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Ministry of Commerce

Registered on May 21, B.E. 2566 (A.D. 2023)

Certified True Copy
- Signature –
Miss Prachid Wittayabamrung
Registrar

(Translation)

Articles of Association of Thai Oil Public Company Limited

Chapter 1
General Provisions

Article 1. These Articles shall be called the Articles of Association of Thai Oil Public Company Limited.

Article 2. Unless otherwise prescribed, the term "Company" herein shall mean Thai Oil Public Company Limited".

Article 3. Unless otherwise stated herein, the provisions of the laws pertaining to public company limited, securities and stock exchange and other laws which are in effect or are related to the business of the Company shall apply.

In the case that there is any provision in these Articles, which is in conflict with or against any articles, notifications, order or regulations of the Stock Exchange of Thailand, such articles, notifications, order or regulations of the Stock Exchange of Thailand shall prevail.

Article 4. When the shares of the Company have been offered to the public in general, if the Company or any of its subsidiaries enters into a connected transaction or a transaction regarding the acquisition or disposal of assets of the Company or any of its subsidiaries, as defined in the notification of the Stock Exchange of Thailand as the case may be, the Company shall comply with the rules and procedures on such matter as prescribed in such notification.

Chapter 2
Issuance and Transfer of Shares

Article 5. All shares of the Company shall be ordinary shares having equal value.

The shares shall be fully paid-up in cash or in kind against which the subscribers or purchasers cannot set off their debts with the Company.

The Company is entitled to issue and offer shares, preferred shares, debentures, warrants or any other securities permitted under the laws on securities and exchange.

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Article 6. Each share certificate shall contain the name of the shareholder and the signature of at least one (1) director, signed or printed, with the Company's seal affixed. However, the board of directors may authorize the share registrar under the laws governing securities and exchange, to sign or print his or her signature on the board of directors' behalf.

Article 7. With regards to the signing of signatures of the director or the share registrar on the share certificate or other securities certificate, the director or the shares registrar may affix his/her name to the share certificate or any other securities certificate by signing by himself or by using any machine, computer or any other method in accordance with the rules and procedures provided by the laws regarding the securities and exchange.

The Company shall keep the shares register book and evidence relating to the entry in the shares register book at the head office of the Company. However the Company may appoint the Thailand Securities Depository Company Limited to be the Company's share registrar. If the Company has appointed the Thailand Securities Depository Company Limited. to be the Company's share registrar, the Company's registration procedures will be as set forth by such share registrar.

Article 8. The Company shall issue share certificate(s) to the shareholder within two (2) months from the date the registrar accepts the registration of the Company or from the date of receipt of full payment for shares in the event the Company sells the remaining shares or newly issued shares after the registration of the Company.

Article 9. If the share certificate is defaced or damaged in material, the shareholder may request the Company to issue new share certificate to the shareholder by surrendering the former share certificate.

In the event of lost or destroyed share certificate, the shareholder shall present to the Company the evidence of report to the investigating officer or other proper evidence.

In the two events mentioned above, the Company shall issue new share certificate to the shareholder within the period described by the laws. The Company may charge a fee for issuance of new share certificate(s) in replacement of the original share certificate(s); provided that such fee not be more than the rates prescribed by law.

The lost, destroyed, defaced or damaged share certificate(s) for which a new share certificates has been issued in substitution shall be deem to be canceled.

Article 10. The Company shall not own its shares or take them in pledge, except in the following circumstances:

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(1) the Company may repurchase its shares from dissenting shareholders who vote against a resolution of the shareholders' meeting approving an amendment to the Articles of Association of the Company regarding voting rights and the right to receive dividends which, in their opinion, is considered unfair.

(2) the Company may repurchase its shares for financial management purposes when the Company has accumulated profits and excessive liquidity, provided that the share repurchase will not cause financial trouble to the Company.

Shares held by the Company shall not be counted towards constituting a quorum for the shareholders' meeting and shall carry no voting right as well as no right to receive dividends.

The Company shall dispose of the repurchased shares as mentioned in the first paragraph within the period prescribed in the ministerial regulations. If the Company fails to do so or is unable to complete the disposition within the prescribed period, the Company shall reduce its paid-up capital by writing off such unsold shares.

The repurchase of shares, disposition of shares and writing off of the unsold shares as mentioned above shall comply with the rules and procedures as prescribed in the ministerial regulations.

