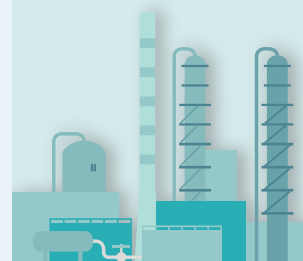


Revision 4

CORPORATE GOVERNANCE & CODE OF CONDUCT MANUAL



(Actual copy : For the Corporate Compliance Department)

Thai Oil Public Company Limited and Thailoil Group Acknowledgment Form

- ▶ I have received a copy of the Corporate Governance and Code of Conduct Manual.
- ▶ I will study and observe the principles contained in the manual, as well as the Company's Corporate Governance Policy, Corporate Governance principles, Code of Conduct and Anti-Corruption Policy, in conducting my business under the highest standard.

Signed :

(.....)

Employee ID :

Date : / /

For clarification or amplification, or both, of the contents of this manual, please call the Corporate Governance Section, Tel. +66(0)-2797-2900 or +66(0)-2797-2999 ext. 7440-7442

Corporate Governance and Code of Conduct

Serving as Thai Oil Plc's and Thairoil Group's
main tools for establishing
fairness, transparency, and efficiency,
Corporate Governance and the Code of Conduct
are critical to the Group's success and
sustainable growth.





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— General Information —

Thai Oil Plc. is committed to managing
its business with fairness, integrity,
and transparency under
international standards of
corporate governance, a fundamental
value of leading organizations





Announcement of Thai Oil Public Company Limited

Thai Oil Public Company Limited (Thaioil) is convinced that business management on the basis of good corporate governance and business ethics is crucial to efficient business operation, marked by integrity, transparency, accountability, fairness to stakeholders, and shareholders' best interests, thus leading to business sustainability.

To achieve these goals and maintain excellence in merit-an essential basic value to any organization - since 2004, the Company has developed a written corporate governance manual and, since 2007, a corporate governance policy for all directors, executives, and employees of Thaioil Group to observe and implement. The Board of Directors, the Corporate Governance Committee, and the management value and are at all times committed to improving the standards of corporate governance and business ethics so that the Company's practices stay current of international standards, and compatible with changes in strategies, regulations, and prevailing circumstances.

In 2013, Thaioil revised and amended its corporate governance policy in line with its strategies and the Stock Exchange of Thailand (SET)'s revised corporate governance principles, which incorporated an anti-corruption policy. Therefore, the Company undertook amendment of the manual and the code of conduct while reviewing its principles and practical guidelines to put them on a par with developed relevant regulations and international standards. To this end, all directors, executives, and

employees are told to observe the manual in their conduct. In addition, Thaioil Group companies are encouraged to apply this manual and the code of conduct as their own business guidelines for fairness, integrity, transparency in their businesses under international standards - a fundamental value for leading organizations.

In addition, the Company has publicized this manual for those related to its overall business, including business partners, customers, and joint-venture companies to apply to their business conduct with Thaioil Group companies for compatibility with the Company's Corporate Governance and Code of Conduct.

It is our hope that all directors, executives, and employees will cooperate and remain committed to strictly observing this manual so as to help the organization achieve its goals in establishing security and sustainable growth.



(Mr. Kurujit Nakornthap)

Chairman of the Board



(Mr. Atikom Terbsiri)

Chief Executive Officer
and President



Vision and Mission



Vision

A leading fully integrated refining and petrochemical company in Asia Pacific

Mission

- ▶ To be in the top quartile on performance and return on investment
- ▶ To create a high-performance organization that promotes teamwork, innovation, and trust for sustainability
- ▶ To emphasize good corporate governance and commit to corporate social responsibility

positive

PROFESSIONALISM



OWNERSHIP AND COMMITMENT



SOCIAL RESPONSIBILITY



INTEGRITY



TEAMWORK AND COLLABORATION



INITIATIVE



VISION FOCUS



EXCELLENCE STRIVING





Guidelines and Enforcement

The Company has defined the duties and responsibilities for directors, the management, and all employees to acknowledge and comply with the policies and terms of this manual. All executives are to supervise, take responsibility for, and seriously take the promotion of their understanding and strict compliance with this manual.

The Company is to stringently obey the law, while refraining from violating these corporate governance principles. If directors, the management, and employees violate these principles, they will face strict disciplinary punishment; if it is suspected that they have violated any law, regulation, rule, and requirement laid down by the public sector, they will be handed to public officials for prosecution.

If the Company's personnel ("Personnel") find it difficult to decide on any given matter or deal with any portion of the Code of Conduct not explicitly stated in the Company's document, they should ask themselves the following questions:

- ▶ Is this action against the law?
- ▶ Is this action against a company policy, its code of conduct, or its image?
- ▶ Is this action going to severely affect the Company's stakeholders?
- ▶ Is this action socially acceptable and disclosable?

If personnel detect violation of the law or the corporate governance principles, or both, they are to inform the channels under the whistle-blowing measures about it, and the Company will begin its probe, while protecting whistle-blowers. (See details below under Whistle-Blowing Measures and Whistle-blower Protection Mechanisms.)





Advice about this Manual

- Study its contents
- Study the portions related to your duties and responsibilities
- Regularly and constantly review the contents and your understanding of this manual
- If your performance relates to or affects the Company, share your knowledge and understanding with others
- When in doubt, consult your superior or the Company's assigned persons for monitoring compliance with the code of conduct or code of practice for the management and employees
- If you detect violation of the code of conduct, inform your superior or a responsible party
- Lend cooperation to investigations by assigned agencies or parties
- All superiors must lead in compliance with the corporate governance principles, while promoting a proper work environment for employees and related parties to understand that such compliance is the right thing to do.



Whistle-Blowing Measures and Whistle-Blower Protection Mechanism

The Company has put in place complaint-making and whistle-blowing channels, covering complaint-filing, verification, and summary of findings, together with protection of the complainants and related parties. The purpose is to handle complaints, comments, or suggestions from stakeholders that are affected or potentially affected by the Company's business or conduct of its directors, executives, or employees resulting from law-breaking or violation of the code of conduct, as well as suspected corrupt practices.

Scope of Complaint and Whistle-Blowing

- ▶ Violation of laws, regulations, corporate governance policy or principles, code of conduct, and Company's regulations
- ▶ Unlawful acts implying corrupt practices for undue benefits, either for personal or others' gain, including embezzlement, corrupt practices, and fraud.



Complainants

Personnel, relevant officers, or a third party coming across or becoming aware of dubious acts, including those affected by the Company's business or the conduct of company directors, executives, or employees that violate laws, regulations, the Company's corporate governance, code of conduct, policies, and regulations, and suspected corrupt practices. The Company encourages complainants to identify themselves and provide adequate evidence.

Complaint-Making and Whistle-Blowing Process

If one comes across a violation of the laws, regulations, corporate governance principles, code of conduct, Company's policies or regulations, as well as suspected corrupt practices by Company's directors, executives, or employees, one can file a complaint through designated channels. An employee coming across such acts should ask or consult his or her superior first. If unsure or uneasy to do so, he or she can use designated channels.

Once the complaint has been received, the Company can decide suitable further action or forward the matter to relevant parties with due regard for freedom to duly act on the issue in question so as to find facts and track progress. This is to ensure that the Company's actions fit the complaints. Below are the guidelines.

-
- (1) Violations of personnel aspects of Company's policies and procedures should be forwarded to the Human Resources Manager
 - (2) Violations of laws, regulations, Company's policy and principles of corporate governance, code of conduct, or regulations should be forwarded to the Company Secretary
 - (3) Dubious acts for unlawful gains for oneself or other parties, including embezzlement, corrupt practices, and fraud should be forwarded to the Audit Committee or the Corporate Internal Systems Audit Manager
 - (4) If the matter under (1), (2), or (3) is complicated or involves several units, it should be forwarded to the Chief Executive Officer (CEO)/President, who will appoint an investigation committee
 - (5) Then this should be forwarded to the Corporate Governance Manager for complaint registration and information recording for progress follow-up.

Note that if a violation is proved valid, the guilty party is subject to the Company's disciplinary measures or punishment by law if the violation is unlawful, or both.

False Reporting

If the reported information is proved to be false due to deliberate distortion or false accusation, those reporting it have violated the Company's code of conduct, for which punishment is to follow Company's regulations or letters of the law, or both.

Protection of Complainants, Whistle-Blowers, and Related Parties

Complainants or whistle-blowers are to be suitably and fairly protected by the Company, which implies no change in job titles, job nature, workplaces, job relief, threats, job harassment, dismissal, or unfair acts. The Company will keep their complaints confidential and not disclose them to unrelated parties except when required by law.

Those with knowledge of complaints or related information must maintain confidentiality and not disclose it except when required by law. If this is intentionally violated, the Company will punish them under its regulations or the law, or both, as seen fit.



Complaint-Making and Whistle-Blowing Channels

Stating explicitly that the information is confidential, complainants or whistle-blowers can file matters through the following channels:



Chairman of the Board or
Chairman of the Corporate Governance Committee or
Chairman of the Audit Committee or
Chief Executive Officer/President, or
Company Secretary

Thai Oil Public Company Limited
555/1 Energy Complex Building A, 11th Floor
Vibhavadi Rangsit Road, Chatuchak, Chatuchak,
Bangkok 10900



cgcoordinate@thaioilgroup.com

(The Corporate Governance Manager will acknowledge receipt of the matter and duly forward it to responsible parties.)



+66(0)-2797-2900 or
+66(0)-2797-2999 or
+66(0)-2299-0000 ext. 7440-7442



+66(0)-2797-2973 (7028)

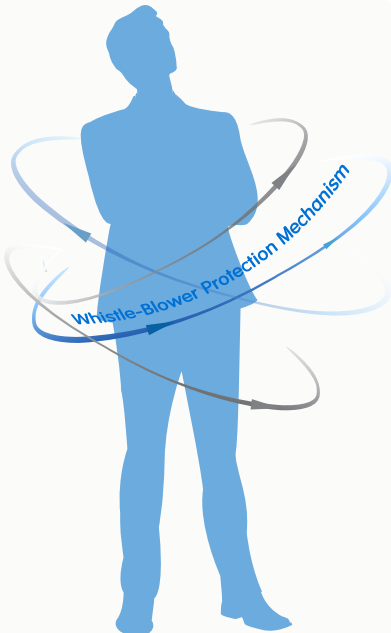
Whistle-Blowing Process

When come across :

- Violation of law, regulations, CG, code of conduct, etc.
- Unlawful acts implying corrupt practices

Report to

Complaint-Making and Whistle-Blowing Channels



The Corporate Governance Manager

For complaint registration and information recording for progress follow-up

Once the complaint has been received, the Company can decide suitable further action or forward the matter to relevant parties and track progress.



