement and communication with shareholders

1. Establish Clear Leadership Role and Responsibilities of the Board

1.1 The Board shall demonstrate a thorough understanding of its leadership role, assume its responsibilities in overseeing the company and strengthen good governance including:

- defining objectives
- determining means to attain the objectives
- monitoring, evaluating, and reporting on performance

1.2 To achieve sustainable value creation, the Board shall exercise its leadership role and pursue the following governance outcomes:

- competitiveness and performance with long-term perspective
- ethical and responsible business
- good corporate citizenship
- corporate resilience

In this regard, the Board will adhere to the following guidelines:

1.2.1 In evaluating the performance of the company, the Board shall not just consider the Company's financial results but also take into account non-financial performance such as its ethical performance and impact on stakeholders, society and the environment.

1.2.2 The Board shall assume a leadership role in creating and driving a culture of compliance and ethical conduct throughout the company, and lead by example.

1.2.3 The Board shall ensure the formulation of written policies and guidelines, such as Codes of Ethics and Business Conduct, applicable to all directors, executives, employees and staff of the Company.

- 1.2.4 The Board shall ensure effective implementation including regular communication of the Company's policies and guidelines to all directors, executives, employees, and staff. The Board should ensure adequate mechanisms are in place for monitoring, reviewing, and reporting compliance with the Company's policies and guidelines.
- 1.3 The Board shall ensure that all directors and executives perform their responsibilities in compliance with their fiduciary duties, and that the Company operates in accordance with applicable law and standards. The Board is responsible for the implementation of adequate systems and controls to ensure that the Company complies with applicable law and standards for specified matters, including material investment, related party transaction, acquisition/disposal of assets, and dividend payment decisions.
- 1.4 The Board shall demonstrate a thorough understanding of the division of Board and Management responsibilities. The Board shall also clearly define the roles and responsibilities of Management and monitor Management's proper performance of its duties.
- 1.4.1 The Board shall adopt a charter that clearly sets out the roles and responsibilities of the Board and Management. The charter should be reviewed on a yearly basis.
- 1.4.2 The Board shall have the composition, qualifications, scope of authority, responsibility and the term as specified in the Board of Directors Charter.
- 1.4.3 The Board is responsible and accountable for the overall affairs of the company but may delegate day-to-day management duties. The Board must provide written directions to Management that clearly set out Management's responsibilities.

Division of Board and Management's responsibilities are as follows:

Matters for which the Board has primary responsibility

Matters for which the Board has primary responsibility are matters that the Board should fully consider. Some matters may be decided following recommendation by Management section as deemed appropriate.

- (1) Defining objectives and business model
- (2) Developing culture of compliance and ethical conduct and lead by example
- (3) Strengthening an effective Board structure and practices conducive for achieving the Company's objectives
- (4) Ensuring suitable CEO selection, remuneration, development, and performance evaluation
- (5) Ensuring appropriate compensation architecture that supports achievement of the Company's objectives

Matters involving shared responsibility of the Board and Management

Matters involving shared responsibility of the Board President and President and Chief Executive Officer and Management are matters requiring joint consideration between the Board and Management. The Board must closely monitor these matters and seek regular reports from management.

- (1) Formulating and reviewing policies and strategies, plans and targets
- (2) Ensuring robust system for Risk Management and internal control
- (3) Clearly defining Management's responsibilities
- (4) Overseeing appropriate policies and plans for resource allocation, including HR, IT, and budgeting

- (5) Monitoring and evaluating financial and non-financial corporate performance
- (6) Ensuring integrity of financial and non-financial information disclosure

Matters that the Board shall delegate to others

Matters that the Board assign other persons to act on behalf of the Board are matters in which the Board should refrain from active involvement in normal circumstances.

- (1) Engaging in activities which under normal circumstances are not expected roles of the Board, including day-to-day management and decisions (such as procurement and staffing), ongoing monitoring that conduct and operations are in compliance with the Company's policies, strategies, plans, and applicable law and standards.
- (2) Not getting involved in or influencing matters in which a director may have vested interests.

2. Define Objectives that Promote Sustainable Value Creation

2.1 The Board shall define objectives that promote sustainable value creation and governance outcomes as a framework for the operation of the Company.

2.1.1 The Board shall ensure that the Company has clearly defined objectives that support the company's business model. The Board should ensure company-wide communication of the objectives, for instance, in the form of the Company's vision and values, or principles and purposes.

2.1.2 The Board shall ensure that the Company's objectives lead to the business model for sustainable value creation.

Part 2 Good Corporate Governance

- 2.1.3 The Company's values should reflect characteristics of Good Corporate Governance, such as accountability, integrity, transparency, and due consideration of social and environmental responsibilities.
- 2.1.4 The Board should promote a good corporate governance culture and strive to have the Company's objectives embedded in company-wide decision-making and conduct through effective communication and leading by example.
- 2.2 The Board shall ensure that the Company's annual and/or medium-term objectives (3-5 years), goals, strategies, and plans are consistent with the long-term objectives, while utilizing innovation and technology effectively.
 - 2.2.1 The Board shall ensure that the Company's annual and medium-term (3-5 years) objectives, goals, strategies, and plans correlate and align with the Company's long-term objectives, while considering the business environment, opportunities, and the Company's risk appetite. The Board should ensure that the Company's medium-term objectives, goals, strategies, and plans are annually reviewed and updated as appropriate.
 - 2.2.2 The Board shall ensure that the Company's strategies and plans take into account all relevant factors influencing the value chain, including the company's ecosystem, risks, resources, competitiveness, and stakeholders. The Board should ensure that a mechanism for stakeholder engagement is in place.
 - 2.2.3 When developing strategies and plans, the Board shall promote innovation and the use of technology to enhance competitiveness, respond to stakeholder concerns and expectations, and meet social and environmental responsibilities.

2.2.4 In considering the approval of the Company's targets (financial and non-financial), the Board should ensure that they are suitable to the company's business profile, and they do not cause the Company to engage in illegal or unethical conduct.

2.2.5 The Board shall ensure effective communication of the Company's objectives, goals, strategies, plans, and targets throughout the Company.

2.2.6 The Board shall ensure proper resource allocation and effective systems and controls, and monitor the implementation of the Company's strategies and plans.

3. Strengthen the Board's Effectiveness

3.1 The Board shall be responsible for determining and reviewing the Board structure, in terms of size, composition, and the proportion of independent directors to ensure its leadership role in achieving the Company's objectives.

3.1.1 The Board should establish a skills matrix to ensure that the Board consists of directors with appropriate and the necessary qualifications, knowledge, skills, experience, character traits, with an appropriate gender and age balance and diversity to achieve the objectives of the Company and stakeholder interests. At least one of the non-executive directors should be experienced and competent in oil and/or retail business.

3.1.2 Each director must be qualified under the Public Company law and the Standard Qualifications for State Enterprise Directors and Employees law. Each director must have no record of suspicion concerning any behavior against the fiduciary duty for public company

limited under the law or the regulations and notifications announced by the Securities and Exchange Commission.

3.1.3 The proportion between executive directors and non-executive directors should support proper checks and balances, whereby:

- (1) the majority of the Board should be non-executive directors who exercise objective and independent judgement;
- (2) the number and qualifications of the independent non-executive directors should reflect applicable legal requirements, as well as other qualifications as required by the Securities and Exchange Commission or the Securities Exchange of Thailand or OR (as defined in the Appendix. The Board shall ensure that the independent directors and the entire Board can fulfil its role and responsibilities efficiently and in the best interest of the company while exercising objective and independent judgement. Independent directors must freely express their opinion in meetings as specified in Roles and Responsibilities of OR Independent Directors (in the Appendix).

3.1.4 The Board shall explicitly disclose in the Company's annual information disclosure/56-1 One Report and on the website its diversity policies and details relating to directors, including directors' age, gender, qualifications, experience, shareholding percentage, years of service as director, and director position in other listed companies.

3.2 The Board shall select an appropriate person as the Chairman and ensure that the Board composition serves the best interest of the company, enabling

the Board to make its decisions as a result of exercising independent judgement on corporate affairs.

3.2.1 The Chairman of the Board should be an independent director.

3.2.2 The Chairman's roles and responsibilities are different from those of the President and Chief Executive Officer. The Board should clearly define the roles and responsibilities of both positions. To ensure effective checks and balances of power, the two positions should be held by different individuals.

3.2.3 The Chairman is responsible for leading the Board. The Chairman's duties should at least cover the following matters:

- (1) Oversee, monitor, and ensure that the Board efficiently carries out its duties to achieve the Company's objectives.
- (2) Ensure that all directors contribute to the company's ethical culture and Good Corporate Governance.
- (3) Set the Board meeting agenda by discussing with the President and Chief Executive Officer which important matters should be included.
- (4) Allocate sufficient time for Management to propose topics and for directors to debate important matters thoroughly. Encourage directors to exercise independent judgement in the best interest of the company.
- (5) Promote a culture of openness and debate through ensuring constructive relations between executive and non-executive directors, and between the Board and Management.

3.2.4 If the roles and responsibilities of the Chairman and the President and Chief Executive Officer are not clearly separated, for instance, when the Chairman and the President and Chief Executive Officer are the same person, the Chairman is not an independent director, the Chairman and the President and Chief Executive Officer are family members, or the Chairman is a member of the management team or has been assigned a management role, the Board shall ensure the balance of power and authority of the Board and between the Board and management by:

- (1) having the Board comprise a majority of independent directors, or
- (2) appointing a designated independent director to participate in setting the Board meeting agenda.

3.2.5 The Board shall appoint relevant sub-committees to review specific matters, to screen information, and to recommend action for Board approval. However, the Chairman of the sub-committees should be an independent director.

3.2.6 The Board shall establish the policy that the tenure of an independent director should not exceed a cumulative term of nine years from the first day of service. Upon completing nine years, an independent director may continue to serve on the Board, subject to the Board's rigorous review of his/her continued independence.

3.2.7 The Board shall disclose the roles and responsibilities of the Board and the sub-committees, the number of meetings and the number of directors participating in meetings in the previous year, the Board and sub-committees' performance.

- 3.3 The Board shall ensure that the policy and procedures for the selection and nomination of directors are clear and transparent resulting in the desired composition of the Board. When proposing director remuneration to the shareholders' meeting for approval, the Board should consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, linked to their individual and company performance, and provide incentives for the Board to lead the company in meeting its objectives, both in the short and long terms.

If the Board appoints any person to consult with the nomination and remuneration committee, that consultant's information should be disclosed in the 56-1 One Report, including information regarding independence and any conflicts of interest.

- 3.4 The Board shall ensure that all directors are properly accountable for their duties, responsibilities, and allocate sufficient time to discharge their duties effectively.

3.4.1 The Board shall ensure that there is a mechanism to support directors in understanding their roles and responsibilities.

3.4.2 OR directors shall serve in a director position for a state enterprise and/or a juristic person as follows:

- (1) Serving in a director position for no more than three state enterprises and/or juristic persons shared by a state enterprise
- (2) Serving in a director position for no more than three companies listed in the Stock Exchange of Thailand, which must not contradict the criteria in (1)

The total number of director positions in (1) and (2) must not exceed five.

3.4.3 The Board shall ensure reporting and public disclosure of directors assuming or holding positions at other companies.

3.4.4 The Board shall ensure that the Company's policies prohibit and prevent a director from creating a conflict of interest with the Company, including by using the Company's assets, information or opportunities for his or her own benefit, as a result of having or taking a director or management position, or having or creating vested interests, both directly and indirectly, in other companies. Information about a director's other directorships and positions should be reported to shareholders as appropriate.

3.4.5 The Board shall fully devote its time and efforts to concentrating on OR's operation and shall regularly attend meetings, at least once a month or as deemed necessary. Each director should attend not less than 75 percent of all Board meetings. The Corporate Secretary shall coordinate the meetings and prepare necessary documents and invitations. The quorum shall comprise at least half of the total number of directors.

3.4.6 If a director is necessarily unable to attend a meeting, a written notice must be submitted to the Chairman of the Board. If a director is absent from more than three consecutive Board meetings without an acceptable reason, it shall be interpreted as unwillingness to act as a director of OR.

- 3.4.7 Any director who may either have interest or involvement in any item on the agenda must not vote or express views on that item and/or shall leave the meeting room when it is discussed.
- 3.5 The Board should ensure that the company's governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate, as specified by OR regulations regarding investment criteria and management of investment budget and investment governance directions of OR Group B.E. 2561.
- 3.6 The Board should conduct a formal annual performance evaluation of the Board, its sub-committees and each individual director. The evaluation results should be used to strengthen the effectiveness of the Board.
- 3.6.1 The assessment comprises of
- (1) Assessment of the Board
 - (2) Assessment of Individual Director (Self-assessment)
 - (3) Individual Assessment of Other Directors (Cross-assessment)
 - (4) Self-assessment of the Sub-Committees
- 3.6.2 The performance evaluation results shall be reported to the Board and disclosed in the 56-1 One Report.
- 3.6.3 The Company may appoint an external consultant to assist in setting guidelines and providing recommendations for a Board assessment at least once every three years. This information should be disclosed in the 56-1 One Report.
- 3.6.4 The evaluation results should be used for ensuring that the directors collectively possess the right combination of knowledge, skills, and experience.

3.7 The Board should ensure that the Board and each individual director understand their roles and responsibilities, the nature of the business, the company's operations, relevant law and standards, and other applicable obligations. The Board should support all directors in updating and refreshing their skills and knowledge necessary to carry out their roles on the Board and Board committees.

3.7.1 The Board should ensure that newly appointed directors receive a formal and proper induction and all information relevant to their responsibilities and performing their duties, including details about the Company's objectives, the nature of the business, and the Company's operations.

The Board should ensure that directors regularly receive sufficient and continuous training and knowledge development e.g., courses offered by the Institute of Directors Association (IOD) and others, including in-house briefing by experts and consultant companies with helpful business data.

3.7.2 The Board shall possess knowledge and understanding of relevant law and standards, and other applicable obligations, risk factors, and the Company's business environment. The Board should receive accurate, timely and clear information, including timely and regular updates.

3.7.3 The Board shall have a thorough understanding of the laws, regulations, standards, the risks, and environment related to OR's business. The Board shall also be informed about the current situation on a regular basis.

3.7.4 The Board shall disclose training and knowledge development information of the Board in the 56-1 One Report.

3.8 The Board shall ensure that it can perform its duties effectively and have access to accurate, relevant and timely information. The Board should appoint a Corporate Secretary with necessary qualifications, knowledge, skills, and experience to support the Board in performing its duties.

3.8.1 The Board's meeting schedule and agenda should be set in advance and each director should receive sufficient notice to ensure attendance.

3.8.2 The number of Board meetings should be appropriate to the obligations and responsibilities of the Board and nature of the business, but the Board should meet at least six times per financial year. If the Board meetings are not held monthly, the Board should receive a report on the Company's performance for the months in which the Board does not hold a meeting, so that it can monitor management and the Company's performance continuously and promptly.

3.8.3 The Board shall have a mechanism that allows each Board member and management to propose the inclusion of relevant items on the meeting agenda.

3.8.4 Meeting documents should be sent to each director at least 7 days before the meeting. Except in the case of urgency to preserve the rights or benefits of the Company, the meeting may be notified by other means and the date of the meeting can be determined earlier than usual.

3.8.5 The Board shall encourage the President and Chief Executive Officer to invite key executives to attend the Board meetings to present details on the agenda items related to matters that they are directly

responsible for, and to allow the Board to gain familiarity with key executives and assist succession planning.

3.8.6 The Board shall have access to accurate, relevant, timely and clear information required for their respective roles from the President and Chief Executive Officer, Corporate Secretary, or designated executive. If necessary to discharge their responsibilities, the Board may seek independent professional advice at the Company's expense.

3.8.7 The independent directors shall hold their own meeting at least once a year and report their independence upon the appointment and on a yearly basis and disclose the results in the 56-1 One Report.

3.8.8 Non-executive directors should be able to meet as necessary at least once a year without the management team to debate their concerns and report the outcome of their meeting to the Company's President and Chief Executive Officer.

3.8.9 The quorum shall comprise at least two-third of the total number of directors.

3.8.10 The Board shall appoint the Corporate Secretary in accordance with the Securities and Exchange law. The responsibilities of the Corporate Secretary are to assemble documents for meetings, retain and submit a copy of the report of conflict of interests filed by directors or executives to the Chairman of the Board and the Chairman of the Audit Committee within 7 days. The Corporate Secretary shall oversee other tasks as directed by the Capital Market Supervisory Board in accordance with the Securities and Exchange law. The Chairman of the Board shall notify the appointment of the Corporate Secretary to the Office of the Capital Market Supervisory Board within 14 days.

3.8.11 The Board should appoint a Corporate Secretary with the necessary qualifications, knowledge, skills, and experience for performing his/her duties, including providing advice on corporate governance, legal, regulatory and administrative requirements, preparing Board meetings and other important documents, supporting Board meetings, and coordinating the implementation of Board resolutions. The Board should disclose the qualifications and experience of the Corporate Secretary in its 56-1 One Report and on the Company's website.

3.8.12 The minutes of the Board meetings must be clear and shall contain the resolutions of the meeting and the comments of the Board for reference.