Article 11. When the shares of the Company have been registered in the Stock Exchange of Thailand, any repurchase of shares by the Company shall be approved by the shareholders' meeting, except that a repurchase of shares in an amount of not more than ten (10) percent of the paid-up capital shall be approved by the board of directors.

Chapter 3
Share Transfer

Article 12. Shares shall be freely transferable without any limitation. However, shares held by foreigner(s) at any time shall, in aggregate, not exceed the following:

(1) from the completion of the Company's initial public offering of shares, shares held by foreigner(s) at any time shall, in aggregate, not exceed forty (40%) percent of the Company's total number of shares sold and each foreign holder shall not hold more than ten (10) percent of the Company's total number of shares sold; and

(2) so long as the Company has not completed its initial public offering of shares, shares held by foreigner(s) at any time shall, in aggregate, not exceed thirty seven point two (37.2%) percent of the Company's total number of shares sold.

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Any transfer causing the shareholding proportion of foreigner(s) in the Company exceeding the above ratio of shareholding would entitle the Company to deny the said transfer.

For the purpose of Article 12 (1) of these Articles of Association, any share held by each foreign holder shall include the share(s) held by a person(s) referred to in Section 258 of Securities and Exchange Act B.E. 2535 (as amended).

Article 13. A share transfer shall be valid upon the transferor's endorsement on the share certificate by stating the name of the transferee and having it signed by both the transferor and the transferee and upon delivery of the share certificate to the transferee.

Such transfer of shares will be effective against the Company when the Company has received a request for recording the transfer of the shares in the shares register book and it will be effective against a third party only after the Company has recorded such transfer of the shares in the share register book.

If the Company considers that such transfer of shares is legal, the Company shall record the transfer of the shares within a period of fourteen (14) days from the date of the receipt of the request. If the Company considers that such transfer is incorrect or invalid, the Company shall inform the person making the request within seven (7) days from the date of the receipt of the request.

When the shares of the Company have been registered in the Stock Exchange of Thailand, the transfer of such shares shall be in accordance with the law governing securities and exchange.

Article 14. In the event that a share transferee wishes to acquire a new share certificate, a written request signed by the share transferee and one (1) witness in certification thereof must be submitted to the Company and the former share certificate or other evidence must be surrendered to the Company. In this case, if the Company considers that such transfer of share is legal, the Company shall record the transfer of the shares within seven (7) days and issue a new share certificate within one (1) month from the date of the receipt of the request.

Chapter 4
Issuance, Offer and Transfer of Securities

Article 15. Issuance, offer and transfer of securities to the public or any person shall comply with the laws pertaining to the public company limited and the securities and exchange.

The transfer of any securities listed on the Stock Exchange of Thailand or other secondary market other than ordinary shares shall comply with the laws on securities and exchange.

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The word "securities" shall be as defined in the laws on securities and exchange.

Chapter 5
Board of Directors

Article 16. The Company shall have a board of directors to carrying out the Company's business, which shall consist of not less than five (5) persons and no more than fifteen (15) persons. Not less than one half of the number of the directors must reside within the Kingdom of Thailand.

A director need not be a shareholder of the Company.

Article 17. The directors shall be elected at the shareholder's meeting in accordance with the criteria and procedures as follows:

(1) Each shareholder shall have one (1) share for one (1) vote;

(2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors, but the shareholder cannot appropriate his or her votes to any person in any number as the shareholder pleases; and

(3) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of the number of directors to be appointed are elected to be the directors of the Company in that meeting. In the event of a tie at a lower place, which would make the number of directors greater than that required, the chairman of the meeting should have a casting vote.

Article 18. At every annual ordinary shareholder's meeting one-third (1/3) of the directors, or, if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third (1/3) shall vacate office.

A vacating director may be eligible for re-election.

The directors to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.

Article 19. Apart from vacating at the end of his office term, a director shall vacate office upon.

(1) death;

(2) resignation;

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(3) lack of qualifications or disqualifications under the law pertaining to public company limited and/or pertaining to the securities and exchange;

(4) removal pursuant to a resolution passed at the shareholders' meeting under the Article 21; or

(5) removal pursuant to a court order.

Article 20. A director wishing to resign from his/her office has to hand in his resignation letter. Such resignation shall become effective on the date when the resignation letter reaches the Company.

The director who has resigned according to the foregoing paragraph may also inform the registrar of his resignation.

