

ตัวอย่างการเปิดเผยข้อมูล

1.ค่าตอบแทน

1.1 ควรนำเสนอค่าตอบแทนของกรรมการทุกรูปแบบ เช่น ค่าตอบแทนประจำ เบี้ยประชุม โบนัส สิทธิประโยชน์อื่นๆ ให้ที่ประชุมผู้ถือหุ้นพิจารณาอนุมัติเป็นประจำทุกปี

Details of Remuneration	2014 (proposed year)	2013
Remuneration of the Board of Directors	Remains	
1. Monthly remuneration	30,000 Baht /person/ month (Chairman of the Board receives an increase of 25%)	30,000 Baht /person/ month (Chairman of the Board receives an increase of 25%)
2. Meeting allowance	Remains 10,000 Baht/month (Chairman of the Board receives an increase of 25%) (Paid only to Directors attending the meeting)	10,000 Baht/month (Chairman of the Board receives an increase of 25%) (Paid only to Directors attending the meeting)
3. Bonus from the 2013 Company's Performance (Calculation of bonus pursuant to the directorship period in 2013)	Remains 486,066 Baht per person (Chairman of the Board receives an increase of 25%)	486,066 Baht per person (Chairman of the Board receives an increase of 25%)
4. Other benefits	None	None
Remuneration of the Sub-Committees	Remains	
	Audit Committee - Receive meeting allowance at 20,000 Baht/meeting (not exceed 20,000 Baht/month) - Paid only to Directors attending the meeting - No monthly remuneration - No other benefits	Audit Committee - Receive meeting allowance at 20,000 Baht/meeting (not exceed 20,000 Baht/month) - Paid only to Directors attending the meeting - No monthly remuneration - No other benefits
	Other Sub-Committees - Receive meeting allowance at 10,000 Baht/meeting (not exceed 20,000 Baht/month) - Paid only to Directors attending the meeting - No monthly remuneration - No other benefits	Other Sub-Committees - Receive meeting allowance at 10,000 Baht/meeting (not exceed 20,000 Baht/month) - Paid only to Directors attending the meeting - No monthly remuneration - No other benefits

1.3 ควรเปิดเผยนโยบายค่าตอบแทนของกรรมการที่เป็นผู้บริหาร และ CEO ทั้งระยะสั้นและระยะยาว

Remuneration for Executives

PTTGC has implemented a Key Performance Indicator (KPI) as the evaluation criteria for the performance of Executives. Factors used in these criteria include PTTGC's financial status, the compliance with long-term strategic objectives as well as its operating results and business profits, with practice guidelines of other listed companies of similar business size within the industry being considered as well. Such evaluation must also be conducted in regard with the burden of each member, duties and responsibilities as well as management development and the economic situation as a whole.

Compensation for President and Chief Executive Officer is determined in an appropriate manner using transparent, fair and reasonable criteria. The position's duties and responsibilities will also be taken into account in conjunction with the person's performance of the year. The Nomination and Remuneration Committee gives consideration as well as reviews, and these are further submitted to the Board of Directors. It should be noted that, at the highest level of the Company's management, the President & CEO will be awarded compensation and other benefits in addition to that received as a Director of the Board of Directors.

2.ประวัติคณะกรรมการ

2.1 ในหนังสือเชิญประชุมผู้ถือหุ้นและรายงานประจำปีควรเปิดเผย ประวัติคณะกรรมการ โดยการเปิดเผย วัน เดือน ปีที่ได้รับการแต่งตั้งเป็นกรรมการ รวมถึงจำนวนบริษัทที่ดำรงตำแหน่งกรรมการโดยแยกเป็นหัวข้อบริษัทจดทะเบียน และบริษัททั่วไป

