

## 8.1.2 Meeting Attendance and Individual Directors' Compensation

### (1) Board Meetings

PTT schedules its board meetings in advance all through the year. In 2024, the monthly meetings took place on the third Thursday of each month, with occasional special meetings on special agendas as needed. The Office of President sends each director meeting notices, agendas with complete details and rationale, and supplementary documents containing essential details for decision-making about 7 days ahead of each meeting, allowing directors sufficient time for review. Directors consider the agenda through application software on electronic devices to streamline the process of agenda delivery and reduce paper usage. This not only enhances efficiency but also ensures that directors have access to comprehensive information for effective decision-making.

Since 2015, for each meeting, the Board has required a regular follow-up agenda on the updates of implementation of Board observations and comments to ensure the execution of PTT's strategies, which is a monthly report in the meeting.

The Board's policy is that, for a given agenda item, if any director has potential conflicts of interest with PTT, The office of President will not deliver such agenda item to that director, who will not attend the meeting and abstain from voting on such an agenda item. In voting, the minimum quorum of directors is 2/3 of all attending directors. If the quorum does not comply with this guideline, the discretion of the Chairman will be sought, a policy that is stated in the Corporate Governance Handbook.

For each agenda item, the minute of meeting contain written comments and observations. The Board-certified minutes are filed for perusal by the directors and related parties. Each meeting normally takes 3 - 4 hours. In addition, the meeting schedule for the whole year has been set in advance, and directors have been informed of the meeting schedule at the end of the previous year or the beginning of the year.

In 2024, PTT held a total of 24 Board meetings, 12 regular meetings, and 12 special meetings. Out of 24 meetings, 23 were physical meetings and 1 was an electronic meeting (E-Meeting). A special meeting is held annually to determine, review, and approve PTT Group's vision, mission, directions, and strategies (5-year rolling). In 2024, the Board and management took part in reviewing such matters and approved the direction and strategy to scope and guide the work by business units, subsidiaries, and associates in developing enterprise and budgeting plans for 2025 - 2029. In addition, one non-executive meeting was held in June 2024 on the topic of PTT's businesses on various issues and recommendations to management for further business improvement. This is in line with the Principles and Guidelines on Corporate Governance for State-owned Enterprises B.E. 2562 (2019) as well as the guidelines given by the State Enterprise Policy Office. Management process after the meeting included disclosing the issues discussed and notifying the results of the meeting to the Board or CEO & President for acknowledgment.

4 independent director meetings were held: (1) January 2024, (2) May 2024, (3) August 2024, and November 2024. Topics discussed in the meetings were PTT's businesses on various issues and recommendations to management for further business improvement. At every meeting, the Chairman allowed all directors to express their opinions freely and independently. The Board meetings are detailed below.

## Attendance of the Board and 5 Specific Committee Meetings for 2024

No.	Name	Special 1/2024	1/2024	Special 2/2024 (Online) <sup>1/</sup>	2/2024	Special 3/2024	3/2024	Special 4/2024	4/2024	Special 5/2024	5/2024	6/2024	Special 6/2024	7/2024	Special 7/2024	Special 8/2024	8/2024	Special 9/2024	9/2024	10/2024	Special 10/2024	Special 11/2024	11/2024	Special 12/2024	12/2024	Number of Attendances	Number of Meetings	%		
1	Mr. Chatchai Phromlert	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	24	24	100		
2	GEN. Teerawat Boonyawat	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	24	24	100		
3	Mr. Krishna Booyahai	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	24	24	100		
4	Mr. Payong Srivanich	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	X	/	/	/	/	/	23	24	96		
5	Mr. Jatuporn Buruspat	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	X	/	23	24	96		
6	Mrs. Phongsaward Neelayodhin	/	/	/	X	/	/	/	/	/	/	/	X	/	X	X	/	/	/	/	/	/	/	/	/	20	24	83		
7	Mr. Chansin Treenuchagron	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	24	24	100		
8	Associate Professor Dr. Narongdech Srukhsosit	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	24	24	100		
9	Mr. Lavaron Sangsrit	/	/	/	/	/	/	/	/	/	/	/	/	/	X	X	/	/	/	/	X	/	/	X	/	20	24	83		
10	Air Chief Marshal Chanon Mungthanya	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	24	24	100		
11	Dr. Chayatan Phromsorn <sup>2/</sup>	Appointed with effect from August 15, 2024																	/	/	/	X	X	X	/	/	5	8	63	
12	Dr. Nattapon Nattasomboon <sup>3/</sup>	Appointed with effect from March 21, 2024						/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	19	19	100		
13	Dr. Veerapat Kiatfuengfoo <sup>4/</sup>	Appointed with effect from October 17, 2024																			/	/	/	/	/	5	5	100		
14	Miss Choosri Kietkajornkul <sup>5/</sup>	Appointed with effect from May 28, 2024									/	/	/	/	/	/	/	/	/	/	/	/	/	/	15	15	100			
15	Dr. Kongkrapan Intarajang <sup>6/</sup>	Appointed with effect from May 13, 2024									/	/	/	/	/	/	/	/	/	/	/	/	/	/	16	16	100			
Directors Who Retired/ Resigned in 2024																														
1	Dr. Prasert Sinsukprasert	/	/	/	Resigned with effect from February 10, 2024																				3	3	100			
2	Mr. Phongsthor Thavisin	/	/	/	/	/	Resigned with effect from March 7, 2024																				5	5	100	
3	Mr. Auttapol Rerkpiboon	/	/	/	/	/	/	/	Completed his term on May 13, 2024																			8	8	100
4	Associate Professor Dr. Chayodom Sabhasri	/	/	/	/	/	/	/	/	Resigned with effect from May 26, 2024																		9	9	100
5	Professor Dr. Thosaporn Sirisumphand	/	X	/	X	/	X	/	/	/	X	X	Resigned with effect from June 29, 2024															6	11	55
6	Mr. Wattanapong Kurovat	Appointed with effect from February 15, 2024				/	/	/	/	/	/	/	/	/	/	/	/	/	Resigned with effect from September 25, 2024							14	14	100		
Total Attendance		15	14	15	12	15	14	15	15	15	14	14	13	14	12	12	14	15	15	13	13	14	14	13	15					
Total Directors		15	15	15	14	15	15	15	15	15	15	15	14	14	14	14	14	15	15	14	15	15	15	15	15					
%		100	93	100	86	100	93	100	100	100	93	93	92	100	86	86	100	100	100	93	87	93	93	87	100					