3.8.13 The Corporate Secretary should receive ongoing training and education relevant to performing his/her duties. The Corporate Secretary is also encouraged to enroll on a Corporate Secretary certified program.

4. Ensure Effective CEO and People Management

4.1 The Board should ensure that a proper mechanism is in place for the nomination and development of the President and Chief Executive Officer and key executives to ensure that they possess the knowledge, skills, experience, and characteristics necessary for the Company to achieve its objectives.

4.1.1 The Board shall establish or assign the Nomination and Remuneration Committee to establish the criteria and procedures for nomination and appointment of the President and Chief Executive Officer.

4.1.2 The Board shall ensure that the President and Chief Executive Officer appoints knowledgeable, skilled, and experienced key executives. The Board or the Nomination and Remuneration Committee, together with

the President and Chief Executive Officer, should establish the criteria and procedures for nomination and appointment of key executives.

For smooth business continuity, the Board shall ensure that development and succession plan for the President and Chief Executive Officer and key executives are in place. The Board should request reporting on the implementation of the development and succession plans from the President and Chief Executive Officer at least once a year.

OR has developed a succession plan for personnel to assume higher positions, namely the President and Chief Executive Officer, Senior Executive Vice President or equivalent, and Vice President or equivalent.

4.1.3 The Board shall promote continuous development and education of the Chief Executive Officer and key executives relevant to their roles.

4.1.4 The principles for executives when taking the positions as committee, advisor, professional or other positions in other companies or other juristic persons, shall be as follows:

(1) In case the Chief Executives of the Company are appointed by the royal command or by the cabinet, according to any jurisdiction, to take other positions apart from working for OR, the chief executives shall notify the Board, which they are working for, of such appointment.

(2) In case the chief executives of the Company are appointed by government units, state-enterprises, NGO, or public education institutes to take the position as committee, member of a working group, specialist, professional, advisor or other positions apart

from working for OR, the chief executives shall notify the Board, which they are working for, of such appointment for their consideration and acknowledgement.

- (3) In case the Chief Executives of the Company are about to take the position as committee, member of a working group, specialist, professional, advisor, or other positions in other companies or other juristic persons apart from those provided in item (2) and not working for OR, the Chief Executives shall notify the Board, which they are working for, before accepting such appointment.
- (4) The executives and the employees who are not the chief executives of OR but subjected to item (1), (2) and (3) above shall notify the Chief Executives of OR for recognition and consideration, before accepting such appointment.

4.2 The Board, through the Nomination and Remuneration Committee, shall ensure that an appropriate compensation structure and performance evaluation are in place.

4.2.1 The Board shall ensure that the compensation structure rewards individual performance, incentivizes the President and Chief Executive Officer, key executives, employees and staff at all levels to act in support of the Company's objectives and values, and fosters long-term commitment by aligning incentives with future company performance through;

- (1) appropriate combination of salary and other short-term compensation (such as bonus) and long-term compensation (such as Employee Stock Ownership Plan)

- (2) ensure that the individual total compensation takes into account industry standards and company performance
- (3) predetermined and communicated performance evaluation criteria

4.2.2 Non-executive directors are responsible for determining the total compensation of, and performance evaluation criteria for the President and Chief Executive Officer. The non-executive directors should:

- (1) ensure that the President and Chief Executive Officer's performance evaluation is based on pre-determined criteria that have been communicated to the President and Chief Executive Officer in advance. The performance evaluation criteria should incentivize the President and Chief Executive Officer to perform his/her duties in support of the Company's objectives, values, and long-term sustainable value creation
- (2) perform the annual performance evaluation of the President and Chief Executive Officer, or delegate the remuneration committee to. The Chairman shall communicate the performance evaluation results (including development areas) to the President and Chief Executive Officer.
- (3) approve total annual compensation of the President and Chief Executive Officer, taking into consideration the performance of the President and Chief Executive Officer and other relevant factors.

4.2.3 The Board shall approve the performance evaluation criteria and overall compensation structure of key executives. In addition, the Board shall ensure that the President and Chief Executive Officer

evaluates the performance of key executives based on clear and predetermined performance evaluation criteria.

- 4.2.4 The Board should ensure that clear and predetermined performance evaluation criteria are in place for all employees and staff throughout the Company.
- 4.3 The Board shall consider its responsibilities in the context of the Company's shareholder structure and relationships, which may impact the management and operation of the Company.
 - 4.3.1 The Board shall demonstrate a thorough understanding of the Company's shareholder structure, which may be in the form of shareholders' agreement or the policies of the Group's parent company, which shall have its impact on the control and management of the Company.
 - 4.3.2 The Board shall ensure the agreement under clause 4.3.1 mentioned does not hinder the performance of the Board, such as having suitable successors to the position.
 - 4.3.3 The Board shall oversee that information is properly disclosed when there are any conditions with an impact on control over the Company.
- 4.4 The Board shall ensure the Company has effective human resources management and development programs, and that the Company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff.
 - 4.4.1 The Board should ensure that the Company is properly staffed, and that human resources management aligns with the Company's objectives and furthers sustainable value creation. All employees and

staff should be knowledgeable, properly motivated, and treated with respect and fairness in order to retain quality personnel for the Company.

4.4.2 The Board shall ensure that the company establishes a provident fund or other retirement plan, and require management to implement a training and development program for employees and staff that promotes financial literacy and educates employees on life path investments that are suitable for their age and risk.

5. Nurture Innovation and Responsible Business

5.1 The Board shall prioritize and promote innovation that creates value for the Company and its shareholders, together with benefits for its customers, other stakeholders, society, and the environment.

5.1.1 The Board should prioritize and promote a corporate culture that embraces innovation and ensure Management's inclusion of innovation in corporate strategy, operational development planning, and operation monitoring.

5.1.2 The Board shall nurture innovation that enhances long-term value creation for the business in a changing environment. Such innovation may include designing innovative business models, products and services, promoting research, improving production and operation processes, and collaborating with partners.

In addition, innovation should not facilitate or result in unethical, non-compliant or illegal conduct by individuals or the Company.

5.2 The Board shall encourage management to adopt responsible operations and incorporate them into the Company's operations plan. This is to ensure that

every department and function adopts the Company's objectives, goals, and strategies, applying high ethical, environmental and social standards, and contributes to the sustainable growth of the Company.

5.2.1 The Board shall encourage management to ensure that the Company's operations reflect the company-wide implementation of high ethical, environmental, and social standards, ensuring that appropriate company-wide policies and procedures are implemented to further the Company's objectives, goals and strategies in support of sustainable value creation. Policies and procedures for business conduct with fairness and respect adhering to stakeholders' rights should at least cover:

- (1) Responsibilities to employees, staff, and workers at least by adhering to applicable law and standards and providing fair treatment and respect for human rights, including a fair level of remuneration and other benefits, a level of welfare that is not less than the legal limit or over the legal limit where appropriate, health care, non-discrimination, safety in the workplace, access to relevant training, and potential skills development and advancement.
- (2) Responsibilities to customers by compliance to applicable law and standards, considering impact on health, safety of products and services, customer information security, sales conduct, after-sales service throughout products and services lifespans, and following up on customer satisfaction measurements to improve the quality of products and services. In addition, advertising and public relations must be handled responsibly, avoiding taking

advantage of or misleading the customers' understanding of the products and services offered by the Company.

- (3) Responsibilities to business partners by engaging in procurement and contracting with fair agreement conditions, providing access to training, developing potential and enhancing production and service standards, in line with applicable law and standards. This also includes supervising business partners to respect human rights, social and environmental responsibilities, and treat their employees, staff, and workers with fairness. Lastly, ensure that business partners have implemented sustainable and values-based business policies and procedures.
- (4) Responsibilities to the community by applying business knowledge and experience to develop and follow up on the success of projects that can concretely add long-term value to the community.
- (5) Responsibilities to the environment by preventing, reducing, and managing negative impact on the environment from all aspects of the Company's operations, including in the context of raw material use, energy use, water use, renewable resources use, rehabilitating the diversity of biology, waste management, and greenhouse gas emissions.
- (6) Fair competition by promoting ethical business conduct and not using anti-competitive practices to gain or protect a market position.
- (7) Anti-fraud and corruption by ensuring that the Company complies with applicable anti-fraud and corruption law and standards, and

implements, announces and reports on anti-fraud and corruption policies and practices to the public, including on its participation in private sector anti-corruption initiatives and certification programs. The Company shall consider joining anti-corruption associate in collaboration with other companies and business partners to establish and implement anti-fraud and corruption measures.

5.3 The Board shall ensure that Management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the Company to meet its objectives in a sustainable manner.

5.3.1 The Board shall have a thorough understanding of the Company's resource needs to support its business model and how available resources correlate.

5.3.2 The Board shall have a thorough understanding of how the business model affects resources optimization in support of ethical, responsible, and overall sustainable value creation.

5.3.3 The Board shall ensure that Management continuously reviews, adapts, and develops the Company's use and optimization of resources, considering internal and external factors to meet the Company's objectives.

5.4 The Board shall establish a framework for governance and management of Information Technology aligned with the Company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the achievement of the Company's objectives.

- 5.4.1 The Board shall ensure that the Company has an IT resource allocation policy with adequate and optimal investment in an allocation of IT resources, including setting guidelines in case of insufficient resources.
- 5.4.2 The Board shall ensure that the Company's risk management includes IT risk management.
- 5.4.3 The Board shall ensure that IT security policies and procedures are in place. The Company's governance of enterprise IT should cover:
 - (1) Compliance with relevant law and standards.
 - (2) An information security system to safeguard the confidentiality, integrity, and information availability, preventing the misuse of information and the unauthorized access and change to the information.
 - (3) Consideration of IT risks and risk mitigation policies, plans, and measures. For example, business continuity management, IT security, incident management, and IT asset management
 - (4) Proper allocation and management of IT resources, including criteria to identify IT priorities, that takes into consideration the Company's business model.

6. Strengthen Effective Risk Management and Internal Control

- 6.1 The Board shall ensure that the Company has effective and appropriate risk management and internal control systems aligned with the Company's objectives, goals, and strategies, complying with applicable law and standards.
 - 6.1.1 The Board shall be aware of the nature and scope of the Company's substantial risks and should approve the risk appetite accordingly.

- 6.1.2 The Board shall ensure the establishment and implementation of risk management policies that are consistent with the Company's goals, objectives, strategies and risk appetite. The risk management policies should support identification and prioritization of early warning signals of material risks. The risk management policies should be reviewed regularly.
- 6.1.3 The Board shall ensure that the Company's principal and substantial risks are identified through consideration of internal and external factors.
- 6.1.4 The Board shall ensure that the impact and likelihood of identified risks are assessed and prioritized, and suitable risk mitigation strategies and plans are in place.
- 6.1.5 The Board may assign responsibility to the Audit Committee or Sub-Committees to assist the Board in its oversight functions related to guidelines no. 6.1.1 – 6.1.4.
- 6.1.6 The Board should regularly monitor the effectiveness of the Company's risk management.
- 6.1.7 The Board shall ensure and monitor that the Company complies with relevant and applicable law and standards, whether domestic or international.
- 6.1.8 The Board shall consider the results of internal controls and risk management at its subsidiaries and businesses in which it has a significant investment (between 20 percent to 50 percent of shares with voting rights). The Board shall bring the internal control and risk management assessment result as a part of consideration under 6.1.1 – 6.1.7

Part 2 Good Corporate Governance

- 6.2 The Board shall establish an Audit Committee that can act effectively and independently. The Audit Committee have qualifications, scopes of authority and responsibility and terms of office as specified in OR regulation regarding audit committee and internal audit department.
- 6.2.1 The Board shall ensure that OR's procedures allow the Audit Committee to fulfil its duties and responsibilities to the fullest, including proper access to relevant OR staff at all levels, auditors, professional advisors, and information relevant and necessary to perform their duties.
- 6.2.2 The Board shall ensure the designation of an internal auditor or establish an independent internal audit function responsible for reviewing and improving the effectiveness of risk management and internal control systems, and reporting review results to the Audit Committee. The result of the internal audit review must be disclosed in the Company's the 56-1 One Report.
- 6.2.3 The Audit Committee shall express its opinion on the adequacy of the company's internal control and risk management systems and disclose its opinion in the Company's 56-1 One Report.
- 6.3 The Board shall manage and monitor conflicts of interest that might occur between the Company, Management, directors, and shareholders. The Board shall also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.
- 6.3.1 The Board shall establish an information security system, including appropriate policies and procedures, to protect confidentiality, integrity, and availability of business information, including market

sensitive information. The Board shall monitor the implementation of the information security policies and procedures and the adherence to confidentiality requirements by insiders, including directors, executives, employees and staff, and professional advisors, such as legal or financial advisors.

6.3.2 To prevent insider trading, the Board, Management of Vice President level above in accounting or finance, as well as those with access to information are to strictly observe the following measures:

- (1) Directors and Management of Vice presidents level above in accounting or finance, as well as employees with access to undisclosed internal information and the information with effect on securities price and value are not allowed to use the abovementioned information for purchasing, selling, offering to purchase, offering for sale or suggesting others to purchase, sell, offer to purchase or offer for sale Company's securities both directly or indirectly whether it benefits themselves or others.
- (2) Directors, Management, and employees, both present and former ones are to keep confidential the company's internal data they know from their duties. They are not allowed to seek benefits from the said information in a wrong way or reveal to the public.
- (3) Directors, Management, and employees have the duties to abide by the internal information utilization direction specified in the Securities and Exchange Act B.E. 2535 (including additional amendments), guidelines for managing confidential information that affects securities price as well as other related rules and the Company's internal data usage protection policy.

- (4) Directors, Management, and their spouses or underage children are forbidden to purchase or sale OR shares within 45 days (for quarterly financial statements) and 60 days (for the annual financial statements). In this regard, securities or derivatives related to the listed company must not be traded until after a period of 24 hours since the disclosure of such information to the public. In case of necessity, they must notify Corporate Secretary at least 2 days in advance using the form specified in OR's Good Corporate Governance Handbook.
- (5) It is forbidden to disclose such information that may affect OR share price to external or unrelated parties.

6.3.3 The Board shall disclose any changes in theirs, their spouses, and their underage children's securities holdings in accordance with the regulations established by the Securities and Exchange Commission and provide the report of such changes to the Board of Directors' Meeting and shall be disclosed in the Annual Information Disclosure and the 56-1 One Report.

6.3.4 The Board shall ensure management and monitoring of conflict of interest situations and transactions. The Board shall also establish clear guidelines and procedures for disclosure and decision-making in conflict of interest situations in accordance with law and regulations and the benefit of the Company and shareholders as a whole. No stakeholders shall be involved in decision making of this matter.

6.3.5 The Board shall set requirements for all directors to report conflicts of interest in relation to any meeting agenda item at least before consideration for such meeting agenda is commenced, and record the

reported conflict of interest in the meeting minutes. The Board shall also ensure that all directors with a conflict of interest in relation to an agenda abstain from being present for discussion of or voting on that agenda item.

6.4. The Board shall establish a clear anti-corruption policy and practices and strive to communicate its anti-corruption implementation and practices to all stakeholders, both internal and external.

6.4.1 The Board must have an effective system supporting anti-corruption to make sure that administrative department is aware and prioritize anti-corruption and follow the measures.

6.4.2 The Board shall ensure company-wide awareness and implementation of the Company's anti-corruption policy and practices, and compliance with applicable law and standards.

6.5. The Board shall establish a mechanism for handling complaints and whistleblowing.

6.5.1 OR expects all personnel to monitor the compliance with OR's Corporate Governance, Ethical Standards and Code of Business Ethics Handbook, and encourages all personnel to raise any questions and concerns they may have regarding these policies. In addition, personnel can report any misconduct or non-compliance, or send their enquiry to Corporate Governance Department, the Internal Audit Department, or the Executive Vice President of Organization Development Department.

6.5.2 The Board shall oversee that an effective mechanism is in place to record, track, resolve, and report complaints and feedback. The Board shall ensure the availability of more than one convenient complaint

channels, and that stakeholders are made aware through the Company's website or the 56-1 One Report of all channels available for complaints.

6.5.3 The Board shall ensure that the company has a clear whistleblowing policy, including designated whistleblowing channels for reporting of suspected wrongdoing, such as through the Company's website, e-mail, designated independent directors or the Audit Committee. The Board shall ensure proper and effective handling of whistleblowing complaints, including the investigation, any remedial action, and reporting to the Board.

6.5.4 The Board shall ensure whistleblowers are protected from retaliation as a result of their good faith whistleblowing activities. Every enquiry will be treated fairly, transparently, with due care and fair judgment and responses will be provided in a timely manner. Whistleblowers will be protected both during and after the investigation.

7. Ensure Financial Integrity and Information Disclosure

7.1. The Board must ensure the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements.

7.1.1 The Board shall ensure that any person involved in the preparation and disclosure of any information of the company has relevant knowledge, skills and experience, and that sufficient resources, including staffing, are allocated.

7.1.2 When approving information disclosure, specifically financial reports/statements, the Board should consider all relevant factors as follows:

- (1) The evaluation results of the adequacy of the internal control system
- (2) The external auditor's opinions on financial reporting, observations on the internal control system, and any other observations through other channels (if any)
- (3) The Audit Committee's opinions
- (4) Consistency with the Company's objectives, strategies, and policies

7.1.3 The Board shall ensure that information disclosure, including financial statements, the 56-1 One Report reflect the Company's financial status and performance accurately and fairly. The Board shall promote the inclusion of the Management Discussion and Analysis (MD&A) in quarterly financial reports in order to provide investors more complete and accurate information about the Company's financial status, performance and circumstances.