Mr. Atikom Terbsiri Director	Age 51	Air Chief Marshal Somchai Thean-anant Independent Director/Director to the Nomination and Remuneration Committee	Age 62
▲▲ Appointed : October 18 th , 2013		▲▲ Appointed : October 19 th , 2011, April 2 nd , 2012 (re-elected)	
▲▲ Education/Training <ul style="list-style-type: none"> - Doctoral Course in Human Resources Management and Managerial Economics, Golden Gate University, U.S.A. - M.B.A. (Finance & International Business), High Distinction, Armstrong University, Berkeley, U.S.A. - Bachelor of Business Administration, Assumption University - Executive Education Program, Harvard Business School, Harvard University, U.S.A. - Diploma, National Defence College, The State Private Sector and Political Sectors Course Class 5 - PTT Group EVP Leadership Development Program in corporation with Development Dimension International - Advance Security Management Program (ASMP1) The National Defence College Association of Thailand - Capital Market Academy Leadership Program, Class 17, Capital Market Academy 		▲▲ Education/Training <ul style="list-style-type: none"> - Master of Electricity Engineering, Aerospace Systems, Cranfield Institute of Technology, U.K. - Bachelor of Electrical Engineering, Royal Air Force Academy - National Defence College (Class 46) - Airport Management, Kasetsart University - Air War College (Class 30) - Air Command and Staff College (Class 32) - Top Executive Programme (Class 5), Capital Market Academy (CMA), Stock Exchange of Thailand - Corporate Governance for Directors and Senior Executive of State Enterprises and Public Organizations, Class 3-2009, King Prajadhipok's Institute 	
▲▲ Director Training <ul style="list-style-type: none"> - Director Certification Program (DCP) Class 125/2009 Thai Institute of Directors Association (IOD) 		▲▲ Director Training <ul style="list-style-type: none"> - Director Accreditation Program (DAP) Class 47/2005 Role of the Nomination and Governance Committee (RNG) Class 2/2012, Role of the Compensation Committee (RCC) Class 14/2012 Director Certification Program (DCP) Class 155/2012 and Role of the Chairman Program (RCP) Class 30/2013, Thai Institute of Directors Association (IOD) 	
▲▲ Board member/management in listed Company <ul style="list-style-type: none"> - The Stock Exchange of Thailand : 2 - Senior Executive Vice President, Petrochemicals & Refining Business Unit, PTT Public Company Limited - Director, PTT Global Chemical Public Company Limited 		▲▲ Board member/management in listed Company <ul style="list-style-type: none"> - The Stock Exchange of Thailand : 1 - Independent Director/Director to the Nomination and Remuneration Committee, PTT Global Chemical Public Company Limited 	
▲▲ Board member/management in Non-listed Company <ul style="list-style-type: none"> - The Stock Exchange of Thailand : None 		▲▲ Board member/management in Non-listed Company <ul style="list-style-type: none"> - The Stock Exchange of Thailand : 2 - Chairman, PEA ENCOM International Company Limited - Director, Aeronautical Radio of Thailand Limited 	
▲▲ Position in Other Organizations/Institutions : None		▲▲ Position in Other Organizations/Institutions : 1 <ul style="list-style-type: none"> - Court Martial Judge 	
▲▲ Work Experiences (5-years Past Experiences) <ul style="list-style-type: none"> - 2011 - 30 Sep 2013 Director/Executive Director/President, IRPC Public Company Limited - 2009 - 2011 Senior Executive Vice President Corporate Strategy & Planning and Acting Senior Executive Vice President I Port & Asset Management Business Unit, IRPC Public Company Limited - 2007 - 2009 Executive Vice President Corporate Strategy & Commercial, PTT Aromatics and Refining Public Company Limited 		▲▲ Work Experiences (5-years Past Experiences) <ul style="list-style-type: none"> - 2008 - 2011 President of Aeronautical Radio of Thailand Limited - 2007 - 2008 Executive Expert, Royal Thai Air Force (a position for an officer of the rank of Air Chief Marshal) - 2006 - 2007 Chief of Staff attached to the Commander-in-Chief, Royal Thai Air Force (a position for an officer of the rank of Air Marshal) - 2005 - 2006 The Commander of the Science and Weapon System Development Centre, Royal Thai Air Force (a position for an officer of the rank of Air Marshal) - 2009 - 2011 Vice Chairman of Volleyball Association 	
Shareholding : None Relation among Family with other Directors, management, Major Shareholders of the Company or Subsidiaries : None		Shareholding : None Relation among Family with other Directors, management, Major Shareholders of the Company or Subsidiaries : None	

3. การคำนึงถึงผู้มีส่วนได้เสีย

3.1 ควรเปิดเผยนโยบายและสิ่งที่ได้ปฏิบัติเกี่ยวกับการคัดเลือกคู่ค้า สิทธิของเจ้าหนี้ และการต่อต้านทุจริตคอร์รัปชัน การคัดเลือกคู่ค้า

(1) คู่ค้า

Supplier Procurement and Outsourcing

The procurement divisions select outsourcing partners based upon the alignment of their business strategies with those of SCB, notably competitiveness, business continuity, customer protection, and demonstrated risk management. SCB's commitments to suppliers and outsourced partners are governed by its code of conduct.

SCB selects service providers based upon seven criteria:

- Technical capability
- Expertise and experience
- Financial status
- Business reputation
- Records of complaints and litigation
- Service policy
- Risk from serving multiple clients

By using these criteria, the Bank upholds its commitment to uncompromising service quality which in turns helps to minimize business and reputational risks.