Remark:

<sup>1/</sup> One E-Meeting<sup>2/</sup> Dr. Chayatan Phromsorn has been appointed as Independent Director in replacement of Professor Dr. Thosaporn Sirisumphand.<sup>3/</sup> Dr. Nattapon Nattasomboon has been appointed as Independent Director in replacement of Mr. Phongsthor Thavisin.<sup>4/</sup> Dr. Veerapat Kiatfuengfoo has been appointed as Director in replacement of Mr. Wattanapong Kurovat which had been previously appointed as Director in replacement of Dr. Prasert Sinsukprasert.<sup>5/</sup> Miss Choosri Kietkajornkul has been appointed as Independent Director in replacement of Associate Professor Dr. Chayodom Sabhasri.

Directors	Board and Specific Committee Meetings in 2024						Appointment during the Year
	Board of Directors Total 24	Audit Committee Total 24	Corporate Governance and Sustainability Committee Total 6	Nominating Committee Total 20	Remuneration Committee Total 8	Enterprise Risk Management Committee Total 16	
1. Mr. Chatchai Phromlert	24/24	-	-	-	-	-	-
2. GEN. Teerawat Boonyawat	24/24	-	-	-	8/8	-	-
3. Mr. Krishna Boonyachai	24/24	24/24		-	-	-	-
4. Mr. Payong Srivanich	23/24	-	-	20/20	-	-	-
5. Mr. Jatuporn Buruspat	23/24	-	6/6	-	-	-	-
6. Mrs. Phongsaward Neelayodhwin	20/24	-	-	-	-	13/14	-
7. Mr. Chansin Treenuchagron	24/24	14/16	-	5/5	-	4/4	-
8. Associate Professor Dr. Narongdech Srukhsit	24/24	24/24	-	-	-	-	-
9. Mr. Lavaron Sangsnit	20/24	-	-	20/20	8/8	-	-
10. Air Chief Marshal Chanon Mungthanya	24/24	8/8	-	17/17	6/6	-	-
11. Dr. Chayatan Phromsorn	5/8	-	-	-	-	6/6	August 15, 2024 (Replacing Professor Dr. Thosaporn Sirisumphand)
12. Dr. Nattapon Nattasomboon	19/19	-	5/5	-	-	10/10	March 21, 2024 (Replacing Mr. Phongsthorn Thavisin)
13. Dr. Veerapat Kiatfuengfoo	5/5	-	-	-	-	4/4	October 17, 2024 (Replacing Mr. Wattanapong Kurovat)
14. Miss Choosri Kietkajornkul	15/15	-	4/4	-	-	-	May 28, 2024 (Replacing Associate Professor Dr. Chayodom Sabhasri)
15. Dr. Kongkrapan Intarajang	16/16	-	-	-	-	-	May 13, 2024 (Replacing Mr. Auttapol Rerkpiboon)

## Attendance Record of Directors Who Retired/ Resigned in 2024 (Total: 6 directors)

Directors	Board and Specific Committee Meetings in 2024						Appointment during the Year
	Board of Directors Total 24	Audit Committee Total 24	Corporate Governance and Sustainability Committee Total 6	Nominating Committee Total 20	Remuneration Committee Total 8	Enterprise Risk Management Committee Total 16	
1. Dr. Prasert Sinsukprasert	3/3	-	-	-	-	-	Resigned effective from February 10, 2024
2. Mr. Phongsthorn Thavisin	5/5	-	-	-	1/1	-	Resigned effective from March 7, 2024
3. Mr. Auttapol Rerkpiboon	8/8	-	-	-	-	-	Completed his term, effective from May 13, 2024
4. Associate Professor Dr. Chayodom Sabhasri	9/9	-	1/1	-	-	5/5	Resigned effective from May 26, 2024
5. Professor Dr. Thosaporn Sirisumphand	6/11	-	-	-	-	-	Resigned effective from June 29, 2024
6. Mr. Wattanapong Kurovat	14/14	-	-	-	-	7/7	Resigned effective from September 25, 2024

### Remarks:

In 2024, a total of 24 Board meetings were held (12 regular and 12 special meetings).

\* Reasons for meeting absence were prior scheduled official engagements and/or urgent special meeting appointments. Leave of absence letters were duly forwarded to the Chairman ahead of the meetings.

## (2) Remuneration of Directors

PTT fairly and sensibly specifies the remuneration of directors, by appointing the Remuneration Committee to review directors' proper compensation. In 2024, the Remuneration Committee adopted the consideration practices for directors and specific committees, taking into account practices of other listed peer companies, leading domestic as well as international companies, and state enterprise companies, the corporate governance principles, PTT's financial performance, responsibilities of the Board, and economic growth. Directors' remuneration consists of monthly allowance, meeting allowance, and bonuses. Directors appointed to specific committees receive additional allowances for additional responsibilities. Shareholder-approved directors' compensation rates are as follows: