

# Corporate Governance Policy

IRPC's Board of Directors has consistently prioritized Good Corporate Governance, stipulating that the company must announce the Corporate Governance Policy, develop Corporate Governance Handbook, and establish Corporate Governance Code that apply to all members of the Board, IRPC executives and employees. This is to provide practical guidelines on ethical conduct that satisfy national and international standards. Our Corporate Governance Policy is based on good corporate principles and practices of Office of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), Corporate Governance Assessment Report of the Thai Institute of Directors (IOD), Organization for Economic Cooperation and Development (OECD), ASEAN CG Scorecard, Dow Jones Sustainability Index (DJSI) and best practices of leading global corporations. These guidelines help bolster confidence in the company among all stakeholders as well as enable proper and effective management and promote corporate competitiveness on the path towards.

## Overview of Corporate Governance Policy and Guidelines

### Corporate Governance Policy and Guidelines

The Board of Directors intends for IRPC the intention to promote IRPC Public Company Limited and its subsidiaries in the "IRPC Group" to steadfastly operate within the framework of Good Corporate Governance principles in pursuit of operational excellence, transparency, accountability, and benefits to shareholders while making sure stakeholders' interests are protected. To accomplish this aim, IRPC has adopted the SET's six pillars of Good Corporate Governance as practical guidelines to be observed by the Board of Directors, executives, the management, and employees as follows:

1. Creation of Long Term Value
2. Responsibility
3. Equitable Treatment
4. Accountability
5. Transparency
6. Ethics and Code of Conduct

In addition to the six pillars of Good Corporate Governance prescribed of the SET, the Board also adopted the Thai Corporate Governance Code for Listed Companies 2017 (CG Code) issued by the SEC Office as a benchmark, with a view to further improve the company's Corporate Governance Policy and Guidelines. The following principles apply to IRPC's Board of Directors:

- Principle 1:** Establish clear leadership role and responsibilities of the Board to promote sustainable value creation
- Principle 2:** Determine the main sustainability objectives and goals of the business
- Principle 3:** Improve Board effectiveness
- Principle 4:** Recruit capable senior executives and enhance human resource management
- Principle 5:** Nurture innovation and responsible business practices
- Principle 6:** Ensure appropriate risk management and internal control systems
- Principle 7:** Maintain financial integrity and ensure disclosure compliance
- Principle 8:** Encourage shareholder engagement and communication

## Policies and procedures for the Board of Directors

### 1. The Board of Directors

The Board of Directors is appointed by shareholders at the annual general shareholders' meeting. All directors must possess all required qualifications, and have no prohibited characteristics as prescribed by relevant laws and regulations.

The company has introduced a policy of diversity, which is considered as part of the nomination and selection process of the Board of Directors, to ensure its composition is suitably diverse in accordance with the good practice guidelines of the Corporate Governance Handbook and the company's code of business conduct. The nomination and selection process are based on the Board Skills Matrix, encompassing such diverse areas of expertise as engineering, industry, economics, finance, business administration, political science, accounting, law, etc., and gender diversity. Candidates will be considered regardless of their sexual preference, nationality, ethnicity, race or religious faith as diversity and inclusion can contribute to a broad range of perspectives that are crucial to the company's business operations.

The Board of Directors consisted of 15 directors as appropriate to the scale of the company's business operations. The Board had one executive director and 13 non-executive directors. Eight directors qualified as independent directors. Together, the directors contributed to the effectiveness of the Board in the discharge of its duties. Each director had clearly defined role, duties, and responsibilities in accordance with the law, rules, company's regulations, shareholders' resolutions, and good corporate governance principles. The Chairperson of the Board provided oversight to ensure the Board's effectiveness and independence. Details are shown in the report on Important Information about the "Board of Directors." on pages 222-227.

## 2. Independent directors

The company has determined that the number of independent directors shall be not less than one-third of the total number of members of the Board of Directors. The term of office of the independent director shall be equal to that of the company's executive director, which is not more than three years. They may be re-appointed by the shareholders for not more than

three consecutive terms, or up to a combined total of nine years in office, without exception.

In addition, independent directors must be independent from major shareholders or groups of major shareholders, and the management of the company. The qualifications of the independent director are stricter than minimum requirements imposed by Notification of the Capital Market Supervisory Board regarding shareholding limit in the company at not more than 0.5 per cent. The definition of the independent director has been disclosed in the Good Corporate Governance Handbook and the company's website. Independent directors may speak their minds during Board meetings and have adequate access to the company's financial data and business information to enable them to express their views freely in the best interest of stakeholders and prevent possible conflicts of interest involving the company, the management, executive directors or major shareholders.

## 3. Director selection and appointment

### • Appointment of director to vacant position due to retirement by rotation

The company encourages shareholders to propose a list of candidates who have the qualifications prescribed by the law and as specified by the company for the director selection process. An announcement will be made on the company's website prior to the date of the shareholders' meeting. The Nomination and Remuneration Committee shall select and nominate a list of candidates that meet the qualifications as prescribed by the law and the criteria, for submission to the Board of Directors for approval before the list of nominees go before the annual general shareholders' meeting for consideration and election. The appointment of each director must be approved by more than half of the total votes of the shareholders attending.

### Composition and Skills Matrix of the Board of Directors (As of December 31, 2021)

 		Male	12
		Female	2
 		Non-Executive Director	13
		Executive Director	1
		Independent Director	8
  		Engineering	7
		Energy/ Petroleum/ Petrochemical	14
		Business Management	14
		Environment	2
		Finance/ Accounting/ Auditing	3
		Economics	2
		National Security	1
		Legal	3
		Human Resources	1
		Political Science and Social Development	2

- **Appointment of director to vacant position for any reason other than retirement by rotation**

The Nomination and Remuneration Committee shall select and nominate a candidate who has qualifications as prescribed by the law and criteria and put the nominee before the Board of Directors which shall appoint the nominee to fill the vacant director post. The new director shall serve the remainder of the predecessor's term.

- **Appointment of subcommittees**

The Board of Directors has appointed four standing subcommittees: the Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, and Risk Management Committee. Each subcommittee consists of members who have suitable expertise for the respective functional requirements according to the company's regulations. Members of these subcommittees are tasked with screening and scrutinizing work assignments from the Board. The qualifications, term of office and scope of responsibilities of subcommittee members shall be in accordance with the charter of their respective subcommittee. All subcommittees report the results of their work assignments or progress status to the Board of Directors' meetings on a regular basis, and annually disclose in form 56-1 One Report. The names of subcommittee members, their scope of responsibilities, their meeting attendance are shown in the report on Important Information. That of the Board of Directors can be found on page 260-262 and "Subcommittees" can be found on page 229-235.

## 4. Compensation for Directors and Executives

- **Directors' Compensation**

The Board of Directors has established a policy on directors' compensation that is fair and appropriate according to the principles of good corporate governance. The Nomination and Remuneration Committee is responsible for determining compensation guidelines and reviews against companies listed on the SET in similar industries and businesses of comparable size. Directors assigned to serve as members of Sub-Committees receive additional remuneration that corresponds to increased responsibilities. Directors' compensation must be approved by the shareholders' meeting. Directors' compensation consists of two components: monthly cash retainer and meeting allowance. According to a 2021 comparative

survey of directors' compensation of leading companies, the directors' compensation structure, criteria and rate offered to the company's directors remained competitive and appropriate. The Board, therefore, proposed the same directors' compensation package as that of 2020, which was approved at the 2021 general shareholders' meeting. The directors' compensation was disclosed in the section "Directors' Compensation 2021." on pages 263.

- **Compensation of the President and Chief Executive Officer**

The Nomination and Remuneration Committee is responsible for considering the compensation of the President & CEO based on well-defined Key Performance Indicators (KPIs) every year. These indicators included business aspects, Corporate KPIs and balance scorecard, as well as Leadership & Sustainability factors. The performance of the President & CEO will be reviewed thoroughly with clear criteria, transparency and fairness. As a result, the annual compensation increase of the President & CEO will be proposed and approved by the board of directors. on pages 239.

## 5. Board of Directors meetings

The company schedules the entire year of the Board of Directors' meetings as well as determines clearly defined regular agenda for each of the scheduled meeting to be held on the third Tuesday of the month. Additional special meetings may be held as necessary and appropriate. The Board of Directors shall receive a meeting invitation, draft meeting minutes and agenda and background materials at least 7 days prior to the meeting date. The company shall deliver such information through the secure Board Portal system to all directors for convenience and speed as well as to reduce paper use. In 2021, the Board of Directors held a total of 15 meetings. Details appear in the report "Meetings of the Board of Directors and Sub-Committees." on pages 260-262.

## 6. Development of directors and executive officers

The Board of Directors recognizes the importance of attending relevant seminars and training courses as part of directors' continuing education and professional development to improve the Board effectiveness. This professional development program also helps prepare executives for job rotation and executive succession planning. Senior executives also undergo performance assessment to get ready to take on new roles and responsibilities. Details appear in the report on "Development of Directors and Executives." on pages 254-255.

## 7. Board Performance Assessment

The Board of Directors requires an annual performance assessment to be conducted for the Board to review its performance, problems, and obstacles during the year. In 2021, the company prepared a set of assessment forms according to the standards of Good Corporate Governance of the SET and the ASEAN CG Scorecard. The set of six assessment forms are as follows: (1) Self-assessment form of the entire Board of Directors (2) Self-assessment form of individual directors (3) Mutual directors' performance assessment form (two-person cross assessment) (4) Performance assessment form of the company's four subcommittees: Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee and Risk Management Committee (5) Assessment form of the effectiveness of the Board's meeting preparation (6) Assessment form of the Oversight Committee on Anti-corruption measures.

Results and recommendations based on such assessment were presented to the Board of Directors as input for determining ways to improve the Board effectiveness, and the overall assessment results were disclosed in Form 56-1 One Report. Details appear in the report "Nomination, Development and Assessment of the Performance of the Board of Directors." on pages 255-259.

## 8. Operational Oversight of IRPC and subsidiaries in the IRPC Group

The company has established the IRPC Group's governance policy and management approach. The IRPC Group Way of Conduct handbook was created to provide a framework of guidelines, practices and operational processes covering all the dimensions of the company and its subsidiaries to ensure consistency and unity of purpose in supervising subsidiaries to implement and achieve common standards across the IRPC Group. Details as show in the report, "Supervision of Subsidiaries and Associated Companies" on pages 265.

## 9. Outside Interests Policy

The Board of Directors approved rules on outside interests, which apply to the President, CEO, and employees of the company. In addition to clarity and compliance with the principles of good corporate governance, international standards, and conformity to IRPC's nature of business and the practices of its majority shareholders. The rules are as follows:

1. In the event that the President and CEO has been assigned a position external to the company's affairs by royal command or lawful order of the Cabinet, the appointee shall inform the Board for acknowledge as soon as the command or order was received, as the case may be.
2. In the event that the president and CEO have been requested to serve as a director, committee member, specialist, expert, consultant, or any other position external to the company's affairs by a government agency, state enterprise, public agency, independent organization, or publicly funded education institutions, the President and CEO shall seek prior approval from the Board.







3. In the event that the President and CEO, or executive officer from the executive vice president level up, has been requested to serve as a director, member of committee, workgroup, specialist, expert, consultant, or any other position at a company or juristic entity external to the company's affairs other than the provision under Rule 2, he or she shall seek prior approval from the Board first. For executive and employee from the manager level down, permission must be obtained from the President and CEO instead.
4. For all executive officers and employees whose outside interests fall under the provision of Rules 1 or 2, they must inform or seek permission from the President and CEO before accepting the offer, as the case may be.
5. The appointment of a director to serve in a subsidiary or joint venture, according to the shareholding ratio or agreement made between shareholders, shall be at the discretion of the Board of Directors.

## Policies and Practices Relating to Shareholders and Stakeholders

### 1. Rights of Shareholders

The company respects, upholds and promotes the exercise of shareholders' rights, from the rights to attend the general shareholders' meetings, express opinion freely, vote, propose agendas in advance of the meeting date, appoint or dismiss directors, approve or reject director or auditor's remunerations,

approve or reject profit-sharing/dividends proposal, and right of access to adequate, timely and complete information through a variety of channels to enable shareholders time to make informed decisions. In 2021, the company promoted shareholder rights through the following activities:

#### 1.1 Annual General Meeting (AGM)

In 2021, the company held the 2021 Annual General Meeting of Shareholders on March 31, 2021, at the Bangkok Convention Center, 5<sup>th</sup> floor, Central Plaza Ladprao, strictly in compliance with preventive measures against COVID-19 in accordance with the order of the Center for COVID-19 Situation Administration (CCSA) and the Bangkok Metropolitan Administration, also ensuring full observance of other relevant laws and regulations.

In addition, the company, for the ninth consecutive year, applied guidelines on Shareholders' Meeting Quality Assessment Program of the Thai Investors Association, Association of Listed Companies, and the Securities and Exchange Commission, focusing on the Thailand Business Council for Sustainable Development (TBCSD) and Thailand Environment Institute Foundation. The main objective is to promote efficient use of resources, energy conservation and reduce impact on the environment. In addition, the meeting was a "Carbon Neutral Event" through activities to offset carbon and greenhouse gas emissions to achieve Carbon Neutral status in accordance with the guidelines of Thailand Greenhouse Gas Management Organization (TGO).

For shareholders' meeting venue, the company took into account shareholders' travel convenience, making sure they have easy access by car, MRT, BTS, and alternative modes of public transport.

In 2021, the company received Excellent rating, scoring full mark of 100 in the assessment against the AGM Checklist of the Thai Investors Association. This reflects the company's determination to organize meetings that satisfy the highest standards of sustainability and good corporate governance. In addition, the company values highly the suggestions made by attending shareholders which are considered for further improvements to meet their requirements.

## 1.2 Preparation before AGM

- The company requested the Board of Directors to consider holding 2021 AGM notice at the February 2021 Board meeting. The Board agreed and issued AGM notice on February 10, 2021. On the same day, the Board's resolutions on 2021 AGM notice were published in the Stock Exchange of Thailand's information disclosure system, along with the announcement of Record Date on February 24, 2021.
- IRPC encouraged every minority shareholder or group of minority shareholders with at least 4 per cent of all issued shares to propose agenda items and to nominate director candidates in advance from September 3, 2020 to January 31, 2021. This is in line with the Good Corporate Governance Assessment Criteria of the Thai Institute of Directors Association (IOD), stipulating that all Thai listed companies should allow shareholders to propose agenda and nominate directors at least 90 days before the end of the fiscal year. The company issued a letter to notify the Stock Exchange of Thailand and published the said criteria on the company's website: [www.irpc.co.th](http://www.irpc.co.th). Nevertheless, no proposal of agenda or nomination of director candidate was made for AGM 2021.
- In the AGM 2021 invitation, the Board of Directors specified seven items on the agenda, each was accompanied by an explanation of its objectives and the Board's comment. (The approval of the 2020 AGM minutes was not included in any of the agenda items because a copy of the AGM 2020 minutes had previously been sent to every shareholder together with IRPC's Shareholder Newsletter Vol. 33/2020 for verification as to the correctness and completeness of the minutes, as well as to report any inaccuracies. No shareholder voiced their concerns or objections, and the minutes were considered approved.
- The company sent out AGM invitation to shareholders in Thai and English, along with other relevant meeting documents by mail. The invitation letters were delivered to all shareholders at least 21 days in advance of the

meeting date as required (the invitations were sent on March 9, 2021) and published on the company's website on March 2, 2021. In addition, the company sent the meeting invitation with barcode for registration and a QR Code for downloading the digital version of Annual Report 2020 (Form 56-1 One Report) and Sustainability Report 2020.