**The Human Resource
Manager**

Violations of personnel aspects of Company's policies and procedures



**The Audit Committee or
the Corporate Internal
Systems Audit Manager**

Dubious acts of unlawful gains



**The Company
Secretary**

Violations of laws, CG, code of conduct, or regulations



**CEO/President will
appoint an investigation
committee**

Complicated matter or involves several units

2

— Corporate Governance —

An internal management tool to link relationships among shareholders, the Board of Directors, executives, and employees with due regard for stakeholders at large, leading to the best interests of shareholders and all stakeholders





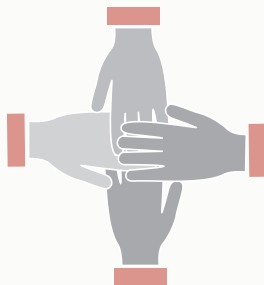
Corporate Governance Policy

Committed to becoming a leading regional corporation that bolsters investors' and stakeholders' confidence in its business, supplements value to the organization, and promotes sustainable growth, Thairoil manages its business with fairness, integrity, and transparency under internationally accepted corporate governance principles, which forms the basic value of leading corporations. Below is its corporate governance policy, designed to frame its various aspects of business:

1. The Board of Directors (“the Board”), the management, and all employees are to perform their duties with utmost dedication, determination, devotion, and responsibility for the best interests of the Company while adhering to the Company’s corporate governance principles and business ethics with understanding, trust, and confidence as the habitual practice so that these principles may become an organizational culture.
2. The Board, with the management, plays a key role in defining the Company’s vision, strategies, policies, and business plans, as well as organizing the management structure to ensure alignment between the Board, management, and shareholders along with management conduct that is appropriate for the Company’s business operations.

-
3. The Board and the management will be required to be the ethical leaders and the role model in performing their duties with integrity, honesty, fairness, and transparency, in accordance with the Company's corporate governance and ethical practices.
 4. The Board, the management, and all employees are to be committed to equality and fair treatment of all stakeholders, and monitor, control, and prevent any decision or actions that may lead to conflicts of interest.
 5. Compliance with the corporate governance policy is a key indicator for business management performance assessment of the Board and the management, and for performance assessment of all employees alike.

The frame of compliance with the corporate governance policy appears in the corporate governance and code of conduct manual, which is handed out to all employees.





Corporate Governance Principles

Corporate governance principles are defined as a process under which there is a structure and an internal managing mechanism connecting relationship between the Board, the management, employees and shareholders, as well as overall stakeholders, reflecting governing principles in the following areas:

- Responsibility for performing duties with due competence and adequate efficiency
- Fair treatment of all stakeholders
- Accountability for one's own decision-making and acts, as well as those of others under one's auspices
- Corporate vision for long-term value creation
- Transparency in conducting business, openness to scrutiny, and transparent disclosure of corporate information to related parties
- Ethically undertaking business operation, marked by a code of conduct

Responsibility

Equitable Treatment

Accountability

Creation of Long Term Value

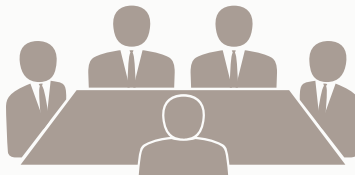
Transparency

Ethics

REACT+E

The Company has established an operating system and internal control system under these corporate government principles:

- Rights of the Shareholders
- Fair Treatment of the Shareholders
- Roles toward the Stakeholders
- Information Disclosure and Transparency
- Responsibility of the Board.





Corporate Governance Guidelines

1. Rights of the Shareholders

Principles

- ▶ Shareholders are entitled to company ownership and control via an appointed Board. They can engage in share transactions, transfer shares, share in the company's profits, receive adequate company information, and attend meetings to exercise their votes at shareholders' meetings, including directors' appointment and removal.
- ▶ Since shareholders are entitled to join in the decision-making on the company's key changes, they are entitled to know the rules and procedures for attending meetings, as well as receiving adequate information for their review on each agenda item reasonably well ahead of the meeting. They are entitled to express their views, ask directors questions, and send in their questions in advance, in addition to proposing meeting agendas and assigning proxies.
- ▶ The company should promote shareholders' exercising of their rights and avoid violating or depriving these rights.

Guidelines

1. The Company sends meeting notices to all shareholders, giving information and data for voting that are adequate, accurate, complete, and transparent. The meeting venue, date, and time are spelled out along with other details, including agenda items complete with explanations and

rationales, proxy forms, instructions on proxy assignment, and at least one independent director's name as an alternate proxy. Shareholders may also ask questions ahead of the meeting. Meeting notices are mailed no less than 21 days ahead of each meeting date and publicized on Company's website along with supporting information for the agenda of the annual general meeting of shareholders (AGM) no less than 30 days ahead of the meeting date. If agenda items are added, shareholders must be notified ahead of time.

2. The Company publishes details of the AGM's agenda in both Thai and English newspapers for three consecutive days and at least three days before the meeting to ensure good preparation by the attending shareholders.
3. For the AGM, Thaioil secures a meeting venue with enough room to accommodate shareholders in attendance in Bangkok or nearby that is convenient for transport. To protect all shareholders, a contingency plan is in place for emergencies. For the sake of convenience, speed, and efficiency, technology is applied to the meeting, including registration, voting, ballot tallying, and outcome display.



-
4. All directors, committee members, and the company secretary attend every shareholders' meeting to address and listen to opinions from the shareholders. This guideline also applies to all senior executives.
 5. The Company will by no means limit shareholders' right to attend meetings. All shareholders are entitled to attend the entire meetings, ask questions, and vote under the meeting agenda. The Company will appoint independent parties to witness ballot tallying and verification. The meeting chairman should allow a suitable period of time and encourage comments and questions at the meeting.
 6. At shareholders' meetings, the Company arranges voting on individual agenda items, including appointment of directors, where shareholders are entitled to vote for individual directors, but cannot split their votes. Made under procedures and tools that are transparent, convenient, speedy, and efficient, decision outcomes must be displayed promptly for shareholders' instant information.
 7. To comply with the Stock Exchange of Thailand's (SET's) regulation, the Company prepares and submits a shareholders' meeting report to SET within 14 days of the meeting and publishes details of the meeting with complete minutes, voting exercise, vote results for each agenda, inquiries by shareholders for each agenda, and video-recording on its website.

2. Fair Treatment of the Shareholders

Principles

- ▶ All shareholders are entitled to identical treatment and protection of fundamental rights regardless of their numbers of shares, management status, nationality, gender, age, skin color, origin, religious belief, faith, political view, or disability.

The company's shareholders' meeting process advocates equitable treatment of all shareholders.
- ▶ The company has in place preventive measures for abuse of inside information by directors and executives for undue personal others' gains, and requires directors and executives to disclose information about their vested interests and those of related parties.

Guidelines

1. The Company is to protect the shareholders' rights and treat all shareholders equally. Every shareholder is entitled to receive Company's information in Thai or English (if he is a foreign shareholder).
2. Shareholders are entitled to authorize others to attend shareholders' meetings and exercise their rights to vote on their behalf. The authorized parties can attend meetings and fully exercise the right to vote upon certifying his or her status. Shareholders may submit their proxy forms to an independent director, and are entitled to receive complete biographical and career information of independent directors for decision-making

-
3. The Board supports minor shareholders' exercising of their rights to propose additional agenda or nominate experts for director election no less than 90 days ahead of the meeting date. The criterion for this is publicized on its website. Note that such agenda addition or director nomination must comply with the law and company regulations. The Company must be ready to take up such proposals, accommodate them, and provide advice.
 4. Unless allowed by the Board Chairman, the Board has devised guidelines for directors with vested interests to leave the meeting for the agenda item in question. They may remain in the meeting only to answer directors' queries and must abstain on voting on such matter.
 5. The Board has defined guidelines for maintaining and preventing abuse of information for directors, executives, and employees to observe in line with the code of conduct on maintaining confidentiality and using inside information.
 6. The Board requires reports on changes in portfolios of directors and executives in line with the Securities and Exchange Commission (SEC) announcement in addition to the reports filed to the Board. Their portfolios are disclosed annually in Form 56-1.

3. Role toward the Stakeholders

Principles

- ▶ Stakeholders should be looked after by the company in line with their rights under applicable laws or agreements with the company, which must refrain from infringing on their rights.

The company should have measures for handling complaints, comments, suggestions, and whistle-blowing concerning unlawful deeds or violation of the code of conduct implying dishonest acts or malfeasance of personnel or other stakeholders. It should also have a mechanism to protect whistle-blowers' rights.

- ▶ The company should consider processes in support of cooperation between itself and stakeholders in forging financial security and business sustainability. It should also disclose key related information to promote the efficiency of such collaboration.

The company should define social responsibility to ensure that its business has taken into account environmental and social factors for the sake of sustainable development.



Guidelines

1. Stakeholders are identified in groups, including shareholders, investors, customers, business partners, creditors, financial institutions, employees, local communities, society, business competitors and relevant public agencies as well as organizations. Two-way communication channels must be adequately established with each group.
2. The Company is obliged to its customers for continually and systematically developing products and services to ensure environmental friendliness of its value chain. It also promotes sustainable development and prices its products sensibly without taking advantage of its customers.
3. Taking into account employee welfare and looking after all employees, the Company enters into fair employment contracts. Offering compensation fitting caliber, the Company provides training and development, continuing education to grow their capability, and good workplaces. It defines safety standards and fosters work discipline. Should employees have to stop work for whatever reasons, the Company must define plans or measures to clearly resolve problems those affected.
4. The Company must conduct business in a neutral and fair manner to business partners, business rivals, and creditors by instituting procedures and practical guidelines for choosing business partners or contractors. Observing rules and fair competition for business rivals, the Company strictly honors contracts, agreements, and conditions with creditors.

-
5. The Company's social responsibility unit provides assistance and support for the benefit of communities and society at large, while promoting employees' participation to ensure full compliance with this policy.

In addition, it has plans for environmental preservation and safety, as well as those for the prevention of environmental impacts resulting from its business operation, in addition to sound compensation plans for accidents. Devising plans for sustainable resolution of problems, the Company develops sustainability reports to disclose its economic, social, and environmental performances.

6. The Company undertakes public relations tasks by various means to convey its continual, regular awareness and care for stakeholders. It institutes a process and channels for handling complaints filed by stakeholders under the complaint-making and whistle-blowing measures disclosed on the website and in the annual report.
7. The Company has defined an anti-corruption policy and guidelines, while encouraging all personnel to value and become aware of the need to resist corrupt practices and comply with the law and applicable regulations. It puts in place systematic procedures to prevent corruption, extortion, and bribery of all forms.

4. Information Disclosure and Transparency

Principles

- ▶ The Board should ensure that the company discloses all key information, including externally audited financial information prepared under generally accepted accounting standards, non-financial information as required by SEC and SET, and related information in an accurate, complete, timely, and transparent way through readily accessible channels that are fair and credible.
- ▶ The Board should establish a unit or responsible party in charge of fair and transparent external communication, including shareholders, institutional investors, investors at large, analysts, the public sector, and related entities.