Article 21. The shareholders' meeting may pass a resolution to remove any director from his/her office prior to the expiration of his/her office term, by a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote and the shares held by them shall, in aggregate, be not less than one half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Article 22. In the event that a position of director becomes vacant for any reason other than the end of his office term, the board of directors shall on the next board meeting appoint a qualified person, not having prohibited qualities under the laws pertaining to public limited company and the securities and exchange to be a new director, except if such office term remaining is less than two (2) months. The replacement director shall hold the office only for the remainder of the office term of the director whom he replaces.

The resolution of the board of directors pursuant to the first paragraph must be approved by the votes of not less than three-fourths (3/4) of the number of the remaining directors.

Article 23. A director shall have a right to receive remuneration from the Company in the form of rewards, meeting allowance, gratuity, bonus or other benefits in accordance with the approval of the shareholders' meeting which has passed a resolution by not less than two-third (2/3) of the total number of votes of the shareholders attending the meeting and having the right to vote. It may be prescribed in fixed amount or establish the rules and prescribed for particular circumstance(s) or being perpetual rules until be changed by shareholder's meeting resolution. Moreover, a director shall have a right to receive the allowance and welfare according to the Company's rule.

The provisions in the first paragraph shall not affect the right of the director appointed from the officers or employees of the Company to receive remuneration and benefit in his/her capacity as an officer or employee of the Company.

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Article 24. The board of directors shall elect one of the directors to be the chairman of the board.

In case the board of directors deems appropriate, the board may elect one or several directors to be vice-chairman or vice-chairmen .The vice-chairman shall have duties as prescribed in the Articles of Association in respect of the business entrusted by the chairman of the board.

Article 25. At the Board of Directors' Meetings, the meeting can be held via electronic media as stipulated in the law on electronic conferencing whether the meeting is held at the same meeting or the meeting via electronic media must be attended by at least half (1/2) of the number of directors to complete the quorum and the Chairman shall preside over the Board of Directors' meetings.

In the event that the Chairman of the Board of Directors is absent from the meeting or unable to perform his duties. In the case there is a vice chairman, the vice chairman will become the chairman of the meeting. If there is no vice chairman or there is but is absent at the meeting or unable to perform his duties, the directors present at the meeting shall elect one director to preside over the meeting.

In the event of an electronic meeting of the Board of Directors, the meeting shall be conducted in accordance with Rules and procedures as required by law and in accordance with security standards of information as stipulated in the law. In the event of an electronic meeting of the Board of Directors, the location of the Company's head office shall be deemed to be the venue for the meeting through such electronic media, it has the same effect as a meeting of the Board of Directors who attend the same meeting in accordance with the procedures provided in this law and regulation.

Article 26. In calling a meeting of the Board of Directors, the Chairman of the Board of Directors or his designee shall send the notice of the meeting not less than three (3) days prior to the meeting date, unless it is urgently necessary to protect the rights and benefits of the Company, may notify the meeting by electronic means or any other means and set the meeting date sooner.

In calling a meeting of the Board of Directors under paragraph one, in the absence of the Chairman of the Board of Directors or the person who receives for any reason, the Vice Chairman of the Board of Directors shall call a meeting of the Board of Directors. In the absence of the Vice Chairman for any reason, two (2) or more directors may jointly call a meeting of the Board of Directors.

When there are reasonable grounds or to preserve the rights or benefits of the Company, two (2) or more directors may jointly request the Chairman of the Board of Directors or his designee to call a meeting of the Board of Directors. In this regard, the matter and reasons to be proposed to the meeting must be specified for consideration. In such cases, the Chairman of the Board of Directors or his designee shall call and fix the date of the meeting within fourteen (14) days from the date of receipt of the request.

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In the event that the Chairman of the Board of Directors or his designee fails to act in accordance with paragraph three, the requesting directors may jointly call and schedule a meeting of the Board of Directors to consider the requested matters within fourteen (14) days from the expiry date of the period specified in paragraph three.

Article 27. In carrying out the Company's business, the board of directors shall perform his/her duties in compliance with the laws, objectives and Articles of Association of the Company including the shareholders' meeting resolutions with good faith and with care to preserve the interests of the Company's and the utmost interest of the shareholders.

Article 28. No director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of a private company or any other public company operating business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders' meeting prior to the resolution appointing him/her as the director being passed.

Article 29. A director shall inform the Company without delay when he or she directly or indirectly has an interest in any contract to which the Company is a party, or when the amounts of shares or debentures of the Company or an affiliate company, which he or she holds, were increased or decreased.