- The company published the public announcement of AGM 2021 in daily newspapers (both Thai and English) for 3 consecutive days (March 22-24, 2021) prior to the meeting date as a reminder to all shareholders.
- To facilitate the registration of institutional investors, the company sent out proxy forms to all institutional investors before the AGM meeting date in case the shareholders were unable to attend the meeting in person and wished to appoint a proxy to attend and vote on their behalf.

## 1.3 On the Meeting Day

With the long drawn out COVID-19 pandemic, the company took upon itself to strictly observe disease control measures, including setting up screening checkpoints, requiring shareholders to fill out health screening form, providing hand-sanitizer gel, 1.5 meter physical distancing to avoid congestion. Attending shareholders were also asked to check in with Thai Chana application before registering for the meeting and to wear face masks at all times. Use of microphone by shareholders were discouraged. Instead, they were requested to write down any questions they might have on pieces of paper to be delivered by staff members. The AGM was limited to not more than two hours. The company made it a point to uphold the rights of all shareholders. All their questions were addressed and answered. Any questions that could not be fielded during the meeting were answered on the company's website at: [www.irpc.co.th](http://www.irpc.co.th)

In addition, the company provided appropriate facilities for shareholders, including seniors, wheelchair users and pregnant women to make sure they have convenient access to their special seats. Foreign shareholders were able to follow the proceedings at the meeting with the help of interpreters. The company held the AGM according to the principles of good corporate governance as follows:

- The company allocated sufficient number of welcoming and registration staff as well as registration desks. All shareholders had been informed in the AGM invitation that registration would begin approximately two hours before the meeting.



- A barcode reader was used for registration and vote counting, enhancing the efficiency, accuracy, and speed of the proceedings. Late-arriving shareholders were allowed to enter the conference hall even while the meeting was already underway and were able to vote on the remaining agenda items as long as the votes had not been cast. Calculation of quorum was made based on the number of shareholders present plus those who had just arrived at the discussion of an agenda item.
- In 2021, 15 out of 15 directors were present, accounting for 100 per cent Board attendance). The Chairman of the Board acted as the chairman of the AGM and was joined at the shareholders' meeting by chairpersons of all subcommittees, subcommittee members, the President and CEO as well as executive vice presidents and assistant managing directors and members of the management team were present at the front of the stage to provide clarification and background information and field questions from shareholders.
- An auditor from Deloitte Touche Tohmatsu Jaiyos audit firm (Mr. Mongkol Somphol), together with legal advisors (Mr. Manit Suthaporn and Ms. Veeranuch Thammaworanakupt of Virawong, Chinawat and Partners), were on hand for legal consultation. Two shareholders (Col. Suthep Uankaew and Mr. Vuthidej Vainakorn) volunteered to verify vote count at the AGM to ensure transparency.
- The AGM 2021 was attended by a total of 1,171 shareholders, with a combined 12,529,805,200 shares, representing 61.32 per cent of the total issued shares, which exceeded one-third of the number of shares issued.
- Before introducing the first agenda item, the chairman informed the meeting of the voting method and vote counting process with clarity.
- During the AGM meeting, the chairman ascertained that every shareholder was entitled to equal opportunity to pose questions (in writing) and speak their mind in the allotted time. The chairman also assigned relevant directors and executive officers to field questions and resolve their issues with utmost clarity, and made sure questions, answers, suggestions, and opinions were recorded in the minutes with accuracy and completeness for the benefit of shareholders who were unable to attend the meeting in person.
- On the agenda for director appointment, IRPC allowed shareholders to vote to appoint directors individually or as a panel of directors.
- The chairman announced the AGM resolution on each agenda clearly, complete with details on the number of votes: Agree, Disagree or Abstain, with results projected on a screen.
- The chairman strictly led the meeting through all agenda items and in the order indicated in the invitation letter. No impromptu items were allowed.



## 1.4 Handling of Conflicts of Interest at Meetings

- During the shareholders' meeting, if any director has vested interest in a particular agenda item, he or she must inform the meeting of a potential conflict of interest and leave the meeting. Consequently, the director in question cannot vote on the said agenda item.

## 1.5 Post-AGM Procedures and Disclosure of Shareholders' Meeting Resolutions

- The quality of meeting minutes is of utmost importance to IRPC. The company requires that minutes be thoroughly recorded in full detail, covering names of directors and executive officers attending, matters discussed in each agenda item, voting process, vote-display method, questions from shareholders, and answers provided by the company's directors or executives, along with AGM resolutions and voting results, complete with breakdown of number of votes Agree, Disagree, or Abstain on each agenda item. All these procedures must be in line with the company's Good Corporate Governance Principles and the law.
- As soon as the meeting concluded, IRPC published the AGM 2021 resolution of each agenda item in Thai and English on its website and via the SET Portal on the same day (March 31, 2021). Copies of the minutes of AGM 2021 were completed within 14 days (on April 12, 2021) after the meeting and were published in the Shareholders Journal No. 34/2021 and delivered to all shareholders by post. Any shareholders who seek to amend or dispute the minutes content, if any, were given until June 30, 2021 to notify the company's secretary to take corrective actions. Shareholders with no objections would otherwise be considered as certifying the minutes of the AGM.

## 2. Equitable treatment of shareholders

IRPC upholds the fundamental rights of all shareholders, be they major shareholders, minority shareholders institutional investors or foreign shareholders, and ensure fair, equitable and non-discriminatory treatment with equal treatment, fairness, and non-discriminatory treatment in the following matters:

### 2.1 The Right to Vote

- IRPC only issues one class of shares. The one-share-one-vote rule applies.

## 2.2 Proposing Additional Meeting Agenda Items and Nominating Directors

- IRPC encouraged minority shareholders or minority shareholder groups with a combined shareholding of not less than four per cent of issued shares to propose additional items for the shareholders' meeting's agenda and to nominate candidates for the position of director at the AGM 2021. The minority shareholders could submit their candidates between September 3, 2020 and January 31, 2021 under the criteria and procedures published on the company's website. All shareholders were also informed through the SET's Portal.

## 2.3 Facilitating Shareholders at the Meeting

For the AGM 2021, IRPC took steps to provide convenience to all shareholders, from selecting a spacious venue to comfortably accommodate shareholders attending, with easy access to public transport. Welcoming staff were on hand to facilitate shareholders, including the seniors and wheelchair users. Arrangement was made for a reserved meeting hall, complete with video conference system that was linked up to the main meeting hall. Security was in place along with contingency plan for in case of emergency. Foreign shareholders followed the AGM proceedings with the aid of interpreters.

## 2.4 Appointment of Proxy

- In the event that shareholders were unable to attend the AGM in person, they could appoint a proxy to exercise all the rights of shareholders, including voting on their behalf, using Proxy Form A or B enclosed with the invitation letter. To facilitate the process further, the IRPC





had included a list of the documents and proof required, along with detailed instruction. By following these instructions carefully, the proxy should encounter no trouble at the meeting. Shareholders could assign any person to attend and vote on their behalf. The one-share-one-vote rule applies. Shareholders could download the proxy appointment Form A, B or C from the company's website.

- In the event that shareholders were unable to attend the AGM in person and would like to appoint a proxy or authorize an independent director to act as their proxy to propose agenda items at the AGM 2021. IRPC indicated in the attachment to the AGM 2021 invitation to 7 people: Mr. Anusorn Sangnimnuan, Mr. Woothisarn Tanchai, Mr. Somnuk Bomrungsalee, Ms. Siriwan Chierapong, Air Marshal Boonsuib Prasit, Mr. Jumpol Sumpaopol and Mr. Sukrit Surabotsopon, to serve as proxies, together with proxy appointment letters. The company also enclosed other relevant documents, such as a location map, names and biodata of director nominees, the company's independent director qualifications, and the company's regulations (relevant to the AGM) as well as the power of attorney.
- The company also made available duty stamps free of charge for shareholders' appointment of proxies to ensure the legality of their documents.

### 3. Stakeholders' Roles

IRPC strives for excellence as an effective business operator with management prowess and good corporate governance oversight, to create benefits for shareholders, with due regard to all stakeholders. The company also insists on fairness in its business conduct as well as transparency and accountability. All of these are enshrined in the Corporate Governance Policy and Anti-Corruption Policy observed by the IRPC Board of Directors, the management and employees, inspiring confidence among its stakeholders on the path towards sustainable growth.

#### 3.1 Guidelines for Treatment of Stakeholder Groups

##### Shareholder/Investor and Analyst

IRPC respects the fundamental rights of shareholders and treats all shareholders with equality with the aim to create best value for the shareholders, who are entitled to the rights to attend the Annual General Meeting (AGM), to vote, propose

the agenda items, and nominate director candidates to sit on the company's Board of Directors. The company also organizes company visits by shareholders and welcome their opinions and suggestions. Available communication channels include the company's website: [www.irpc.co.th](http://www.irpc.co.th), e-mail: [ir@irpc.co.th](mailto:ir@irpc.co.th), and [cg@irpc.co.th](mailto:cg@irpc.co.th).

IRPC also holds quarterly press conferences attended by analysts to discuss its operating results. The company organized the Opportunity Day in cooperation with the SET to provide investors access to corporate information as well as communication channels. (Details are shown in Information Disclosure and Transparency on Page 209-211).

##### Customer/ Consumer

IRPC takes upon itself to conduct its business with utmost integrity, transparency, and dedication to deliver products with quality standards that meet or exceed customer expectations. We are at the ready to provide valuable advice, introduce innovations to develop new products that satisfy internationally accepted standards. The company also emphasizes information technology system development to enable efficient and quick access to various database systems, with customer support that provides advice and helps resolve technical problems as well as builds good customer relationships. All the customer-facing operations are interactive, with channels of communication to receive customer feedback, such as customer satisfaction questionnaire, that helps the company serve them better.

In 2021, with the long-drawn out COVID-19 crisis, IRPC implemented the following customer-related activities:

- IRPC organized the "We Care by IRPC" project with partners, including Success Plast Co., Ltd., a manufacturer and distributor of corrugated plastic sheets, and RMC Intergroup Co., Ltd., a manufacturer, and distributor of PP BOARD, to donate plastic beds for field hospitals and waiting centers to alleviate the problem of hospital bed shortage as the number of people who contracted the virus disease surged. The project helped ease the burden of hospitals and their hard-working medical personnel.
- IRPC also held a seminar on to discuss how businesses may survive and thrive at Polimaxx Webinar 2021.
- The company hosted the 2021 Thank You party for its customers in an Online Event.

## Supplier, Competitor and Creditor

IRPC strictly adheres to the principles of procurement with transparency and fairness. The company's business relationships with its suppliers are based on mutual concern for social and environmental wellbeing of communities and the need to mitigate impacts, in accordance with good corporate governance principles. IRPC maintains close communication with its suppliers and collaborates with them to establish good practices, including campaign against offering or accepting bribery and to encourage them to join Collective Action Against Corruption (CAC) for SMEs, advocating human rights policy and encouraging key suppliers to participate in corporate governance promoting activities, like PTT Group CG Day, and Supplier Conference.

**Supplier** IRPC and its subsidiaries underscore equal treatment and ethical conduct in mutually beneficial relationships with suppliers in strict compliance with the law and agreed-upon rules to move towards building a lasting partnership.

In 2021, the procurement department applied digital technology for sustainable procurement management as part of the main strategies to continually develop the procurement system and its processes to meet the requirements of IRPC units in its procurement and interaction with external suppliers by improving efficiency and streamlining the processes as follows:

- Electronic "Zycus" (i-Supplier Module) which allows new suppliers to register and undergo screening whether they meet qualifications as suppliers, or for existing suppliers to edit and update their information, such as product information or description of services to keep them accurate, complete, and up to date.
- Assessment of key suppliers through the Zycus system (iRisk module) in accordance with the ESG assessment dimensions to jointly develop sustainability across the supply chain in line with IRPC's sustainability practices.
- IRPC also prioritizes the supplier payment system. The company's procurement department in collaboration with

the accounting and finance departments together with banks, deployed a Blockchain network in financial-related activities, including IRPC Electronic Letter of Guarantee System or i-LGs, which is a system that suppliers can use to electronically instruct a bank to issue a letter of guarantee, without having to travel to the bank. The bank then issues a letter of guarantee and notify the company, thus significantly speeding up the entire process. IRPC's i-LGs system is connected to 18 banks in Thailand.

- Blockchain Solution for Procure-to-pay or B2P is a payment system for goods and services. The system, developed in cooperation with Siam Commercial Bank Public Company Limited and Digital Venture Company, receives e-invoices from suppliers for verification, checking them against purchase orders and goods receipts in an Automated 3-way Matching. Through this system, IRPC can electronically transfer money to the suppliers on the date such payments become due, instead of paying invoices with checks. Suppliers no longer have to travel to receive the checks at the company.

## The ins and outs of supplier network





In addition, in case suppliers registered for the e-Tax Invoice system of the Revenue Department, they can also use e-Tax Invoices in their transactions with IRPC in lieu of submitting the original tax invoices to IRPC.

**Competitor:** IRPC's treatment of its competitors is in line with the international framework of free competition and in compliance with laws governing trade competition. The company treats competitors fairly and never seeks a competitor's trade secrets through dishonest or improper means. It also never attempts to destroy a competitor's reputation through malicious accusations or attacks. Moreover, IRPC never agrees with a competitor or any person to circumvent or limit free competition.

**Creditor:** IRPC strictly complies with all obligations it has with accounts payable and financial institutions. The company has never attempted to conceal facts or information that ought to be in public knowledge in any manner that could cause damage to its creditors. IRPC has implemented many policies and guidelines that govern matters of creditors – especially the terms of guarantee, capital management, and defaults – to prevent payment failures and breaches of contract. Nonetheless, in the event that the company learns of its inability to fulfill any obligation, it will always notify its creditor without delay and

work with the creditor to find a suitable solution based on reasonableness. The company is committed to maintaining lasting relationships with all creditors.

### Employee

Employees are a major contributing factor to the IRPC's success. With this in mind, the company is fully committed to creating a human resource management system based on fair performance assessment. Employees can expect to have the opportunity to grow along their career paths through training programs to broaden their knowledge and capabilities. The company seeks to promote safe work environment that meet the high internationally accepted standards as well as positive corporate culture and work atmosphere. IRPC determines reasonable and fair remuneration and welfare benefits to retain quality employees in the long term. The company also respects employees' rights and privacy, promotes workplace safety, health and hygiene, and provide adequate protective equipment. The company has implemented a wide range of human resource management activities, such as:

- IRPC conducts employee feedback survey once a year. Results from such survey are assessed to form the basis of company-wide human resource management planning with a view to continually improve employee engagement. Employee engagement is one of the management's performance indicators.



- IRPC established Performance Management System (PMS), using PKIs to ensure fairness and explainability. The company established a salary structure comparable to companies in the same industry in order to retain qualified personnel. Criteria for promotion of employees are based on fair assessment of their performance. IRPC also developed detailed job description specifying knowledge and skills required for each position for use to design training programs to help employees meet the qualifications required by their positions.
  - IRPC set human resource management approach to Upskill & Reskill through the "IRPC Brighter Bee online learning system".
  - The company established an Individual Development Plan (IDP) between employees and their supervisors to create incentives for self-improvement and appropriate career path planning.
  - IRPC implements both Top Down and Bottom Up communication approaches, with the meeting of Management Committee is held weekly while that of the vice-president level is held monthly. The company also organizes the "President's Town Hall" on a quarterly basis, or when there is a major event or when the company wants to communicate with employees on matters, such as operating results, policies, or a shift in direction of the company. Employees are given the opportunity to ask questions and exchange views.
  - The company set a fair compensation policy that corresponds to the company's short- and long-term operating results. At the beginning of each year, guidelines for determining KPIs at the enterprise, departmental and individual levels will be agreed upon. Employees' performance will be assessed using KPIs and Competency, and the payment of Variable Bonuses for senior executives will be based on their performance.
  - IRPC improved welfare benefit structures, such as medical expenses.
- In 2021, with COVID-19 continuing to spread unabated, IRPC set up its own COVID-19 surveillance and monitoring center in an effort to supervise and coordinate an effective response to the pandemic through regular communication with employees. The company also introduced a plan to prevent the spread of the virus among its employees, implementing measures, including keeping the company's Management Committee updated and taking precautions to better protect employees as follows:
- IRPC provided all employees with essential protective personal protective equipment, such as face masks, gel sanitizer as well as close monitoring of employees' health and measures to promote workplace hygiene.
  - The company instructed employees to work from home on rotational basis so as to reduce congestion in the workplace, thus minimizing the chance of contracting COVID-19 while still being able to continue working under the contingency plan.



- IRPC took proactive preventive measures by offering employees Rapid Antigen Test Kits (ATK).

In addition, IRPC upholds human rights and fully supports its employees' freedom of association. Employees of IRPC and its subsidiaries have formed eight labor unions, including an executive union, to represent them in collective bargaining and to ensure fair treatment. The company encourage union activities and provide communication channel for unions to reach out to all employees via the Intranet.

### Community, Society and Environment

IRPC strictly follows its policy to conduct its business with a sense of responsibility towards community wellbeing, people's quality of life, and the environment. In parallel to its business operations, the company seeks to prevent and mitigate impacts to communities and the environment along with social projects aimed at driving sustainable growth. See details of corporate responsibility towards communities, society, and the environment in "Creating Shared Values" on page 140-145 and "Sustainability Management in Environmental Dimension" on page 146-149.

### Public Sector

IRPC regards the public sector as one of its key stakeholders. To avoid actions that could lead to non-compliance or impropriety, the company has disclosed the policy on its engagement with the public sector in the Good Corporate

Governance Handbook and business ethics. The company is committed to being in full compliance by obtaining all required business licenses, permits and benefits correctly and completely, while avoiding actions that conflict with good corporate governance principles in dealing with government officials or government bodies. IRPC adheres to its anti-bribery guidelines and will not offer bribes to public officials in exchange for convenience or business interests.

## 4. Disclosure and Transparency

### Disclosure

IRPC endeavors to disclose adequate, reliable, and timely its information in accordance with the Notification on information disclosure guidelines for listed companies of the Stock Exchange of Thailand. Material information that may have an impact on investment shall be disclosed via the SET Portal before being revealed to any specific person or to the public through other means. The company will not provide trade secrets, inaccurate information, or estimates, projections, or promotional materials beyond the necessity of making investment decisions.

IRPC has established channels for information disclosure or sources of information through the company's website: [www.irpc.co.th](http://www.irpc.co.th) in the Investor Relations section, and via the SET Portal, offering all stakeholders equal access. In 2021, the company implemented information disclosure activities as follows:



The Personal Data Protection Act B.E. 2562 (2019) ("PDPA") seminar was held by IRPC for the board of directors.

- (1) The company submitted financial reports to the Securities and Exchange Commission (SEC) and the SET on time. The auditor expressed unqualified opinion on all entries.
- (2) The company disclosed information in the annual registration statement/annual report (form 56-1 One Report), including financial statements, good corporate governance policy and business ethics, corporate social responsibility policy, minutes of the shareholders' meeting, list of majority shareholders, material news filings with the SET, company news in the media, online news bulletin, among other things. Investors may learn more about IRPC via its website: [www.irpc.co.th](http://www.irpc.co.th) or contact the Investor Relations Department directly.  
  
E-mail: [ir@irpc.co.th](mailto:ir@irpc.co.th)  
Telephone: 02-765-7380  
Fax: 02-765-7379
- (3) The company's remuneration criteria for its directors and executive officers were clearly presented in the annual report.
- (4) The company also disclosed directors and executive officers' shareholding information as per the company's policy. Such information disclosure conformed to rules and procedures prescribed by the SEC Office and SET.
- (5) The SEC Office and SET never ordered the company to amend any of its financial statements.
- (6) The company's current auditor was appointed by shareholders at the 2021 Annual General Shareholders' Meeting. This certified public accountant was fully qualified and possessed none of the prohibitions under the SET rules. The audit fees and non-audit fees were presented to and approved by shareholders at the AGM.
- (7) The company's financial statements were certified in its entirety by the auditor with unqualified opinion.
- (8) Information about the company's directors and executive officers, including their names, current positions, education, experience, ownership of shares in the company, photos, directorship at other listed companies, and date of commencement in the current positions have been disclosed and published on the company's website.

- (9) The company published the Corporate Sustainability Report 2021, detailing its management approaches and economic, social, and environmental performance. Copies of the Corporate Sustainability Report were delivered to shareholders, along with the Annual Report, and were also available on the company's website.
- (10) IRPC also presented a Communication on Progress (COP) report to the UN Global Compact (UNGC) as the company has been a party to the global sustainability initiative since 2011. Since 2014 the company has submitted the highest reporting level known as GC Advanced. The report has been made available on the company's website. An electronic copy was submitted to UNGC via [www.unglobalcompact.org](http://www.unglobalcompact.org).
- (11) The company communicated with stakeholders via print media, radio, television, and other public relations channels.

### Disclosure to investor and the media

IRPC published annual strategic communication plan for information disclosure to each stakeholder groups, adhering to principles of good corporate governance principles with regard to disclosure of information.

In 2021, the company's management met on regular basis with shareholders, securities analysts, investors, and members of the media through various activities that are adapted to suit the current situation, to discuss the company's operating results. The meetings took place at forums, such as Analyst Meeting, Roadshows in Thailand and abroad. Other meetings with retail investors can be summarized as follows:

## Summary of activities to disclose information to shareholders and investors in 2021

Investor Relations Activities in 2021	Number of times
Roadshows to meet investors 11 times consisting of:	
- International Roadshow	1
- Domestic Roadshow	10
IRPC Electronic Conferencing (E-Meeting) Quarterly Analyst Conference Call	4
Quarterly Analyst Meeting	4
Company Visit (Appointment)	13
Opportunity Day Activity	
- In cooperation with the Stock Exchange of Thailand (Quarterly)	4

## Overview of interactions with the Media in 2021

Activity	(Number of time) 2021
1. Press conference/ Interview	6
2. News releases/ News photos	65
3. TV/ Radio	46
4. Website (www.irpc.co.th)	17
5. Social Media (Facebook)	19,373 Page Followers





## Business ethics

IRPC establish Code of Business Conduct, comprising principles and good practices, to provide guidelines for its business operations. This Code of Business Conduct is applicable to the Board of Directors, executive officers, and all employees. The Board and executive officers must lead by example, discharging their duties with honesty, integrity, fairness, transparency, and accountability so that a culture of good corporate governance may thrive and take roots.

### Corporate Governance and Code of Business Conduct Handbook

The company has published Corporate Governance and Code of Business Conduct Handbook with the approval of the Board of Directors. The current handbook, in its third edition, contains the principles of corporate governance, code of business conduct and guidelines for the Board of Directors, executives, and employees, and code of conduct and guidelines on treatment of stakeholders as well as code of business conduct and guideline on business practices, respecting and compliance with laws, regulations, standards, including international human rights principles, political neutrality, anti-money laundering and counter terrorism financing, fair competition and anti-monopoly, safety and occupational health and environmental quality standards, internal control, internal audit and risk management, insider information, confidentiality of trade secrets, information for news media, opinions given to third parties, information

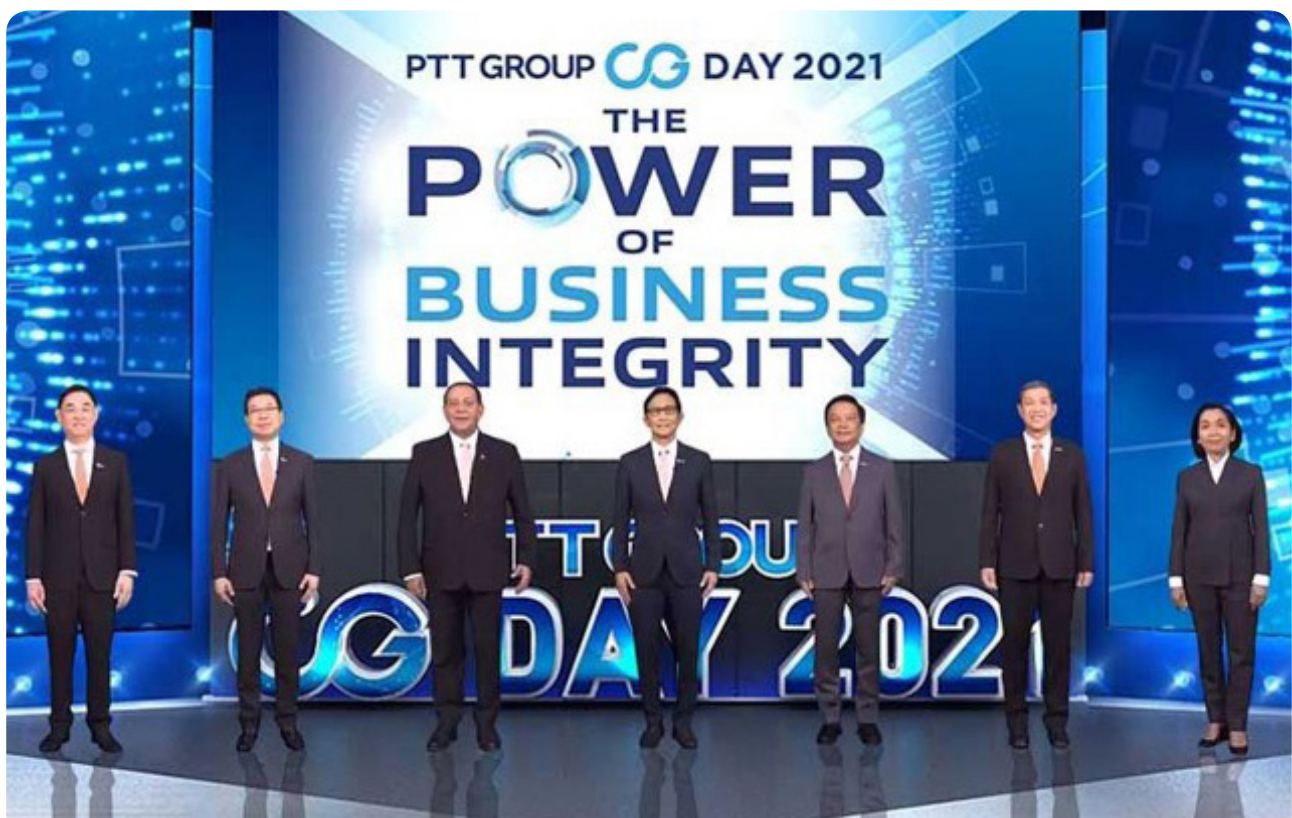
disclosure, vested interests and conflicts of interest, giving and accepting gifts, money or other benefits, etc.

Copies of the Corporate Governance and Code of Business Conduct Handbook were delivered all directors, executives, and employees of IRPC and subsidiaries within IRPC Group. They must read and sign a form to “acknowledge and pledge to observe” the handbook in guiding principle of operation and to implement them consistently. Furthermore, the handbook was also published on the company’s website to make it accessible to all stakeholders and members of the general public.

The IRPC Corporate Governance and Code of Business Conduct Handbook is available at <https://www.irpc.co.th/corporate/>

### Communicating and promoting compliance with the Corporate Governance and Code of Business Conduct Handbook

This is to enhance knowledge, understanding and emphasizing the importance of corporate governance to employees at all levels. The company has organized awareness campaigns and educational activities, such as corporate governance workshops as part of new employees’ orientation, CG Conference to instill in them positive mindset and standard of behavior in accordance with the principles of transparency, fairness and accountability, PTT Group CG Day 2021, No Gift Policy campaign, and Anti Corruption, etc.





## Significant developments in corporate governance policy, procedures and governance system in 2021

In 2021, the company implemented corporate governance activities to further develop, standardize and strengthen corporate governance system by reviewing policy, principles, and relevant procedures in accordance with the rules, notifications, and guidelines for good corporate governance of the SEC Office and SET on a regular basis as well as implementing the Corporate Governance Plan in 2021, approved by the Corporate Governance Committee, as follows:

## Changes and Important Developments relating to the Reviews of Corporate Governance Policy, Guidelines and Governance Systems or Charter of the Board of Directors

In 2021, the Corporate Governance Committee approved the revised corporate governance policy, along with relevant

key workplans, which were submitted to the Board of Directors for approval, as follows:

- Policies and guidelines on anti-graft and anti-corruption of IRPC Public Company Limited and its subsidiaries (IRPC Group)" (Revised Edition 2021)
- Policies and guidelines on corporate compliance of IRPC Public Company Limited and its subsidiaries (IRPC Group)" (Revised Edition 2021)
- Human rights Policy of IRPC Public Company Limited and its subsidiaries (IRPC Group)" (Revised Edition 2021)
- Diversity and Inclusion Policy (D&I Policy)" of IRPC Public Company Limited and its subsidiaries (IRPC Group)" (Revised Edition 2021)
- GRC Policy and integration approach
- Performance appraisal of the Board of Directors and Sub-Committees for 2020 and Performance assessment form of the Board of Directors and Sub-Committees to be used as an assessment form for the performance of the Board of Directors in 2021
- Approval of the Corporate Governance (CG) Work Plan and the Compliance Work Plan for 2022
- Approval of the Corporate Social Responsibility, Community and Environment Work Plan for 2022
- Approval of the Sustainability Management Plan for 2022



IRPC and IRPC Oil Company Limited have received certificate of accreditation and membership extension of the Thai Private Sector Collective Action Coalition Against Corruption (CAC).