Guidelines

1. The Board or its assigned party is responsible for disclosing key, essential information (regardless of negative or positive effects on the Company, financial and otherwise), as required by SEC and SET, together with relevant data, including the corporate governance policy, code of conduct, risk management, environmental and social stewardship, and the implementation outcomes of these policies in an adequate, credible, and timely way. That way, the Company's shareholders and stakeholders may equally receive information as required by law and Company's regulations.
2. The Company publicizes required information through assorted channels, including SET's channels, Form 56-1, Form 56-2 (annual report), and its website, which houses information about its vision and mission; business nature; lists of directors and executives; financial statements; financial standing and performance; Form 56-1, and annual report, all made downloadable. The Thai and English website is complete, consistent, and timely to ensure that shareholders can find additional information to support their decisions and contact responsible units conveniently, speedily, and efficiently.

-
3. The Company appointed a public relations unit to regularly and efficiently inform the public about its operation and performance benefiting shareholders, institutional and minor investors, analysts, the public sector, employees, related parties, and the public so as to ward off misunderstanding. Its investor relations unit coordinates with institutional investors, creditors, analysts, and shareholders in providing information about the Company's operation and investment through convenient, speedy, and readily accessible channels.
 4. The Board has published balance sheets, profits and losses, and audit reports by its external auditor in the annual report given out at the AGM for approval.
 5. In the annual report, the Board prepares a simplified status summary report and outlook assessment explaining its responsibility for the financial statements, published alongside the external auditor's report, audit fees, and other fees for the auditor; essential management reports for assorted analyses; report on Board meeting or Board committees' meeting attendance records, or both; directors' training and professional development; and the policy on compensation for the Board and senior executives.

5. Responsibility of the Board

Principles

- ▶ Playing a key role in the company's governance for its best interests, the Board consists of directors that are experts and those experienced in matters of benefit to the company. Directors must devote reasonable periods of time to their assignments. They should also exert leadership, command visionary thinking, decide matters freely, and ensure work systems that can ensure legal and ethical activities.
- ▶ Since the Board is appointed by the shareholders through a transparent process, it must be responsible to the shareholders for performing with integrity and freely expressing views, while keeping themselves updated for the company's best interests and fairness to shareholders.
- ▶ The Board must be free of the management through a clearly defined separation of responsibilities.



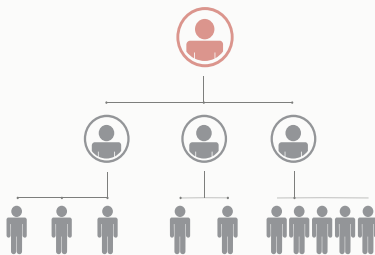
Guidelines

Directors are appointed by the shareholders to oversee the Company's business activities and to appoint executives and committees. It is the responsibility of the shareholders to appoint the Company's external auditor and the company secretary, who is in charge of organizing shareholders' meetings and ensuring that all Company's activities are legitimate. Essential guidelines for the Board are as follows:

5.1 Board Structure

- (1) Directors must be fully qualified by the Public Limited Company Act.
- (2) The Board consists of at least five and up to 15 directors. At least half must be permanent residents of Thailand. Directors, who may hold the Company's shares, must not exceed 70 years old.
- (3) At least one-third must be independent directors, the number of whom must be at least three, and all must be qualified by SEC requirements.
- (4) The Board must be knowledgeable and must possess diverse skills, including industrial, financial, business, management, international marketing, strategic management, crisis management, law, and auditing skills. At least three must be experts in the Company's core business, at least one in law, and another in finance and accounting.

- (5) Appointment of the Board must transparently and clearly follow the agenda and deliberation procedure. Adequate profiles of nominees must be presented to the shareholders for full review and approval. Directors' profiles must also be published in the annual report.
- (6) Clear segregation of roles is in place for the Board Chairman, directors, Board committees, and the CEO/ President.
- (7) An appointed Company Secretary provides legal advice on assorted regulations to the Board, looks after their activities, and coordinates their compliance with Board resolutions. The Company Secretary should constantly undergo training and knowledge development in law, accounting, or Company Secretary's job performance.
- (8) Recognizing the value of efficient and effective director's job performance, the Company has specified a limit of five listed companies where Thaioil directors can each serve.



5.2 Committees

The Board has appointed four committees to review the following key matters prudently and efficiently on its behalf.

5.2.1 The Audit Committee: The committee consists of at least three independent directors, one of whom must be knowledgeable and possess adequate work experience to conduct reliable financial audits. All members of the committee must be independent as required by the announcement of the SEC and SET and committee charter (see the website). They are responsible for reviewing the Company's financial reports, internal control, selection of the external auditor, and conflicts of interest.

Duties and Responsibilities

- (1) Review financial reports for accuracy, reliability, and adequacy by cooperating with the external auditor and responsible executives who prepare quarterly and annual reports.
- (2) Review internal control and risk management of Thaioil Group to ensure suitability and efficiency, and recommend further reviews or audits as necessary, which may also include improvements on internal control and risk management. These reports must be submitted to the Board.
- (3) Ensure corporate practices in line with SEC laws or SET requirements, as well as policies, regulations, rules, and other laws pertaining to the Company's operations.

-
- (4) Check corporate documents when in doubt about activities which could significantly impact the Company's financial status and operating performance, and when conflicts of interest, violation of laws, rules, and regulations are possible.
 - (5) Deliberate disclosure of corporate information in case of potential conflicts of interest or possible violation of rules stipulated by SET to ensure sensible transactions and for the maximum benefit to the Company.
 - (6) Select and appoint an independent person as the external auditor and deliberate his or her compensation, based on credibility, assigned resources, and financial audit workload, as well as work experience; and hold a meeting with the external auditor in the absence of the management at least once a year.
 - (7) Verify accuracy and effectiveness of information technology system related to financial reports and internal control.
 - (8) Support the development of the Company's financial reporting system to meet international accounting standards.
 - (9) Review audit plans against internationally accepted procedures and standards.

-
- (10) Ensure independence of the Internal Audit unit; provide guidelines on budgeting and manpower for the group and endorse the appointment, rotation, and termination of the head of the group; and conduct his or her annual performance appraisal.
 - (11) Prepare reports, signed by the committee chairman, for the annual report as required by SET.
 - (12) Seek independent views of professional experts when necessary, at the Company's expense, with the concurrence of the Board. Such hiring must follow the Company's terms.
 - (13) The committee chairman or members must attend the AGM to explain matters related to the committee and the appointment of the external auditor.
 - (14) Review and modify the Audit Committee Charter.
 - (15) Undertake Board-assigned tasks concurred by the Audit Committee.



5.2.2 The Nomination and Remuneration Committee: The committee consists of at least three non-management directors. The majority must be independent directors with qualifications as stated in the charter of the committee (see the website).

Duties and Responsibilities

Nomination

- (1) Define the procedure and criteria for director nomination.
- (2) Define qualifications for directors with a focus on skills, experience, specific capabilities beneficial to the company, and dedication of time and personal endeavor to perform as directors.
- (3) Search and select qualified experts for directors and nominate them to the Board to seek approval for appointment from the AGM.
- (4) Support minor shareholders' nomination of qualified directors.
- (5) Deliberate the succession plan for the CEO/President, while reviewing the list of qualified and suitable persons annually.
- (6) Select directors who are qualified as committee members for the Board's appointment in case of vacancies.

Remuneration

- (1) Make recommendations to the Board on the organization structure and essential factors of the Board's compensation annually.
- (2) Propose compensation criteria for the Board in line with their responsibilities and the Company's overall performance. Such criteria must be attractive and adequate to retain competent, quality, and capable directors. The Board must review the proposal before presenting it to the AGM for approval.
- (3) Conduct performance appraisal and decide the compensation for the CEO/President.

5.2.3 The Corporate Governance Committee: The committee consists of at least three non-management directors. The majority of the committee must be independent directors with qualifications as stated in the charter of the committee (see the website).

Duties and Responsibilities

- (1) Constantly define an international-standard corporate governance policy for Thaioil Group to adopt as its principles.
- (2) Define a self-assessment policy and procedure on corporate governance policy, while promoting standard assessment by renowned and internationally accepted appraisers.

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- (3) Oversee the Company's business in line with the principles set forth by regulators, including SET and SEC.
 - (4) Review the corporate governance policy regularly and adjusting it to international practices and recommendations made by regulators or related institutes.
 - (5) Regularly promote sharing of the corporate governance culture among all executives and employees for clear understanding and adoption for Thaioil Group's implementation.
 - (6) Advise the working committee in preparation for external corporate governance ranking at least once every three years.
 - (7) Consider and endorse the Company's Board performance appraisal form, including endorsing the appraisal outcomes for presentation to the Board.
 - (8) Take responsibility for other Board-assigned tasks.

5.2.4 The Risk Management Committee: The committee consists of at least three directors, one of whom must be the CEO/President. Members' qualifications are stated in the charter of the committee (see the website).

Duties and Responsibilities

- (1) To define and review the Company's enterprise risk management framework that is suitable for efficient business operation and meets international standards, and to provide recommendations on risk management guidelines in line with the current operation strategy and business plan.
- (2) To define and review the enterprise risk management policy, including the Risk Management Committee Charter, to ensure that they are in compliance with the Company's enterprise risk management framework and are effective and adequate for the changing conditions.
- (3) To continuously and efficiently support and improve on risk management at all levels of the organization, including its various tools, and to promote a risk management culture.
- (4) To oversee, monitor, and review important risk management reports and provide necessary recommendations to ensure efficient and appropriate risk management for the Company's business operation, and that an acceptable level of risk is maintained in compliance with the enterprise risk management policy.
- (5) To report significant risk management results to the Board. In the case where there are factors or events that might have significant impacts on the Company, the Board must be notified immediately.

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- (6) To carry out any other Board-delegated responsibilities and duties.

5.3 Independent Directors and Qualifications

Independent directors are independent of major shareholders and groups of people related to the major shareholder and corporate executives, have adequate access to financial and business information to express free views and protect minor shareholders' interests, attend Board meetings regularly, and certify their independence upon their appointments with disclosure statements included in the annual report. They must possess all the following qualifications defined by SET and SEC:

At least one-third of the Board must be independent directors, who number at least three. Independent directors must be fully qualified by the following requirements of the Capital Market Supervisory Board:

- (1) Holding shares not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.
- (2) Neither being nor used to be an executive director, employee, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same level subsidiary company, major

shareholder or controlling person, unless the foregoing status has ended not less than two years prior to taking the independent dictatorship.

- (3) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company.
- (4) Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent dictatorship.

The term 'business relationship' under the first paragraph shall include any normal business transaction; rental or lease of immovable property; transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans; guarantee; providing assets as collateral; and any other similar actions, which result in the Company or the counterparty being subject

to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

- (5) Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent dictatorship.
- (6) Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to taking the independent dictatorship.

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- (7) Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
 - (8) Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other Company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
 - (9) Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.
 - (10) The Company's independent directors shall serve not more than two consecutive terms.

To encourage the independent directors and non-executive directors to independently hold meetings to discuss, recommend, and define guidelines to develop the quality of corporate governance, Thaioil ensures that there is a meeting of the independent directors at least once a year and the meeting of directors without the management at least once a year.