In 2013, SCB had contracts with 464 suppliers, 75% of which were SMEs. This is reflective of the support for local businesses. In pursuing continuous improvement in the supply chain, SCB began a dialogue to obtain feedback from a small sampling of suppliers. The Terms of Reference of the Bank and long-term contracts also served to help communicate SCB's sustainability objectives to suppliers.

SCB recognizes the importance of sourcing from reputable businesses that adhere to human rights. It tries to ensure that suppliers treat their employees fairly and observe applicable laws and regulations. (There have been no cases of human rights abuses reported among the Bank's suppliers.)

For special occasions and traditional festivals throughout the year, the Bank has a procurement program for corporate gifts. To achieve economies of scale, SCB procures corporate gifts in bulk and distributes them from the Head Office. The Bank also sources through various foundations and social enterprises in order to support product from hill tribes, people with disabilities, and the socially-disadvantaged.

(2) เจ้าหนี้

- **Creditors:** The Bank is aware of the importance of its responsibility to every group of creditors by strictly following commitments, relevant regulations and laws on the basis of honesty, equality and fairness. The Bank does not disclose creditors' confidential information, while providing them with correct and complete information as well as promoting activities to enhance better mutual understanding.

The Bank has designated a comprehensive managerial structure for business operation. As well, it has stipulated a clear strategy on capital management for the organization's security and strength to ensure that the Bank will not fall into any financial difficulty that would eventually result in its inability to pay debts. The Bank's liquidity management enables it to pay debts on time according to maturity periods, and to be ready to pay debts under an emergency situation. Above all, this managerial structure will ensure that the Bank is capable of paying its debts even when it has to confront a liquidity crisis.

(3) การต่อต้านทุจริตคอร์รัปชัน

3. Anti-corruption

Valuing corporate governance, which includes anti-corruption, Bangchak joined the associates of a nationwide anti-corruption network on two occasions.

- On November 9, 2010, it declared an intention to join a private-sector alliance in opposing fraud at the “National Meeting on Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC)”, hosted by the Thai Institute of Directors (IOD), Thai Chamber of Commerce, Thai Bankers’ Association, International Chamber of Commerce Thailand, and Thai Listed Companies Association.
- On September 1, 2011, it won acceptance to join the associates of the UN Global Compact, which consisted of 10 principles encompassing human rights, labor, the environment, and anti-corruption. The compact serves as an approach for voluntary business conduct.

The points below illustrated Bangchak’s commitment to anti-corruption.

- On August 27, 2013, Board meeting No. 9/2556 approved Bangchak’s Anti-corruption Policy, endorsed by the Corporate Governance Committee at its 3/2556 meeting on August 20, 2013. This policy is part of the Corporate Governance Policy, Section 2 (Anti-corruption). It reiterated Bangchak’s intention to conduct business in full compliance with applicable laws and regulations under corporate governance. All forms of fraud are not to be tolerated, and anti-corruption measures are defined.
- On October 8, 2013, of all 249 CAC member companies, Bangchak was among the first 22 companies certified as allies of the Thai private sector opposing fraud. The company received a certificate from Mr. Panthep Klanarongran, Chairman of the National Anti-Corruption Commission, at the fourth edition of the “National Meeting on Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC)” at the Dusit Thani Hotel.
- On November 3, 2013, the Company organized CG Day 2013 activities under the “Bangchak ACT NOW: Joining Forces against Corruption” theme at Bangchak Refinery. Activities included an exhibition; sharing of anti-corruption experience with General Dapong Ratanasuwan, Chairman of the Corporate Governance Committee; and staff performing role plays for better understanding of Corporate Governance Policy, Section Two.

3.2 การเปิดเผยนโยบายและกระบวนการแจ้งเบาะแส และการปกป้องผู้แจ้งเบาะแสเกี่ยวกับผู้กระทำความผิด

Since 2012, the Company has joined the Thailand’s Private Sector Collective Action Coalition Against Corruption, which is a national coalition with the support from the government and the Office of the National Anti-Corruption Commission.

(3) Measures on Whistleblowing and Protection for Whistle blowers

The Company has set up a communication channel through its website at www.dtac.co.th to provide opportunities for shareholders and interested persons to opine or complain directly to the Board of Directors of the Company in case there is an unfair treatment or a trouble arising from the action of the Company. Furthermore, all employees must report an event or a behaviour which is unlawful or suspected to be unlawful or violates the good governance of the

Company or any rules or laws to their supervisors. The Company has also provided a channel for employees to consult or report directly to the Compliance Manager upon becoming aware of or suspecting any conduct which is unlawful or violates the code of conduct “Corporate Ethics – dtac’s Good Governance” and has or may have impact on employees, other interested persons and the Company. The compliance team will examine facts, summarise details of such event to report to the Internal Audit Department and the Audit Committee for consideration and recommendation and take remedial or legal action towards such offence. The information of the whistle blower and other details received by the compliance team will be kept confidential for the confidence of the whistle blower.