- Director Orientation for all members of the Board of Directors to attend training at Thirakup Law Office on “Knowledge and Guidelines on Personal Data Protection Act (PDPA)”

## Reviews of Corporate Governance Policy and Guidelines

IRPC promotes full compliance with good corporate governance guidelines to build confidence among all stakeholder groups. In 2021, the company followed up on the matter to ensure its corporate governance policy was translated into practice at IRPC and its subsidiaries as follows:

- Examine, analyze, and assess the company's compliance with corporate governance principles, which are compared with domestic and international benchmarks, such as DJSI criteria, Corporate Governance Report of Thai Listed Companies (CGR), Thai Institute of Directors Association (IOD), AGM Checklist, Thai Private Sector Collective Action Against Corruption (CAC), to develop, improve and update the company's policies and best practices, etc.
- Establish an E-Compliance digital library of laws and rules relevant to the company's business operations
- Prepare the annual report on the disclosure of conflicts of interest

## Creating corporate governance mindset and awareness in 2021

IRPC has taken steps to enhance awareness and understanding of good corporate governance, disseminate knowledge, principles, concepts and practices among the executives, employees, suppliers, customers, and personnel of its subsidiaries, to lay the groundwork for a shift towards sustainable development as follows:

### Anti-Corruption Activities

- IRPC Oil Company Limited has received certificate of accreditation and membership of the Thai Private Sector Collective Action Against Corruption (CAC).
- Join the online National Anti-Corruption Day 2021 activities, Facebook Live event of the anti-corruption organization under the concept of “Engage Children to Build the Nation.” Led by Mr. Chawalit Tippawanich, IRPC Chief Executive Officer and President, the management team demonstrated their commitment that “IRPC does not accept corruption in any form.”
- The Executive Vice President, Office of Corporate Affairs, was invited as speaker at a panel discussion on “Cooperation in Preventing Corruption” organized by Office of the NACC, a training program for the development of newly appointed NACC officials, Class 31.
- The management and employees achieved 100 per cent conflicts of interest reporting for the seventh consecutive year.



## Human rights promotion activities

- The Executive Vice President, Office of Corporate Affairs, invited to speak at a panel discussion on “Corporate Strategies and Policies on Business and Human Rights” organized by the Rights and Liberties Protection Department, Ministry of Justice.
- The Executive Vice President, Office of Corporate Affairs, invited to speak and share experience on human rights affairs as IRPC was awarded Human Rights Role Model Organization 2020 at the award presentation in 2021 held at Department of Rights and Liberties Protection, Ministry of Justice.
- Participate in online discussion “Bangkok Pride 2.0, COVID-19 Recovery Towards LGBTQI Inclusion” to promote the implementation of universal human rights concerning LGBT people organized by the SEC Office in collaboration with the Canadian Embassy in Thailand, and the APCOM Foundation.
- Assign ERM Siam to conduct a comprehensive assessment of risks and impacts on human rights, with various stakeholder groups participating in the assessment.
- IRPC’s Office of Corporate Affairs, together with the Strategic Planning and Sustainability Department and ERM Siam Company Limited, organized a workshop on Human Rights Due Diligence, with participation of relevant departments and customers/ suppliers/ contractors who are interested.

## Activities to raise corporate governance awareness

- Together with companies in the PTT group organize PTT Group CG Day 2021 under the concept “The Power of Business Integrity” in an online event using 100 per cent Virtual Conference in keeping with the New Normal lifestyle and to prevent the spread of COVID-19. The event aimed to showcase the PTT Group’s solidarity striving to drive business growth guided by the principles of good corporate governance and operational transparency, and to encourage PTT Group’s personnel to be aware of the campaign against graft and corruption in all forms. The corporate governance principles must be established internally at the company’s level and externally in the wider society while knowledge exchange must be encouraged to raise the corporate governance standards within the PTT Group to meet internationally accepted standards.
- Organize IRPC CG DAY 2021 activities to campaign, promote and create corporate governance awareness and mindset as well as code of business conduct, respect for the human rights by combining the Supplier Conference and CG Conference activities under the concept “Synchronization for the Life Balance” as follows:
  - CG Conference: Announcement of the commitment by executives of IRPC and IRPC Group to conduct business guided by good corporate governance. The event was joined by stakeholders, such as





the Department of Industrial Works, Rayong Provincial Industry Office, Rights and Liberties Protection Department of the Ministry of Justice, suppliers, customers, communities, banks, financial institutions, securities companies in Thailand, Thai Institute of Directors Association (IOD), executives and employees of PTT Group, representatives of Bangchak Plc., and representatives from employee unions and executive unions. The event featured a lecture by Ms. Ruenwadee Suwanmongkol, Secretary-General of the SEC Office, on “Human Rights, Equality and Gender Diversity – Challenges or Opportunities for Business?”

- Supplier Conference: The main focus of the event was on the new procurement process, using digital systems, or “Sustainable Procurement with Harmony of Digital Life,” to facilitate and ensure supplier satisfaction. Participants also attended a panel discussion on “How Human Rights Help Grow Business,” featuring speakers: Dr. Seree Nonthasut, United Nations Committee on Economic, Social and Cultural Rights; Ms. Nareelak Phaechaiyaphum, Director of the International Human Rights Division, Ministry of Justice; Mr. Thanyakorn Krititayawut, Director of the Global Compact Network Association of Thailand (GCNT); Ms. Lalana Kongthorarin, Emergency Room Physician and President of Let’s Be Heroes Foundation; and Ms. Arisara Suthasut, IRPC Executive Vice President, Office of Corporate Affairs.

- Raise awareness among employees through CG E-learning using infographics. In 2021, three topics were covered: (1) Who are IRPC’s stakeholders? (2) What are UNGC & GCNT? and (3) Whistleblowing and No Gift Policy
- Together with the risk management unit prepared a Control Self-Assessment (CSA) for 2021 for 63 VP-level executives and above (100%), whereas the assessment results for Corporate Governance was completed by 96.14 per cent of the top executives.
- Organize training for IRPC Cubic Academy project for the seventh consecutive year, with the objective to enhance corporate development and create a society of continuing education to promote better understanding of business ethics and instill a sense of social responsibility among employees. This can then be expanded to include suppliers, customers, and stakeholders on the path towards sustainable growth together. The project featured discussion on knowledge and lessons learned by wellknown speakers. Highlights from 2021 activities include: “CG: CREATE for Digizen” by linking each seminar or training course to IRPC’s 6 principles of good corporate governance (or CREATE) as follows:
  - Creation of Long-Term Value course on “Overcoming Crisis in the Age of Disruption, Adapt Quickly, Act Fast” by Mr. Winradit Kolsartsenee, General Manager of Walt Disney (Thailand) Co., Ltd., viewed by 656 people, with overall audience satisfaction score of 87.48 per cent.



*In the Supplier Conference, the company unveiled the new digital procurement procedures to boost the convenience of partners and vendors.*



- Responsibility course on “Dharma, We Can (do), Society Benefits” by Mr. Seksan Sapsuebsakul, or Mor Bee, a wellknown seance; and Mr. Lee Ayu Chupa, owner of the coffee brand “Akha Ama”, as speakers, viewed by 592 people, with overall audience satisfaction score of 90.65 per cent.
- Equitable Treatment course on “Business Is Neither Female or Male” by Ms. Jareeporn Jarukornsakul, Chairperson of the Board of Directors and Group Chief Executive Officer WHA Corporation Public Company Limited, or WHA Group, viewed by 665 people, with overall audience satisfaction score of 87.42 per cent.
- Accountability course: “Smart Materials & Energy Solutions” on October 22, 2021 by Mr. Chawalit Tippawanich, IRPC Chief Executive Officer and President, viewed by 729 people, with overall audience satisfaction score of 91.17 per cent.
- Transparency course “Cultivate, Stay Alert, Prevent” on November 16, 2021 by Dr. Mana Nimitmongkol, Secretary General of the Anti-Corruption Organization (Thailand), viewed by 586 people, with an overall satisfaction score of 91.75 per cent.
- Ethics course on “How to Take Down the Bad Guy in the World of Social Network” by Pol. Col. Siriwat Deepho, Deputy Spokesman of Royal Thai Police, viewed by 604 people, with overall audience satisfaction score of 91.75 per cent.

## Networking Activities

- Join the declaration of intent on prevention and mitigation of climate change impacts at the “GCNT Forum 2021: “Thailand’s Climate Leadership Summit: A New Era of Accelerated Actions” with General Prayut Chan-o-cha, Prime Minister and Minister of Defense, presiding over the opening ceremony.
- Together with the Global Compact Network Association of Thailand or GCNT, organized the program “We Shift, World Changes” Episode: SDGs Talk Goal 8: Decent Work and Economic Growth through the success story of IRPC College of Technology, to present the committee’s policy in driving sustainability goals and supporting the government’s policy to develop vocational manpower to meet the demand of the EEC project.
- Together with SHIFT and GCNT, organized workshop on IRPC’s Case Study in Business and Human Rights.
- IRPC attended TCFD training course & SDGs Workshop for Beginners, in-depth course for developing sustainable business strategies, and disclosure in accordance with TCFD (Task Force on Climate-Related Financial Disclosures) guidelines in accordance with the GRI, CDP and SDGs standards, organized by the Stock Exchange of Thailand.



## Corporate Compliance

In 2021, IRPC revised its Corporate Compliance due to two main factors: (1) the COVID-19 pandemic, and (2) the introduction of New Organization with Agile Human (NOAH), for management transformation to reduce operating costs in all aspects of the company's operations. This involves full reviews of business model, operating model, procedures, processes, regulations, and introduction of modern technologies to enhance efficiency to achieve two goals: long-term cost reduction and more streamlined management structure and workforce that align with business strategies based on cost competitiveness.

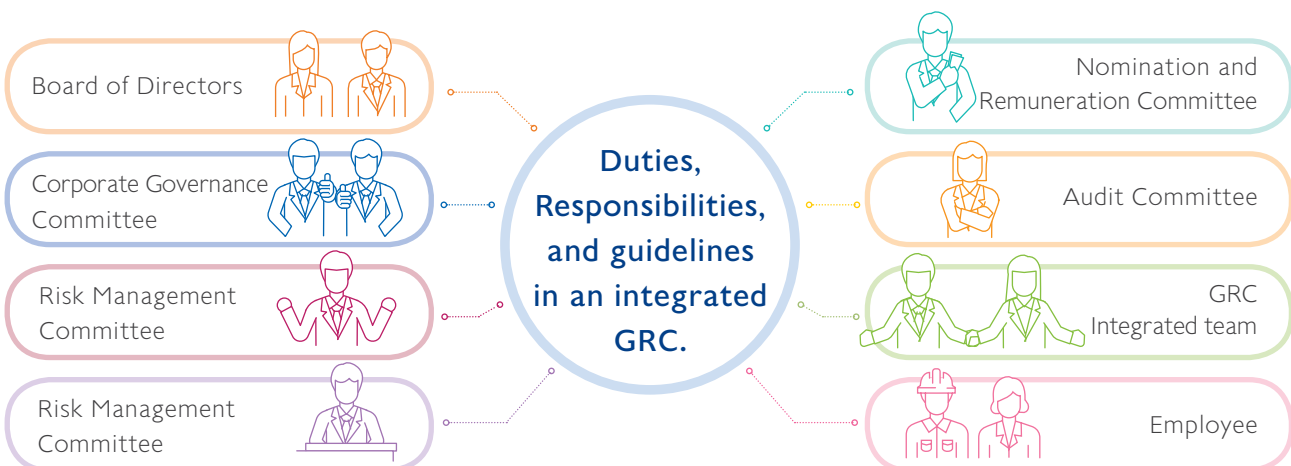
In order to consistently meet myriad international standards, IRPC provides oversight for compliance as well as encourages further development. In 2021, the company set goals, work plans and compliance oversight indicators for short- and long-terms by focusing on the implementation of the operational supervision plan on compliance as follows:

### 1. Formulation of policies, procedures, handbook and guidelines relating to Personal Data Protection Act (PDPA) as follows:

- Develop policy and personal data protection guidelines, Procedure Manual (PM) and Checklist relating to guidelines on handling of personal data, covering vulnerable work groups along with the development of PMs for relevant work units, and a Data Subject Right System that focuses on supporting the exercise of rights of the data subject quickly and efficiently. A Data Protection Officer was established and a PDPA Center established to run

the system and handle matters relating personal data protection in compliance with the law.

- Establish a Personal Data Protection Committee and appoint a PDPA Data Champion Team to ensure that each of the relevant work groups has one member who coordinator, monitor personal data protection activities and report progress status to the PDPA Center and the Data Protection Officer. This is to ensure required actions are achieved according to plans so that the management and the Board of Directors are informed on this matter. Personal data protection compliance calls for participation of personnel in all units of the organization to drive further development and systematic management making use of technology enhance efficiency. Awareness campaigns and training programs are provided by the company through on-line PDPA Corporate Training Program to ascertain those personnel whose jobs require them to protect personal data and relevant personnel are capable to perform their task correctly in compliance with the personal data protection law.
- IRPC stepped up its preparedness in anticipation of the enforcement of the data protection law, with full cooperation from all units in the company, from the Board of Directors, the management and employees. The company has since achieved full compliance in personal data protection, and together with the Thailand Productivity Institute, IRPC is now sharing its success in this matter with other organizations. (Read more at <https://www.ftpi.or.th/2021/69815>)



## 2. Establishment of E-compliance Library of compliance-related information from all operations within IRPC, using digital systems in aggregating, storing and assessing conformity, complete with search functions.

Relevant laws or regulations that are updated and stored in the system are assessed for conformity by various units of IRPC. The introduction of the digital systems helps improve the operational oversight by providing accurate, complete data that is always up to date, as well as helping identify relevant personnel and issues and linking them to compliance requirements with a high level of accuracy. The digital systems also facilitate communication with relevant personnel to assign them to perform tasks to achieve compliance. IRPC intends to further improve the efficiency of the E-Compliance system with a view to promote wider use within the company.

## 3. Compliance Communication and Awareness and development of Compliance Oversight

IRPC has promoted corporate compliance through awareness campaigns, including as part of new employees' orientation. They are asked to acknowledge and comply with the company's corporate governance policy and corporate governance handbook along with other corporate policies. Employees and their supervisors also undergo training on observance of relevant handbooks, including on matters such as corporate governance and regulatory compliance, as practical guidelines in doing their jobs. These are considered part of fundamental training programs. In 2021, the company organized activities relating to training programs and communication campaigns as follows:

- Training and communicating PDPA handbook and other rules, such as anti-monopoly, internal control measures to prevent corruption and bribery.
- Disseminating news and public relations about Corporate Compliance through various channels.

- Communicate basic knowledge of Governance, Risk Management & Internal Control, Compliance (GRC).
- Establish a Common Set of Assurance Function Information (GRC share drive) so that relevant employees can access and share information, integrating GRC information to support all three core GRC units.

To integrate GRC, IRPC established in 2021 a workgroup and engaged consultants to advise on suitable operational adjustments to achieve compliance with various standards.

## 4. Governance, Compliance Evaluation, Reporting and Stakeholder Engagement

IRPC stresses the importance of good corporate governance and compliance that drive efficiency enabling the company to achieve business goals and meet stakeholder expectations. The company provides oversight for implementation of the approved GRC plan, and report to the Corporate Governance Committee and Risk Management Committee at specified intervals. In addition, the company also takes into consideration valuable suggestions from all relevant units to continually improve the efficiency of its operations.

To strengthen Alignment & Synergy internally and externally, IRPC has worked closely with PTT Public Company Limited and its group companies. The company's achievement in corporate compliance was recognized by the Society of Corporate Compliance and Ethics (SCCE), which requested an article from IRPC on its successful implementation of corporate compliance for publication in its magazine to exchange knowledge and share lessons learned among its compliance and ethics members around the world. This recognition is beneficial and encourages the company to further develop its limited personnel specialized in these matters to improve their capabilities and gain wider experience in order to enable IRPC to achieve higher international standards and make positive contribution in this field.



# Corporate Governance Structure and Important Information about the Board of Directors, Sub-Committees, and Executives

## Shareholders

IRPC conducts business with integrity, taking into account the highest benefit of shareholders, considering sustainable growth and adequate continuous return. In the General Meeting of Shareholders, shareholders will appoint the Board, acknowledge the annual operation result of the Company and consider meeting agenda as stipulated by law, including approval of the financial statement.