7.1.4 For disclosures related to any individual director, that director should ensure the accuracy and completeness of the information disclosed to the Company, such as shareholders' information and any shareholders' agreement (if any).

7.2. The Board shall monitor the Company's financial liquidity and solvency.

7.2.1 The Board shall ensure that management regularly monitors, evaluates and reports on the Company's financial status. The Board and Management should ensure that any threats to the Company's financial liquidity and solvency are promptly addressed and remedied.

- 7.2.2 The Board shall ensure that it does not consciously approve any transactions or propose any transactions for shareholder approval which could negatively affect business continuity, financial liquidity, and solvency.
- 7.3. The Board shall ensure that risks to the financial position of the Company or financial difficulties are promptly identified, managed, and mitigated, and that the Company's governance framework provides consideration for stakeholders' rights.
 - 7.3.1 In the event of financial risk or difficulties, the Board shall enhance monitoring of the affairs of the Company, and duly consider the Company's financial position and disclosure obligations.
 - 7.3.2 The Board shall ensure that the Company has sound financial mitigation plans that consider stakeholders' rights and creditors' rights. The Board shall monitor Management's handling of financial risk or difficulties and seek regular reports.
 - 7.3.3 The Board shall ensure that any actions to improve the Company's financial position are reasonable and made for a proper purpose.
- 7.4. The Board shall ensure sustainability reporting as deemed appropriate.
 - 7.4.1 The Board shall consider and report data on the Company's compliance and ethical performance, anti-corruption, its treatment of employees and other stakeholders, fair treatment and respect for human rights, and social and environmental responsibilities, using a report framework that is proportionate to the Company's size and complexity and meets domestic and international standards. The Company can disclose this information in the 56-1 One Report and in separate reports as deemed appropriate.

7.4.2 The Board shall ensure that the Company's sustainability reporting reflects corporate practices that will lead to sustainable value creation of the Company.

7.5. The Board shall ensure the establishment of a dedicated Investor Relations function responsible for regular, effective, fair, and timely communication with shareholders and stakeholders such as analysts and potential investors.

7.5.1 The Board shall establish OR's Communication and Disclosure policy to ensure that all information communication and disclosure of information are done in an appropriate, equal, and timely manner, using appropriate channels, while protecting the Company's sensitive and confidential information. The Board shall ensure company-wide thorough understanding and implementation of this communication and disclosure policy.

7.5.2 The Board shall set up an Investor Relations function responsible for communication with external parties. The designated Investor Relations contact should be suitable for the role, having a thorough understanding of the Company's business nature, its objectives, and values.

7.5.3 The Board shall ensure that the Management sets clear directions for and supports the Investor Relations function through a Code of Conduct, for instance, and clearly defines the roles and responsibilities of the Investor Relations function, ensuring effective communication and information disclosure.

7.6. The Board shall support the effective use of Information Technology in disseminating information, apart from the criteria and channels specified by the Stock Exchange of Thailand. The Board shall consider information disclosure in both Thai and English through channels like OR's official website in a regular manner, presenting current information to public. OR aims to disclose at least the following topics on the Company's website:

- (1) The Company's objectives and values
- (2) The Company's business nature and operations
- (3) List of the Company's Board of directors and of executives
- (4) Financial statements and reports about financial performance of both current and previous year
- (5) Downloadable version of the 56-1 One Report
- (6) Information and documents that the Company presents to the investors, fund managers, or other external media
- (7) Shareholding structure, both direct and indirect
- (8) The Company's group structure, including subsidiaries, affiliates, joint ventures, and special purpose enterprises vehicles (SPEs/SPVs)
- (9) Direct and indirect major shareholders, holding at least 5 percent of paid-in capital with voting rights
- (10) Direct and indirect shareholdings in the Company held by directors, major shareholders, and key executives of the Company

- (11) Invitation letters to the shareholders' ordinary and extraordinary meetings
- (12) The company's regulations, memorandum, and articles of association
- (13) The Company's Corporate Governance policy and related policies, including Anti-Fraud and Corruption, IT governance, Risk Management policy and various risk management methods
- (14) A charter or statement of duties and responsibilities, directors' qualifications, the Board's composition, terms, and authority of the Board and the sub-committees
- (15) Codes of ethics and business conduct, or contact person responsible for complaints, investor relations and the Corporate Secretary, such as the name of contact person or department, phone number, and email

8. Support Engagement and Communication with Shareholders

- 8.1. The Board shall ensure that shareholders can effectively engage in decision-making involving significant corporate matters.
 - 8.1.1 The Board shall ensure that significant corporate decisions are considered and/or approved by the shareholders, and that matters which require shareholder approval should be included in the agenda for the shareholders' meeting.
 - 8.1.2 The Board shall support participation of all shareholders through reasonable measures, including:
 - (1) Establishing criteria that allows minority shareholders to propose agenda items prior to shareholders' meetings. The Board will

consider shareholders' proposals to be included in the agenda, and if the Board rejects such proposal, the reasons should be clarified at the meeting.

(2) Establishing criteria for minority shareholders to nominate persons to serve as directors of the Company, and such criteria shall be disclosed to shareholders beforehand.

8.1.3 The Board shall ensure that the notice of the shareholders' meeting is accurate, complete, and sufficient for the shareholders to exercise their rights.

8.1.4 The Board shall ensure that the Company arranges the notice of the shareholders' meeting and related documents to the shareholders and posts on the Company's website at least 28 days prior to meeting.

8.1.5 Shareholders should be allowed to submit questions prior to the meeting. The criteria should be posted on the Company's website.

8.1.6 The notice of the shareholders' meeting and related documents should be fully translated into English and published at the same time as the Thai version.

The notice of the shareholders' meeting comprises of the following information:

(1) Date, time, and place of the meeting

(2) Meeting agenda, clearly specified whether it's the agenda for acknowledgement or approval, as well as clearly divided agendas relating the directors into listing of election of directors and approval of directors' remuneration.

(3) Objectives, reasoning, and opinions of the Board concerning

each agenda item, including:

- a. Approval or rejection of dividend payment: dividend payment policy, proposed dividend payment rate, including reasons and supporting information. In case of rejection, reasons and supporting information are also required.
 - b. Appointment of directors: name, age, gender, education, experience, the number of listed companies and other companies where they each hold directorial positions, the criteria and procedures for selection, and types of proposed directors. In case the proposed directors are those re-entering the same position, information regarding their participation in meetings in previous years and the date of original appointment as a director shall be disclosed.
 - c. Approval of directors' remuneration: the policy and criteria for determining each director's remuneration, both in monetary and non-monetary forms.
 - d. Appointment of external auditors: auditor's name and the auditor's firm, experience, independence, and audit and non-audit fees.
- (4) Proxy form and supporting documentation using the form specified by the Ministry of Commerce.
 - (5) Other supporting information, including voting procedures such as voting count and verification of voting results, voting rights of each class of shares, details concerning independent directors proposed by the Company to act as proxies for shareholders, documents shareholders are required to present before entrance to the meeting,

proxy documents, and meeting venue map.

8.2. The Board shall ensure that the shareholders' meetings are held as scheduled and conducted properly with transparency and efficiency which will allow all shareholders to fully exercise their rights.

8.2.1 The Board shall set the date, time, and place of the meeting by considering the convenience of shareholders such as allocating sufficient time for debate and choosing a convenient location.

8.2.2 The Board shall treat each shareholder equally regardless of gender, age, race, nationality, religion, beliefs, political opinions, or disabilities. If a shareholder cannot attend the meeting for any reason, the shareholder shall be entitled to appoint a proxy to attend the meeting.

8.2.3 Shareholders is entitled to appoint a proxy to attend meeting. Each shareholder has the rights to receive a proxy form and instructions to complete the form. Any proxy who submits a completed proxy form to the committee at the shareholders' meeting shall be allowed to attend the meeting and vote on behalf of the shareholder. Alternatively, a shareholder may appoint an Independent Director as his/her proxy and is entitled to request for the background and personal information of each Independent Director for their consideration.

8.2.4 The Board shall ensure no actions will limit or prevent attendance of the shareholders or places an undue burden on shareholders, such as requesting for identification requirements that exceed applicable legal and regulatory requirements. Moreover, all shareholders have the rights

- 8.2.5 For transparency and accountability, the Board shall promote the use of Information Technology to facilitate the shareholders' meetings, such as the registration, vote counting, and result presentation.
- 8.2.6 The Chairman of the Board is the Chairman of the shareholders' meeting with responsibility to ensure compliance with applicable legal requirements and the Company's articles of association, allocate sufficient time for consideration and debate of agenda items, and provide opportunity to all shareholders who wish to share their opinions or ask questions related to the Company.
- 8.2.7 To ensure the rights of shareholders to participate in the Company's decision-making of significant corporate matters, the directors who are shareholders shall not support the addition of more meeting agendas with no advance notice, especially agendas which require time for shareholders' consideration
- 8.2.8 All directors and relevant executives shall attend the meeting to answer questions from shareholders on corporate matters.
- 8.2.9 The shareholders shall be informed of the attending shareholders' number and proportion, both in person and through proxies, the meeting method, and the voting and vote counting methods prior to the meeting.
- 8.2.10 In case of multiple agenda items in one resolution, the Chairman of the meeting shall arrange separate voting for each item. For example, the shareholders may exercise their right to appoint individual directors in the director's appointment agenda.
- 8.2.11 The Board shall promote the use of ballots for voting on important, and designate an independent party to count the votes, audit and

disclose the voting results at the meeting with voting number clarification “for”, “against” and “abstain” votes. The voting results shall be included in the minutes of the meeting.

8.2.12 All the Board, including sub-committees and Corporate Secretary, shall attend the shareholders’ meeting, if no other important missions prevent them to. They shall answer questions and listen to shareholders’ opinions. All senior Management should also attend the meeting to answer any inquiries as well.

8.3. The Board shall ensure accurate, timely, and complete disclosure of the meeting resolutions and preparation of the meeting minutes.

8.3.1 The Board shall ensure the Company discloses the voting results on proposed resolutions at the shareholders’ meeting through both the designated Stock Exchange of Thailand channels and the Company’s website by the next business day.

8.3.2 The Board shall ensure that minutes of the shareholders’ meeting is submitted to the Stock Exchange of Thailand within 14 days from the shareholders’ meeting date.

8.3.3 The Board shall ensure the Company promptly prepares the minutes of the shareholders’ meeting with following information:

- (1) Attendance of directors, executives, and the proportion of attending directors
- (2) Voting and vote counting methods, meeting resolutions, and voting numbers (“ for” , “ against” , and “ abstain”) for each proposed resolution
- (3) Questions and answers during the meeting, including the identification of the persons asking and answering the questions.

Part 3 Code of Business Ethics

Definition

OR's Ethical Standards is a set of standards for decent behaviors of OR personnel.

OR's Code of Business Ethics is the code of behaviors that OR personnel should follow in order to maintain and promote OR's good reputation. The OR's Code of Business Ethics is a code of frameworks, standards, conducts and behaviors that all OR personnel, including the Board, Management, and employees at all levels in all units shall adopt when working and operating the business. They shall be applied consistently under the moral framework of honesty, creativity and equality in order to establish firm foundation and maintain OR's image as an organization with sustainable growth.

1. Ethics for Compliance with Laws and Regulations, and Human Rights Principles

Global society is governed by rules of law. Therefore, as each country that OR invests in or associates with has a different legal system, culture and traditions, the common Human Rights Principles are shared. OR and its personnel shall respect and operate in compliance with them, as well as adhere to the righteousness, fairness, and legitimacy.

Good Practices

1.1 OR personnel shall have thorough understanding and abide by laws related to his/her roles and responsibilities. In case of doubt, they must consult the Legal Department or other relevant departments. Do not proceed without taking legal advice or understanding.

1.2 When OR personnel perform their duties overseas, they must understand and keep themselves updated to the laws, traditions, customs and

Part 3 Code of Business Ethics

cultures of their destination countries before departure to ensure that merchandise, samples, all belongings such as travel documents, objectives of the trip, and designated tasks are legitimate and culturally acceptable.

1.3 OR shall systematically gather the information regarding laws, government rulings, and regulations for OR personnel to study, and provide appropriate legal training for OR personnel if necessary. OR shall support its personnel to have knowledge and understanding of laws and international Human Rights Principles relevant to its personnel appropriately, ensuring their understanding is sufficient for their work performance.

1.4 OR shall strictly abide by Human Rights Principles and provide its personnel with education and understanding of Human Rights Principles in order that they can apply such principles in their work. OR shall not support any business that violates Human Rights Principles to avoid and reduce the impact of violations of all stakeholders which may affect the Company's business both directly or indirectly throughout the duration of its operation, namely before, during, and after its operation, mergers, acquisitions, and termination of the business.

1.5 OR shall supervise its personnel at all levels to comply with relevant laws, rules, and regulations, as well as strictly comply with international Human Right Principles. OR shall promote respect for human dignity, the rights of freedom, and equal treatment towards others. OR supports non-discrimination against differences such as race, ethnicity, age, sex, sexual orientation, religion, skin color, and language etc.

2. Ethics for Anti-Money Laundering

OR raises the awareness towards the importance of national and international laws on Anti-Money Laundering and prevention of terrorism financing. Therefore,

Part 3 Code of Business Ethics

OR has established the practices that conform to the laws and regulations of the Anti-Money Laundering Act and Terrorism Finance, aiming to prevent itself at all times from falling into any cycle of money laundering, terrorism financing, and proliferation of mass destruction weapons. OR places great importance on stringent monitoring and reporting to responsible authorities any sign of misconduct or unlawful acts. Concurrently, accurate accounts and records of all transactions, financial facts and assets are to be professionally and properly maintained as stipulated by applicable national and international laws.

Good Practices

2.1 OR personnel are required to strictly comply with applicable national and international laws, rules and regulations in respect of the Anti- Money Laundering and Combating the Financing of Terrorism in every region or country where they conduct business.

2.2 Before engaging in business, OR personnel are to be reminded to obtain fundamental facts regarding customers or trading partners they are dealing with. Such facts include basic business information regarding the directors and the person with authorized signatories, rules and regulations, business objectives, as well as business relationships with OR. The information can be obtained from available government documents or those issued by trustworthy independent organizations in order to prevent OR from being used as an intermediary in money laundering or terrorism financing.

2.3 Fully co-operate with relevant agencies in complying with regulatory national and international measures to prevent and suppress money laundering and combat terrorism financing.

2.4 Refrain from any acts aimed at concealing or covering up any unlawful conditions in order to make them appear legal. The conditions include the

acquisition of any location, distribution right, transfer right, or any other rights which involve illegal activities according to the Anti-Money Laundering and Combating the Financing of Terrorism. Also, any behavior that supports the aforementioned acts must be avoided.

2.5 Caution must be taken when completing a transaction with any person or juristic person suspected of laws violation on money laundering and terrorism financing. The violations are, for example, offenses relating to drugs and sexuality (such as human-trafficking of women and children, female prostitution), public fraud, embezzlement and business fraud in financial institutions, malfeasance, any act of extortion, blackmail or any similar illegal wrongdoing, customs evasion according to customs law, offences relating to taxes under the Revenue Code, terrorism offences according to the Criminal Code gambling offences (only when charged for hosting or facilitating gambling activities), election fraud, and human trafficking.

3. Ethics for Political Support

OR is a politically neutral organization and does not support any political party, group, or politician at national, international or global level. OR supports its personnel to uphold the democratic regime of government with the King as Head of State, as well as activities that align with local governing system and encourages its personnel to exercise their political rights in compliance with law.

Good Practices

3.1 OR shall be a politically neutral organization with no policy to support any political parties, whether directly or indirectly. Direct or indirect utilization of OR's resources to support political activities of any political party, group or politician is prohibited. None can exploit OR's resources and/or premises for political

purposes.

3.2 OR encourages its employees to express, join, support and exercise their political rights outside office hours, using their personal resources only. OR personnel are prohibited from dressing in OR's uniforms or using any symbols which can indicate they identify as OR's personnel to attend meetings, rally, or any political activities, including the use of OR's authority, resources, capital or reputation for fundraising or political purposes.

3.3 OR does not support lobbying on inappropriate, unreasonable or unethical principles such as utilizing personal relationships or offering paybacks.

4. Ethics for Conflicts of Interest and Connected Transactions

OR personnel shall carry out their duties for the optimal benefits of the Nation and OR without any personal interest or influence from their relatives or close relationships, by neither seeking for their own benefit nor having the conflict of interest. OR personnel shall always consider their duty to avoid conflicts of interest. If a conflict of interest occurs, OR personnel shall refrain from involvement in such operation and a replacement will be sought to avoid any accusation of conflict of interest or abuse of authority for personal benefit that may damage OR. All OR personnel shall strictly comply with precautionary measures and disclosure policy as directed by OR.

Good Practices

4.1 OR personnel are prohibited from using personal influence or authority in executing transactions between OR and themselves, namely relatives, any partnership or relevant juristic persons beyond the ordinary welfare and benefits that OR personnel deserve. Exceptions may be made if conflict of interest is already disclosed, and approval is specifically granted or approval is obtained in principle.