4.การปฏิบัติหน้าที่ของคณะกรรมการ

การเปิดเผยถึงสิ่งที่ได้ปฏิบัติตามนโยบายที่คณะกรรมการได้กำหนดไว้ เช่น แนวทางการส่งเสริมให้เกิดการปฏิบัติตามจริยธรรมธุรกิจ การปฏิบัติตามแผนกลยุทธ์บริษัท รวมถึงการทบทวนและติดตามการปฏิบัติดังกล่าว

(1) จริยธรรมธุรกิจ

PTTEP continuously enhances and promotes knowledge and understanding of CG&BE among directors and personnel. The Board governs the ways CG&BE is communicated to the directors and personnel to strengthen their confidence in CG&BE so that they can adhere to CG&BE for their business conduct. Means of communication endorsed by the Board are as follows:

- 1) Introduction to CG&BE was included as one section of the orientation for the new directors, new members of the Corporate Governance Committee, and new employees. In 2013, two CG&BE orientation sessions were conducted for new directors, three for new members of the Corporate Governance Committee, and 13 for new employees.
- 2) The CG&BE Introduction courses were conducted for new employees whose working period with the Company was between one and two years. The trainings were designed to motivate and stimulate employees to express their viewpoints and to cultivate their values to coincide with those of the Company. Moreover, the last section of the course included various interesting E&P-related scenarios to allow employees to understand and apply CG&BE in their daily business operations. In 2013, four sessions of the course were conducted which were attended by directors from the Corporate Governance Committee.
- 3) The CG&BE Management course was conducted for new management. The course emphasized exemplary cases and new management had an opportunity to share their opinions and valuable insights on past situations that the Company mishandled due to the lack of good corporate governance. The directors of the Corporate Governance Committee meanwhile were provided with an opportunity throughout the course to receive feedback and discuss the results constructively with the Company's new management. Lessons learned during the course were later used to improve business processes of the Company.
- 4) CG&BE promotions to the Board were prepared ten times for the Board's meetings. The Chairman would, before the start of the meeting, verbally inform the meeting of new issues

regarding the duties and responsibilities of the Board as well as encourage directors to adhere to CG&BE.

- 5) A CG Visit was organized for the Corporate Governance Committee to meet management and employees of each department with the aim to follow up on the enforcement of CG&BE to subordinates and implementation of CG&BE by the management as well as the management's role of being CG Leaders. The visit also allowed the Committee to gather information regarding the integration of CG&BE principles to their work (CG-in-Process), and to hear opinions shared by management and employees.
- 6) CG Heroes was organized to search among management and employees of each department for CG role models who have been praised by colleagues for strictly adhering to CG&BE. The objective was to recognize and honor these Heroes.
- 7) An E-Learning activity was held as another channel to provide management and employees an opportunity to understand and learn more of the Company's Business Ethics. The proper working environment that supports good Business Ethics was also introduced and promoted. The activity consisted of six animated clips related to CG&BE in various aspects, as well as a quiz on CG&BE. Results of the quiz are one of the key performance indicators of each department.
- 8) A Knowledge Program was organized for the first time this year on a monthly basis to provide PTTEP with another channel for the Company to educate employees on CG&BE, and to promote and raise awareness for the working environment which would be considered in compliance with CG&BE.

The Corporate Secretary has a duty to report CG&BE promotion activities on a quarterly basis to the Corporate Governance Committee and the Board, who is responsible for the follow up and evaluation of these reports. The objective is to allow the Board and the Corporate Governance Committee to effectively keep track of the business operations regarding CG&BE issues. Moreover, for continuous improvement, the 2013 performance results regarding CG&BE were used as input to develop the work plan for 2014, which has already been approved by the Corporate Governance Committee.

(2) กลยุทธ์ของบริษัท

Board of Directors' Meeting

To ensure that directors are able to attend the Board meetings, Corporate Secretary has set and informed directors' of 2013 meeting schedule in advance. This includes the annual meeting to consider, review and approve the Company's vision, mission and 5-year strategic plan. Prior to every meeting, directors can propose agenda items to the Chairman of the Board. Corporate Secretary will send Board notices with supporting documents to all directors at least seven days or at least 5 working days before the meeting.

In 2013, a total of 6 Board meetings have been held, where Corporate Secretary has sent notices to the Board at least 7 days or at least 5 working days before the meetings. The Chairman of the Board attended all 6 Board meetings. During the meetings, the Chairman of the Board appropriately allocated time for directors to ask management and to carefully review and discuss all relevant information. Written minutes are also made available for verification and approved by the Board. In addition, the Company regularly sends monthly performance summary to the Board.