Report

## Sub-Committee

### Audit Committee

is appointed by the Board and the Sub-Committee shall comprise of at least 3 independent directors, having duty to audit financial statement and to give advice on internal audit procedures. The Board shall have at least 1 member who has adequate knowledge and experience in auditing the accountability of the Company's financial statement.

### Nomination and Remuneration Committee

is appointed by the Board and the Sub-Committee shall comprise of at least 3 members, at least 1 of whom shall be an independent director, having duty in selecting candidates for directorship, Sub-Committee, President and Chief Executive Officer, including to determine fair remuneration.

Appointment

## Board of Directors

The Board of Directors consists of 15 members. The duty is to oversee all corporate operations to ensure the compliance to policies, directions, and targets that will return maximum benefit to shareholders, taking into account the interest of all stakeholders with fairness, social responsibility adherence, under the moral and code of conduct to become the Good Corporate Citizen of the world.

The Board of Directors has envisioned IRPC's vision **"To Shape Material and Energy Solutions in Harmony with Life"** by formulating short-and long-term strategic plan to assure that the Company's growth will be in line with targeted direction

## Independent Directors

is independent from major shareholders or group(s) of major shareholders and the Company executives. The director's duty is to express their opinions freely under the assigned tasks to protect benefit of all shareholders and stakeholders equally. As of the end of 2020, the Independent Directors consists of 8 members. In the event where the chairman is not an independent director, the independent director may be elected to perform duty in the meeting on some occasions.







## Chairman

The Board of Directors elects 1 member as a chairman, to support and promote the performance of the Board at the highest extend of the responsibility assigned, to oversee and monitor management results of the Board and Sub-Committees to ensure effectiveness as specified in corporate objectives.

## Corporate Governance Committee

is appointed by the Board and the Sub-Committee shall comprise of at least 3 members, at least 1 of whom shall be independent director, having duty to propose practice guidelines, give advice on good corporate governance to the Board, to oversee the good corporate governance operation of the Company to ensure the efficiency.

## Risk Management Committee

is appointed by the Board and the Sub-Committee shall comprise of at least 3 members, having duty to formulate risk management policy, risk management plan, and risk management procedures to cover the entire organization.

## President and Chief Executive Officer

is appointed and supervised by the Board of Directors, having duty to manage Company's operation to ensure its compliance with objectives, policies, and strategies set forth by the Board as well as report the Company's performance result to the Board in a correct and transparent manner.

## Company Secretary

## President and Chief Executive Officer

is appointed by the Board of Directors

## Senior Executive Vice President

is appointed by the Board of Directors. The duty is to manage work under responsibility, policy, and target assigned by the President and Chief Executive Officer.

## Management Committee

The duty is to manage and ensure the parallel direction of the whole operations, to consider important matters on business operation, and to screen the agenda as to propose to the Board for approval. The committee comprises of:

- President and Chief Executive Officer
- Senior Executive Vice President
- Executive Vice President

## Company Secretary

is appointed by the Board of Directors. The duty is to perform secretarial tasks pursuant to the Securities and Stock Exchange Act B.E. 2551 and as stipulated by the Capital Market Supervisory Board as well as performing duties assigned by the Board.

# Corporate Governance Structure and Important Information about the Board of Directors, Sub-Committees, Executives, Employees and Others



## Corporate Governance Structure

The management structure, or organizational structure, of IRPC Public company Limited comprises shareholders, the Board of Directors, and the management team led by the President and Chief Executive Officer. The Board is accountable to shareholders, while the senior management team is accountable to the Board. Efficient management and good corporate governance principles are integral to the design of the company's management structure, which upholds the relationships between the shareholders, the Board, and the management. This brings about the corporate competitiveness, long-term value for shareholders, with due consideration given to all stakeholders in an equitable, fair and socially responsible manner, along the pathway towards sustainable growth.

According to corporate governance best practice, a company's shareholders appoint the Board of Directors to provide corporate governance oversight on their behalf. The Board articulates the company's vision, give business direction, formulates policies, sets goals, devises strategic plans and approves annual budgets for the management

to implement and achieve the pre-determined goals. At the same time, the Board provides supervision to ensure operational transparency, efficiency, maximum benefits for shareholders and returns on their investment. The company makes profits, grows sustainably and employees are well taken care of and receive fair compensation.

## Board of Directors

The Board of Directors consists of 15 directors, appropriate for the size, type and complexity of IRPC business. As of December 31, 2021, the board consisted of 14 directors. (One director resigned on May 1, 2021, resulting in one vacancy). The current directors can be classified as follows:

- Thirteen non-executive directors (93 per cent of the Board of Directors)
- One executive director (President and Chief Executive Officer)

Of these 14 directors, eight qualify as independent directors (more than 50 per cent of the Board) and two are female directors (14 per cent of the entire Board). Professional profiles of the Board of Directors appear under "Board of Directors" Page 28-44

## Board of Directors as of December 31, 2021

No.	Name	Position		Date of appointment/ Term	
1.	Mr. Kris Imsang	Chairperson		December 2, 2017	1 <sup>st</sup> term
				April 3, 2019	2 <sup>nd</sup> term
2.	Mr. Woothisarn Tanchai	Independent Director	Chairman of the Nomination and Remuneration Committee	June 19, 2015	1 <sup>st</sup> term
				April 4, 2017	2 <sup>nd</sup> term
				July 3, 2020	3 <sup>rd</sup> term
3.	Mr. Somnuk Bomrungsalee	Independent Director	Chairman of the Audit Committee	April 9, 2014	1 <sup>st</sup> term
				April 4, 2017	2 <sup>nd</sup> term
				July 3, 2020	3 <sup>rd</sup> term
4.	Mr. Anusorn Sangnimnuan	Independent Director	Chairman of the Risk Management Committee	August 27, 2016	1 <sup>st</sup> term
				April 4, 2017	2 <sup>nd</sup> term
				July 3, 2020	3 <sup>rd</sup> term
5.	Air Marshal Boonsuib Prasit	Independent Director	Chairman of the Corporate Governance Committee	April 3, 2019	1 <sup>st</sup> term
6.	Mr. Ekniti Nitithanprapas	Director	Risk Management Committee	November 17, 2015	1 <sup>st</sup> term
				April 4, 2017	2 <sup>nd</sup> term
				July 3, 2020	3 <sup>rd</sup> term
7.	Ms. Siriwan Chierapong	Independent Director	Audit Committee	April 3, 2019	1 <sup>st</sup> term
8.	Mr. Jumpol Sumpaopol	Independent Director	Audit Committee	October 16, 2019	1 <sup>st</sup> term
				July 3, 2020	2 <sup>nd</sup> term
9.	Mr. Sukrit Surabotsopon	Independent Director	Risk Management Committee	January 20, 2021	1 <sup>st</sup> term
10.	Ms. Peangpanor Boonklum <sup>(1)</sup>	Director	Risk Management Committee	January 20, 2021	1 <sup>st</sup> term
				March 31, 2021	2 <sup>nd</sup> term
11.	Asst. Prof. Dr. Chaiyaporn Puprasert <sup>(2)</sup>	Independent Director	Corporate Governance Committee	March 31, 2021	1 <sup>st</sup> term
12.	Mr. Supot Laosuarpha <sup>(3)</sup>	Director	Corporate Governance Committee	March 31, 2021	1 <sup>st</sup> term
13.	Mr. Chansak Chuenchom <sup>(4)</sup>	Director	Nomination and Remuneration Committee	October 1, 2021	1 <sup>st</sup> term
14.	Mr. Chawalit Tippawanich	Director/ President and Chief Executive Officer	Risk Management Committee	December 1, 2020	1 <sup>st</sup> term
				March 31, 2021	2 <sup>nd</sup> term

Notes: With the approval of the Annual General Meeting of Shareholders or the Board of Directors, new directors were appointed to replace those who had retired, or resigned in 2021 as follows:

<sup>(1)</sup> Ms. Peangpanor Boonklum was appointed director, member of the Risk Management Committee, effective on January 20, 2021, replacing Mr. Chansin Treenuchagron, director, chairperson of the Board, who resigned, effective January 1, 2021.

<sup>(2)</sup> Asst. Prof. Dr. Chaiyaporn Puprasert was appointed independent director and member of the Corporate Governance Committee, effective on March 31, 2021, replacing Mr. Nuttachat Charuchinda, who completed his term on March 31, 2021.

<sup>(3)</sup> Mr. Suphot Laosuarpha was appointed director and member of the Corporate Governance Committee, effective on March 31, 2021, replacing Mr. Charerie Buranakanonda, who completed his term on March 31, 2021.

<sup>(4)</sup> Mr. Chansak Chuenchom was appointed director, member of the Nomination and Remuneration Committee, effective on October 1, 2021, replacing Mr. Noppadol Pinsupa, who resigned as director, member of the Nomination and Remuneration Committee on October 1, 2021.

<sup>(5)</sup> Mr. Wattanapong Kurovat resigned as director, member of the Nomination and Remuneration Committee on May 1, 2021.



## Authorized Directors

Four directors are authorized to act on behalf of the company pursuant to the company's certificate dated February 4, 2022: (1) Mr. Chansak Chuenchom, (2) Mr. Kris Imsang, (3) Mr. Chawalit Tippawanich, and (4) Ms. Peangpanor Boonklum. For the authorization to be legally binding, two of these four directors must co-sign and affix the IRPC seal.

## Composition and Qualifications of the Board

1. The Board of Directors shall consist of five but not more than 15 directors.
2. Independent directors shall account for at least one-third of all directors, and there shall be at least three of them on the Board.
3. Director shall not be older than 70 years of age.
4. Director shall serve a 3-year term, after which he or she may be re-appointed in accordance with legal provisions, up to three consecutive terms, or a combined total of nine years. There shall be no exceptions.
5. The following limitations shall apply to Board members who hold directorships in state enterprises and/or other companies listed on the Stock Exchange of Thailand:
  - (1) Up to three state enterprises and/or juristic persons whose shares are held by a state enterprise.
  - (2) Holding directorships in no more than 3 companies listed on the Stock Exchange of Thailand.

However, the combined total of directorships under (1) and (2) shall not exceed five.

6. Directors shall be experts in their respective fields. Their combined expertise shall satisfy the needs of IRPC. There shall be a minimum of three petroleum or petrochemical experts, one legal expert, and one accounting and finance expert. Their appointment shall comply with IRPC's nomination policy and criteria, which takes into account their education, management experience in relevant fields, and their professional accomplishment recognized by businesses of comparable size as that of IRPC.
7. Directors shall possess all the required qualifications but none of the prohibitions pursuant to the Public Limited

company Act, the Securities and Exchange Act, the Capital Market Advisory Board's notifications, rules, and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, IRPC's Articles of Association and corporate governance principles, and other relevant laws. They shall also be free from any questionable traits that render them unfit for supervising IRPC's business operations.

8. Directors shall possess all the required qualifications but none of the prohibitions pursuant to the Cabinet Resolution dated January, 24, 2011 Re: Appointment of high-ranking government officials to serve as directors in state enterprises or juristic persons whose shares are held by state enterprises.
9. Directors shall possess positive character traits and personality conducive to corporate governance oversight that adds value to IRPC, such as professional integrity, ethical standard, independence, assertiveness, creativity, duty of care and duty of loyalty, dedication and good social standing.
10. For former IRPC directors, their past performance, dedication, and valuable suggestions and recommendations that benefited the company shall also be considered.

## Independent director

In accordance with corporate governance principles adopted by IRPC, at least one-third of the Board of Directors shall be independent directors. Both independent directors and IRPC's directors shall serve a 3-year term. Independent director retiring by rotation may be reappointed by shareholders; however, they may only serve up to three consecutive terms, or a combined total of nine years. There shall be no exception.

Independent directors shall possess the expertise and qualifications of independence pursuant to notifications of the Capital Market Supervisory Board and as stipulated by the Board of Directors. According to company's policy, independent directors shall hold no more than 0.5 per cent of IRPC's issued shares; this requirement is stricter than the not more than one per cent shareholding prescribed by the Securities and Exchange Commission. The definition of an IRPC independent director has been disclosed in the Corporate Governance Handbook and on the company's website. Independent directors shall be free to speak their minds at Board meetings. They shall attend meetings



regularly and have access to sufficient financial and business information, enabling them to express their thoughts independently in the best interests of stakeholders. In so doing, they shall also prevent conflicts of interest between IRPC, the management, directors or majority shareholders.

As of December 31, 2021, there are eight independent directors, which account for more than half of the Board (more than the legal requirement of at least one-third). IRPC's current independent directors are as follows:

1. Mr. Woothisarn Tanchai	Independent director
2. Mr. Somnuk Bomrungsalee	Independent director
3. Mr. Anusorn Sangnimnuan	Independent director
4. Air Marshal Boonsuib Prasit	Independent director
5. Ms. Siriwan Chierapong	Independent director
6. Mr. Jumpol Sumpaopol	Independent director
7. Mr. Sukrit Surabotsopon	Independent director
8. Asst. Prof. Dr. Chaiyaporn Puprasert	Independent director

## Independent directors have duties and responsibilities as follows:

1. Familiarize themselves with their duties and responsibilities set forth in the Public Limited company Act B.E. 2535 and the Securities and Exchange Act B.E. 2535. They shall also observe best practices prescribed by the SET, SEC Office and other regulatory agencies.
2. Motivate and encourage fellow directors and the company's executive officers to perform their duties responsibly, carefully, and honestly in compliance with relevant laws, company's objectives and Articles of Association, Board and shareholders' resolutions as well as rules prescribed by regulatory agencies.
3. Encourage the company to adopt and implement corporate governance principles and best practices in earnest.
4. Ascertain that the company has appropriate and efficient internal control and risk management systems.
5. Supervise the implementation and disclosure of the company's policies on reporting of connected transactions and those involving related persons or stakeholders, along with disclosure of major events. Provide useful information to shareholders, including material changes that may affect the company's stock prices, in accordance with the conditions and timeline requirements of the Stock Exchange of Thailand.

6. Provide independent suggestions and opinions to the Board of Directors to the best interests of the company, minority shareholders and other stakeholders.
7. Perform any other tasks assigned by the Board of Directors, without compromising their ability to perform their duties with independence.
8. Independent directors shall meet among themselves at least once a year.

If an independent director position becomes vacant, IRPC shall nominate a qualified individual who fits the definition of an independent director to fill the position as well as maintain the minimum proportion of independent directors on the Board as required by the Capital Market Supervisory Board and corporate governance best practices. If another director on the Board later qualifies as an independent director, meeting the requirements, that director shall be eligible to serve as an independent director. In practice, however, IRPC will still ask the Nomination and Remuneration Committee to scrutinize such director's qualifications.

## Appointment and Removal of Directors

The following is a summary of director appointment and removal procedures:

### Appointment of Directors

1. Shareholders shall appoint directors. The Nomination and Remuneration Committee shall compile a list of potential candidates and present it to the board. Once approved, the list of candidates shall go before the annual general meeting of shareholders for election under the following criteria:
  - (1) To pass a resolution, a majority vote of the shareholders attending the meeting and casting their votes is required
  - (2) Each shareholder has votes equal to the number of shares they hold. The one-share-one-vote rule applies.
  - (3) Shareholders may cast their votes for individual candidates or for the entire group of candidates slated in each election as shareholders deem appropriate. Each candidate, individual or as part of a slate of candidates, shall receive all the applicable votes of a shareholder under (1) as their votes are indivisible.