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4.2 OR personnel and their relatives or relevant juristic persons may enter normal business agreements not influenced by OR personnel and such business terms and conditions shall be conducted at arm's length with OR or its subsidiaries. A report disclosing such Conflicts of Interest items with the Company must be made.

4.3 Any orders given for self-benefit are prohibited.

4.4 When agenda items are raised during the meetings, any person, among directors, executives, or attendees with a conflict of interest must abstain from voting, refrain from commenting or attend the meeting on that agenda to allow other attendees to consider, analyze, and discuss the item without the influence of such person.

4.5 The Board and executives shall consider connected transactions between OR and its subsidiaries or affiliates independently with prudence and honesty, ethically considering the benefits to OR.

4.6 OR personnel at all levels shall report every potential conflict of interest that may arise involving themselves and/or their relatives and any relevant juristic persons, using the designated form provided in this handbook. They shall report to their direct supervisor and submit the report to the Corporate Governance Department.

4.7 Directors, executives and the Company's auditors must report any conflict of interest with OR, its subsidiaries or affiliates, as well as their OR share holdings or those of connected persons in accordance with the rules and regulations established by the Securities and Exchange law.

4.8 Secondment to OR subsidiaries or affiliates is allowed with approval from supervisors, executives or directors, on a case-by-case basis. OR personnel shall not accept any temporary or permanent external engagements considered as competing with OR's business operations or that might cause any conflicts of

interest. Exceptions may be made with the specific approval of supervisors.

4.9 The hiring of OR personnel's relatives shall be undertaken on a transparent and fair basis as others with the same qualifications. OR personnel shall not intervene in, influence, or facilitate the hiring of their relatives.

5. Ethics for Confidentiality, Safeguarding, and the Use of Internal Information

Confidential information is not public information; it is information that would adversely affect or severely damage the Company or the Company's Group if disclosed to the public or competitors. Confidential information includes all information given in trust to OR from trade partners and customers. OR is responsible for maintaining the confidentiality of information and may only disclose it to authorized personnel. It is the duty of the possessing the information to strictly maintain confidentiality and safeguard the information.

Good Practices

5.1 OR shall establish appropriate levels of confidentiality and applicable procedures. OR personnel must understand each confidentiality level. OR personnel shall seal confidential information to keep it from being viewed by unauthorized OR personnel or the public, including adequate and appropriate security of personal data to prevent violations of legal rights.

5.2 OR personnel shall not disclose confidential information even after their retirement, resignation, or termination of their position at OR.

5.3 OR shall maintain customer and trade privacy. OR personnel shall not disclose private information to the public or other unauthorized OR personnel unless required by law, for court cases, or approved by the Board.

5.4 Internal information is operational and managerial confidential

information that is not yet ready to be disclosed to the public. If such information was disclosed, it would impact OR and its subsidiaries and affiliates in the Group, particularly the trading prices of OR shares on the stock exchange. OR personnel must maintain the confidentiality of internal information and shall not disclose, exploit for self-gain, or to affect OR's benefit.

5.5 OR personnel shall receive warning notices and details of campaigns regarding internal information, especially in relation to important situations such as the issue of company shares or debentures. OR personnel shall strictly comply with OR's Good Corporate Governance in terms of use of internal information.

5.6 When employing candidates who have previously worked with competitors or the government, OR shall enquire and study any confidential agreements the candidates may have had with their previous employers. OR shall not force the candidate to break their agreement with trade competitors or the government, which might give rise to consequent legal actions. Also, such employment must not contradict the relevant laws.

5.7 Information shall only be disclosed by authorized OR personnel. Unauthorized personnel have no rights to information disclosure. If any unauthorized person is requested to disclose information, a direct enquiry must be made to the authorized person to ensure the correctness and consistency of the disclosed information.

5.8 OR personnel shall retain information, both on paper and in an electronic format, for at least 10 years for future retrieval, unless there is other reasonable ground for different data management. For such documents that must be kept in compliance with the law, OR personnel shall consider the requirements on a case-by-case basis and safely destroy such documents when their retention period has expired.

6. Ethics for Practices with Customers

A customer is anyone who purchases goods and services from OR. A consumer is anyone who uses products and services manufactured and offered by OR. OR aims to foster customers and consumers' satisfaction by providing quality products and service at reasonable prices, as well as being accountable to both customers and consumers. In addition, OR personnel shall promptly, courteously and non-discriminatively provide services to customers and consumers.

Good Practices

6.1 OR is committed to developing high-quality products, providing quick services, and offering comprehensive range of products and services to continuously meet the needs of customers and consumers. OR personnel shall completely devote themselves to fully responding to customers' and consumers' requirements for good-quality products and services at a reasonable price, with fair terms and conditions without any restriction of consumers' fundamental rights.

6.2 OR must neither deceive nor mislead costumers or consumers regarding product or service quality. OR shall conduct detailed surveys or research studies of its products and services advertising. OR shall promote consumer's understanding towards its products and services without deception.

6.3 OR shall strive to develop the safety of its products and services, as safety is regarded with high importance. OR shall provide warning labels and product description, inspect safety on OR premises, and strictly and continuously encourage and train its personnel on consumer safety. OR will take responsibility when any accident occurs to consumers who use our products or services correctly.

6.4 OR personnel must report to their supervisors immediately when there are complaints and concerns from customers about the safety of goods and services. OR shall provide appropriate complaints channels for consumers, take

corrective action in a timely manner, considering the best interests of both consumers and its personnel. Moreover, errors and mistakes shall be utilized as lessons for future product and service development.

6.5 OR personnel shall identify and manage the risks associated with OR's products and services, complying with relevant the laws and standards. The impact regarding health, safety, and environment must also be controlled in the process of product and service development.

7. Ethics for Practices with Business Competitors

Business competitors are third parties with whom OR competes with liberal capitalism approach. Competition shall be fair, without information distortion, deception, or other malicious means of competition.

Good Practices

7.1 OR operates its business by free and fair competition. Untruthful accusations libel, unreasonable, or doubtful information to discredit competitors shall not be tolerated.

7.2 OR shall promote beneficial cooperation with its business competitors when it benefits consumers. Cooperation between OR and its business competitors shall not take the form of monopoly, trade cartels, decreasing the quality standards of products and services, or price fixing. OR personnel shall, in all circumstances, associate carefully with business competitors and their personnel and shall not disclose confidential information either intentionally or negligently to trade competitors.

7.3 Any merger or acquisition between OR and its business competitor shall be transparent and after such transaction, OR shall not use its dominant market power in any way that would harm the market and consumers' interests.

7.4 OR recognizes that antitrust and competition laws differ from country to country, and it is the duty of OR personnel to study and understand those laws, including OR's related policies. In case of doubt or uncertainty, OR personnel must seek advice from their supervisors or contact relevant professional authority such as law firms.

7.5 OR personnel shall be careful when dealing with business competitors or trading partners, including when exchanging information or comments in public forums or other associations which may be viewed as contravening antitrust and competition laws in the countries in which OR operates.

7.6 When OR personnel happen to be in a situation where it is possible to cross the line of non-compliance with antitrust and competition laws, they must expressly refuse to discuss such matters and immediately leave such conversation.

Nevertheless, support and cooperation with business competitors or trading partners can only be commenced within the framework of the law and must not be for monopoly revenue and market share allocation, deterioration in the quality and prices of goods and services, which will cause negative effects on consumers.

8. Ethics for Procurement and Practices with Trade Partners

OR regards procurement as an important process to support its business operation under Good Corporate Governance and thorough review as a state-owned enterprise. Trade partners are underscored with equitable treatment under fair competition for long-term business partnership. OR has defined Suppliers Sustainable Code of Conduct along with supply chain management to ensure that its business partners conduct their operation with business ethics, human rights respect, occupational health care and safety and sustainable environmental management.

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Good Practices

8.1 OR personnel or divisions who need to procure supplies of products and services for their divisions shall plan such procurement in advance for effective, efficient, and timely procurement process, considering needs, value, prices and quality. The procurement process shall be transparent. All vendors shall receive information equally and accurately. The vendor selection shall be made with fair treatment, fair competition and without bias. Selection shall be in accordance with academic standards, with care and suited to the circumstances, and strictly comply with law, regulation, relevant order that regulating public agencies.

8.2 OR promotes fair treatment with and among its trade partners. When procuring products and services, OR personnel or divisions shall not rush the process. OR shall allow trade partners adequate time for preparation. Contracts between OR and its trade partners shall be fair and drawn up in the presence of a legal advisor.

8.3 OR personnel shall remain neutral, refraining from any request for or acceptance of benefit relevant to the procurement. OR personnel shall refrain from close association with the trade partner that might, however slightly influence their decision-making shall be. OR personnel must also comply with the good practices outlined in the Ethics for Stake holding, Conflicts of Interest, and Connected Transactions.

8.4 OR divisions or personnel in charge of procurement shall keep all documents about approval, price quotation, negotiation, contracts, or the implementation of contracts as supporting evidence for a specific period.

8.5 OR shall strictly adhere to contractual agreements. If either OR or the trade partner should fail to comply with the agreed terms and conditions or circumstances arise that render compliance impossible, OR personnel shall

discontinue their work and communication with the trade partner and immediately report to their supervisor to seek corrective action, if possible and without detriment to either OR or its trade partner.

8.6 OR personnel in charge of procurement must monitor trade partners to strictly comply with OR Suppliers Sustainable Code of Conduct.

8.7 OR divisions or personnel in charge of procurement shall provide conditions, requirements, scope of work, and contracts, taking into account the standard contract compliance with relevant laws and OR's interests as important factors. The drafting of procurement requirements and contracts shall be under the supervision by the Legal Department or an expert.

9. Ethics for Community, Social and Environmental Responsibilities

OR is inseparable from the community in which it operates, and therefore has the responsibility for sustainable development and return to the community and society as a whole. OR considers one of its duties and key policies to become involved in the development of society and the community by concentrating on social, community, and environmental development, religious support, conserving and increasing natural resources, educational support for youths, and support encouragement and strengthening of impoverished communities.

Good Practices

9.1 OR strives to communicate the truthful information about its business operations, social and environmental responsibilities without concealing or distortion of information. OR shall collaboratively and rapidly disclose information to investors, shareholders, and public in an up-to-date manner.

9.2 OR seriously and continuously aims to fulfill its social responsibilities regarding quality, safety, health, and environmental protection, using natural

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resources efficiently with due regard to the security and environmental awareness of its stakeholders. OR also supports environmental conservations and the sustainable development of the quality of life in the community.

9.3 OR shall consider alternative use of natural resources to alleviate adverse effects on the community, environment, and quality of life. OR supports the reduction in consumption of energy and resources.

9.4 OR shall foster awareness of individual social and environmental responsibilities in all personnel at all levels. OR shall also associate with trade partners who share its concern for social and environmental responsibility. OR shall lead the efficient conservation of energy for the benefit of future generations.

9.5 OR shall use a portion of its profit to support appropriate social and environmental activities that actually benefit community, society, and environment. In case of donation, OR shall review donation recipient's information and ensure that any donation made is for charity purposes, effectively and efficiently used and adequately documented.

10. Ethics for Treatment of Employees

Employees are the most important part of the business. OR shall recognize all employees without discrimination, regardless of their unit or department. OR promotes unity, harmony, and trust in its employees, while encourages them to treat each other with politeness and respect. OR is committed to protecting its personnel from both internal and external security threats. OR shall provide a safe and satisfactory working environment and offer appropriate welfare and benefits to employees and use initiative and innovative technology to support their best efforts for OR's best benefit. All employees shall perform their duties with care, alacrity, diligence, conscientiousness, rationality, smartness, enthusiasm, and composure,

applying their best professional knowledge.

Good Practices

10.1 OR treats its personnel equally without discrimination, regardless of origin, ethnicity, gender, age, race, religion, disability, financial status, family or educational background, or other status that is not directly related to their working performance, which helps encourage and create diversity within organization. Moreover, OR aims to comply with the law and regulations on protection of personal data, ensuring protection and storage of its employees' confidential and personal information, with no publication for any profit.

10.2 OR shall provide all employees the opportunity to perform to their best ability as well as being open-minded and listening to comments and suggestions. OR shall motivate employees with reasonable compensation by determination of salaries, bonuses and operating expenses under the Company's regulations. OR shall also encourage employees to have stability and advancement in their career path, and develop their knowledge regularly through internal and external training, including proper human resource management, to ensure continuity in their work performance.

10.3 OR personnel shall perform their duties to the best of their ability and with integrity, fairness, morality and ethics and responsibility. OR personnel shall not assign any other person to complete their work, either directly or indirectly, except when necessary in specific circumstances or under time constraints with no concern over specific capability requirements.

10.4 OR personnel shall perform their duties within the chain of command, receiving orders from and being directly responsible to their supervisor. The chain of command should only be crossed in absolute necessity. OR personnel shall refrain from making comments about their supervisors and colleagues that could

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have adverse effects on the person or the Company. OR personnel shall be thoughtfully and reasonably open to opinions of their subordinates and colleagues without prejudice.

10.5 OR personnel shall supervise and monitor the operations of their subordinates so as to prevent the possible failure on their duties. There by, OR personnel shall consider the merits of subordinates and impose any appropriate penalties for violations with no discrimination, in good faith and in compliance with rules and regulations.

10.6 OR personnel shall use all resources, laborer, premises and other facilities of the Company to carry out their assignments. Their use for other purposes or beyond the benefit to which he/she is entitled is prohibited.

10.7 OR personnel shall be polite and well- dressed, and behave in accordance with their roles and the local customs without damaging OR's image.

10.8 OR personnel may use their name and position for charity fund-raising that OR sponsors. However, the use of their position and the company name for personal fund-raising is prohibited under any circumstances.

10.9 OR personnel shall fully cooperate with OR activities organized to promote unity, harmony, and cooperation, including those involving corporate social responsibilities.

10.10 OR personnel shall avoid the risks of sexual harassment by dressing properly, avoiding unseen place or working privately with the supervisor/unacquainted/ opposite gender. They shall be accompanied by a trusted person when summoned or assigned to do the job out of office hours, etc.

10.11 OR personnel shall not cause troubles, annoyance, assault, or demean other OR personnel or third parties. Prohibited behaviors include sexual assault,

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insults, verbal or visual obscenity and sexual harassment. In case the practices are detected, they shall be reported to the relevant department.

10.12 OR supports employees' rights in accordance with the State Enterprise Labor Union Law. OR shall not interfere with labor union activities, except those that are against the law, business ethics, or that which may severely damage OR.

10.13 OR personnel shall comply with good behavior standards, and shall not commit any disciplinary offenses, for example, obstructing the work hours for unreasonable personal affairs, consuming alcohol, intoxicating substances, or exhibiting intoxication in workplace or during work hours, quarrel with or hurt any person in workplace, the Company's residence, or during work hours, using the Company's assets for personal benefit or for others.

11. Ethics for Creditors

Good Practices

11.1 OR shall stringently, transparently and equally observe contracts/agreements with creditors both in terms of payment, debt settlement, and other conditions.

11.2 OR shall consistently report the Company's financial status and other conditions with integrity, accuracy, and timeliness to creditors.

11.3 If terms and conditions in the contracts/agreements cannot be observed, OR shall inform creditors in advance to jointly find solutions and remedies.

12. Ethics for Internal Control and Internal Audit

OR strives to build stability for sustainable business operation and for confidence building with internal and external stakeholders. Hence, OR has established the policies regarding effective, accurate and reliable internal control and internal audit system. OR has also established appropriate risk management to ensure that significant risks are managed at an acceptable level. Such risk management will be under regular monitoring, evaluation, and report to relevant parties, in order to achieve OR's corporate objectives in terms of operations, financial reporting, and compliance with relevant laws and regulations.

Therefore, OR has established an internal audit unit, which is independent in its performance of duties, and reports directly to the Audit Committee who are independent directors. The unit is responsible for reviewing effectiveness and efficiency of internal control system, governance, risk management, complaints, as well as all process of the Company. Their duties also include providing fair and value-added advice to the Company, in order to achieve its goals and objectives effectively.

Good Practices

12.1 OR shall establish a good control environment with a positive attitude towards internal control and appropriate assessment of significant risks that may impact the company's objectives, goals and success. OR shall set up appropriate control for all levels and functions of the entity and provide adequate, reliable, and appropriate information technology and communication to both internal and external parties. OR shall create a monitoring and evaluation system to ensure that internal controls are being implemented appropriately, support the company goals, and continually improve to reflect changing circumstances.

12.2 OR shall establish dedicated units directly responsible for risk

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assessment and risk management; internal control assessment and compliance reviews. Those units shall recommend improvements in internal controls to suit changing circumstances, business environments and risk factors. Senior and middle executives, together with all levels of employees shall fully cooperate with the implementation of such recommendations for improvement.

12.3 The Audit Committee shall review the internal control system, risk management system and internal audit system. The annual performance of the Audit Committee shall be reported to the Board of Directors and disclosed in OR's 56-1 One Report.

12.4 OR shall establish an independent unit which directly reports to the Audit Committee. This independent unit shall perform efficient internal audit and shall be adequately resourced with qualified Internal Auditors and operate under the Code of Ethics for Internal Audit Professions.

12.5 OR shall educate personnel to understand and cooperate with internal control, risk management, and internal audit systems. Transaction reports shall be regular, precise, accurate, consistent, up-to-date and appropriately reviewed to ensure that the process is strictly followed.

12.6 OR personnel shall support and provide accurate information to the Office of Internal Audit, as well as the Company's internal and external auditors. OR personnel are responsible for the accuracy of financial information and must report any mistakes or suspicious cases immediately.

13. Ethics for Receiving and Offering Gifts, Treating, or Other Benefits

OR conducts its business with adherence to good corporate governance principles while observing business ethics and transparency. OR treats all stakeholders equally and avoids any act that may lead to discrimination or may

cause conflicts of interest. In this regard, OR sets no gifts or other benefits policy because the gifts or other benefits may bring about difficulty or effects on performance. The objective of this policy is to establish a higher standard for business practices in the hope of having all employees perform to the best of their ability without expecting benefits.

Good Practices

13.1 OR personnel must never receive or offer any gift/souvenir in the form of cash, cheque, bond, share, gold, jewel, property, or equivalent objects for outsiders in any circumstances. Gifts and souvenirs giving in accordance with tradition can be commenced without being regarded as against the relevant laws and local customs. The gift giving action shall be commenced in a way that enhances good image of the Company.

13.2 OR personnel must never receive any gifts, assets or other benefits in any circumstances. They are also required to inform third parties about OR's No Gift Policy.

13.3 In the event that refusal to accept gifts, souvenirs or other benefits is not appropriate while such gifts, souvenirs, or other benefits cannot be returned to the giver, the recipients shall complete OR's Gifts, Assets or Other Benefits Acceptance Form and submit it along with the goods received to the Corporate Governance department. Exception is made for consumables with an expiry date of less than one month, which shall be at the discretion of direct executive overseeing department receiving the goods.

13.4 The Corporate Governance department is responsible for collecting all gifts, assets or other benefits, managing and donating them to persons or organizations outside OR for charity or for the common good. In case of consumables, the aforementioned practice must be conducted immediately.

13.5 The Corporate Governance department shall report the receiving gifts, assets or other benefits to the President and Chief Executive Officer.

13.6 OR prohibits its personnel and their family members at all levels, under any circumstances, to solicit or receive gifts, assets or other benefits from contractors, sub-contractors, customers, trade partners or other related parties, which may lead to unfair judgments, impair decision-making or create conflicts of interest.

13.7 OR personnel shall not offer bribes or other similar benefits to other OR personnel or outsiders, especially government officials, in aiming to influence or obtain unlawful benefits. Such behavior is strictly prohibited. Those who commence, become aware of, or participate in such action may be subjected to legal liability.

When offering gifts, assets, or other benefits to government officers in Thailand and other countries, it must be ensured that such offerings are not against the local law and customs.

13.8 Expenses for providing business hospitality and other expenses directly relating to business operations are acceptable. However, the expenses must be paid in a reasonable manner.

14. Ethics for Safety, Health and Environment

OR emphasizes the safety and health of its personnel and the surrounding community. OR is committed to a high-quality, safe and healthy environment as a part of its employees' daily lives and supports the efficient and cost-effective use of resources and energy in accordance with the circular economy principles for the benefit of the entire community and society.

Good Practices

14.1 Safety is important to OR. It will establish rules, standards and handbooks for quality, safety, stability, health, and environmental protection, that are complying with the relevant laws and international standards, and will require personnel to understand and strictly adhere to them. OR personnel shall be required to be trained in quality, safety, health and environmental courses according to OR's standards.

14.2 OR shall make every effort to avoid and prevent losses from accidents, fire, occupational illness and injury, loss, or damage of assets, violation of safety measures, improper working practices, and other errors. OR will maintain a safe working environment and regularly train its personnel on safety and security plans. It is the responsibility of executives and employees to report any accidents and incidents by following the required procedures.

14.3 OR operates in the energy industry as a professional in petroleum management. OR shall establish emergency control and prevention plans for all areas in its operations, as well as emergency and crisis management plans to be prepared for any emergencies such as fire, or oil, gas, chemical, or waste spills and leaks. OR shall also have a contingency plan for any other crisis that might interrupt operations or damage the Company's image and reputation.

14.4 OR shall have internal communications with employees, contractors' employees and relevant stakeholders to educate them on policies, regulations, procedures and precautions related to quality, safety, health, and environment, and shall act accordingly to protect their health, assets and environment.

14.5 OR is committed to seriously and continuously demonstrating social responsibility by recognizing the importance of quality, safety, stability, health and environment and will maximize the benefits of natural resources for the well-being

and safety of all stakeholders. OR will support social activities to protect the environment and enhance the quality of life in the community in accordance with the principles of sustainable development.

14.6 If OR discovers non-compliance with the rules and standards regarding quality, safety, stability, health, and environment, or if unsafe operations that severely affect the stakeholders' safety and health, and environment are discovered, OR personnel will be required to temporarily cease such operations and notify colleagues, supervisors and related business units for further actions or plans for resolution. Continuing operations in these circumstances shall be strictly prohibited.

14.7 OR personnel shall examine your own readiness and physical health including relevant party's before commencing work. If the persons doing the work are unhealthy or not ready, the work must be stopped or ordered to stop immediately so as to prevent exposure to unnecessary danger at work or caused by work. OR personnel, before starting the work, shall also assess risk of unsafe or potentially harmful jobs in order to plan or prepare appropriate prevention.

15. Ethics for Intellectual Properties and Use of Information Technology and Communication System

Intellectual property is the result of invention or creation of OR's personnel. Therefore, intellectual property is a valuable asset to the Company and should be protected by law, including proper protection, care, and treatment by OR's personnel. Intellectual property includes trademarks, copyrights, patents, trade secrets, and other information that the Company has rights and/or ownership rights to the data.

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Information and Communication Technology refers to the application of computer, host computer network equipment, and other devices to store, process, search, transmit, and manage information.

To facilitate smooth business operations and enhance education, as well as promote the company, OR supports its personnel in conducting research; writing books, manuals and articles to publish for OR and external parties; creating innovative media; and developing communications. OR personnel shall use OR information technology and communication, including intellectual property channels to communicate with external parties with care and caution, respecting the rights of the owners and creators of intellectual properties.

Good Practices

15.1 OR supports its personnel in writing and publishing books, textbooks, and articles for various publications, and also in developing computer programs and presentations for education, publication and expression of opinion. Any returns from such work, as well as associated legal rights would belong to the creator. However, OR shall hold the legal rights and returns from any work commissioned by OR and/or based on OR information or knowledge within the Company.

15.2 OR supports its personnel in conducting research, and the researcher shall own the related rights and returns from their studies. However, OR shall own the exclusive rights, patent submission rights, patent exclusive rights and any benefits associated with any such research commissioned and undertaken by OR, based on OR information or knowledge within the Company. However, in the process of research studies or development of technology and innovation related to the patent, it is necessary to double-check and analyze on data of previous patent first, to avoid the duplication and infringing on someone else's patent. This also serves as an evaluation in terms of research value before patent application or

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commercial use.

15.3 OR personnel are responsible for overseeing and protecting the Company's intellectual property, trading business secrets and formulars of the Company's Group to not be infringed, disclosed, duplicated, modified, falsified, reverse engineered, or being done in any unlawful act without permission from the Company. OR personnel shall also respect intellectual property rights and do not violate on other people's intellectual rights. They must always examine the intellectual property rights of works acquired by third parties, or those that are planned to be used by the Company. OR personnel must maintain the highest standards on protection of those intellectual property in both their work and OR's business operation.

15.4 OR personnel have the duty to report to their supervisors and/or relevant departments when violation of intellectual rights toward the Company's intellectual property is found.

15.5 OR encourages its personnel to use the internet to support their work. OR personnel shall not perform any act that might interfere with or cause disruption to others on the computer and internet system in the office. They shall not use OR's computer system to release inappropriate information that is against the law, morality, culture, or tradition, e.g., causing damage to reputation or property, propagating pornography, sending spam email, disrupting mail forwarding, or advertising merchandise or businesses that are irrelevant to OR products and services.

15.6 OR personnel shall conduct their business using legal software with copyright, and if they must use a computer or software that belongs to third parties, they shall check for the copyrights and consult their supervisor. Installing and using illegal software in the office is strictly prohibited.

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15.7 OR personnel shall safeguard their passwords and not disclose them to others to prevent unauthorized access to the computer system. Accessing unfamiliar websites should be avoided since it may cause damage to the OR's computer system.

15.8 If OR personnel request access to OR's information technology system for temporary employees or contractors, they shall oversee such person's use of the computer and therefore are held responsible for any consequent damages.

15.9 OR personnel must comply with Information Technology security requirements, Information Technology security management policy, cyber security policy, and other related policies of the Company.

15.10 OR has the right to review, inspect, search, monitor, investigate and control the use of its Information Technology system by its personnel, including any relevant equipment used by OR personnel to access various systems of the Company, in order to protect and maintain OR's Information Technology system security.

16. Responsible Communication

OR personnel are regarded as the representative of the Company. Therefore, it is important to focus on communication with third parties in order to avoid negative effects on the Company.

Good Practices

16.1 As the Company's representative, OR personnel shall study, understand, and verify the correctness of the information that needs to be communicated with third parties before the actual communication. The communication must be in accordance with the guidelines set by OR, with respect to intellectual property rights of others, without violation of copyright in any forms

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of media, either publication or transmission of images, sounds, and content without permission.

16.2 OR personnel have the duty to help supervise in case any communication that refers to the Company, or the inappropriate use of the Company's logo, which may damage the reputation and the Company's image. In such case, they shall notify the relevant department immediately.

16.3 OR personnel shall be careful when disclosing or disseminating information, including giving comments on personal matters and other matters on social media, as well as other various media that appear to the public. They shall not mention the Company or cause any affect to the reputation and image of the Company.

Definition and Qualifications of OR's Independent Directors

1. An Independent Director holds no more than 0.5% of all shares with voting rights of the Company, the parent company, a subsidiary, a joint/ associated company, a major shareholder or an entity with controlling authority. This is inclusive of shares held by anyone who is affiliated with them.

2. An Independent Director is a Director, who is not involved in the Management, employees, staff, consultants with monthly salary or entities with controlling authority over the Company, the parent company, a subsidiary, a joint/ associated company, a major shareholder or an entity with controlling authority, either at the present time or within 2 years prior to his/her appointment as an Independent Director. Such prohibited characteristics do not include the case that an Independent Directors who has been a government officer or consultant of the Government, which was a major shareholders or an entity with controlling authority.

3. An Independent Director has no connection by blood or legal registration as father, mother, spouse, sibling, children or spouse of children of another Director. Further, an Independent Director has no such connection with an executive, a major shareholder, and an entity with controlling authority or an individual who will be nominated as Director, executive or entity with controlling authority over the Company or the subsidiary.

4. An Independent Director has none or never had the business connection with the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority, where such relationship may impede the exercise of one's independent judgment. An Independent Director shall also not be or having been a major shareholder or an entity with controlling authority of the Company, the parent company, a subsidiary,

a joint/ associated company, a major shareholder or an entity with controlling authority, unless having been discharged from such position for no less than 2 years before appointment. Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and, other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from 20 Million Baht, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the announcement of the Securities and Exchange Commission. It is inclusive of debt(s) arising within 1 year prior to the day of business relationship with the same party.

5. An Independent Director is not an auditor the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority, and, not a significant shareholder, an entity with controlling authority or a partner to the audit office with which the auditors of the parent company, a subsidiary, a joint/ associated company, a major shareholder or an entity with controlling authority are associated at the present time or have been within 2 years prior to his/her appointment as an Independent Director.

6. An Independent Director is not a person rendering any professional service or a legal or financial consultant who is paid more than 2 Million Baht in service fee per year by the Company, the parent company, a subsidiary, a joint/ associated company, a major shareholder or an entity with controlling authority, and, not a significant shareholder or an entity with controlling authority over the Company or a partner to such professional service provider at the present time or within 2 years prior to his/her appointment as an Independent Director.

7. An Independent Director is not a director who is appointed to be a nominee of a Director of the Company, a major shareholder or a shareholder who relates to a major shareholder.

8. An Independent Director does not engage in a business of the same nature as and which is significantly competitive to that of the Company, the parent company or a subsidiary. An Independent Director is not a significant partner to a partnership or a director with involvement in the management, employees, staff, consultant with monthly salary, or, who holds more than 1% of all shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a subsidiary

9. An Independent Director does not have any other characteristic which prevents him or her from opining freely on the operation of the Company. An Independent Director may be assigned by the Board of Directors to make collective decisions involving the business of the Company, the parent company, a subsidiary of equal level, a joint/associated company, a major shareholder or an entity with controlling authority

In the case that an independent director holds the position as an independent director in the Parent Company, a Subsidiary or a Subsidiary of Equal Level must disclose information about such positions and the total remuneration that such independent director has received in OR's 56-1 One Report.

Roles and Responsibilities of the Independent Directors

1. Recommend essential and beneficial matters to OR and all its shareholders to the Board and/or the President and Chief Executive Officer.
2. Advocate roles and responsibility of the Board and provide views commonly expected of independent directors for the benefit of OR and all its shareholders.
3. Review matters to ensure OR's compliance with the law dealing with independent directors and revise the definition of Independent Directors for suitability and legal completeness.
4. Take other Board-assigned actions provided that these actions do not compromise their independence.
5. Independent Director's term begins once he or she fulfills all the requirements under the definition for OR's Corporate Governance; it ends when he or she lacks qualifications or completes the OR term.
6. The Independent Directors must hold their own meeting at least once a year.

Guidelines for Conflict of Interest

Connected Person means a connected person in accordance with the policy on Connected Transactions of PTT Oil and Retail Business Public Company Limited.

Connected Transactions mean connected transactions in accordance with the regulations of the Stock Exchange of Thailand (SET) or transactions between the Company or subsidiaries with directors, executives, or related persons under the Securities and Exchange Act and the policy on Connected Transactions of PTT Oil and Retail Business Public Company Limited.

Related Company means a juristic person under Sections 258 (3) to (7) of the Securities and Exchange Act B.E. 2535.

Related Person according to the regulations and laws regarding Securities and Exchange, means a person who has one of the following relationships:

- (1) A person who has control over PTT Oil and Retail Business Public Company Limited and in the case that such person is a juristic person, the definition shall also include directors of that juristic person.
- (2) Spouse, underage children, or underage adopted children of executive director or the person under (1)
- (3) A juristic person in which the person under (1) or (2) is an entity with controlling authority.

Subsidiary means a company having any of the following characteristics:

- (a) A company which PTT Oil and Retail Business Public Company Limited has business control over
- (b) A company in which the company under (a) has business control over

(c) A company which is under business control of the company under (b) in succession starting from being under the business control of the company under (b).

Associated Company means a company in which PTT Oil and Retail Business Public Company Limited or its subsidiaries have the power to participate in decision-making regarding that company's financial and operating policies, but not to the level of having control over such policies. An Associated Company is not considered a subsidiary or joint venture.

In the case where PTT Oil and Retail Business Public Company Limited or its subsidiaries hold shares, directly or indirectly, totaling 20 percent but not more than 50 percent of the total voting rights of the company, it shall be presumed that PTT Oil and Retail Business Public Company Limited or its subsidiaries have the power to take part in decision-making under the first paragraph, unless proven otherwise.

Business Control means having a relationship in any of the following manners:

- (a) Holding more than 50 percent of shares with voting rights in a company
- (b) Having the power to control the majority of votes at the shareholders' meeting of a company, whether directly, indirectly, or for any other reasons
- (c) Having the power to control the appointment or removal of more than half of the directors, either directly or indirectly

General Trading Terms mean fair prices and conditions which do not cause the transfer of benefits.

- 2017 Good Corporate Governance Principles for Listed Companies of the Office of the Securities and Exchange Commission

- Securities and Exchange Act B.E. 2535
- Public Company Limited Act, B.E. 2535
- Standard Qualifications for State Enterprise Directors and Employees Act, B.E. 2518

Information Technology refers to the application of computers, host computer, network equipment, and other devices which are utilized to store, process, search, send, receive, and use for data management.

Anti-Fraud and Corruption Policy Definition and Meaning

Asset Misappropriation	possession of property belonging to another person, or which includes in the ownership by others acquired by encroaching upon those property into theirs or a third party's possession in a dishonest manner.
Fraud	deceiving others by misrepresenting or concealing facts that should be fraudulently stated. This deceiving is aimed to acquire possession of property from the deceived person or a third party, including causing such deceived person or a third party to make, withdraw, or destroy any documents of rights.
Financial Statement Fraud	the adjust of accounting numbers (window dressing) by taking advantage of the accounting principles loopholes and other alternatives of measurement and accounting disclosure, in order to exchange information of financial statement for wrongful purposes.
Corruption	providing, offering, promising or agreeing to provide, accepting or requesting money, assets or other benefits that are inappropriate to, from or for (i) government officers (ii) private officers or (iii) any relevant person in charge either directly or indirectly in order to do or refrain from their duty of which deliver or preserve inappropriate business affair or other business benefit. Exceptions are made for actions that are allowed by the laws, traditions, and culture.
Gifts giving, receiving, and other benefits	Gifts giving means giving assets or things that are not in the form of cash or cash equivalents of reasonable value that the Company gives to any person or company in order to build good working relationship or business operations, according to

	tradition. Such gifts giving may not be in the purpose to influence in decision-making both to undertake or not undertake any fair or unfair act which is related to customers business partners, third parties, or government officials.
Entertainment and Hospitality	the expenses of the Company's activities for the benefit of business or good relationship building. In certain cases, it is an act of social etiquette expression or customary which is directly related to business operations. Hospitality expenses may include accommodation, fare, food and beverage costs, or other expenses for business meetings, business trips, study tour, business awareness education.
Giving and Receiving of Support	giving or receiving support from customers, partners, associations, foundations, organizations with the purpose of promoting the business, products and services, brands, or reputation of the Company. The act is beneficial to building awareness and credibility of the Company and its trading, helping to strengthen business relationships with more suitable opportunities.
Philanthropy Donations and Supports or other Benefits	money, assets, or any other benefits that the Company gives to an agency, organization, or third party with objectives for public charity, public benefit, or to provide educational support or for humanitarian or environment causes without expecting any benefits in return more than recognition and credibility, including the reputation of the Company.
Conflict of Interest	situations or actions in which a director, executive, or employee has or receives personal benefits (whether for oneself or related persons) to the circumstances that such person will not

	be able to make decisions or perform duties in the position appropriately and impartially, which will affect the benefits and/or the overall image of the Company.
Political Support	assistance in the form of property, money, things, rights, or any other benefits, including resources or personnel of the Company for assistance, support, or any benefit to political parties, political groups, politicians, or other politically involved persons, as well as political activities, whether directly or indirectly.
Facilitation Payment	expenses or benefits in any form paid or given to government officials only to ensure that government officials will proceed according to the process or speed up in order to acquire benefits that the Company is already legally entitled to, with no expectation to benefit from the discretion of government officials. This must only be an act in accordance with the duties of that government official.
Employment of Government Officials	Employment of a person who is or was a government official/politician/adviser of a government agency and comes to work for the Company. In doing so, that person may rely on relationships or internal information to benefit the Company, or cause Conflicts of Interest in the performance of duties of government agencies or business regulators with the Company under supervision.
Other Benefits	Any other benefit means something of value, or could be calculated as a value, such as a price reduction, entertainment, service, training, or anything else in the similar manner.

Guidelines for OR Personnel's Conflict of Interest Disclosure

Definition

1. Employee means executives and employees of OR, including OR employees who perform secondment at companies in the OR group, and PTT employees who perform secondment at OR.
2. Related person means relatives and related juristic persons.
3. Relative means father, mother, spouse (both legal and de facto), children/adopted children, spouse (both legal and de facto) of children/adopted children, brothers and sisters or those who share the same father or the same mother.
4. Related juristic persons means partnerships or juristic persons which
 - I. Employees and/or relatives possess interests of more than 5%
 - II. Employees and/or relatives are directors or senior management in which are not assigned by OR and the OR group to perform their duties.

Transactions that may cause Conflicts of Interest include the following:

1. Employees with relatives working in the OR or the OR group company

Disclosure Guidelines

Please specify the following relationship and information:

- I. In the case of relatives who are employees, please specify the name, surname, identification number and affiliated organization.
- II. In the case of relatives who are:
 1. An employee of a company in the OR group, or an employee of a company in the OR group who is assigned the secondment in OR.
 2. Board of Directors, or
 3. Any other position that is not an employee
- III. Please specify first name, last name, position and affiliated unit or department

Remark: If other employees provide information that you are relatives, but you yourself did not provide any information, OR's Corporate Governance Department or relevant agencies will ask for your cooperation to confirm the accuracy of the information later.

2. Employees and/or related persons with a general commercial agreement or partnership or participation in the procurement process with the OR group

- I. Employees and related persons
- II. Possess a trade agreement or participate in the procurement process of the OR group that may create a Conflict of Interest, and/or is a partner with the OR Group

Example	
Yes	<ul style="list-style-type: none">- Submission of bidding envelope- Called for presentation in a special procurement process- Is a distributor of OR's or OR Group's products- Trading products with companies in the OR group- Serving/providing services to companies in the OR group
No	<ul style="list-style-type: none">- Payment for a bidding envelope

Guidelines for Information Disclosure

Please specify trade agreement details or partnership or procurement process, which must at least consist of:

- I. Names and surnames of relatives and/or the name of the relevant legal entity
- II. Relationship of relatives and/or having a stake in the relevant juristic person
- III. Commercial relationship with OR, at least specifying
 1. Internal OR entities or related OR group companies
 2. Characteristics of trade relations
 3. Type of products or services
 4. The date contract end or period of time (if any)

3. A dispute that may affect the performance of duties

Report in cases where employees and related parties have personal disputes with business partners, major customers, employees or government agencies that may cause Conflicts of Interest with OR by doing the following:

- I. File a lawsuit
- II. Being accused by a competent official
- III. In the process of negotiating a compromise
- IV. File a dispute with the court
- V. Becomes a defendant in a dispute
- VI. Take other Actions causing an official dispute

Disclosure Guidelines: Please specify dispute details which must least consist of:

- I. Parties
- II. Types of Disputes
- III. The date or period of the dispute

4. Other items that are expected to cause conflicts of interest with OR

OR's Conflict of Interest Disclosure Form

In accordance with OR regulations and Principles of Good Corporate Governance, which instruct personnel how to carry out their duties according to the highest standards, personnel at all levels must disclose any transactions which represent a conflict of interest against OR.

This report is classified as (Please indicate X in ☐)

☐ Annual Report

☐ Incident Report

I have read PTT Oil and Retail Business Public Company Limited's Corporate Governance, Ethical Standards and Code of Business Ethics Handbook. I fully understand the information in this disclosure form and will strictly follow. I acknowledge that violation or non-compliance with this code shall be subject to disciplinary action, based on the degree of potential impacts.

Therefore, I hereby would like to report as follows:

Information of relative working in OR and Subsidiary

(The information must be updated. Attachments are required in case of more than one relative.)

Name

(Mr./Mrs./Ms.).....Surname.....Relationship.....

EmployeeID:.....Division.....Company.....

(Please indicate X in ☐ and provide any necessary additional information.)

☐ I **Do Not** have any interests that might cause a conflict of interest against OR.

☐ I **Have** an interest or interests that might cause a conflict of interest against OR with details below:

☐ Transaction with general trade agreement, as business partner or participation in procurement with OR and Subsidiary.

Appendix

- ☐ Dispute that may affect the function of duty.
- ☐ Other subjects that may pose conflict of interest against OR with

details below:

- ☐ Myself, under my own name
- ☐ Myself, under another name

Name/ Juristic Name	Position
1.	<input type="checkbox"/> Business Owner <input type="checkbox"/> Shareholder <input type="checkbox"/> The Board <input type="checkbox"/> Executive
2.	<input type="checkbox"/> Business Owner <input type="checkbox"/> Shareholder <input type="checkbox"/> The Board <input type="checkbox"/> Executive

- ☐ My relatives* or my agent

Prefix	Name	Surname	Relationships with Me	In case of Juristic	
				Relevant Juristic	Position
<input type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Miss			<input type="checkbox"/> Father- Mother <input type="checkbox"/> Siblings <input type="checkbox"/> Spouse <input type="checkbox"/> Others		<input type="checkbox"/> Business Owner <input type="checkbox"/> Shareholder <input type="checkbox"/> The Board <input type="checkbox"/> Executive
<input type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Miss			<input type="checkbox"/> Father- Mother <input type="checkbox"/> Siblings <input type="checkbox"/> Spouse <input type="checkbox"/> Others		<input type="checkbox"/> Business Owner <input type="checkbox"/> Shareholder <input type="checkbox"/> The Board <input type="checkbox"/> Executive

Appendix

Details of items that may or could pose conflict of interest against OR.

(Please attach additional documents, if any.)

.....

.....

.....

Corrective actions taken, if any:

.....

.....

.....

Signature: _____
(_____)

Employee ID: _____

Position: _____

Department: _____

Date: ____/____/____

Supervisor's opinion*:

☐ Acknowledged

☐ Others

.....

.....

Signature: _____
(_____)

Position: _____

Date: ____/____/____

Appendix

Opinion of Vice President of Corporate Governance Department:

(In case of transaction that may cause a conflict of interest with the Company)

☐ Acknowledged

☐ Others

.....
.....
.....

Signature: _____
(_____)

Position: Vice President of Corporate Governance Department

Date: ____/____/____

Remarks*:

* For **employee below division level**, the authorized supervisor is their managers.

* For **employee below division level who does not report to any department**, the authorized supervisor is the manager one level higher in rank.

* For executives **and higher positions**, authorized person is the Executive Vice President or a supervisor one level higher in rank.

(Any enquiries, please contact extension #84 6258)

Good Practices under OR's Good Corporate Governance on the Use of Inside Information

The Board of Directors, executives, and employees should follow good practices in accordance with the Company's Good Corporate Governance principles as follows:

- Directors, executives and people involved in information are prohibited of internal information misuse (Insider Trading), including spouses and minor children of such persons by
- Prohibition on trading the Company's securities for a period of 45 days for quarterly statements, and 60 days for annual statements. Also, trading of securities or derivatives related to securities of the listed company are prohibited until a period of 24 hours has elapsed since the disclosure of such information to the public. If necessary, notification to the Company's Secretary must be made at least 2 days in advance.
- No disclosure of any information that has not yet been disclosed to the public to outsiders or a person with no relevant duties, when such information may affect the price of the Company's securities.

Dealing in OR Shares Notification Form

To Office of President and Corporate Secretary of PTT Oil and Retail Business
Public Company Limited

I (Mr. / Mrs. / Ms.) _____

Position _____ Section _____ Division _____

Department _____ Unit _____ would like to report that

- ☐ Myself
- ☐ My Spouse: Name- Surname _____
- ☐ My Minor Child/Children: Name- Surname _____

Wish to report the selling-buying of OR's shares in the next two working days with
the following details:

1. ☐ Buy / ☐ Sell the shares of company _____
quantity _____ shares on the date _____
2. ☐ Buy / ☐ Sell the shares of company _____
quantity _____ shares on the date _____
3. ☐ Buy / ☐ Sell the shares of company _____
quantity _____ shares on the date _____
4. ☐ Buy / ☐ Sell the shares of company _____
quantity _____ shares on the date _____
5. ☐ Buy / ☐ Sell the shares of company _____
quantity _____ shares on the date _____

In addition, if I hold a position as a director or executive of PTT Oil and Retail Business Public Company Limited according to the SEC's criteria, and my spouse or minor child has bought or sold the Company's shares After PTT Oil and Retail Business Public Company Limited, I will continue to report in accordance with the SEC criteria.

Please be kindly informed.

Signature _____

(_____)

Date: ____/____/____

Opinion of Office of President and Corporate Secretary:

☐ Acknowledged

☐ Others

Supervisor's signature: _____

(_____)

Position: _____

Date: ____/____/____

Remarks: The Dealing in OR Shares Notification Form is intended for OR's directors, executives and employees with privilege of inside information and would like to buy-sell the shares of OR.

OR's Gifts, Assets or Other Benefits Acceptance Form

Date _____

To _____ (Supervisor)*

According to the regulations of PTT Oil and Retail Public Company Limited on Good Corporate Governance, which stipulates that the Company's personnel refrain from accepting gifts, assets or any other benefits in all cases. If it is necessary to receive gifts, assets, or any other benefits which cannot be returned, the gift recipient shall make a report regarding receiving of gifts, assets, or any other benefits, along with delivering the received items to the Corporate Governance Department.

I (Mr. / Mrs. / Ms.) _____ Employee ID _____

Position _____ Section _____ Division _____

Department _____ Unit _____

wish to report the receiving of gifts, assets, or other benefits in the name of the Company, in which the gifts cannot be returned as below:

Received on _____ Time _____

Received in the occasion/ reason of _____

Place _____

Name-Surname of Gifts Giver _____

Company/Department (if any) _____

Relationship _____

Details and estimation of the gifts, assets, or other benefits

1. _____ estimation of price/value _____ THB Attached Photo
2. _____ estimation of price/value _____ THB Attached Photo
3. _____ estimation of price/value _____ THB Attached Photo

Appendix

Reasons or necessity of receiving

☐ To maintain personal relationship or good relationship between organizations

☐ Others _____

Please kindly be informed for consideration. The said gifts, assets or other benefits shall be sent to the Corporate Governance Department, which shall be managed for donation, charity, or other public benefits in accordance with regulations regarding giving and receiving of gifts, assets, or other benefits.

Signature: _____

(_____)

Date: ____/____/____

Supervisor's opinion*:

☐ Acknowledged

☐ Others

Supervisor's signature: _____

(_____)

Position: _____

Date: ____/____/____

Remarks*:

- * For **employee below division level**, the authorized supervisor is their managers.
- * For **employee below division level who does not report to any department**, the authorized supervisor is the manager one level higher in rank.
- * For executives **and higher positions**, authorized person is the Executive Vice President or a supervisor one level higher in rank.

- 2017 Good Corporate Governance Principles for Listed Companies of the Office of the Securities and Exchange Commission
- Securities and Exchange Act B.E. 2535
- Public Company Limited Act, B.E. 2535
- Self-Assessment Form for Developing Anti-Corruption System, Revised Edition 4.0
- Notification of the National Anti-Corruption Commission: Criteria for Receiving Assets or Any Other Ethical Benefits of State Officials, B.E. 2563
- Notification of the SEC No. 7/2012: Determination of Definitions in Notifications Regarding Issuance and Offering of Securities (No. 4)
- Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions, 2003
- Organic Act on Anti-Corruption B.E. 2561
- Ethical Standards Act B.E. 2562
- 2012 Good Corporate Governance Principles For listed companies
- Principles and guidelines for good corporate governance in state enterprises B.E 2562 and guidelines

Charter of the Board of Directors
PTT Oil and Retail Business
Public Company Limited (OR)

**(Amended at the 10/2021 Board of
Directors Meeting on October 27, 2021)**

Attachment 5.2

The Board of Directors (the "Board") is responsible for overseeing the operation of OR's business in accordance with the laws, objectives, and articles of association, as well as the resolutions of the shareholders' meeting. Adhering to the Good Corporate Governance principles and guidelines for listed company directors, the Board shall perform its duties with a sense of responsibility, care, and honesty; and act in the best interest of OR as well as its shareholders.

1. Composition of the Board

- 1.1 The Board shall comprise at least five (5) directors but not exceeding fifteen (15) directors.
- 1.2 At least half of the Board shall reside in the Kingdom of Thailand.
- 1.3 At least one (1) of the directors in the Board shall be an expert in the area of accounting and finance.
- 1.4 At least one third (1/3) of the Board, but not less than three (3) directors, shall be independent directors. The Board shall comprise at least three (3) Audit Committee members.

The independent directors and the Audit Committee members shall possess qualifications as stipulated in notifications of Capital Market Supervisory Board, regulations under The Securities and Exchange Commission of Thailand (SEC) and The Stock Exchange of Thailand (SET). The duties and responsibilities of the independent directors and the Audit Committee members are as specified by the SET.

If the roles and responsibilities of the chairman and the President and Chief Executive Officer are not clearly separated, for instance, when the chairman and the President and Chief Executive Officer are the same person, the chairman is not an independent director, the chairman and the President and Chief Executive Officer are family members, or the chairman is a member of the management team or has been assigned a management role, the Board should ensure the balance of power and authority of the Board and between the Board and management by:

- (1) having the Board comprise a majority of independent directors, or
- (2) appointing a designated independent director to participate in setting the Board meeting agenda

2. Qualifications of Directors

- 2.1 OR's directors must be qualified and having none of the prohibited characteristics prescribed by the Public Limited Companies Act B.E. 2535 (1992) (including additional amendments) and the Securities and Exchange Act B.E. 2535 (1992) (including additional amendments), or other regulations stipulated by the SEC Board, and do not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing a business whose shares are held by public shareholders as specified in the notification of the SEC.
- 2.2 Being honest, trustworthy, having good business ethics and devotion for OR, as well as being knowledgeable, capable, and possess working experiences that are in line with OR business.
- 2.3 Being capable of devoting sufficient time for OR, being responsible, commit to the determination of OR's vision, missions, directions, and strategies, being resourceful as well as being active in meetings participation.
- 2.4 OR director shall not operate any business of the same nature as and is in competition with the business of OR and its subsidiaries or become a partner or a director of any other private company or public company operating business of the same

nature as and is in competition with the business of OR and its subsidiaries, either for his or her benefit or for the benefit of other persons, unless he or she notifies the shareholder meeting prior to the resolution for his or her appointment.

3. Duties and Responsibilities of the Board

- 3.1 To comply with the laws, OR's objectives, articles of association, and resolutions of shareholders' meetings, as well as to perform its duties with a sense of responsibility, care, honesty, and acting in the best interest of OR.
- 3.2 Be responsible for the shareholders, acting in their best interest, ensuring OR's information disclosure to be accurate, standardized, and transparent.
- 3.3 To define Good Corporate Governance policies and a code of business conduct comprising appropriate guidelines and best practices for directors, management, and employees to foster a sense of professional responsibility and understanding, which are to be complied with strictly in conjunction with the rules and regulations of OR to ensure equity to all stakeholders.