Article 30. The Board of Directors shall meet at least once (1) every three (3) months in the province where the Company's head office is located or any other place in the Kingdom by determining the date, time and place at the discretion of the Chairman of the Board of Directors or the person authorized to call a meeting of the Board of Directors under this Article.

Article 31. The directors authorized to sign to bind the Company shall be (1) Chief Executive Officer to singly sign together with the Company's seal affixed or (2) any other two (2) directors to jointly sign together with the Company's seal affixed.

The board of directors is entitled to prescribe and amend the name(s) of director(s) who shall be authorized to sign his/her name to bind the Company.

Article 32. In case the Company makes a general public offering of shares, the board of director shall form an Audit Committee which consists of not less than three (3) audit directors of which at least one (1) audit director shall have knowledge in accounting and finance in order to examine and supervise the performance of the Company, monitor the financial transactions, internal control system, selection of auditor, consideration of the conflict of interest and preparation of the report for corporate governance of the Audit Committee. The qualification and duties of the Audit Committee

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shall be in accordance with the provisions of securities and exchange laws or regulations, notification, rules or orders of the office of the Securities and Exchange Commission or Securities and Exchange Commission or the Stock Exchange of Thailand.

Chapter 6
Shareholders' Meeting

Article 33. The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year.

Any meeting of shareholders other than paragraph one shall be called an extraordinary general meeting and the Board of Directors may call an extraordinary general meeting at any time as it deems appropriate.

The shareholders' meeting can be held electronically. In organizing such method of meeting, it shall comply with the procedure provided for in the law or statute in force at the time. One or more shareholders whose shares are not less than ten percent (10) of the total number of shares sold shall be submitted in writing to the Board of Directors to call an extraordinary general meeting of shareholders at any time. However, the matter and reason for requesting the meeting must be clearly stated in the said letter. In such cases, the Board of Directors shall hold a shareholders' meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.

In the event that the Board of Directors fails to hold a meeting within the period specified in paragraph four, all shareholders joining together or other shareholders in aggregate for the required number of shares shall call their own meeting within forty-five (45) days from the expiry date of the period specified in paragraph four. In such cases, it shall be considered as a meeting of shareholders called by the Board of Directors. The company must be responsible for the necessary expense of arranging the meeting and provide reasonable conveniences.

In the event that it appears that the shareholders' meeting is called because the shareholders under paragraph five any number Shareholders who do not attend the meeting shall constitute a quorum as stipulated in these Articles of Association shareholders, the shareholders in paragraph five shall jointly be responsible for reimbursement of expenses incurred from the holding of such meeting to the company.

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Article 34. In calling the shareholders' meeting, the Board of Directors shall prepare an invitation letter stating the place, date, time, agenda and matters to be proposed to the meeting together with appropriate details by clearly stating that it is a matter to be proposed for acknowledgement or consideration, as the case may be, including the opinion of the Board of Directors and shall be delivered to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice of the meeting shall be advertised in the newspaper not less than three (3) days prior to the date of the meeting not less than three (3) consecutive days or may use electronic advertising methods instead, in accordance with the rules prescribed by law.

The place to be used as a meeting place must be in the room where the Company's head office is located, or nearby provinces, or any other place as determined by the Board of Directors. In the event that an electronic meeting is held, the Company's head office shall be deemed to be the venue for the meeting and such meeting has the same effect as a shareholders' meeting held at the same meeting in accordance with the procedures provided in this law and regulation.

Article 35. In the shareholders' meeting, whether it is a meeting held at the same meeting or via Electronic Media, not less than twenty-five (25) shareholders and proxies from the shareholders (if any) must be present at the meeting and not less than one-third (1/3) of the total number of shares sold to constitute a quorum. In the event that the proxy under this paragraph may be made by electronic means in accordance with the rules prescribed by law instead.

In the event that it appears that any shareholders' meeting after one (1) hour has elapsed from the schedule, the number of shareholders who did not attend the meeting constituted a quorum as specified in paragraph one. If the shareholders' meeting is called because of the shareholders' request, the meeting shall be adjourned. If the shareholders' meeting is not called because the shareholders request it, reschedule the meeting, and in this case, send notice of the meeting to the shareholders not less than seven (7) days prior to the meeting date. At the latter meeting, a quorum is not required.

Article 36. The Chairman of the Board of Directors shall preside over the shareholders' meeting. In the event that the Chairman of the Board of Directors is absent from the meeting or unable to perform his duties, the Vice Chairman of the Board of Directors shall preside over the meeting. If there is no vice chairman, or there is but are not present at the meeting or are unable to perform their duties. The meeting shall elect a shareholder who attend the meeting to preside over the meeting.