5.4 Board's and Chairman's Authority, Roles, and Responsibilities

5.4.1 Board's Authority, Roles, and Responsibilities

Observing Company's regulations, the Board is authorized to conduct roles and responsibilities under the law, Company's objectives, regulations, and resolutions approved by shareholders' meetings. Directors must observe the SET-stipulated "Code of Practice for Directors of Listed Companies" with integrity and prudence to protect the Company's interests and maximize profits for its shareholders. To enable employees to observe the business principles and establish credibility among shareholders and investors, it has defined the following roles and responsibilities for the Board:

- (1) Define the business vision and be responsible for the Company's and executives' performance outcomes to give the business long-term continuity and provide for employees' development plans and executives' continuity.
- (2) Review and endorse significant strategies and policies with a focus on business objectives, financial targets, risks, work programs and budgets, and ensure that the management efficiently and effectively follow policies and plans.
- (3) Review and endorse actions required by law, and serve as leaders/role models for performance, compliance with the law, and alignment with corporate governance guidelines.

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- (4) Provide assurance of the accounting system, financial reporting, and audits by efficiently and effectively forging processes for suitable internal control and audit, and oversee financial reporting and monitoring progress.
 - (5) Institute a corporate risk management policy by seeking quarterly risk management reports from the management via the Audit Committee, and encouraging the Company to conduct risk management system assessment at least once a year, while paying due attention to warning signs and anomalies.
 - (6) Oversee and resolve potential conflicts of interest and connected transactions, and set practical guidelines to prevent them with a focus on maintaining the best interests of the shareholders and stakeholders at large; institute transaction guidelines prohibiting stakeholders with vested interests from decision-making on such matters; and establish standard procedures and thorough information disclosure of all potential conflicts of interest.
 - (7) Promote a written code of conduct for directors, executives, and employees to ensure full understanding of the Company's business standards, including earnest, periodic follow-ups of compliance.
 - (8) Conduct the annual performance appraisal and decide compensation for the CEO/President.

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- (9) Under the rules governed by SET and SEC, appoint a company secretary to provide legal and assorted regulations that directors must be aware of and comply with in overseeing the Company's business and activities. The Company Secretary coordinates Company's activities under the Board's resolutions.

5.4.2 Chairman's Authority, Roles, and Responsibilities

- (1) The Chairman (or his or her delegate) calls the meetings of the Board, having meeting notices sent at least seven days ahead of each meeting so that the directors may have adequate time to study, review, and make proper decisions.
- (2) The Chairman, jointly with the CEO/President, decides the agenda of each meeting.
- (3) The Chairman ensures each meeting's efficiency by allocating enough time for the management to present data, encouraging and allowing directors' queries and expression of free views, controlling the issues under discussion, and summarizing the meeting's resolutions.
- (4) The Chairman plays a key role in encouraging the Board's conformance to corporate governance principles, including identifying themselves, refraining from voting, and leaving the meeting when agenda items of their conflicts of interest are up for discussion.

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- (5) The Chairman informs the Board of all significant matters.
 - (6) The Chairman encourages the Board to attend shareholders' meetings and presides over such meetings to ensure the meetings' efficiency and address shareholders' queries.
 - (7) The Chairman encourages the Board to do their duties under their scope of authority under the law and corporate governance.

5.5 Board Meetings

Monthly Board meetings are scheduled in advance so that directors can attend them. In consultation with the CEO/President, the Chairman must endorse each meeting and its agenda. Other significant, director-proposed matters are also considered. The Company is responsible for preparing and delivering meeting agenda and relevant documents to all directors well in advance. Given adequate preparation time, directors must investigate and make sound decisions under the following guidelines:

- (1) The Company's regulations call for the Board to meet at least once a quarter, with at least half of the total Board in attendance to make up a quorum.

In addition, the Company's schedules a non-management Board meeting and an independent directors' meeting, each at least annually.

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- (2) The Company should deliver meeting notices to directors at least seven days ahead of each meeting date to give them enough time to study, deliberate, and make sound decisions on all agenda items, and schedule themselves properly to attend each meeting.
 - (3) In consultation with the CEO/President, the Chairman endorses each meeting and its agenda, while considering other significant matters proposed by other directors to the next meeting agenda.
 - (4) The Chairman ensures that the Board has adequate time for the management's information presentation, including their deliberation, questions, and debates of significant issues.
 - (5) The Board must devote themselves and fully focus on Company's business, ready to attend meetings. If a schedule conflict with important missions precludes their attendance, directors must inform the Chairman.
 - (6) The Board can gain reasonable access to information to request documents and data, consultation, and related services concerning Company's management from senior executives, as well as seeking independent views from external consultants if necessary.



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- (7) Senior management team members should attend Board meetings to provide additional relevant information and allow the Board to get to know them, which will be useful for their review of succession plans.
 - (8) Minutes of Board meetings, including its meeting outcomes and the Board's views, must be made clear for future reference.

5.6 Appointment and Termination of Directors

5.6.1 Appointment of Directors

The Nominating and Remuneration Committee shortlists qualified directors for nomination to the Board, which in turn forwards their views to the AGM for election and appointment under the following criteria and procedures:

- (1) Each share carries one vote.
- (2) Each shareholder may exercise all of his or her right to vote for a director or group of directors, but cannot split his or her right to vote.
- (3) Nominated directors with the highest votes must be appointed, beginning from the top votes to the least votes, depending on the number of directors required at such shareholders' meeting. If more than one nominated director has the same vote count, the chairman of the shareholders' meeting in question shall cast the decisive vote.

Since 2007, the Board has adopted a resolution to allow minor shareholders' nomination of qualified directors, which (under the Company's nomination process) must be explicitly made before the AGM.

5.6.2 Removal and Termination of Directors

- (1) One-third of the directors must leave the Board at each AGM. If this number is not a multiple of three, the number closest to one-third must be adopted, and such directors can be re-elected. For the first two years after the Company's corporatization, the termination process was determined by a drawing of lots. One-third of the directors left their positions after the first year, another third left their positions after the second year, and the remaining third who served the longest left their positions after the third year.
- (2) In addition to the termination described above, directors may leave their positions upon death, resignation, disqualification, or when disallowed by the Public Limited Company Act or the Securities and Exchange Act, or both, by a shareholders' resolution, or by a court order.
- (3) A director can voluntarily resign by submitting a resignation letter to the Company. Effective termination in such a case is determined by the receipt of the letter. The resignation letter may also be submitted to the Company Registrar.

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- (4) The definition of the majority shareholders' meeting votes is determined by vote counts exceeding three-fourths of the total attending shareholders' votes. The total number of shares held by shareholders who vote for director's termination must exceed one-half of the total shares held by attending eligible shareholders.
 - (5) In case of director vacancy other than term completion, the Board must select a person qualified by the Public Limited Company Act and the Securities and Exchange Act to serve as one at the next Board meeting, except when the remaining term is shorter than two months. Substituting directors can remain in office only for the remaining period.

Any resolution of the Board must be made with at least three-fourths of the remaining directors.

5.7 Board's Performance Appraisal

- (1) The Company undertakes assessment of the Board annually in three formats: individual self-assessment, individual cross-assessment, and group assessment (Board and committees).



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- (2) The Company should forward the outcomes of performance appraisals and additional input to the Corporate Governance Committee and the Board to jointly support improved Board performance.
 - (3) The CEO/President should play a role in expressing his or her expectation of further support from the Board.

5.8 Compensation of Directors

- (1) The Company adopts a compensation policy for directors with competitive compensation and incentives against peer industries. The Nomination and Remuneration Committee is in charge of setting the annual compensation, reviewing individual directors' performance appraisals against the Company's annual performance, and making recommendation to the Board for input before presenting figures to the AGM for approval.
- (2) Directors tasked with greater responsibilities are paid more for such extra responsibilities. Chairman may likewise receive more pay than directors.
- (3) The Nomination and Remuneration Committee provides its reports on compensation to directors, including rationales and policy objectives, in the annual report and financial statements.

5.9 Development of Directors

- (1) The Company has promoted and provided support on training and education on corporate governance to directors, committee members, executives, the Company Secretary, and others as part of continuous operational development.
- (2) The Company has provided new directors with orientation documents, including business background and other useful materials. An orientation program is regularly provided to new directors with essential knowledge, business overview, corporate policies, and business outlooks. In addition, directors can undergo training or participate in related seminars to broaden their knowledge of directors' performance.



5.10 CEO/President and the Management

5.10.1 Roles and Responsibilities of the CEO/President

Assigned by the Board to conduct the Company's business under the approved work programs and budgets with stringency and integrity, while protecting the best interests of the Company and its shareholders, the CEO/President must not be engaged in any conflicts of interest with Thaioil Group. His roles and responsibilities consist of the following:

- (1) Prepare and propose to the Board five-year and 10-year business plans, including the Company's strategic imperatives.
- (2) Prepare and provide to the Board information relevant to the Company's business and activities, as well as other Board-needed information.
- (3) Manage the Company's business and activities under approved work programs and budgets, as well as business strategies.
- (4) Structure and manage the organization under the Board-given guidelines.
- (5) Fine-tune the Company's POSITIVE culture in support of its vision, mission, and strategic imperatives.
- (6) Execute all other Board-assigned tasks.
- (7) Delegate authority or assign others to act on his or her behalf, or both, under the Company's rules, terms, principles, and orders given by the Board or the Company, or both.

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- (8) Prepare and present to the Board significant Company's business performance and activity reports as well as other reports required by the Board.
 - (9) Represent the Company in external contacts.

5.10.2 Positions held by the CEO/President

The Board allows the CEO/President to serve as a director of affiliated companies to ensure a uniform, mutually supporting direction among the Company and its affiliates for maximum efficiency and effectiveness. It also defines *guidelines for the Company's executives and employees that are invited to serve in other companies, agencies, or entities:*

- (a) If the CEO/President is appointed under a royal announcement or a Cabinet resolution under the law to a post besides the Company, the matter is to be submitted to the Board for acknowledgment after such announcement is made.
- (b) If the CEO/President is appointed by government agencies, state enterprises, other public agencies, non-government organizations, or public educational institutions to a post besides the Company, the matter is to be submitted to the Board for acknowledgment and comments before assumption of the post.
- (c) If the CEO/President is appointed as a member of a committee, subcommittee, task force, expert panel, advisory panel, or to a post in another company or juristic person

besides (b) and not in the service of the Company, the CEO/President is to seek endorsement from the Board before assuming such a post. An exception applies for any post in organizations, associations, foundations, etc., set up for charitable or non-profit purposes.

- (d) If (a), (b), or (c) applies to executives or employees, the matter is to be raised to the AMM for acknowledgment or endorsement before a reply is given for the post.
- (e) The CEO/President's assumption of the posts under (a), (b), or (c) before the above set of criteria was endorsed or before his or her appointment to CEO/President is to be reported to the Board for acknowledgment.

5.10.3 The CEO/President's Performance Appraisal

- (1) The Nomination and Remuneration Committee, in charge of the annual performance appraisal of the CEO/President, must forward the appraisal outcome to the Board for endorsement.
- (2) The Company defines such appraisal system in three separate portions, with different appraisal weighting:
 - (2.1) Corporate key performance indicator (KPI) achievements
 - (2.2) Leadership competency
 - (2.3) Efficiency on budget and project management.
- (3) The performance appraisal outcome, dictating the pay rise for the CEO/President, is presented to the Board for further approval.