In addition, OR will assess OR's performance under its Good Corporate Governance policies and code of business conduct at least once a year.

- 3.4 To review and approve OR and its subsidiaries' vision, missions, business strategies, directions, policies, targets, plans, and budget proposed by the management.
- 3.5 To effectively oversee and ensure that the management's operations are in line with OR's vision, missions, business strategies, directions, policies, targets, plans, and budget approved by the Board for the best interest of OR and its shareholders.
- 3.6 To ensure that OR and its subsidiaries establish reliable accounting systems, adequate and effective internal control and internal audit systems, as well as internal control adequacy monitoring systems.
- 3.7 To oversee the completion of OR's financial statements at the end of each accounting year to be proposed for approval at the annual general meeting of shareholders, and oversee annual and quarterly financial statements be audited by auditors and be timely submitted to the SET.
- 3.8 To consider the selection of auditors as well as determine the appropriateness of the remuneration submitted by the Audit Committee before proposing for approval at the annual general meeting of shareholders.
- 3.9 To attach significance to social and environmental responsibilities in OR's business operation for a better and sustainable quality of life in the society.
- 3.10 To consider and approve the appointment of qualified candidates with no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including additional amendments) and the Securities and Exchange Act B.E. 2535 (1992) (including additional amendments), as well as laws, notifications, regulations, and/or other relevant rules as the seat of directors is vacated with other reasons besides term completion, as well as consider the appointment of directors to replace the directors retired by term completion and determine the appropriateness of the remuneration submitted by the Nomination and Remuneration Committee before proposing for approval at the shareholders' meeting.

- 3.11 To appoint sub-committees such as Audit Committee, Nomination and Remuneration Committee, or any other sub-committees and define their roles and responsibilities to assist and support the Board in their operations, as well as defining the sub-committees' remuneration before proposing for approval at the shareholders' meeting.
- 3.12 To appoint, appraise performance and determine the remuneration of OR's President and Chief Executive Officer and to grant a power-of-attorney to the President and Chief Executive Officer to appoint executives as defined by the SEC Board or the Capital Market Advisory Board.
- 3.13 To ensure an appropriate, transparent, and fair nomination process for the selection and appointment of key management positions at all levels.
- 3.14 To appoint a company secretary to support the Board's matters and define the company secretary's necessary qualifications and experience to perform duties, including disclosing the qualifications and experience of the company secretary in OR's annual report and on OR's website.
- 3.15 To approve expenditures for investments, operations, loaning or application for credits from financial institutions, and being a guarantor as part of OR and its subsidiaries' regular operations without budget limits in accordance with the rules and regulations of OR and laws and regulations stipulated by the SET and the Capital Market Supervisory Board.
- 3.16 To consider and approve connected transactions to be undertaken by OR, its subsidiaries, and associate companies as prescribed by the Securities and Exchange Act B.E. 2535 (1992) (including additional amendments) and related regulations under the SET and the Capital market Supervisory Board; and to provide the management clear operating guidelines under related laws and regulations, the Board shall define OR's ordinary business transactions which OR, its subsidiaries, and associate companies could enter with OR directors, executives, and their related persons.
- 3.17 To ensure that OR and its subsidiaries' operation are in line with OR policies, the securities and exchange law, and regulations under the Capital Market Supervisory Board, the SEC, and the SET, as well as ensuring OR's adequate internal control and internal audit systems.
- 3.18 To approve payment of interim dividend.
- 3.19 To determine and amend the list of authorized directors.
- 3.20 If necessary for critical decision makings, the Board may seek independent professional advice.
- 3.21 To oversee OR's operational effectiveness and to act for the best interest of OR's stakeholders.
- 3.22 To provide each shareholder group with appropriate communication channels and oversee that the information disclosure is complete, clear, transparent, reliable, and of highest standards.
- 3.23 To arrange an annual general meeting of shareholders within 4 months after the end of each accounting year, to oversee the effectiveness and transparency of the meeting, and to provide the shareholders an opportunity to exercise their rights. After the meeting, ensure that the meeting resolutions and minutes of meeting are timely prepared and disclosed.

- 3.24 To compile and disclose the annual report and financial statements of OR and its subsidiaries to be proposed for approval at annual general meetings of shareholders.
- 3.25 To perform self-assessment of the Board and the individual on an annual basis to serve as a framework for examining the performance of the Board. The evaluation results should be used to strengthen the effectiveness of the Board.
- 3.26 To consider potential risk factors, formulate comprehensive risk management guidelines, ensure that the management operates with efficient risk management systems and processes in place, and predict possible risks that may arise from new business opportunities.
- 3.27 To monitor and remedy issues related to potential conflicts of interest and connected transactions, prioritizing major transactions that will result in maximum benefits for shareholders and stakeholders.
- 3.28 The Board may authorize and/or designate individuals to perform specific tasks on its behalf. The grant of power of attorneys or sub-attorneys shall conform to the scope defined in the letter of authorization and/or in compliance with the rules, regulations, or orders prescribed by the Board of and/or OR. The authorization of the Board's roles and responsibilities shall not be in such a manner that enables the Board or the appointed attorneys, through the attorneys or sub-attorneys, to approve transactions that may benefit themselves or others who may have conflict of interest (as defined in the notifications of the SEC or the Capital Market Supervisory Board) in any manner or create conflicts of interest with OR or its subsidiaries, except transactions that are in accordance with the policies and criteria approved by shareholders' meetings or approved by the Board. The business-related approval shall be OR's ordinary business transactions as defined in the notifications of the SEC or the Capital Market Supervisory Board, and/or the SET, or other related institutions.
- 3.29 To review the Board charter once a year.
- 3.30 To encourage OR's directors and management to attend courses and seminars organized by the Thai Institute of Directors (IOD) or by other institutions that are relevant to their roles and responsibilities

4. Term of Directorship

- 4.1 At each annual general meeting, one-third (1/3) of the directors shall retire. If the number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire. A retiring director is eligible for re-election.
- 4.2 Apart from retirement upon expiration of the term of office, a director shall vacate office upon:
- 1) death;
 - 2) resignation;
 - 3) lacking of qualifications or possession of prohibited characteristics under the law governing public limited companies and the securities and exchange law, and OR's Articles of Association;
 - 4) removal by a resolution of the shareholders meeting
 - 5) removal by a court order.

In the case of a vacancy on the Board for any reason other than the expiration of the director's term of office, the Board shall elect a person who is qualified and possesses no prohibited characteristics under the law governing public limited companies and the securities and exchange law as the substitute director at the following meeting of the Board, unless the remaining term of office of the vacating director is less than two (2) months. The substitute director shall hold office only for the remaining term of office of the director whom he or she replaces. The resolution of the Board under the first paragraph shall require a vote of no less than three-quarters (3/4) of the number of directors remaining.

5. Meeting of the Board

- 5.1 A meeting of the Board shall be held at least once (1) a month at the date and venue set in advance. If necessary, Ad-Hoc meetings can be held.

The Chairman may determine that the Board meeting be organized and held through electronic media. In such event, the Board meeting shall be proceeded in accordance with the criteria and methods specified by related laws and OR's Articles of Association.

- 5.2 To convene internal meetings between independent directors at least once a year.
- 5.3 Each director should attend not less than 75 percent of all Board meetings in any whole financial reporting year.
- 5.4 The meeting agenda must be set in advance for each Board meeting by the Chairman and a designated independent director, with support from the company secretary. Board meeting documents shall be submitted to each director at least seven (7) days prior to each meeting. In case of urgent matters, an Ad-Hoc meeting can be arranged which the meeting notice can be submitted in other forms.
- 5.5 In calling a meeting of the Board, the Chairman or the person delegated by the Chairman shall serve a notice calling for such meeting. In case of a request by two (2) or more directors, the Chairman or the person delegated by the Chairman shall convene the Board meeting within fourteen (14) days from the date of the request.
- 5.6 The directors shall be notified dates of the Board meeting for the upcoming year in advance to enable the directors to allocate their time for the meetings.
- 5.7 The Board meeting requires the attendance of not less than one-half (1/2) of the total number of directors to constitute a quorum.
- 5.8 A decision by the Board requires the majority of votes. A director who has a vested interest in any matter shall not be entitled to vote on such matter. In the case of a voting tie, the chairman of the meeting shall have a casting vote.

For Board meeting agenda concerning guideline to divide the scope of business operation between PTT Public Company Limited (PTT) and OR and its subsidiaries, directors who have a vested interest and is not entitled to vote on such matter shall include representative directors from PTT and Ministry of Finance.

6. Sub-Committees

The Board may appoint sub-committees, as deemed appropriate, to assist in reviewing critical matters, as well as nominate directors in each sub-committee, and approve a charter for each sub-committee to specify rules, composition, scope of duty and responsibility, and other related matters. The Board shall review sub-committee's charter once a year.

7. Remuneration

The Board, with a recommendation from the Nomination and Remuneration committee, shall determine its remuneration policy, both monetary and non-monetary, taking into consideration the appropriateness for their duty and responsibility as well as the standards for directors of companies in the same business nature. Directors' remuneration must be approved by the resolution of shareholders' meeting.

Mr. Auttapol Rerkpiboon

Chairman of the Board

PTT Oil and Retail Business Public Company Limited

Charter of the Audit Committee

**PTT Oil and Retail Business
Public Company Limited (OR)**

**An extract from
PTT Oil and Retail Business Public Company Limited (OR)
Regulations Regarding the Audit Committee and Internal
Audit Unit B.E. 2564 (2021)**

Attachment 5.3

--etc.--

Section 2

The Audit Committee

2.1 Composition, Qualification, Term of Office, and Vacation of Office

6. The Board of Directors are responsible for the appointment of the Audit Committee, which shall comprise one (1) Chairman of the Audit Committee and at least two (2) but not more than four (4) Audit Committee members, all of whom shall be an independent director. The Chief of Internal Audit shall be appointed as the Committee Secretary.

At least one (1) of the Auditee Committee members must possess professional expertise and working experiences in accounting and finance, and is capable of financial statements audit and review.

7. The Board of Directors shall report the appointment or change of the appointment of the Audit Committee to the company's affiliated ministry and the Ministry of Finance within 30 days from the date of appointment or change of appointment.

8. The company shall notify a resolution on the appointment of the Audit Committee, and prepare the Committee name list and their scope of work in the format prescribed by the Stock Exchange. The list shall be delivered to the stock exchange in accordance with the Stock Exchange regulations on reporting through electronic media. The certificate and biography of the Audit Committee members shall also be submitted to the Stock Exchange of Thailand within 3 business days from the date which the Board of Directors passes a resolution on the Audit Committee appointment.

9. In the event that the Audit Committee vacates office before the office term expiration, the company shall disclose information and reasons for the vacation of office of the said Audit Committee member to the Stock Exchange immediately.

In the event that the Audit Committee resigns or is removed before the term expiration, the company must submit the information to the Office of the Securities and Stock Exchange Commission. The Audit Committee may explain the reasons of resignation or removal to the company's affiliated ministry and the Ministry of Finance.

10. In the event of changes in duties of the Audit Committee, the company shall notify the resolution on change in duties and prepare a list of Audit Committee members and their changed scope of work in the format prescribed by the Stock Exchange. The list shall be delivered to the Stock Exchange within 3 business days from the date of such change, in accordance with the Stock Exchange and the Securities and Exchange Commission regulations.

11. The Chairman of the Audit Committee and the Audit Committee members shall possess the following qualifications:

11.1 Being an independent director of the company.

11.2 Being able to devote their time to perform their duties, express their opinions or report on the performance of the assigned duties with independence and fairness.

11.3 Having qualifications as prescribed by relevant notifications, rules, regulations and laws, especially the Securities and Exchange law on Public Limited Companies and the criteria set by the Capital Market Supervisory Board and the Stock Exchange of Thailand.

12. The Chairman of the Audit Committee and the Audit Committee shall not have the following prohibited characteristics:
- 12.1 Must not be a permanent government official holding a position in OR's affiliated ministry.
 - 12.2 Must not be a director who possesses policy/regulations making power or administrative decision-making power, and must not be an employee or an advisor who receives regular remuneration from the company with controlling power over OR, OR's parent company, subsidiary, associated company, same-level subsidiary, major shareholder's company or OR's controlling person's company. This applies to the Chairman of the Audit Committee and the Audit Committee currently in the office or within 2 years prior to the date of appointment.
 - 12.3 Must not be a person with conflict of interest with OR. This applies to the Chairman of the Audit Committee or the Audit Committee currently in the office or within 1 year prior to the date of appointment.
 - 12.4 Must not be a parent, descendant, sibling, or spouse of OR's Director, Chief Executive Officer, major shareholder, control person, persons to be nominated as future Directors, management, OR's and its subsidiary's control person, Chief of Internal Audit Unit, internal auditors of OR or of the company that OR has the power over decisions making on policies and operations.
 - 12.5 Must not hold more than 0.5% of the total shares with voting rights of OR, its parent company, subsidiary, associated company, major shareholder, or OR's control person. This also applies to the shares held by related persons of such director.
 - 12.6 Must not have or must never had a business relationship with OR, its parent company, subsidiary, associated company, major shareholder, or OR's control person in a manner that may impede one's independent exercise of judgment. He/she also must not be or having been a significant shareholder or control person of any party with a business relationship with OR, its parent company, subsidiary, associated company, major shareholder, or OR's control person. The exceptions are made for those who have been discharged from the aforementioned characteristics for at least 2 years before the date of his/her appointment as an independent director.
- Such business relationship includes ordinary trade transactions for business operation, real estate rental or leasing transactions, assets or services related transactions, or financial assistance in the forms of receiving or lending, guaranteeing, placing assets as collateral for liabilities, or other similar activities. All of the aforementioned transactions result in an obligation for OR or the counterparty to pay at least 3% of the total tangible assets of OR, or at least 20 million baht (whichever is lower). The calculation of the aforementioned obligation shall be in accordance with the method connected transactions values calculation under the Notification of the Capital Market Supervisory Board regarding Rules on Connected Transactions *mutatis mutandis*. Such debt shall include the indebtedness incurred during 1 year prior to the date of business relationship with the said person.
- 12.7 Must not be or having been an auditor of OR, its parent company, subsidiary, associated company, major shareholder, or OR's control person. He/she also must not be a significant shareholder, control person or partner of the audit firm which works for OR, its parent company, subsidiary, associated company, major shareholder, or OR's control person. The exceptions are made for those who have been discharged from the aforementioned positions for at least 2 years prior to the date of appointment as an independent director.

- 12.8 Must not be or having been any professional service provider, including services as a legal or financial advisor who receives a service fee of more than 2 million baht per year from OR, its parent company, subsidiary, associated company, major shareholder, or OR's control person. He/she also must not be a significant shareholder, control person or partner of such professional service provider. The exceptions are made for those who have been discharged from the aforementioned positions for at least 2 years prior to the date of appointment as an independent director.
- 12.9 Must not be a director who has been appointed as a representative of OR's Board of Directors, major shareholders, or shareholders who are related to the major shareholders.
- 12.10 Must not operate a business with the same nature that is in significant competition with the OR's or its subsidiaries' businesses. He/she also must not be a significant partner in a partnership or must not be a director who takes part in management, an employee or advisor who receives regular salary, or must not hold more than 1% of the total shares with voting rights of other companies which operate similar business that are in significant competition with the OR or its subsidiaries' businesses.
- 12.11 Must not possess any other characteristics which may obstruct the expression of independent opinions on OR's operations. He/she also must not be a director who has been assigned by OR's Board of Directors to make operational decisions of OR, its parent company, subsidiary, associated company, same level subsidiary, major shareholder or OR's control person.
- 12.12 Must not be a director of OR's parent company, subsidiary or same level subsidiary which is a listed company.
13. The Audit Committee's office term is the same as his/her Board of Directors' term.
14. The vacation of office of the Audit Committee includes the vacation of office as OR's Board of Directors, expiration of the office term as specified, resignation, or removal.
15. In the event that the Audit Committee wishes to resign before the term of office expiration, the Audit Committee shall notify the Board of Directors in advance, no less than 1 month. The reasons for resignation shall be specified in order for the Board of Directors or the shareholders' meeting to consider and appoint another qualified person to replace the resigned Audit Committee member. OR must also notify and send a copy of the resignation letter to the Stock Exchange for acknowledgement.
16. In the event that a member of the Audit Committee has completed the term of office or there is any reasons the said member is unable to perform his/her duties until the term expiration which results in incompleteness of Audit Committees as specified in (6), the Board of Directors or the shareholders' meeting shall appoint new members of the Audit Committee immediately or within 3 months as the latest from the date that the number of members is incomplete, to ensure continuity in the work of the Audit Committee.