- (4) Candidates with the highest number of votes are to be appointed directors up to the number required at any given election. If candidates receive equal votes, which makes the number of successful candidates exceed that of directors to be appointed, the chairperson of the meeting shall exercise the casting vote.
2. The Board shall elect one of its members as the chairperson and may also select one or more of its members to serve as the vice-chairperson(s). Their duties shall be as prescribed in the company's Articles of Association and as assigned by the chairperson.
3. The Board shall appoint the President and Chief Executive Officer, in accordance with the established procedures and regulations. The President and CEO shall also serve as a director and secretary to Board.
4. If any director position becomes vacant for any reason other than retirement by rotation, the Board shall select a qualified person without any of the legal prohibitions as a director at its next meeting unless the remaining term of the outgoing director is less than two months. The new director shall only serve the remainder of the term of their predecessor. Such director must secure at least three-quarters of the votes of the remaining directors.
5. If the Board no longer has a quorum as a result of directors vacating their positions, the remaining directors may exercise the only Board's authority they have left to call a meeting of shareholders to elect new directors to fill the vacancies. Such director election shall be held within one month from the date the Board failed to muster a quorum. New directors elected to fill vacancies may serve out the remaining terms of their predecessors.
6. Newly appointed director shall attend a director orientation within three months from their respective date of appointment to familiarize themselves with necessary and pertinent information.

## Removal of Directors

1. Directors shall vacate office after completing a term of three years; however, they may be re-elected.
2. In addition to vacating office by rotation, directors shall vacate office upon death, resignation, or disqualification, or having prohibited characteristics as stipulated by law. They shall also be removed when the shareholders' meeting has passed a resolution to remove them, or they may be removed by a court order.

3. Director wishing to resign shall tender their resignation letter to the company. The resignation shall take effect on the date the resignation letter is delivered to the company.

## Board's Duties and Responsibilities

The Board of Directors has a duty of care and a duty of loyalty. Accountable to the shareholders, the Board, oversees IRPC business operations and management's conformity with the established policies, guidelines, and goals in the best interests of shareholders within the framework of code of ethics and for the benefit of all stakeholders. The following are Board's duties and responsibilities:

1. Articulate IRPC's vision, direction, and strategies in a way that supports sustainable growth while balancing economic, social, and environmental factors. Board members shall freely express their views. They shall value all information that might prove beneficial to the process of establishing business direction. The Board shall weigh potential financial and non-financial risks to ascertain the management can efficiently implement the defined vision, direction, and strategies to accomplish the goals.
2. Review and determine IRPC's principal policies, strategies, objectives, financial targets, and action plans at least once a year. It shall also regularly monitor reports on the implementation of action plans according to IRPC's direction and strategies.
3. Establish reliable accounting, financial reporting, and auditing systems. It shall also supervise assessment of internal control and internal audit, ensuring their efficiency and effectiveness.
4. Weigh potential major risk factors and determine a comprehensive framework of risk management. It shall ensure that an efficient risk management system or procedure are in place as well as identify business opportunities that may arise from these risks.
5. Monitor all potential conflicts of interest and address such issue as soon as it occurs. It shall review all significant business transactions, focusing on maximizing benefits to shareholders and all stakeholders.
6. Create an appropriate system or mechanism to determine fair compensation for IRPC's senior management, taking into accounts IRPC's operating results and business plans, creating short- and long-term incentives.

7. Approve the President and CEO's directorships in other companies. As for other senior executive officers' directorships in other companies shall be approved by the President and CEO. The appointment of IRPC executives to serve on the boards of subsidiaries or joint venture companies according to the proportion of its shareholding or a shareholders' agreement, falls within the Board's purview.
8. Determine the components and operational goals for the President and CEO's performance review, with due consideration to IRPC's business plans and the Balanced Scorecard management approach. Moreover, the Board shall regularly evaluate the performance of the President and CEO, whose compensation is linked to the performance review results, creating short- and long-term incentives.
9. Provide suitable communication channels with shareholders and stakeholders. It shall also assess IRPC's disclosures to ensure their accuracy, clarity, transparency, reliability, and conformity with standards.
10. Lead by example with regard to work ethic that aligns with IRPC's corporate governance and social responsibility guidelines.
11. Advocate the full range of anti-graft and anti-corruption activities and promote sound corporate governance.
12. Appoint a qualified individual to serve as company secretary to assume duties and responsibilities set forth in the Securities and Exchange Act and other relevant laws.

## Authority of the Board of Directors

1. Approve vision, strategies, short- and long-term business plans, and critical policies, such as corporate governance policy, risk management policy, trade competition policy, anti-corruption policy, connected transaction policy, and disclosure policy.
2. Approve financial procedures, investments, investment approach, financial targets, action plans, and annual budgets.
3. Approve procurements that exceed the President and CEO's authority.
4. Approve investment projects and important operations under as required by law, objectives framework, company's Articles of Association and shareholders'

resolutions, and oversee the effective implementation of the established policies and work plans.

5. Approve transactions under the criteria set forth by the Securities and Exchange Act and relevant regulations, such as connected transactions or asset acquisition or disposal.
6. Approve payments of interim dividends to shareholders and annual employees' salary adjustments and bonuses.
7. Approve determination of components and goals for the President and CEO's performance review and compensation.
8. Approve the President and CEO serving as director in other organizations; and
9. Approve executive officers' directorships in IRPC subsidiaries or joint ventures under shareholders' agreements or the in proportion to shareholding.

## Authority of shareholders

Unless otherwise stipulated by law, the following shall require approval from shareholders in a resolution passed by at least three-quarters of all shareholders attending and eligible to vote:

1. Sale or transfer of the whole or essential parts of the business to other parties.
2. Purchase or acquisition of a business of another (private) company.
3. Making, amending, or terminating the whole or essential parts of a business lease agreement.
4. Assigning another party to manage an IRPC business.
5. Merging with another party to share losses or profits.
6. Amending the Memorandum of Association or Articles of Association.
7. Increase or decrease of IRPC's registered capital or the issuance of debentures; and
8. Merger or dissolution of IRPC

## Authority of the Chairman

IRPC stipulates that the Chairperson and the President and CEO shall not be the same individual to ensure a clear separation of powers between policymaking and policy execution. This separation also enhances the leadership role of the Board of Directors in providing management oversight. The Chairperson's duties and responsibilities are as follows:

1. Call Board meetings, preside over the Board and shareholders' meetings.
2. Approve and determine items on the agenda together with the President and CEO.
3. Attend Board and shareholders' meetings, ensure their meetings are in compliance with IRPC's Articles of Association, encourage directors and shareholders to express their views freely based on the information duly provided.
4. Promote the exercise of rights and equitable treatment of shareholders.
5. Encourage directors to fulfill its duties and responsibilities to the best of its ability under the framework of good corporate governance, and to support the President and CEO.
6. Supervise and monitor the performance of the Board and its committees to ensure that IRPC's objectives are accomplished; and
7. Exercise the casting vote at Board meetings in the event of equality of votes.





## Sub-Committees

In keeping with corporate governance principles, the Board of Directors has appointed four standing committees to oversee critical matters in their separate specialized fields as follows:

### 1. Audit Committee

The Audit Committee shall consist of at least three independent directors. Its composition, including duties and responsibilities, shall meet the requirements promulgated by the notifications of the Securities and Exchange Commission and the framework of the Capital Market Supervisory Board. Each of these directors shall possess the knowledge, expertise, and experience that the role demands. The Audit Committee shall have at least one director with sufficient knowledge and experience in accounting and finance to review financial statements to ascertain whether they are indeed reliable. Its current members are:



- |   |                                 |
|---|---------------------------------|
| 1) Mr. Somnuk Bomrungsalee (Independent Director) | Chairman of the Audit Committee |
| 2) Ms. Siriwan Chierapong (Independent Director)  | Audit Committee                 |
| 3) Mr. Jumpol Sumpaopol (Independent Director)    | Audit Committee                 |

All three directors on the Audit Committee possess the knowledge and experience required to review IRPC's financial statements.

- |                            |   |
|----------------------------|---|
| 1) Mr. Somnuk Bomrungsalee | Chairman of the Audit Committee                             |
| Period                     | Experience in reviewing financial statements                |
| Nov. 2018 - Present        | Audit Committee Megachem (Thailand) Public company Limited  |
| Dec. 2017 - Present        | Chairman of the Audit Committee IRPC Public Company Limited |
| 2) Ms. Siriwan Chierapong  | Audit Committee   |
| Period                     | Experience in reviewing financial statements                |
| Apr. 2019 - Present        | Audit Committee IRPC Public Company Limited                 |
| 3) Mr. Jumpol Sumpaopol    | Audit Committee   |
| Period                     | Experience in reviewing financial statements                |
| Oct. 2019 - Present        | Audit Committee IRPC Public Company Limited                 |

### Office of Corporate Internal Audit and Secretary to the Audit Committee

#### Mr. Prasitsak Sawasduang

was appointed as Manager of Office of Corporate Internal Audit and the secretary to the Audit Committee since January 1, 2021 - Present (Mr. Prasitsak Sawasduang's professional profile appears under Executive Profiles Page 53)

The Audit Committee has assigned Office of Corporate Internal Audit to audit the company's operations as well as the conduct of the management and employees to ensure they comply with all laws, related rules and regulations and the internal control system. The Office also handles both internal and external whistleblowing reports. The manager of Office of Corporate Internal Audit is independent and reports directly to the Audit Committee.

## Term of Office

1. The Audit Committee members' term of office shall be equal to that of their directorship (Not more than 3 years)
2. Members who complete their terms of office may be re-appointed, subject to the Board's discretion, but they may serve no more than three consecutive terms, or a combined total of nine years. There shall be no exceptions.
3. In the event of a director vacating office, due to any reason, the company shall provide explanation to the Stock Exchange of Thailand.
4. If any committee position becomes vacant for any reason other than retirement by rotation, the Board shall appoint a new, qualified director to serve on the committee within three months from the date its members fell short of the required number.
6. Ascertain that the independent auditor and Internal Audit's scopes of responsibility and auditing plans are complementary to each other to reduce auditing redundancies.
7. Approve auditing plans and offer opinions on the budget and workforce of Office of Corporate Internal Audit.
8. Appoint, transfer, or dismiss the manager of Office of Corporate Internal Audit and ensure the independence of the Office of Corporate Internal Audit.
9. Oversee the efficiency and effectiveness of IT systems relevant to internal control and risk management.
10. Prepare the Report of the Audit Committee, which is a part of the annual report.
11. Access the information needed to review and investigate relevant persons within the scope of its duties and responsibilities of the Audit Committee under IRPC's Articles of Association.

## Duties and Responsibilities

1. Review the accuracy and adequacy of IRPC's financial reports, ensuring that they meet accounting standards stipulated by law.
  2. Examine IRPC's internal control, internal audit systems, and risk management process for suitability, sufficiency, and effectiveness.
  3. Review and ensure IRPC is in compliance with the laws governing securities and stock exchange as well as other regulations relevant to the company's business.
  4. Examine connected transactions and other transactions with possible conflicts of interest to ensure compliance with laws and regulations of the Stock Exchange of Thailand and to ensure the reasonableness of such transactions in the best interests of IRPC.
  5. Select and nominate an independent auditor; determine the fee of auditor appointed to audit the company's financial statements as well as to remove auditor in the event of incompetence, negligence, or misconduct; and attend a meeting with the auditor in the absence of the senior management at least once a year.
  12. Report to the Board of Directors upon detecting transaction or action that may give rise to material impact to IRPC's financial status or operating results so that appropriate measures can be taken to mitigate or resolve it. Events that require reporting include:
    - (1) Conflict of Interest.
    - (2) Corrupt practices, misconducts, or abnormalities or serious faults in the internal control system.
    - (3) Violations of securities and exchange laws, regulations of the Stock Exchange of Thailand, or other rules relevant to IRPC's business.
- If the Board or the management fails to act promptly without a valid reason, the Audit Committee shall promptly report the incident to the Securities and Exchange Commission, or the Stock Exchange of Thailand.
13. Perform other tasks assigned by the Board.

## 2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall consist of at least three directors, at least one of whom shall be an independent director. Its current members are as follows:



- 1) Mr. Woothisarn Tanchai (Independent Director) Chairman of the Nomination and Remuneration Committee
- 2) Mr. Chansak Chuenchom (Director) Nomination and Remuneration Committee  
(Mr. Wattanapong Kurovat, member of the Nomination and Remuneration Committee, resigned on May 1, 2021)

Ms. Arisara Suthasut, Executive Vice President, Office of Corporate Affairs, and company secretary acting as the secretary to the Nomination and Remuneration Committee from October 1, 2019 - Present.

(Ms. Arisara Suthasut's professional profile appears under Executive Profiles Page 52)

### Term of Office

1. Nomination and Remuneration Committee members' term of office shall be equal to their directorship's term of office. (Not more than 3 years)
2. Member of the Nomination and Remuneration Committee who retires by rotation may be re-appointed by the Board of Directors. (Not more than three consecutive terms, or a combined total of up to nine years. There will be no exception)

### Duties and Responsibilities

#### Part 1 Nomination

1. Review and make recommendations for the structure, size, and composition of the Board of Directors and Sub-Committees based on the size, type, and complexity of IRPC's business. In doing so, the committee ensures that the Board is transparent and free from the influences of shareholders with controlling power and inspires confidence in external parties. Its proposal shall be submitted to the Board of Directors and/or the shareholders' meeting for approval.
2. Review the qualifications of each director candidate. The following criteria shall apply:
  - 1) The Board of Directors shall consist of directors who have necessary skills knowledge, capabilities

but none of the prohibitions stipulated by law and other relevant regulations, including the Corporate Governance Handbook and Articles of Association.

- 2) Directors serving on the Board shall have positive general characteristics, including integrity, responsibility, ability to make informed decisions, maturity, assertiveness, unconventional thinking, independent viewpoints, principled and high professional standards, as well as diversity in terms of knowledge, experience, age and gender mix.
- 3) Directors serving on the Board shall possess skills that suit the business needs and requirements of IRPC. It is in IRPC's best interest if the candidates are on the lists of competent professionals certified or recommended by a government agency.
- 4) Directors serving on the Board shall be able to dedicate their time fully to the position. Their directorships in other companies must satisfy the following requirements:
  - (1) Up to three state enterprises or juristic persons whose shares are held by a state enterprise.
  - (2) Holding a directorship in not more than three companies listed on the Stock Exchange of Thailand, provided that the total number of directorships under (1) and (2) not exceeding five entities.
3. Review the qualifications of each independent director candidate, to ensure suitability, taking into account corporate governance principles, criteria of the Securities

and Exchange Commission and the Stock Exchange of Thailand. The committee shall also ensure that these candidates do not possess any of the prohibitions stipulated by law and relevant regulations.