5.10.4 Compensation of the CEO/President

- (1) By linking the CEO/President's pay to his or her performance, responsibilities, Company's performance, and benefits produced for the shareholders, the Company's policy is to make such pay attractive and on a par with peer companies of the same industry
- (2) The Nomination and Remuneration Committee appraises the CEO/President's annual performance against the goals previously set and agreed with him or her. These goals include financial performance, operating performance, long-term strategic objectives, and executive development performance. The committee then recommends its findings to the Board for endorsement, and the Board Chairman then informs the CEO/President about the decision.

5.10.5 Development of Executives

- (1) The Company has promoted and provided support to training and education on corporate governance to directors, committee members, executives, the Company Secretary, and others as part of continuous operational development.
- (2) The Company has a continuing development program for executives to groom them for internal rotation, ranging from section, division, to department managers, and for succession for the CEO/President and assistant executive vice presidents upward through capability assessment of senior executives.

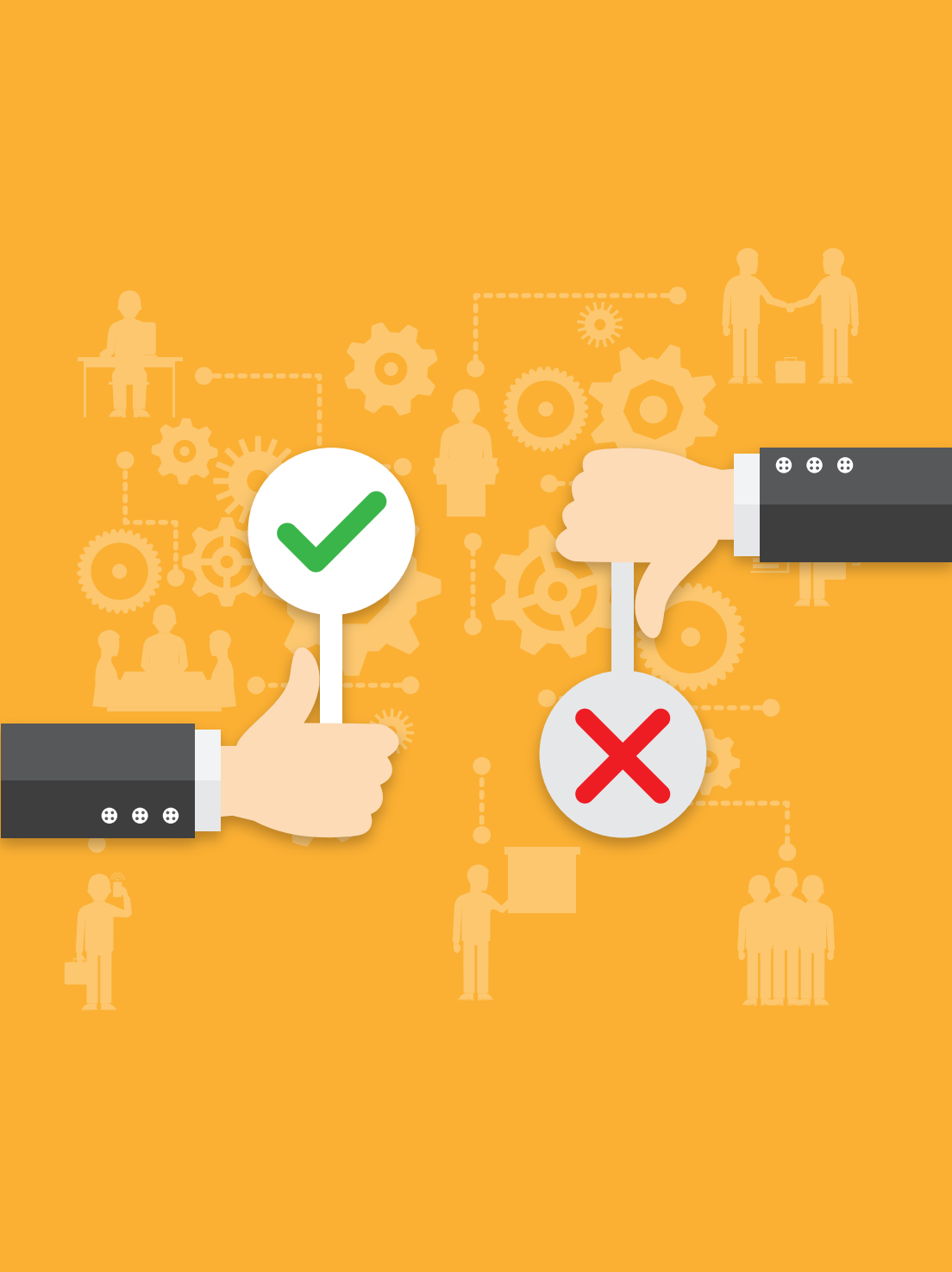
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- (3) The Company selects department managers upward under GLDP (Group Leadership Development Program) of PTT to undergo individual assessment of competency, readiness, and strengths/weaknesses conducted by a third-party assessor. It also develops individual development plans for executives.
 - (4) The Company has in place a mentoring program to groom department managers upward and groom senior executives for succession.



3

— Code of Conduct —

The Code of Conduct guides sound business for the Board, executives, and employees to observe with integrity, perseverance, patience, and responsibility on the basis of human dignity.





Code of Conduct

The Company has defined for its Board, the management, and employees a code of conduct and business ethics to frame sound business operations. The emphasis is on the core principles of corporate governance and the treatment of stakeholders with fairness and transparency; these principles also address the consideration of and respect for all stakeholders' rights in order to forge balance in society as a whole. The Company values continuous improvement of personnel competence, righteousness, and ethics by strengthening basic behavior of commitment to learning, improving products and services, and sharing of knowledge, apart from cultivating an awareness of integrity, perseverance, patience, and responsibility on the basis of human dignity.

1. Code of Conduct for the Board, the Management, and Employees

1. Behavior

- (1.1) Comply with all laws related to the Company's business, objectives and regulations, corporate governance principles, code of conduct and resolutions of shareholders' meetings



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- (1.2) Seek knowledge and experience to strengthen one's competence for more efficient and more effective performance
 - (1.3) Adhere to righteousness and refrain from seeking undue positions, merit, or benefits from superiors or other parties
 - (1.4) Refrain from all vices and addictions and from bringing upon oneself and the company dishonor or disrepute, including the incurrence of excessive debts, habitual gambling, and engagement in addiction
 - (1.5) Refrain from engagement in jobs or actions that could compromise the standards or reputation of oneself and the Company
 - (1.6) Avoid the incurrence of financial burdens with the Company's business partners or with other personnel, including lending or borrowing, soliciting, and chit fund operation, except for charitable and public activities
 - (1.7) Refrain from seeking undue direct or indirect benefits
 - (1.8) Refrain from engagement in management action of other entities that undermine the Company's interests or favor parties or juristic entities, whether for oneself or others
 - (1.9) Foster and constructively maintain unity.

2. Treatment of Colleagues

- (2.1) Foster teamwork by lending cooperation and mutual help for the good of the Company as a whole
- (2.2) Treat colleagues politely, courteously, and affectionately; adjust oneself for work with others; and refrain from concealing information essential to the performance of colleagues
- (2.3) Honor others by not claiming ownership of their work
- (2.4) Superiors must make themselves respectable and role models for subordinates, while treating their them and all colleagues politely
- (2.5) Subordinates must treat superiors with respect
- (2.6) Subordinates must heed superiors' advice and not overstep their direct superiors except at the instruction of their superiors' superior(s), while treating colleagues politely
- (2.7) Refrain from disclosing or commenting on others' information or news, whether related to their jobs or personal, to harm them or the Company's reputation as a whole
- (2.8) Refrain from immoral acts or sexual harassment of colleagues and from annoying others; refrain from creating a work environment that undermines others' morale or represents hatred or aggression, and from unduly disturbing colleagues' performance, including molesting, indecent acts, and sexual aggression (physical or verbal).

3. Treatment of Company

- (3.1) Perform duties with utmost responsibility, integrity, and dedication, while observing the Company's rules and policies, corporate governance principles, code of conduct, values, and good traditions, primarily for the good of the Company
- (3.2) Observe policies on health, safety, and the work environment
- (3.3) Strictly keep confidential information of customers, business partners, and the Company itself through measures against leaks of documents or information
- (3.4) Refrain from defaming or acts leading to disunity or harm within the Company or related parties
- (3.5) Maintain social dignity, as well as that among government agencies and other entities, and refrain from acts harming the Company's reputation
- (3.6) Forge good relations by lending cooperation with and providing information to society, communities, government agencies, and related entities; personnel should perform their duties cautiously and prudently for the good of Thailand and the Company
- (3.7) Pay attention to and ease efforts to preserve work ambience, including the development of the organization into excellence

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- (3.8) Refrain from giving or accepting items, or both; from giving or accepting entertainment or benefits, or both, from business partners or those related to its business, except when this is done for the Company's proper business interests or is done during customary occasions for reasonable values. For cash or an item exceeding three thousand Baht in value, the recipient must turn it down and return it.
 - (3.9) Refrain from taking part in or covering up potential conflicts of interest with the Company and from taking part in illegal cover-ups
 - (3.10) Be proactive when encountering suspicious acts or conditions by informing superiors or responsible parties or using designated channels, and extend cooperation to fact-finding efforts stated in the Company's regulations.



2. Code of Conduct

1. Stakeholders

Since equitable treatment of stakeholders is essential, all of them should be looked after by the Company in keeping with applicable rights under laws or agreements made with the Company. The Company and its personnel must treat stakeholders with integrity, equitability, and quality under applicable contracts, agreements, and conditions.

Guidelines

1.1 Shareholders

- 1.1.1 Perform duties with integrity and make decisions in good faith and in fairness to major and minor shareholders alike, as well as for the good of relevant parties
- 1.1.2 Manage the Company's business for growth, progress, and security for proper returns to shareholders
- 1.1.3 Perform duties and make competent, cautious decisions, applying the utmost knowledge, experience, and management skills to all cases
- 1.1.4 Report the Company's status, performance outcomes, and outlooks to shareholders in an equitable, consistent, and complete manner

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- 1.1.5 Refrain from seeking undue benefits for oneself and related parties by exploiting inside information
 - 1.1.6 Refrain from unduly disclosing the Company's confidential information
 - 1.1.7 Refrain from any action potentially bringing conflicts of interest with the Company or any action regarded as corrupt practices.

1.2 Customers

- 1.2.1 Make quality products, while transparently and equally complying with contracts, agreements, or conditions given to customers. If this cannot be done, negotiate with customers in advance to jointly find remedies and prevent damage.
- 1.2.2 Be committed to forging satisfaction and confidence among customers in the Company's excellent service quality under proper safety and technologies, as well as continuous improvement of performance standards
- 1.2.3 Disclose service information completely, accurately, promptly, and factually as well as maintaining sustained cordial relationship



1.2.4 Systematize customer service and initiate communication channels for customers' complaints, while doing one's best to promptly address their needs

1.2.5 Consistently value the confidentiality of customers' information, while refraining from exploiting such information for personal or others' gains, or both.