Article 37. A resolution of a shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share. Any shareholder who has a special interest in any matters shall not be entitled to vote in that matter, except for voting on the election of directors. A resolution of the shareholders' meeting shall require:

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(1) in an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

(2) in the following events, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:

(a) the sale or transfer of the whole or the substantial part of the Company's business to any other person;

(b) the purchase or acceptance of transfer of the business of private company(s) or public company(s) by the Company;

(c) the making, amending or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person, or the amalgamation of the business with other person(s) for the purpose of profit and loss sharing;

(d) the amendment of the Memorandum of Associations or Articles of Association of the Company;

(e) the increasing or reducing the Company's capital;

(f) the dissolution of the Company;

(g) the issuance and offering of debentures of the Company;

(h) the amalgamation of business of the Company with other company(s); or

(i) other activities as prescribed by law which are required the shareholders' meeting approval by a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Article 38. The matters which should be conducted by the annual general meeting of the shareholders are as follows:

(1) to consider the report of the board of directors concerning the Company's business in the past year period

(2) to consider and approve the balance sheet, the statement of profit and loss as of the last day of the company's fiscal year .

(3) to consider and approve of profit allocation and dividend payment.

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(4) to consider and elect new directors in place of those whose office term expires and fix the remuneration of directors;

(5) to consider and appoint auditor and fix the remuneration of the auditor.

(6) other business.

Chapter 7
Accounting, Financial and Auditing

Article 39. Fiscal year of the Company shall commence on the 1st day of January and end on the 31st day of December of every year.

Article 40. The Company shall prepare and maintain accounts and auditing of accounts as required by the relevant law, including preparing balance sheets and statement of profit and loss at least once in each twelve (12) month period which is a fiscal year of the Company.

Article 41. The board of directors shall prepare the balance sheet and the statement of profit and loss as of the last day of the fiscal year of the Company for submission to the shareholders for consideration and approval at the annual general meeting. The board of directors shall cause balance sheet and the statement of profit and loss to be examined by an auditor prior to submission to the shareholders' meeting.

Article 42. The board of directors shall deliver the following documents to the shareholders together with the notice calling for an annual general meeting of shareholders:

(1) copies of the balance sheets and statement of profit and loss, which have already been audited by the auditor, including the auditor's report; and

(2) annual report of the board of directors.

Article 43. Do not pay dividends from any type of money other than profits. In case the Company still has accumulated losses, it is forbidden to pay dividends.

Dividends shall be divided according to the number of shares, the dividend payment must be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to shareholders from time to time upon deeming that the Company is profitable, it is reasonable to do so, and upon payment of interim dividend, such dividend payment shall be reported to the next shareholders' meeting.

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Dividend payment shall be made within one (1) month from the date of the shareholders' meeting or the Board of Directors' meeting having the resolution as the case may be. It shall be notified in writing to the shareholders and the notice of dividend payment shall be advertised in the newspaper for not less than three (3) consecutive days or may use electronic advertising methods instead, in accordance with the rules prescribed by law.

Article 44. The Company shall appropriate to a reserve fund not less than five percent (5%) of the net annual profits less the brought forward incurred loss (if any) until the reserve fund reaches an amount of not less than ten percent (10%) of the registered capital.

Article 45. The auditor shall not be the Company's director, officer, employee or person who holding any position or having any duty in the Company.

Article 46. The auditor has the authority to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard, the auditor shall also have the authority to question the directors, officers, employees, persons holding any positions or having any duty in the Company and agents of the Company, and to ask for clarification of any matter or submission of documents or evidence in connection with the business operation of the Company.

Article 47. The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the statement of profit and loss and the problems concerning the accounts of the Company are to be considered in order to explain to the shareholders the auditing of the Company. The Company shall also deliver to the reports and documents of the Company as receivable by the shareholders at that shareholder' meeting to the auditor.

Chapter 8
Additional Provision(s)

Article 48. Affixed hereunder is the Company's seal:

Company's seal

Article 49. In the event that the Company or the Board of Directors is obliged to send the letter or document under the Public Limited Companies Act B.E. 2535 (as amended) to the directors, shareholders or creditors of the Company, if such person has requested or consented to the submission of the letter or document by electronic means, the Company or the Board of Directors may send such letter or document by electronic means. This is in accordance with the rules stipulated by law.

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