4. Propose the criteria and procedures for nominating incoming directors to the Board for approval.
5. Recommend appropriate director candidates in the event of a vacancy or retirement by rotation to the Board or shareholders at a shareholders' meeting for approval.
6. Nominate suitable members of the Board to serve on subcommittees. Such nomination must be endorsed or approved by the Board.
7. Vet candidates for the positions of the President and CEO in the best interest of IRPC. The nomination and appointment of the President and CEO are subject to the Board's approval.
8. Determine the President and CEO's duties, responsibilities, and performance targets. Leadership, social responsibility, implementation of strategies, financial performance, relationships with the Board and the management, succession planning, positive corporate image, etc., shall serve as the criteria for the annual review of the President and CEO's performance and determination of compensation, subject to the Board's approval.
9. Evaluate the President and CEO's performance against defined criteria as well as to determine the annual adjustments of salary, pension, bonus, welfare package and other monetary and non-monetary benefits. The proposal shall be subject to the Board's approval.
10. Review the succession planning for the positions of the President, CEO and other upper management positions to prepare for when they retire or if any of them being unable to perform their duties to ensure business continuity

## Part 2 Director Compensation

1. Propose the compensation components and criteria of directors and subcommittees, such as retainer fees, bonus, meeting allowance and monetary and non-monetary benefits that are adequate and fair, commensurate to the size of IRPC's business. Such compensation packages shall provide good incentives and enable the company to retain

high-caliber directors, which are aligned with shareholders' best interest. Director compensation must be approved by the shareholders' meeting.

2. Determine the criteria and components of the President and CEO's compensation based on suitability, adequacy and fairness to motivate the President and CEO to create value-added to IRPC sustainably. The compensation package is designed to retain a highly effective leader. The President and CEO's compensation shall be subject to the Board's approval.
3. Where necessary, the committee may engage external consultants to give advice on the appropriate compensation for directors and the President and CEO. IRPC shall bear the expenses.
4. Perform other tasks assigned by the Board.

## Director Nomination Process

The Nomination and Remuneration Committee reviews and selects suitable candidates to fill vacant positions at the Board or one of the Sub-Committees based on desired qualifications specified by the Board under the following criteria:

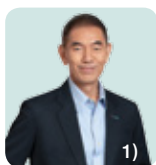
1. The nominees shall possess suitable knowledge, experiences, and abilities that will benefit IRPC, especially in the business or industrial sectors where IRPC belongs. At the same time, the candidates shall also satisfy the Board's requirements for diversity and inclusion in alignment with the company's business direction.
2. The committee shall consider the Board's skills matrix and diversity in terms of gender, age, fields of expertise, experience and hard and soft skills as well as sustainability factors. Director candidates, if appointed, should be able to perform their role efficiently and complement the Board with their unique knowledge, competencies, experience, and diversity for the benefit of IRPC. Information from the State Enterprise Policy Office's Directors' Pool and the Thai Institute of Directors Association (IOD) shall also be taken into consideration.
3. The nominees shall possess all the desired qualifications but none of the prohibitions stipulated by law, such as the Public Limited Company Act B.E. 2535, the Securities and Exchange Act B.E. 2535 and other pertinent regulations.



4. The committee shall consider the director nominees' record of accomplishment, commitment and dedication, and in cases of returning directors, their past performance. Nominees' directorships in other listed companies must not prevent them from fulfilling the requirements of IRPC's business. In addition, the number of their directorships shall not exceed the established limit and shall conform to the Cabinet Resolution dated January 24, 2011, regarding state enterprises' anti-corruption guidelines that seeks to limit the appointment of high-ranking government officials to serve as directors at state enterprises.
5. The committee shall ensure that directors' independence satisfies the requirements of the Securities and Exchange Commission and those of IRPC. If any of the existing independent directors no longer meet these requirements, the committee shall nominate additional individuals to replace them to maintain the proportion prescribed in the Board's policy.
6. The committee shall determine the term of office for independent directors. A returning independent director may serve up to three consecutive terms, or a combined total of not more than nine years.
7. The committee shall reach out to qualified candidates before nomination to ascertain that such persons would be willing and ready to accept a directorship at IRPC if appointed.
8. The committee shall present a list of nominees who meet the criteria, along with their qualifications and reasons for their nomination, to the Board of Directors. With Board's approval, the list shall go before the shareholders' meeting for approval. The Board shall have the authority to appoint a new director in the case of appointment to fill a vacancy that occurs.
9. For appointments to Board's committees, the Nomination and Remuneration Committee shall consider candidates with appropriate knowledge and abilities, the composition of each committee, and directorship criteria, such as Board skills matrix/Board diversity, and their independence credentials, for submission to the Board for approval.

### 3. Corporate Governance Committee

The Corporate Governance Committee shall consist of at least three directors, at least one of whom shall be an independent director. Its role shall be to offer corporate governance guidelines and advice to the Board. Its current members are:



1) Air Marshal Boonsuib Prasit (Independent Director)



2) Mr. Chaiyaporn Puprasert (Independent Director)



3) Mr. Supot Laosuarpha (Director)

Chairman of the Corporate Governance Committee  
Corporate Governance Committee  
Corporate Governance Committee

Ms. Arisara Suthasut, Executive Vice President, Office of Corporate Affairs and company secretary serves as the secretary to the Corporate Governance Committee from October 1, 2019 - Present.  
(Ms. Arisara Suthasut's professional profile appears under Executive Profiles Page 52)

## Term of Office

1. Members' term of office shall be equal to that of their directorships (up to three years)
2. Members who complete their terms of office may be re-appointed, subject to the Board's discretion, but they may serve no more than three consecutive terms, or a combined total of nine years. There shall be no exceptions.

## Duties and Responsibilities

1. Review and advise the Board of Directors on establishment of CG Framework that is aligned with IRPC's operational structure, in line with international best practices.
2. The committee shall prescribe corporate governance policy and guidelines as well as other pertinent matters of significance, such as the Code of Ethics and the Code of Conduct, sustainability management, social, community, and environmental responsibility, anti-bribery and anti-corruption drives, and policies related to governance, risk management, and compliance management (GRC), to ensure compliance with the principles, standards, and requirements of listed company regulators, such as the Stock Exchange of Thailand and Securities and Exchange Commission, as well as those of nationally and internationally recognized organizations, so as to support IRPC's strategies and goals. The committee shall also review and revise these policies and guidelines periodically.
3. Determine guidelines, oversight and monitoring mechanisms to ensure IRPC's operations are in compliance with defined policies and practices so as to continually improve and strengthen corporate governance.
4. Review compliance with corporate governance policy and guidelines as well as other pertinent matters of significance.
5. Approve methods for assessing the performance of the Board and its committees. The committee also reports assessment results to the Board of Directors and shareholders every year.
6. Give advice, suggestions and recommendation pertaining to corporate governance guidelines to the Board of Directors.
7. Perform other tasks assigned by the Board.



## 4. Risk Management Committee

The Risk Management Committee shall consist of at least three directors who are petroleum or petrochemical experts. The committee is tasked with formulating risk management policy, risk management plan and procedures across the entire company that are aligned with IRPC business plan and strategies. Its current members are:



- |   |   |
|---|---|
| 1) Mr. Anusorn Sangnimnuan (Independent Director) | Chairman of the Risk Management Committee |
| 2) Mr. Sukrit Surabotsopon (Independent Director) | Risk Management Committee                 |
| 3) Mr. Ekniti Nitithanprapas (Director)           | Risk Management Committee                 |
| 4) Ms. Peangpanor Boonklum (Director)             | Risk Management Committee                 |
| 5) Mr. Chawalit Tippawanich (Director)            | Risk Management Committee                 |

Mr. Somkiat Lertritpuwadol, Executive Vice President Corporate Strategy Planning and Business Development serves as secretary to the Risk Management Committee from February 2019 - Present.

(Mr. Somkiat Lertritpuwadol's professional profile appears under Executive Profiles Page 49)

### Term of Office

1. Risk Management Committee member's term of office shall be equal to that of their directorship (Up to three years).
2. Members who complete their terms of office may be reappointed, subject to the Board's discretion. But they may serve no more than three consecutive terms, or up to a combined total of nine years. There shall be no exceptions.

### Duties and Responsibilities

1. Formulate suitable, effective policy and give recommendations on the management of risks associated with IRPC's business operations.
2. Provide oversight for enterprise-wide risk management, starting with identification of risks based on internal and external factors. All units shall conduct risk assessment and rank those risks based on impact and likelihood of them happening, so appropriate risk management measures can be taken.
3. Develop risk management systems and promote effective use of risk management tools, such as derivatives, futures and hedging, etc.
4. Supervise, monitor and review the corporate risk management to ensure its effectiveness as well as assessing compliance with the risk management framework.
5. Report risk management assessment results and risk mitigating activities to the Board on a regular basis, and in the case of risk event that may adversely affect IRPC's operations, report to the Board immediately.
6. Provide support for establishment and continuing development of risk management that is constantly in alignment with IRPC's business plan.
7. Give advice on risk management for investment projects or activities with considerable technical complications, long-term obligations, and are potentially exposed to significant risks.
8. Disclose the report of the Risk Management Committee in the annual report.
9. Perform other tasks assigned by the Board.



## Management and Management-Level Committees

At IRPC Public Company Limited, the highest-ranking person is the President and Chief Executive Officer. The President and CEO oversees the management of all IRPC's operations under the guidance of the Board of Directors. He acts in the best interest of the company and shareholders. The President and CEO reports any material change in the management structure to the Board for review and approval.

In 2021, IRPC implemented the New Organization with Agile Human (NOAH) initiative to restructure the organization in line with business needs, with emphasis on effective cost management to achieve lower and competitive costs as well as a lean workforce structure suitable for IRPC's mission. Under this management strategy, IRPC introduced a program to Upskill/Reskill across all employee levels, improvement in performance assessment and incentive reward programs, such as performance rating linked to annual salary adjustments and variable bonuses, along with Employee Joint Investment Program (EJIP), and recruitment drives to attract talents to join IRPC. NOAH consists of five modules: Module A, Module B, Module C, Module D and Module E. Progress status of the project was at 82 per cent, according to the action plan.

### The President and Chief Executive Officer

Mr. Chawalit Tippawanich has served as President and Chief Executive Officer from December 1, 2020.

### Duties and Responsibilities

1. Ensure that the company operates in compliance with the law, its objectives and Articles of Association, Board's policies, and shareholder resolutions.
2. Take charge of the management staff, employees, and personnel, including matters relating to hiring, appointments, work regulations, salary scales, wages, welfare benefits, transfers, removals, dismissals, reshuffles, pay adjustments, promotions, disciplinary actions under the Board's policy framework.
3. Implement policies, strategic plan, business plan in accordance with IRPC's vision and mission under the operational framework approved by the Board of Directors, with efficiency and in the company's best interest.
4. Approve investment budgets, procurements, operating expenses under the business plan and within the annual budget approved by the Board.
5. Manage cashflows, investment projects, budgets, and risk management plans and procedures under the guidelines and within the scope of authority granted by the Board.
6. Review IRPC's operating results and consider proposing interim or annual dividend payment (if any), which must be approved by the Board or the shareholders' meeting.
7. Evaluate the company's performance and report progress status of the implementation of the business plan to the Board on a quarterly basis.
8. Lead by example with integrity and compliance with code of ethics and business conduct.
9. Provide leadership and serve as a role model to encourage and motivate employees to adopt the IRPC corporate culture and develop positive mindset. The President shall also be a good communicator to inspire confidence and enhance the corporate image, with emphasis on environmental stewardship, social responsibility and community development as well as work safety and occupational health for the company's employees.
10. Implement IRPC's anti-corruption and anti-bribery guidelines
11. Ascertain that IRPC stays committed to achieving the UN Sustainable Development Goals (SDGs) and Good Global Corporate Citizenship.
12. Undertake to support the company's operations in every way within the scope of authority granted by the Board.

## Senior Executive Officers

IRPC's six senior executive officers according to the Securities and Exchange Commission's definition, as of January 1, 2022, consist of:

(Details of the executive profiles appear under "Management Committee" Page 46-53)

Name	Position
1. Mr. Chawalit Tippawanich	President and Chief Executive Officer/ Secretary of the Board of Directors
2. Mr. Woravuth Sivapetranart	Acting Senior Executive Vice President, Innovation and Operation Excellence/ Senior Executive Vice President, Petrochemical and Refinery Operation
3. Mr. Somkiat Lertritpuwadol	Senior Executive Vice President, Corporate Strategy Planning and Business Development
4. Mrs. Nidcha Jirametthanakij	Senior Executive Vice President, Corporate Accounting & Finance
5. Ms. Wanida Utaisomnapa	Senior Executive Vice President, Corporate Commercial and Marketing
6. Mr. Poramet Junwichit	Senior Executive Vice President, Corporate Organization Effectiveness

*Note: Mr. Veerawat Srinoradithlert Executive Vice President, Management and Organizational Potential Development and Acting Executive Vice President, Innovation and Operations for Excellence, resigned on April 30, 2021*

## Duties and Responsibilities

1. Implement the President and Chief Executive Officer's policies and goals.
2. Determine and align the strategic plans, objectives, and primary goals of their respective functions with IRPC's vision and mission. These shall serve as guidelines for implementation by employees.
3. Ensure the accomplishment of predetermined goals, objectives and short- and long-term strategic plans within the management framework under the organizational structure within the scope of their assignments.
4. Provide advice, support, assist, and find solutions to problems for their team. They shall also create motivation and a work environment that maximize employees' performance efficiency.
5. Encourage personal development among employees in order to realize their potential for their own and the company's benefits.

6. Foster the company's sustainable growth under good corporate governance principles, with due regard to environmental stewardship and social responsibility.
7. Lead by example and serve as IRPC DNA Role Model for their subordinates.

## Management Committee

To bolster systematic operational efficiency and strengthen connections and good coordination within IRPC and in its interaction with joint ventures and subsidiaries, the President and CEO established the Management Committee (MC), consisting of the President and CEO, senior executive vice presidents and executive vice presidents of all business units. the Executive Vice President, Corporate Affairs serves as the secretary to the Management Committee.

With weekly meetings scheduled for Mondays for the entire year, the Management Committee met 50 times in 2021.

## Auxiliary Risk Management Committees at Management Level

In addition to the Risk Management Committee of the Board of Directors, IRPC has established the following auxiliary risk management committees, workgroups and risk agents to monitor enterprise-wide risk management activities and ensure greater efficiency in the company's overall risk management and internal control systems:

1. Risk Management and Internal Control Committee (RMCC)
2. Hedging Committee
3. Risk Manager, who is responsible for managing the overall risk of a business unit.
4. Risk Owner, who is responsible for risk management and development of risk management plan.
5. Risk Agent, who coordinates risk management planning within a unit or project, and reports risk management progress status or performance to the respective departmental or project manager to ensure appropriate, sufficient risk management that corresponds to risks at the unit level

## Duties and Responsibilities

- 1) Review and evaluate investment management, investment budgeting and support the operations of IRPC and its subsidiaries.
- 2) Scrutinize important business matters that require the Board's approval. 3) Evaluate the company's key operations based on accurate and complete information.
- 4) Keep abreast of latest developments within the company as well as national and international situations and events that may impact the company's business operations.
- 5) Monitor progress status of the implementation of company's key strategies. 6) Consider and approve budgets for major investment projects that are within the President and CEO's approval authority.
- 7) Review human resource management policy with a view to further develop its management mechanisms.
- 8) Scrutinize operational risk management.

- 9) Evaluate Overseer environmental, social and governance (ESG) activities.
- 10) Review safety and occupational health and environmental activities and provide solutions to problems. Foster awareness and the importance of coordination among units in matters, such as handling of complaints or incidents, etc.
- 11) Follow up on internal audit results and solutions proposed by the Audit Committee to bring about enterprise-wide improvements.
- 12) Monitor the progress and performance of IRPC and its subsidiaries and offer recommendations.
- 13) Present relevant and function-specific information to ensure that the President and CEO or other senior executive officers make well-informed decisions.