1.3 Business Partners

1.3.1 Stringently, transparently, and equally observe contracts, agreements, and conditions given to business partners

1.3.2 Refrain from demanding from, accepting, and paying improper commercial benefits to business partners

1.3.3 If conditions cannot be observed, negotiate with business partners well in advance to jointly find reasonable remedies

1.3.4 Always value the maintenance of business partners' confidentiality and refrain from exploiting such information for personal or others' gains, or both, except with the consent of the business partners in question.

1.4 Business Competitors

1.4.1 Treat business competitors fairly for mutually fair returns

1.4.2 Observe rules of free and fair competition

1.4.3 Refrain from dishonestly or improperly seeking confidential information of business competitors

1.4.4 Refrain from defaming business competitors through slander

1.4.5 Refrain from conspiring with business competitors or any other party to reduce or limit trade competition

1.4.6 Since trade competition laws are complicated, varying from country to country, one should consult law unit(s) at the outset to avert non-compliance.

1.5 Creditors

1.5.1 Stringently, transparently, and equally observe contracts, agreements, and conditions given to creditors

1.5.2 Consistently report the company's financial status with integrity, accuracy, and promptly to creditors

1.5.3 If conditions cannot be observed, negotiate with business partners well in advance to jointly find remedies and prevent damage.

1.6 Employees

1.6.1 Recruitment, selection, and hiring are to be based on fairness and equal opportunities to all applicants, with priority given to knowledgeable, competent, experienced, and righteous persons for a given position, job description, and attitude compatible with the Company's corporate values

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- 1.6.2** Provide fair and proper compensation in line with the knowledge, ability, responsibility, and performance of each person
 - 1.6.3** Promote, transfer, reward, and punish employees fairly and in good faith, while relying on their knowledge, ability, suitability, and behavior
 - 1.6.4** Treat employees fairly and value their development, knowledge, and competency transfer through extensive and regular opportunities given to them
 - 1.6.5** Observe various employee-related laws and regulations and the international principles of universal human rights regardless of homeland, nationality, gender, age, skin color, religious belief, disability, status, family background, educational institution, or any other status unrelated to business
 - 1.6.6** Ensure that the work environment is always safe and healthy for employees and their properties
 - 1.6.7** Avoid unfair practices that could disrupt employees' job security
 - 1.6.8** Promote employees' understanding of the code of conduct and roles to promote compliance with the code throughout the Company

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- 1.6.9 Promote employees' participation in defining business directions and in remedying problems for the units in question and the Company as a whole
 - 1.6.10 Promote ongoing training in job-related disciplines
 - 1.6.11 Promote righteousness among the workforce
 - 1.6.12 Listen to comments and recommendations from all employees in an equitable way
 - 1.6.13 Put in place channels for whistle-blowing concerning laws, public regulations, corporate governance, code of conduct, policies, and Company's regulations, as well as implied corrupt practices. Protect whistle-blowers, complainants, and related parties from negative impacts of their actions.

1.7 Communities, Society, and the Environment

- 1.7.1 Refrain from harming natural resources and the environment more than allowed by the law
- 1.7.2 Refrain from supporting activities that harm or threaten society or morality, or that promote vices



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- 1.7.3 Value community and social activities with a focus on the development of society, communities, the environment, and constructive ways of nurturing and conservation of natural resources, notably for communities around the Company's sites
 - 1.7.4 Support public service activities, including medical care and public health, community members' education, sports, and promotion of local cultures with due regard for suitability and sustainable benefits to society and communities
 - 1.7.5 Constantly cultivate an awareness of social and environmental responsibility in the Company and among the workforce
 - 1.7.6 Cooperate and ensure strict compliance with the spirit of the law and relevant rules
 - 1.7.7 Listen to communities' comments and suggestions and put in place a grievance system for matters potentially affecting communities. Examine causes of each complaint, take corrective actions, and inform complainants in due time to promote mutual interests between communities and the Company for sustainable co-existence
 - 1.7.8 Institute a complaint-filing system for matters potentially impacting communities; probe causes, amend situations, and inform complainants about the Company's actions in due time

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- 1.7.9** Run business under applicable standards of quality, security, safety, occupational health, the environment, and energy management, while encouraging efficient energy conservation for the benefit of future generations.

2. Purchasing

Since purchasing of goods and services is critical to the Company's business existence, the company has required that such purchasing should come under protocols marked by fair, sensible, transparent, accountable, and conflict-free treatment of business partners-all these for the Company's best interests.

Guidelines

- 2.1** Purchase goods and services with due regard for the Company's needs, worth, and quality under a process that complies with designated protocols in a strict, transparent way in line with one's authority. Also, provide accurate and complete information to business partners openly, while giving fair, unbiased, and non-discriminating opportunities to business partners to promote fair competition among them.
- 2.2** Maintain relationships with business partners that are marked by equitability. One must not demand benefits or other assets, while remaining neutral and keep a proper distance in relationship with business partners to avert their influence on the Company's decisions, which may lead to a lack of transparency and equitability. One should also heed business partners' views and suggestions to resolve work-related problems.

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- 2.3 personnel must stay out of the Company's business partner selection process with close relatives, including parents, siblings, spouses, children and their spouses, while observing the Company's code of conduct on conflicts of interest.
 - 2.4 Unless adequately justified and necessary for the Company's best interests, refrain from procurement of goods or services with specifications catering to any given brands or types or those intentionally biased for such brands or types.
 - 2.5 Unless approved by empowered parties, strictly maintain all confidential information obtained from price bidders and refrain from disclosing procurement information or documents to business partners/competitors - all these to observe the code of conduct for maintaining confidential information and use of inside information.
 - 2.6 Executives with procurement authority must control, supervise, and inspect procurement actions against the Company's protocols and code of conduct, and must exercise discretion in mentoring, while heeding the views of those on the job.
 - 2.7 Exercise prudence and care in the receipt of goods or services to ensure that they match all requirements under procurement contracts or agreements, including quantities, quality, and delivery periods.

3. Respect for Principles of Universal Human Rights

Under the Universal Declaration of Human Rights with due regard for human dignity, rights and freedom, and equality, the Company refrains from improper actions and strictly discouraging violation of human rights' principles by dilligently examining any involvement in such violation.

Guidelines

- 3.1 The Company strictly observes the Universal Declaration of Human Rights at domestic and international levels, including the constraints posed by labor laws in each country where it operates, by instituting workplaces that are safe, internationally hygienic, and narcotics-free. It treats all personnel equally regardless of homeland, gender, age, skin color, nationality, origin, religious belief, political view, disability, status, family background, or any other status unrelated to jobs. Also respecting individual rights and freedom, it safeguards individual information.
- 3.2 The Company must actively ensure that its business has no involvement with violation of human rights, and that it participates and adopts helpful guidelines to world society, including the principles of human rights adopted by the United Nations.



- 3.3 The Company must educate its personnel on human rights' principles for application as part of their operation and must not support business or activities, or both.

4. Compliance with Laws and Regulations and the Respect for Cultures and Customs

Valuing compliance with applicable laws, regulations, work procedures, and assorted rules wherever it operates, the Company respects differences in cultures and customs of local areas. All personnel must master and respect these, while remaining steadfast in doing right and fair things for all and refraining from conflicting with local cultures and customs. They must also file complaints and whistle-blowing information when coming across violations of laws.

Guidelines

- 4.1 Personnel must have knowledge of laws, cultures, and customs of each area of the host countries before embarking on their journeys. Also, they must be fully familiar with regulations, work procedures, and rules directly concerning their responsibilities, with which they must strictly observe so as to ensure that the carried goods, product samples, equipment, travel documents, travel objectives, and job performance in these countries conform to the cultures and customs of the host countries. If unsure, they must seek guidance from their superiors and must not act on their own understanding.

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- 4.2** In each local area of each host country, it respects the culture and customs by doing business while complying with all laws, always aware that the laws, regulations, or customs in different areas may come under different conditions, procedures, or treatment.
- 4.3** Personnel must refrain from aiding possible sidestepping or violation of laws, regulations, work procedures, and assorted laws dealing with the Company's business. If they find that the Company's regulations, requirements, work procedures, or instructions conflict with prevailing practices in a host country, they must first seek guidance from relevant agencies.
- 4.4** If personnel discover violation of or non-compliance with laws, regulations, and rules, they must report to their superiors, relevant agencies, or complaint channels under "Complaint-Making and Whistle-Blowing Measures". If they suspect the matter to have severe impacts on the Company, they must immediately inform their superiors.

5. Political Neutrality

The Company's policy is to stay politically neutral, which means no direct or indirect support or action in support of political parties, including its resource consumption in activities jeopardizing its political neutrality or causing damage from its engagement, or both. The Company, however, respects all personnel's freedom to exercise their political rights as good citizens under the law and democracy.

Guidelines

- 5.1 The Company values political neutrality by refraining from participation in and from aligning with political parties or persons in power.
- 5.2 The Company's policy is not to invest, directly or indirectly, its fund or resources in aid of political causes, political parties, or politicians for their benefit.
- 5.3 The Company does not take part in canvassing or advertising for political parties or politicians on its premises and refrains from using its resources and properties for these purposes
- 5.4 The Company is committed to the democratic system and encourages personnel to exercise voting rights under the constitution
- 5.5 Personnel can exercise their political rights on their own, but must refrain from using their job positions and the Company's name and logo in attracting financial support to politicians or political parties

Personnel must be careful that no actions are to be construed as the Company's support to or affiliation with any political party, and that their engagement causes no disruption to Company's business or lead to conflicts of interest.

6. Charitable Contribution and Sponsorshi

The Company's policy is clear on contribution to charitable causes. Sponsoring must be provided on the Company's behalf under full transparency, Company's regulations, and legitimacy so as to ensure that such contribution or donation is used for public benefit or the very objective of contribution, and not for any unscrupulous purposes.

Guidelines

- 6.1 For charitable donations to any public-service entity, the Company must ensure that the entity is credible and that the donations are made on behalf of the Company under transparency, fulfilling all its procedures and rules, and are lawful. Monitoring and inspection help ensure that the donations go toward public service or truly align with the objectives of the donations, or both.
- 6.2 Donations to any entity or activity must promote the Company's business or positive image, or both, and must clearly contain Thaioil Group's name or logo. They must be given with full transparency under the Company's designated procedures and must be lawful.



6.3 Authority for donations and contributions has been clearly defined in amount and hierarchy of approval, for which evidence is kept and recorded by Accounting. Also, Internal Audit System and the external auditor verify transactions to ensure that donations and contributions are given in good faith and with transparency.

7. Giving or Acceptance of Presents, Assets, or Other Benefits

Giving or acceptance of articles, assets, or other benefits can be done within a reasonable limit provided that such items are of suitable values. Personnel should not demand, give, or accept - or promise to do these - under any circumstances that may influence recipients' decisions. The guidelines for giving or acceptance of presents, asserts, or other benefits must be strictly observed.