2.2 Scope of Duties and Responsibilities

17. The Audit Committee has the scope of duties and responsibilities on the following matters:
- 17.1 Review and reassess the adequacy of the Audit Committee Charter annually in accordance with the company's strategic objectives. Final approval of the charter must reside with OR Board of Directors. The Charter should be carefully reviewed and disclosed to its shareholders via various channels at least once a year.
 - 17.2 Review the effectiveness and efficiency of Corporate Governance, Risk Management and Internal Control Process.
 - 17.3 Review and ensure the appropriation and credibility of OR financial statements in accordance with the accounting standards.
 - 17.4 Review and ensure OR's business operations to comply with the Securities Law, the Stock Exchanges of Thailand regulations, policies, rules, ordinances, the Articles, the Cabinet Resolutions and any relevant laws applicable to the Company's business.
 - 17.5 Review and ensure OR's Internal Control and Internal Audit Systems to be sufficient and appropriate, including the sufficiency of internal audit budget, resource, and the organizational independence of the internal audit activity.
 - 17.6 Consider related parties transactions or any transactions that may lead to conflicts of interest or potential fraud that may affect the company's operations, according to the laws and regulations of the Stock Exchange of Thailand. This is to ensure that such transactions are suitable and are in the best interest of the company.
 - 17.7 Give recommendations and suggestions to OR Board of Directors on the appointment, performance assessment, or removal of the company's Head of Internal Audit.
 - 17.8 Consider, select and recommend on the appointment of independent external auditor for the company's audit, and propose auditor's remuneration fee to OR Board of Directors. This includes the participation in a meeting with external auditor without OR management in attendance at least once a year.
 - 17.9 Coordinate with the external auditor in the review or assessment of any significant accounting and reporting issues for further problems solving and improvement. Suggest any agenda items that need careful consideration, including plans for electronic data processing review and control.
 - 17.10 In the event that external auditor reports to the Audit Committee on issues regarding corruptions and compliance of the Board of Directors or Management, the Audit Committee shall consider conducting a preliminary examination and report such examination result to the Securities and Exchange Commission (SEC) and external auditor within 30 days from the date of receiving the notification from the auditor.

- 17.11 Report the Audit Committee's performance to OR Board of Directors at least once per quarter, within 60 days after each quarter ends. For the fourth quarter, the Audit Committee's Annual Performance Report, signed by the Chairman of Audit Committee, must be prepared and submitted to the affiliated Ministry and the Ministry of Finance within 90 days after the company's fiscal year ends.

Performance report as stated in above paragraph must contain information specified by the State Enterprise Policy Office, Ministry of Finance, and the Stock Exchange of Thailand.

- 17.12 Report the Audit Committee's performance on internal audit activity assessment to OR Board of Directors at least once a year. The report must include assessment result, problems, obstacles and improvement plans.
- 17.13 Disclose the Audit Committee Annual Report and the external auditor annual remuneration in OR annual report.
- 17.14 Either the Chairman or a member of the Audit Committee must attend the OR Annual General Meeting of Shareholders.
- 17.15 Arrange and supervise the management to set up complaints receiving process and channels.
- 17.16 Perform any other tasks designated by the laws or assigned by the Board of Directors. Nevertheless, the tasks must be under the Committee's scope of duties and responsibilities.

18. In the performance of duties under Article 17, the Audit Committee is directly responsible to the Board of Directors, while the Board of Directors remain responsible to the third parties
19. In the event that any internal audit activity or any other performance of the Audit Committee requires knowledge and competence from specialized experts, the Committee shall propose to the Board of Directors in hiring external specialized experts at the expense of the company. The hiring process shall be in accordance with the company's regulations, including the power to appoint a working group to support the Audit Committee.
The provisions of Clause 12.3 and 12.4 shall apply to the prohibited characteristics of the specialized expert under the above paragraph.
20. When the Audit Committee receives an internal audit report with violations of laws, regulations, procedures, Cabinet Resolutions, announcements and orders related to the company's operations, the Committee must inform the top management to consider assigning responsible department to take corrective action to comply with laws, regulations, work practices, Cabinet Resolutions, announcements and orders related to the company's operations.

In the event that the Audit Committee receives an internal audit report with suspicious transactions or actions that may cause critical damage to the company, conflicts of interest, fraud, any unusual transactions or significant deficiencies in the internal control system, the Committee must report to the Board of Directors immediately for further actions of correction and improvement without delay.

The Board of Directors shall report on the Audit Committee's compliance with the recommendations to the affiliated Ministry and the Ministry of Finance at least once a year

2.3 The Audit Committee Meeting

21. The Audit Committee must hold a meeting at least once a quarter, with the agenda for each meeting clearly defined in advance. In case of necessity, the Chief Executive, executives or other persons may be invited to attend the meeting. Nevertheless, for each financial year, the Audit Committee must hold a meeting with external auditor without the participation of high-level management at least once a year.
22. The Audit Committee shall have a formal meeting with the management at least once a year.
23. The Chairman of the Audit Committee may issue an additional invitation to the Audit Committee meeting as deemed appropriate or as requested by the Audit Committee, internal auditors, external auditors or the Chairman of OR's Board of Directors.
24. Meeting of the Audit Committee must be attended by no less than two-thirds of the total Committee members to constitute a quorum. The chairman of the Audit Committee shall chair the meeting. If the Chairman of the Audit Committee does not attend the meeting, the Audit Committee members present at the meeting shall elect one of them to chair the meeting.
25. Resolution of the meeting shall be made by a majority vote. One member of the Audit Committee shall have one vote. If the votes are equal, the chairperson of the meeting shall have an additional casting vote. The Audit Committee Secretary shall refrain from voting.

The Audit Committee members who are interest persons in the agenda considered shall refrain from expressing opinions and voting on such matter.
26. The Audit Committee shall receive remuneration according to the resolution of the shareholders' meeting. And the secretary shall receive a monthly payment equal to half of the Audit Committee's compensation.

--etc.--

**Charter of the Nomination
and Remuneration Committee
PTT Oil and Retail Business
Public Company Limited (OR)**

**(Amended at the 10/2021 Board of
Directors Meeting on October 27, 2021)**

Attachment 5.4

The Nomination and Remuneration Committee (the “NRC”) shall consistently review its charter and shall report the review results to the Board of Directors (the “Board”).

1. Composition of the NRC

- 1.1 The NRC shall comprise at least three (3) directors, one of whom shall be an independent director.
- 1.2 The NRC chairman shall be an independent director.

2. Qualifications of the NRC

- 2.1 The Board shall appoint NRC members, considering their capabilities and working experiences that are in line with OR business, as well as their honesty, trustworthiness, and good business ethics.
- 2.2 NRC members shall not be the Chairman of the Board of Directors or an executive director.
- 2.3 The NRC shall appoint a capable person to serve as its secretary to be responsible for meeting arrangement and support other duties assigned by the NRC,

3. Duties and Responsibilities of the NRC

- 3.1 To provide recommendations on the structure, composition, and qualifications for OR's directors and sub-committees' members.
- 3.2 To establish criteria and processes that are guided by principles and transparency for the selection and nomination of qualified candidates for the position of OR's director or President and Chief Executive Officer upon their retirement by rotation or when the position becomes vacant, Executive Vice President or higher or equivalent positions, and other management positions as assigned by the Board, to be proposed to the Board and/or shareholders' meeting (depending on the case) for approval and appointment.
- 3.3 To review and nominate qualified directors or individuals as sub-committee members before proposing to the Board for appointment as deemed appropriate.
- 3.4 To review the succession plan for the President and Chief Executive Officer and the list of candidates qualified for the succession every year.
- 3.5 To establish guidelines for both monetary and non-monetary remuneration for the Board of Directors, the President and Chief Executive Officer, and the sub-committees, as well as other benefits, including fixed rate compensation (such as retainer fees and meeting allowances) and non-fixed rate compensation (such as performance bonuses and pensions) to ensure fairness and sensibility, in which remuneration is determined in relation to the returns OR creates for shareholders but not at such a level that incentivizes only short-term operating results, before proposing to the Board and shareholders' meetings for approval.
- 3.6 To comply with good corporate governance policy, the NRC shall set director remuneration to be in line with the Stock Exchange of Thailand's guidelines, i.e. comparable with industry practice, experiences, obligations, scope of work, scope of accountability and responsibility, and contribution of each director. Directors who have additional roles and responsibilities, such as a member of a sub-committee, should be entitled to additional remuneration.

- 3.7 To disclose the directors' remuneration policy and criteria that reflect the duties and responsibilities of each individual, including the pay components and level received by each director. The remuneration disclosed for each director should also include remuneration for what each individual receives from holding directorship at OR's subsidiaries
- 3.8 To review performance assessment guidelines and criteria and create annual performance assessment forms for the Board of Directors and sub-committees to be proposed to the Board for approval, so as to use the assessment results obtained to improve the performance.
- 3.9 To review and establish performance assessment criteria for the President and Chief Executive Officer, conduct performance assessment in accordance with such criteria, and determine appropriate remuneration before proposing to the Board of approval.
- 3.10 To report the performance of the NRC to the Board and compile reports of the NRC, signed by the NRC Chairman, to be disclosed in OR's annual report.
- 3.11 To carry out other duties assigned by the Board.

4. Term of NRC Membership

- 4.1 Each NRC member's term of office is in accordance with his/her term of office in the Board. A retiring NRC member is eligible for re-election.
- 4.2 In case that the seat of NRC is vacated with other reasons besides term completion as stipulated in No. 4.1; upon death, vacating directorship position in the Board, resignation, or removal by a resolution of the Board; the Board shall appoint a qualified director to replace the vacant position within ninety (90) days from the date of incomplete composition of the NRC.

The NRC member who wishes to resign before completion of the term should inform the Board in advance.

5. Meeting of the NRC

- 5.1 The NRC meeting requires the attendance of not less than half of the total NRC members to constitute a quorum. If the NRC chairman does not attend the meeting or cannot perform his/her duty, the NRC members who attend the meeting shall elect one of themselves to be the chairman of the meeting.
- 5.2 In casting votes, each NRC member shall have one vote. A decision by the NRC meeting requires the majority of votes. A member who has a vested interest in any matter shall not be entitled to vote on such matter. In the case of a voting tie, the NRC chairman of the meeting shall have a casting vote.
- 5.3 A meeting of the NRC shall be held at least two (2) times a year

6. Remuneration

The NRC shall receive remunerations as approved by the shareholders' meeting.

**Charter of Enterprise
Risk Management Committee
PTT Oil and Retail Business
Public Company Limited (OR)**

**(Amended at the 9/2021 Board of Directors
Meeting on September 22, 2021)**

Attachment 5.5

The Enterprise Risk Management Committee (the “ERMC”) shall consistently review its charter and shall report the review results to the Board of Directors (the “Board”).

1. Composition of the NRC

- 1.1 The ERMC shall comprise at least three (3) directors, one of whom shall be an independent director.
- 1.2 The ERMC chairman shall be an independent director.

2. Qualifications of the ERMC

- 2.1 The Board shall appoint ERMC members, considering their capabilities and working experiences that are in line with OR business, as well as their honesty, trustworthiness, and good business ethics.
- 2.2 The ERMC shall appoint a capable person to serve as its secretary to be responsible for meeting arrangement and support other duties assigned by the ERMC.

3. Duties and Responsibilities of the ERMC

- 3.1 Define and review Risk Management Policy, organizational risk management framework and the stakeholder management framework.
- 3.2 Supervise and support the implementation of Corporate Risk Management, as well as stakeholder management in accordance with OR’s business strategies and business goals in the rapid-changing circumstances
- 3.3 Provide recommendations for monitoring and evaluation of risk management and stakeholder management to OR’s Management Committee (OR MC) for further implementation.
- 3.4 Examine the corporate risk management reports, comment on the potential risks that might arise, suggest guidelines for determining control or mitigation measures (Mitigation Plan), and develop an effective corporate risk management system for OR MC.
- 3.5 Examine the stakeholder management report, provide comments on action plans to expand positive results or reduce/compensate the potential impact that might occur to the stakeholders, and develop a consistently efficient stakeholder management system for OR MC.
- 3.6 Report Enterprise Risk Management and stakeholder management results to the Board of Directors for acknowledgment. In case of any factors or important events which could have significant impact on the company or stakeholders, the ERMC must report to the Board immediately for urgent consideration and decision making.
- 3.7 Consider, scrutinize and comment on agendas with long-term-commitments, business complexity, and potential risk that may affect the company or have a significant impact on the stakeholders before presenting the agendas to the Board.
- 3.8 Consider, review, and provide opinions on agenda items related to investment as stipulated in the regulations and requirements on investment and investment budget management of OR and companies in OR Group as well as guidelines for investment oversight of companies where OR is a shareholder.
- 3.9 Other duties as assigned by the Board.

4. Term of ERM C Membership

- 4.1 Each ERM C member's term of office is in accordance with his/her term of office in the Board. A retiring ERM C member is eligible for re-election.
- 4.2 In case that the seat of ERM C is vacated with other reasons besides term completion as stipulated in No. 4.1; upon death, vacating directorship position in the Board, resignation, or removal by a resolution of the Board; the Board shall appoint a qualified director to replace the vacant position within ninety (90) days from the date of incomplete composition of the ERM C.

The ERM C member who wishes to resign before completion of the term should inform the Board in advance.

5. Meeting of the ERM C

- 5.1 The ERM C meeting requires the attendance of not less than half of the total ERM C members to constitute a quorum. If the ERM C chairman does not attend the meeting or cannot perform his/her duty, the ERM C members who attend the meeting shall elect one of themselves to be the chairman of the meeting.
- 5.2 In casting votes, each ERM C member shall have one vote. A decision by the ERM C meeting requires the majority of votes. A member who has a vested interest in any matter shall not be entitled to vote on such matter. In the case of a tie vote, the ERM C chairman of the meeting shall have a casting vote.
- 5.3 A meeting of the ERM C shall be held at least once (1) a quarter

6. Remuneration

The ERM C shall receive remunerations as approved by the shareholders' meeting.

Charter of the Corporate Governance Committee

**PTT Oil and Retail Business
Public Company Limited (OR)**

Attachment 5.6

The Corporate Governance Committee (the “CGC”) is tasked to support OR’s Board of Directors in formulating corporate governance policy and business operations directions to adhere to good corporate governance principles of listed companies on an international par, as well as concurrently encouraging OR’s employees to comply with the Company’s corporate governance principles and business ethics. The Company’s sustainable growth is accordingly driven through righteous and transparent business operations with social and environmental commitments, thereby building trust among shareholders, stakeholders and related sectors.

1. Composition of the CGC

1.1 The CGC shall comprise at least three (3) directors, one of whom shall be an independent director.

1.2 The CGC chairman shall be an independent director.

2. Qualifications of the CGC

2.1 The Board shall appoint CGC members, considering their capabilities and working experiences that are beneficial to OR business, as well as their integrity, trustworthiness and business ethics.

2.2 The CGC members shall not be the Chairman of the Board of Directors or an executive director.

2.3 The CGC shall appoint a capable person to serve as its secretary to be responsible for meeting arrangement and supporting other duties assigned by the CGC.

3. Duties and Responsibilities of the CGC

3.1 To define Corporate Governance Policy and code of business conduct and ethics, and anti-fraud and anti-corruption policy, sustainability management and corporate social responsibility according to the corporate governance system, and propose to the Board of Directors to set as the Company’s rules and regulations, in alignment with principles, standards and requirements of various institutions or regulators governing listed companies, such as the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC) to support OR’s strategy and goals.

3.2 To advise and recommend the Board of Directors to ensure the operations is conforming to good corporate governance principles and business ethics.

3.3 To approve OR’s corporate governance objectives, goals, strategies, management framework, policy and approaches as well as regularly reviewing OR’s corporate governance directions to be in line with the Company’s goals and strategies.

3.4 To regulate, support and monitor the implementation of corporate governance, sustainability management, corporate social responsibility and report to the Board of Directors to ensure the alignment of the Company’s operations with the established policies and guidelines for continuous development and enhancement of OR’s corporate governance. In case of any important factor or event with potential and significant impact on the Company, the CGC must immediately report to the Board of Directors for urgent consideration and decision making.

3.5 To annually review the suitability of the Corporate Governance Committee Charter. The revised Charter must be submitted for approval of the Board of Directors.

3.6 To define policy, establish governance frameworks, support and monitor handling of complaints, fraud and non-compliance reports.

3.7 To encourage and cultivate good corporate governance culture among executives and employees at all levels for more understanding and practical adoption in both OR and OR's subsidiaries.

3.8 To perform other duties assigned by the Board of Directors.

4. Term of CGC Membership

4.1 Each CGC member's term of office is in accordance with his/her term of office in the Board. A retiring CGC member is eligible for re-election.

4.2 In case the seat of CGC is vacated by other reasons other than term completion as stipulated in No. 4.1, namely upon death, vacating directorship in the Board, resignation, or removal by a resolution of the Board, the Board shall appoint a qualified director to replace the vacant position within ninety (90) days from the date of incomplete composition of the CGC.

The CGC member who wishes to resign before the term completion should inform the Board in advance.

5. Meeting of the CGC

5.1 The CGC meeting requires the attendance of not less than half of the total CGC members to constitute a quorum. If the CGC Chairman does not attend the meeting or cannot perform his/her duty, the attending CGC members shall elect one of the present members as Chairman of the meeting.

5.2 In casting votes, each CGC member shall have one vote. A decision by the CGC meeting requires the majority of votes. A member who has a vested interest in any matter shall not be entitled to vote on such matter. In case of a tie vote, the CGC Chairman of the meeting shall have a casting vote.

5.3 A meeting of the CGC shall be held at least two (2) times a year.

6. Remuneration

The CGC shall receive remunerations as approved by the Shareholders' Meeting.

Attachment 6

**The Report of the Audit Committee is disclosed in
OR's Annual Report 2021 (56-1 One Report)
page 56-57**