Guidelines

7.1 Personnel or their families, or both, must not demand presents, assets, or other benefits from contractors, vendors, suppliers, joint-venture partners, or those related to the Company's business under any circumstances

7.2 If superiors rule that the Company or its personnel should not receive such presents, assets, or other benefits, they must be immediately returned. If they cannot be returned, they must be submitted to the superiors, who will forward them to Human Resources Department to consider other allocation schemes for the Company's benefit as a whole.

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- 7.3** Tokens presented to the Company to commemorate its milestones, including joint-venture agreement signing or awards/tokens for the Company's participation in social responsibility activities, can be received by personnel on behalf of the Company, but their values must not exceed three thousand Baht.
- 7.4** Personnel should not give their superiors any presents, for which superiors must not give their consent or agree to let their relatives accept them. Exceptions apply on customary occasions of exchanging presents, but their values must not exceed three thousand Baht.
- 7.5** If, to maintain friendship or cordial relations, it is inevitable to accept assets or other benefits from domestic or foreign giver(s) worth more than three thousand Baht - whether these are specified as personal - recipients must promptly report these to their superiors. If the superiors see no good reason to allow subordinates to keep them for personal use, the subordinates must surrender such items to the superiors so that they may become the Company's properties.



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- 7.6** Personnel are not supposed to give or accept, or promise to give or accept any benefits or valuable items to favor any action or omission. They must not offer bribes or compensation to fellow personnel or third parties, notably public officials. Giving of presents, assets, or other benefits to third parties and public officials in Thailand and overseas can be done only if the action does not conflict with local laws and customs.
- 7.7** The Company's unit that contacts business partners, customers, joint venturers, or those related to its business must regularly inform these parties of this code of conduct.
- 7.8** Personnel or superiors who deliberately violate or ignore these guidelines are regarded as infringing the Company's regulations and are subjected to investigation or punishment under the Company's human resources policies and procedures.

8. Conflicts of Interest

The Company's top priority is to look after its interests. It avoids involvement in activities potentially causing conflicts of interest in the forms of partnership, job titles, monetary involvement, or relationship with a third party. All personnel must follow Company's regulations and file reports on conflicts of interest annually or with every change occurring during the year, or both.

Guidelines

- 8.1 Personnel must make business decisions on behalf of the Company in its best interests
- 8.2 Personnel's actions and decisions must be free of personal ambitions or those of related parties, whether through blood relationship or through those of other acquaintances. Prices are to be made fair and suitable as if transactions were conducted at arm's length. When it is necessary to decide on or approve an item with potential conflicts of interest, an employee must report it to his or her superior or those involved in approving it before withdrawing from any involvement in such an item.
- 8.3 Personnel must observe the same company procedures under the same standards by devoting their full time and ability. Their engagement in non-company business is considered an abuse of their time.
- 8.4 Personnel must not be involved in partnerships, be decision-making shareholders, be executives of competing businesses, or operate competing businesses with the Company.
- 8.5 Personnel must avoid any financial engagement or relationship with external parties, or both, that could harm the Company's interests, lead to conflicts of interest, or hamper effective performance of their own duties
- 8.6 The performance and positions of directors, the management, and all employees must not go against the Company's core interests

- 8.7 All employees must prepare Conflicts of Interest Disclosure Reports annually or each time it is suspected that conflicts exist during the year, and these reports must be submitted to respective superiors. The Corporate Compliance Manager is to maintain such reports in confidentiality.

9. Connected Transactions

The Company observes the guidelines for connected transactions under SEC laws and SET's regulations, announcements, instructions, or terms and conditions, as well as applicable rules. If it is necessary to engage in connected transactions, the key consideration is Company interests and arm's length transactions must be undertaken. Parties with vested interests must not participate in the approval of such items.

Guideline

- 9.1 Observing securities and exchange laws, regulations, announcements, instructions, or terms of SET, the Board observes the terms for the disclosure of information on connected transactions and the acquisition or sale of the Company's significant properties under the accounting standards defined by the Federation of Accounting Professions
- 9.2 Connected transactions under SET's announcement must strictly follow the criteria and procedures for the disclosure of connected transactions

9.3 If it is necessary to undertake connected transactions involving themselves, employees must give the top priority to the Company's interests and undertake such transactions at arm's length. In so doing, directors, management team members, and employees involved in these transactions must stay away from the approval process.

10. Maintaining Confidential Information and Use of Inside Information

Safeguarding of inside information is critical to the Company's success and all personnel's job security alike. To ensure that intelligence provided to third parties does not harm Company's business and reputation, the Company has put in place measures and systems for controlling inside information. All personnel must maintain the confidentiality of inside information and refrain from exploiting it for personal gains even after their dismissal or retirement.

Guidelines

10.1 Personnel should maintain inside information and sensitive documents that could lead to undue exploitation for themselves, their families, or their associates, including any information influencing stock prices and the Company's proprietary commercial secrets, formulae, and inventions



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- 10.2 Personnel must not exploit the Company's confidential information for personal or others' gains
 - 10.3 Personnel who have received personal information must take good care of or use it cautiously
 - 10.4 The Company has defined the information about contractual parties and the agreements with these parties as sensitive information not to be shared with others except when both the Company and its contractual parties have given their consent
 - 10.5 The Company should institute strict measures and processes for guarding its information within its departments to prevent publicity before its formal distribution. These measures and processes are an integral part of the Company's risk control measures.
 - 10.6 The Company has assigned roles and responsibilities to all superiors for the prevention of leaks of key information and news by subordinates before the Company's formal distribution
 - 10.7 Joint use of inside information by personnel must be strictly on a need-to-know basis
 - 10.8 Even after their termination or retirement, personnel must not disclose the Company's confidential information
 - 10.9 If asked to reveal information beyond one's responsibility, one must politely refuse to comment and then refer questions to assigned and responsible parties for disclosure to ensure accurate and uniform information provision.

11. Marketing Communications

Since they publicize the Company's innovations, marketing communications play a crucial role in creating the Company's goodwill among the public. Such publicity must be based on factual, distortion-free, and complete information with due regard for fairness to related parties and all stakeholders.

Guidelines

- 11.1** Marketing communications must be based on factual information, with due regard for fairness to related parties and all stakeholders
- 11.2** The Company must refrain from providing distorted or partial information or putting up false or misleading advertisements
- 11.3** The Company should refrain from putting up advertisements or advertising to the mass media that is false, goes against acceptable cultures or morality, or defames competitors (whether directly or indirectly).

12. Intellectual Properties

Intellectual properties are among the Company's most valuable properties, critical to maintaining business advantages, whether identity items like Company's name, logo, copyright, patent, trademark, service mark, trade secret, work procedure, innovation, contents, or lawful rights. It is essential that the Company protect these properties, while honoring others' properties by refraining from violating or abusing intellectual properties. The Company therefore complies with laws and regulations in running business in each host country.

Guidelines

- 12.1 The Company must run its business in compliance with laws and regulations of each host country, while honoring contractual obligations on the lawful rights for intellectual properties, patents, copyrights, trade secrets, and other proprietary data.
- 12.2 The Company must not violate or abuse intellectual properties.
- 12.3 Personnel must maintain commercial secrets and formulae, product processes, or sensitive business procedures by ensuring their safest storage and preventing leaks.
- 12.4 Personnel must respect others' intellectual property rights, while refraining from exploiting these for personal gains without the owners' prior approval or without giving them due compensation.



13. Application of Information and Communication Technology

The Company makes available information and communication technology (ICT) for business purposes. All personnel must exploit these properly and efficiently under provisions of ICT laws, orders, policies, and procedures issued by the Company for its best interests. They must exercise care to avoid impacts on the Company or its stakeholders.

Guidelines

- 13.1** Personnel must use copyrighted computer programs. Whenever working on a computer outside office premises, they must first verify copyrights. Illegal computer software must not be installed or used in the office
- 13.2** Personnel must keep their own passwords confidential to prevent others from gaining access to their passwords and must not search the web for unfamiliar sites that could harm the Company's computer system
- 13.3** Personnel must not use the computer to harm, offend, or bother others. The Company must institute an international-standard ICT security system, which all personnel are responsible for observing
- 13.4** Employees must not use the computer to spy on, make changes to others' files, or forge false evidence potentially leading to espionage

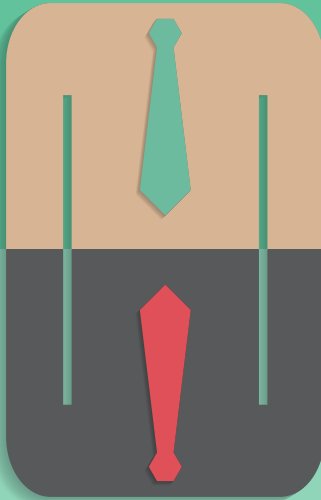
-
- 13.5 To a reasonable extent, personnel may use ICT instruments for their own activities, but not for any private business. In so doing, however, they must not affect the Company's business, lower business efficiency, or bother others
 - 13.6 Personnel must cautiously use the Company's email system and internet for Company's business, while refraining from defaming the Company or using its name or logo in public electronic media
 - 13.7 Personnel must not copy others' copyrighted programs
 - 13.8 Personnel are responsible for ensuring external parties' access to the Company's information files and programs only as seen essential to its business and in strict compliance with ICT laws
 - 13.9 Those found in offence of this code must receive disciplinary punishment or punishment by law, or both, subject to the severity of their offences.



4

– Anti-Corruption Policy –

“The Board, the management, and employees must not corrupt or accept corruption of all forms in any circumstances, covering the business of the Company in every country and in every relevant agency.”



YES

NO





Anti-Corruption Policy

The Company is committed to basing business on fairness, integrity, transparency, responsibility to society and all stakeholders, in compliance with its corporate governance principles and code of conduct on a par with international standards, to bolster confidence among all stakeholders and promote its own sustainability. The Company is aware that corruption is a major obstacle to objective achievement and is also a problem to national economic and social development. Therefore, in 2010, the Company signed its commitment to joining the “Private Sector Collective Action Coalition against Corruption (CAC)”.

To achieve the objectives, the Company defined its Anti-Corruption Policy, as well as roles, responsibilities, guidelines, and measures as follows:

Definition of the Anti-Corruption Policy

Corruption means any action, whether offering, promising, soliciting, demanding, giving or accepting assets or other benefits to government officials or other persons in business dealing with the Company, whether directly or indirectly, as a motive for them to do or refrain from doing any act to acquire or keep benefits that are unsuitable to the business, except as allowed by the laws, rules, regulations, local customs or tradition, or business customs.

Political contribution means assistance, whether in cash or in-kind, to support political activities such as giving of objects or services, advertisement on the promotion or support of political parties, purchase of tickets to attend fund-raising sessions, or donation to organizations close to political parties.

Anti-Corruption Policy

The Board, the management, and employees must not corrupt or accept corruption of all forms in any circumstances, covering the business of the Company in every country and in every relevant agency. The Company defines guidelines, operating measures, and roles and duties of responsible persons, as well as regularly monitoring and reviewing the implementation of the anti-corruption policy in compliance with changes in businesses, rules, regulations, and relevant laws.



Roles and Responsibilities

Apart from the strict implementation of the policies, guidelines, and measures, the Company defines the roles and duties of the Board, Board Committees, and management as follows:

1. The Board must define policies, supervise, follow up, as well as allocating sufficient and suitable resources to ensure that the Company meets the objective of implementing the anti-corruption policy.
2. The Corporate Governance Committee must review the policies as necessary in line with changes in businesses, rules, regulations, and relevant laws; approve any improvement or modification before submitting it to the Board for approval; as well as providing comments and recommendations that benefit the management in the preparation of operating plans and the implementation of the measures.
3. The Audit Committee must monitor the operation of the Company in line with anti-corruption measures, including financial reports, internal control system, and internal audit to ensure that the operation of various departments are efficient, lawful, and in compliance with ethical rules, regulations, and standards.
4. The management must implement the policies, support resources, communicate and encourage all employees and all relevant persons to understand the policies, guidelines, and measures, encourage and support the Company's subsidiaries to apply the anti-corruption policy and measures as

appropriate, implement the views and recommendations of the Board and its committees, review the suitability of various systems and measures, as well as reporting to the Board or its committees, or both, accordingly.

Implementation

1. In implementing the policies, refer to the guidelines set by the Company in the Corporate Governance Manual and Code of Conduct, as well as rules, regulations, and relevant manuals on business operation.
2. In dealing with major corruption risks, the Company ensures that directors, the management, and employees cautiously perform the following duties:

2.1 Political Contribution

The Company's policy is politically neutral, with no support to or action that supports political parties, whether directly or indirectly, as well as the use of the Company's resources in activities that cause the Company to lose its political neutrality or sustain damage, or both, by participating in such activities.

2.2 Charitable Contribution and Sponsorship

The Company's policy is to control charitable contributions and sponsorships in various forms to ensure that the activities will not lead to corruption. The Company sets up procedures and control that are clear, concise, efficient, and able to check and follow documents and proofs.

2.3 Gifts, Hospitality, and Expenses

The Company determines that exchanging gifts (presents) and entertainment must be suitably done according to tradition but within reasonable value. They must not induce to act or refrain from acting that may lead to malfeasance and corruption.

Measures

1. The Board, the management, and employees must comply with the anti-corruption policy and measures, the Company's Corporate Governance principles, and the Code of Conduct by not involving in corruption, whether directly or indirectly.
2. Employees should not neglect or ignore, or when they face or doubt any act that is considered corruption by notifying superiors or responsible persons or through suitable report channels and cooperate in fact-finding investigation stipulated by the Company's regulations.
3. The Company will provide fairness and protection to employees who refuse or inform responsible parties about the corruption relevant to its activities by not demoting, punishing, or causing negative impacts on them. The Company will strictly provide protection to the complainant or the person who cooperates in reporting corruption as defined in the policy and personnel guidelines or the Company's complaint and whistle-blowing measures, or both.

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4. Corrupt persons that violate the Company's code of conduct must face punishment under the Company's rules and may also face prosecution if the action violates the law.
 5. The Company communicates its anti-corruption policy and measures, including channels for whistle-blowing, complaints, or recommendations within the Company through various means such as orientation of new directors and employees, the intranet, or Company's newsletter to forge understanding in the implementation of the policy.
 6. The Company communicates its anti-corruption policy and measures, including channels of whistle-blowing, complaints, or recommendations with the public and stakeholders through various means such as its website or annual report.
 7. The Company sets up risk management on anti-corruption by assessing and ranking risks, and defining suitable measures, as well as following up on the implemented measures.



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8. The Company sets up personnel management processes to reflect its commitment to the anti-corruption policy and measures, from the selection of personnel, training, performance assessment, compensation, promotion, to an organizational structure with suitable division of duties for checks and balances, as well as ensuring sufficient and suitable skilled resources and personnel to implement the policy.
 9. The Company sets up a Corporate Authorization Procedure that is clear, concise, efficient, transparent, and open to scrutiny.
 10. The Company sets up an internal control system covering finance, accounting, data entry, as well as other organizational processes, which is relevant to anti-corruption measures. The Company also ensures that internal control findings are communicated with responsible personnel.
 11. The Company sets up an internal audit system covering major activities, including commercial operation and procurement to ensure that the system meets the objectives, as well as monitoring the operation so that it complies with rules, work practices, regulations, and, finally, provides recommendations on the improvement of processes for greater efficiency.

5

Appendix

- ▶ General Definitions
- ▶ Definitions and Examples of Conflicts of Interest
- ▶ Definitions for Related Transactions
- ▶ Definitions for Giving or Acceptance of Presents, Assets, or Other Benefits
- ▶ Definitions for Anti-Corruption
- ▶ Conflicts of Interest Disclosure Reports

General Definitions

	Means
The Company	Thai Oil Public Company Limited (Thai Oil Plc.) or Thaioil Group affiliates
Thaioil Group Affiliates	The parent company, subsidiaries, and associates of Thai Oil Plc.
The Company's Personnel	Director, executives and employees of the Company
The Board	The Board of Directors of Thai Oil Plc.
Directors	Members of the Board of Directors of Thai Oil Plc. or Thaioil Group affiliates, or both
Executives	The CEO/President, Executive Vice Presidents, Assistant Executive Vice Presidents, and Department Managers of Thai Oil Plc. or its affiliates
Employees	Regular employees, contract employees, and associate employees of Thai Oil Plc. or its affiliates, or both
Superiors	Supervisors under the Company's organization structure and those higher up in hierarchy and assigned or empowered to supervise given units

	Means
Stakeholders	Shareholders, customers, business partners, business competitors, creditors, employees, society, communities, the environment, government agencies, and related entities
Review	To revise or examine performance, procedures, conditions, events, or reports
People of Blood Relationship or Close Relative	Father, mother, brother, sister, wife, husband, and son or daughter, or their spouses
Code of Conduct	A set of standard guidelines for business under the mission to achieve Company's vision and illustrate corporate culture.

Definitions and Examples of Conflicts of Interest

	Means
Conflicts of Interest	Activities in which personal needs or the needs of related parties, whether by blood relationship or otherwise,

Means

influence decision-making, therefore jeopardizing the best interests of Thai Oil Plc. or its affiliates, or both.

Employees

Regular employees, contract employees, and associate employees of Thai Oil Plc. or its affiliates, or both

People of Blood Relationship or Close Relatives

Father, mother, brother, sister, wife, husband, and son or daughter, or their spouses

Other Benefits

Valuable items, namely discounts, entertainment, services, training, or similar items.

Sample Forms of Conflicts of Interest

- Use of inside information for personal or others' gains, including provision of the Company's business information not yet publicized
- Help extended to family members or relatives to benefit from the Company, including price bidding, price contests, auctions, or entering into contracts or other activities in which an employee or relative has vested interests
- Personal business or a Company in which an employee is a major shareholder, including

- Purchase or sale of goods / giving or accepting services
- Engagement in transactions with the Company or its affiliates, or both
- Doing / setting up a business or a juristic person engaging in the same business as the Company's or its affiliates', or both
- Vested interests in commercial contracts with the Company or its affiliates, or both.
- Wielding of influence or authority vested in an employee's post to get a hired job or second job, including hiring of a consultant, contracting of third parties for the Company or its affiliates, or both, and wielding of influence in assorted ways to bias employees' decision-making.
- Serving as directors of other companies, including companies owned by an employee, without the approval of the Company or its affiliates, or both.

Definitions for Related Transactions

	Means
Connected Transactions	Connected transactions regulated by the Stock Exchange of Thailand (SET) or transactions between the Company or its affiliates and directors, the management, or connected persons under securities and exchange laws

Means

Related Companies	Limited partnerships or juristic companies under Section 258 (3) to (7) of the Securities and Exchange Act of 1992
Arm's Length Transaction	A transaction with fair prices and conditions and without a transfer of interests

Definitions for Giving or Acceptance of Presents, Assets, or Other Benefits

Means

Presents	Cash, assets, articles, or other benefits given as a gesture of friendship, award, affection, welfare, or gratuity
Assets or Other Benefits	<ul style="list-style-type: none">● Honoraria for speakers, lecturers, or Company's advisers● Discount privileges not granted to others● Service or entertainment privileges● Expenses paid for travel, accommodation, food, or similar items● Tickets, vouchers, or other evidence, prepayment, or refund.

Tradition

A festival or an important day which may witness gifts exchanged, congratulation, thanksgiving, welcoming gestures, condolences, or help extended as social gesture

Definitions for Anti-Corruption

Means

Corruption

Any action, whether offering, promising, soliciting, demanding, giving or accepting assets or other benefits to government officials or other persons in business dealing with the Company, whether directly or indirectly, as a motive for them to do or refrain from doing any act to acquire or keep benefits that are unsuitable to the business, except as allowed by laws, rules, regulations, local customs or traditions, or business customs.

Political Contribution

Assistance, whether in cash or in-kind, to support political activities such as giving of objects or services, advertisement on the promotion or support of political parties, purchase of tickets to attend fund-raising sessions, or donation to organizations close to political parties.



Conflicts of Interest Disclosure Reports

Under the Corporate Governance and Code of Conduct of Thai Oil Plc. and Thaioil Group, all personnel must observe the Company's principles and policy of corporate governance and code of conduct with the highest standards.

All executives and employees must disclose items of conflicts of interest with Thai Oil Plc. and its affiliates.

I understand and am willing to commit myself to and apply the Company's Principles and Policies of Corporate Governance and Code of Conduct as my personal guidelines with the highest standards.

■ Accept

Type of report (Mark X in)

- Annual
- Report with Change
- Initial report

Having thoroughly read and mastered the Corporate Governance and Code of Conduct Manual of Thai Oil Plc. and its affiliates and the text of the Conflicts of Interest Disclosure Report, I am filing this report below:

(Mark X in)

- I **do not have** potential conflicts of interest with those of Thai Oil and its affiliates
- I **am not sure** whether some items may pose conflicts of interest with those of Thai Oil and its affiliates. The items appear below:
- I **have** some items that may pose conflicts of interest with those of Thai Oil and its affiliates. The items appear below:

(Mark X in)

Arm's length transactions between Thai Oil Plc. or.....
which is an affiliate of Thai Oil, and

- Myself
- Others with vested interests with the Company

Name..... Surname.....

Person with blood relationship

Name..... Surname.....Relationship.....

Below is my report:

1. Details of items that may or could pose conflicts of interest with Thai Oil Plc. and its affiliates

.....
.....
.....

2. Corrective actions taken (if available)

.....
.....
.....

I certify the accuracy of this report.

Reported by :.....Position :.....

Company :.....Date :.....

Superior's opinion**

Noted

Other opinions

Reported by :.....Position :.....

Company :.....Date :.....

Opinion of the Corporate Compliance Manager

Noted

Other opinions

Name :.....Position :.....

Company :.....Date :.....

Note **

** Employees of **the section level or lower** are to submit this to department heads for certification / opinions

** Employees of **the department managers upward** are to submit this to their immediate superiors for certification / opinions



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