## Management-Level Committees and Working Groups

The President and CEO established other committees and working groups as appropriate to IRPC's strategic plan and current situation. These groups help manage, advance, evaluate and carry out specific tasks as follows:

- 1) The Rayong Management Committee (RMM) serves as an integrated management team for all IRPC plants in Rayong. The committee aligns the operations of these plants with IRPC vision and missions enabling them to achieve predetermined goals.
- 2) The Section 9 Licenses Committee is in charge of managing the use of public properties. It also oversees how community complaints are handled and resolved, ensuring transparency and bringing about helpful solutions for both IRPC and surrounding communities.
- 3) The Environmental Management Committee (EMC) oversees environmental management and corporate social responsibility programs, ensuring their alignment with the quality, security, safety, health, environmental and energy management (QSSHE) policy.
- 4) Vice President meetings are scheduled for the last Friday of each month. This meeting keeps executive officers up to date on every aspect of the company's operations. ness issues, workforce issues, among other things. Matters of significance will be presented to the MC meeting.

## Compensation

### Compensation of the President and Chief Executive Officer

The Nomination and Remuneration Committee determines the President and CEO's compensation based on well-defined, transparent, fair, and reasonable criteria, taking the role's duties, responsibilities, and performance review as well as IRPC's operating results into consideration. The proposal for the compensation of the President and CEO is then submitted to and approved by the Board.

Determination of compensation of the President and CEO follows the procedural steps that correspond with the performance appraisal as follows:

1. The Nomination and Remuneration Committee proposes the compensation components and criteria to the Board for consideration at the beginning of the year.
2. The Board approves the proposal and notifies the President and CEO of the performance review criteria.
3. The Nomination and Remuneration Committee conducts performance appraisal of the President and CEO based on the established criteria throughout the year. The committee takes into account key components of the overall

performance, such as problem-solving skills, communication in crisis situations, community relations, environmental stewardship, response to corporate governance issues, and corporate image management, etc., within the context of the company's business outlook and the challenges it faces.

4. The Nomination and Remuneration Committee presents the results of the President and CEO's performance review, along with the proposed annual compensation adjustments, to the Board for approval in December.

### Management Compensation

IRPC annually evaluates the performance of executive officers at all levels. Its Performance Management System (PMS) consists of three components:

1. Key Performance Indicators (KPIs)
2. Competency; and
3. Desired Behavior

In 2021, there were six senior executive officers, according to the SEC's definition, including one senior executive who resigned during the year. They received a combined total of Baht 41.97 million in monthly salaries, bonuses, and provident fund contributions as follows:

(Unit: Million Baht)

Compensation Components	2018 (18)	2019 (7)	2020 (7)	2021 (6)
Cash				
Salary	81.45	40.05	33.59	30.85
Bonus	39.05	12.87	15.3	6.70
Others				
Provident Fund Contribution	7.53	3.31	4.66	4.42
<b>Total</b>	<b>128.03</b>	<b>56.23</b>	<b>53.55</b>	<b>41.97</b>

In 2021, five executive officers received compensation from serving as directors of IRPC A&L Company Limited (a subsidiary), totaling Baht 1.93 million.



## Director and Executives' Shareholding Report

### Directors' shareholding as of December 31, 2021

No.	Name	As of Dec. 31, 2020 Shareholding Percentage/ Number of shares	As of Dec. 31, 2021 Shareholding Percentage/ Number of shares	Number of Shares Increased (Decreased) During the Year	WARRANT/ NVDR/ TSR/ DW (2021)	Notes
1.	Mr. Kris Imsang	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
2.	Mr. Somnuk Bomrungsalee	0.00024% 50,000	0.00024% 50,000	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
3.	Mr. Anusorn Sangnimnuan	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
4.	Mr. Woothisarn Tanchai	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
5.	Air Marshal Boonsuib Prasit	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
6.	Mr. Ekniti Nitithanprapas	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
7.	Ms. Siriwan Chierapong	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
8.	Mr. Jumpol Sumpaopol	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	

No.	Name	As of Dec. 31, 2020 Shareholding Percentage/ Number of shares	As of Dec. 31, 2021 Shareholding Percentage/ Number of shares	Number of Shares Increased (Decreased) During the Year	WARRANT/ NVDR/ TSR/ DW (2021)	Notes
9.	Mr. Chawalit Tippawanich	0.00220% 450,000	0.00220% 450,000	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
10.	Mr. Sukrit Surabotsopon	N/A	None	No Change	None	New Director from January 20, 2021
	Spouse	N/A	None	No Change	None	
	Minor child	N/A	None	No Change	None	
11.	Ms. Peangpanor Boonklum	N/A	None	No Change	None	New Director from January 20, 2021
	Spouse	N/A	None	No Change	None	
	Minor child	N/A	None	No Change	None	
12.	Asst. Prof. Dr. Chaiyaporn Puprasert	N/A	None	No Change	None	New Director at AGM meeting March 31, 2021
	Spouse	N/A	None	No Change	None	
	Minor child	N/A	None	No Change	None	
13.	Mr. Supot Laosuarpha	N/A	0.00024%	No Change	None	New Director at the AGM meeting March 31, 2021
	Spouse	N/A	50,000	No Change	None	
	Minor child	N/A	0.00024%	No Change	None	
14.	Mr. Chansak Chuenchom	N/A	None	No Change	None	New Director from October 1, 2021
	Spouse	N/A	None	No Change	None	
	Minor child	N/A	None	No Change	None	
Directors who completed term/ resigned during the year						
1.	Mr. Chansin Treenuchagron	None	None	No Change	None	Resigned as the company's Director from January 1, 2021
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	

## Directors' shareholding as of December 31, 2021

No.	Name	As of Dec. 31, 2020 Shareholding Percentage/ Number of shares	As of Dec. 31, 2021 Shareholding Percentage/ Number of shares	Number of Shares Increased (Decreased) During the Year	WARRANT/ NVDR/ TSR/ DW (2021)	Notes
Directors who completed term/ resigned during the year						
2.	Mr. Charrie Buranakanonda	0.00027% 55,000	0.00027% 55,000	No Change	None	Completed term on March 31, 2021
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
3.	Mr. Nuttachat Charuchinda	None	None	No Change	None	Completed term on March 31, 2021
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
4.	Mr. Wattanapong Kurovat	None	None	No Change	None	Resigned as Director from May 1, 2021
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
5.	Mr. Noppadol Pinsupa	None	None	No Change	None	Resigned as the company's Director from October 1, 2021
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	

## Executives' Shareholding as of December 31, 2021

No.	Name	As of Dec. 31, 2020 Shareholding Percentage/ Number of shares	As of Dec. 31, 2021 Shareholding Percentage/ Number of shares	Number of Shares Increased (Decreased) During the Year	WARRANT/ NVDR/ TSR/ DW (2021)	Notes
1.	Mr. Chawalit Tippawanich	0.00220% 450,000	0.00220% 450,000	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
2.	Mr. Woravuth Sivapetranart	0.00137% 279,351	0.00137% 279,351	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	

No.	Name	As of Dec. 31, 2020 Shareholding Percentage/ Number of shares	As of Dec. 31, 2021 Shareholding Percentage/ Number of shares	Number of Shares Increased (Decreased) During the Year	WARRANT/ NVDR/ TSR/ DW (2021)	Notes
3.	Mr. Somkiat Lertritpuwadol	0.00193% 395,580	0.00193% 395,580	No Change	None	
	Spouse	0.00008% 15,900	0.00008% 15,900	No Change	None	
	Minor child	None	None	No Change	None	
4.	Mrs. Nidcha Jirametthanakij	0.00122% 250,000	0.00122% 250,000	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
5.	Ms. Wanida Utaisomnapa	0.00103% 210,440	0.00103% 210,440	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
Executives who completed term/ resigned during the year						
1.	Mr. Veerawat Srinoradithlert	0.00005% 10,579	0.00005% 10,579	No Change	None	Resigned as executive from April 30, 2021
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	

As of December 31, 2021, and during the past 5 years, no directors, or executive officers of IRPC have any records of wrongful activities under the Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003), or any of the following:

- (1) Dishonesty or gross negligence.
- (2) Disclosure or dissemination of false information or statements that may cause misunderstanding, or concealing essential facts that ought to be disclosed, which may have affected the decisions of shareholders, investors, or concerned parties; or
- (3) Unfair conduct or taking unfair advantage of investors in the trade in stocks, derivatives, or futures or having taken part in or supported such misconducts.



## Director of Subsidiaries as of December 31, 2021

### 1. IRPC Oil Co., Ltd.

Name	Position (s)
1 Mr. Chawalit Tippawanich	Chairman
2 Mrs. Nidcha Jirametthanakij	Member
3 Miss Wanida Utaisomnapa	Member
4 Mr. Woravuth Sivapetranart	Member
5 Mr. Somkiat Lertritpuwadol	Acting Managing Director

### 2. IRPC Polyol Co., Ltd.

Name	Position (s)
1 Mr. Chawalit Tippawanich	Chairman
2 Mrs. Nidcha Jirametthanakij	Member
3 Mr. Woravuth Sivapetranart	Member
4 Miss Wanida Utaisomnapa	Member
5 Mr. Sergiusz Stefanowski	Member
6 Mr. Rafal Zdon	Member
7 Mr. Waldermar Franz Preussner	Member
8 Ms. Soh Bee Hong	Managing Director

### 3. IRPC Technology Co., Ltd.

Name	Position (s)
1 Mr. Chawalit Tippawanich	Chairman
2 Mr. Somkiat Lertritpuwadol	Member
3 Miss Arisara Suthasut	Member
4 Mr. Surachai Toaphicharttrakul	Member
5 Mrs. Suchinda Ploymontree	Member
6 Mr. Phothiwat Paopongchuang	Managing Director

### 4. IRPC A&L Co., Ltd

Name	Position (s)
1 Mr. Chawalit Tippawanich	Chairman
2 Mrs. Nidcha Jirametthanakij	Member
3 Miss Wanida Utaisomnapa	Member
4 Mr. Woravuth Sivapetranart	Member
5 Mr. Payom Boonyoung	Member
6 Mr. Soji Sakamoto	Member
7 Mr. Hideyuki Tokimasa	Member
8 Mr. Dai Yamashita	Member
9 Mr. Takayuki Mano	Member
10 Mr. Somkiat Lertritpuwadol	Acting Managing Director

### 5. Rakpasak Co., Ltd.

Name	Position (s)
1 Mr. Somboon Sadsin	Chairman
2 Mr. Surachai Toaphicharttrakul	Member
3 Mr. Chokchai Olansirikul	Member
4 Mr. Panutat Kiatananchai	Managing Director

### 6. iPolymer Co., Ltd.

Name	Position (s)
1 Mr. Chawalit Tippawanich	Chairman
2 Mr. Somkiat Lertritpuwadol	Member
3 Mrs. Nidcha Jirametthanakij	Member
4 Mr. Hu Jiezhong	Member
5 Ms. Liu Yuhong	Member

## Positions of Directors and Executives in Subsidiaries/ Associated Companies/ Related Companies as of December 31, 2021

No.	Name	Com- pany	Subsidiaries				Joint Ventures			Associated Companies			Related Companies				
		IRPC PLC	IRPC Oil Co., Ltd.	IRPC Technology Co., Ltd.	IRPC A&L Co., Ltd.	iPolymer Co., Ltd.	IRPC Polyoil Co., Ltd.	WHA Industrial Estate (Rayong) Co., Ltd.	Mytex Polymers (Thailand) Co., Ltd.	PTT Energy Solutions Co., Ltd.	UBE Chemical (Asia) PLC	IRPC Clean Power Co., Ltd.	PTT PLC	Sport Services Alliances Co., Ltd.	PTT Oil and Retail Business PLC.	The Energy Complex Co., Ltd.	PTT Tank Terminal Co., Ltd.
1	Mr. Kris Imsang	x											//		/		x
2	Mr. Somnuk Bomrungsalee	/															
3	Air Mshl. Boonsuib Prasit	/												x			
4	Mr. Anusorn Sangnimnuan	/															
5	Mr. Woothisarn Tanchai	/															
6	Mr. Jumpol Sumpaopol	/															
7	Miss Siriwan Chierapong	/															
8	Mr. Ekniti Nitithanprapas	/															
9	Mr. Sukrit Surabotsopon <sup>(1)</sup>	/															
10	Miss Peangpanor Boonklum <sup>(2)</sup>	/											//			/	
11	Asst. Prof. Dr. Chaiyaporn Puprasert <sup>(3)</sup>	/															
12	Mr. Supot Laosuarpha <sup>(4)</sup>	/															
13	Mr. Chansak Chuenchom <sup>(5)</sup>												//			x	
14	Mr. Chawalit Tippawanich	/, //	x	x	x	x	x			x	/		//				
15	Mr. Chansin Treenuchagron <sup>(6)</sup>																
16	Mr. Charcie Buranakanonda <sup>(7)</sup>																
17	Mr. Nuttachat Charuchinda <sup>(8)</sup>																
18	Mr. Wattanapong Kurovat <sup>(9)</sup>																
19	Mr. Noppadol Pinsupa <sup>(10)</sup>																
20	Mr. Woravuth Sivapetranart	//	/		/		/	/				/					
21	Mr. Somkiat Lertritpuwadol	//	/	/	/	/		/	x			/					
22	Mrs. Nidcha Jirametthanakij	//	/		/	/	/	/	/		/	/					
23	Miss Wanida Utaisomnapa	//	/		/		/		/		/						
24	Mr. Veerawat Srinoradithlert <sup>(11)</sup>	//															
25	Mr. Poramet Junwichit <sup>(12)</sup>	//															

Notes: X = Chairman / = Director // = Executive

1. Mr. Sukrit Surabotsopon was appointed as a director on January 20, 2021
2. Miss Peangpanor Boonklum was appointed as a director on January 20, 2021
3. Asst. Prof. Dr. Chaiyaporn Puprasert was appointed as a director at the AGM meeting on March 31, 2021
4. Mr. Supot Laosuarpha was appointed as a director at the AGM meeting on March 31, 2021
5. Mr. Chansak Chuenchom was appointed as a director on October 1, 2021
6. Mr. Chansin Treenuchagron resigned as the chairman on January 1, 2021
7. Mr. Charcie Buranakanonda completed his term at the AGM on March 31, 2021
8. Mr. Nuttachat Charuchinda completed his term at the AGM on March 31, 2021
9. Mr. Wattanapong Kurovat resigned as the director on May 1, 2021
10. Mr. Noppadol Pinsupa resigned as the director on October 1, 2021
11. Mr. Veerawat Srinoradithlert resigned as management on April 30, 2021
12. Mr. Poramet Junwichit has been appointed as Senior Executive Vice President, Corporate Organization Effectiveness on January 1, 2022

# Human Resources

## Human Resources Management

### Human Resources Management in accordance with business strategy

IRPC is well aware of the change and business competition, full of challenges from diverse industries into the future. Therefore, the Company strived to develop and enhance the organization's competitiveness in various dimension continuously from year 2020 such as competitive cost, speedy business operation, fast and precise decision making. The company has come up with the project to strengthen organizational performance called New Organization with Agile Human: NOAH with the major goals of cost and waste (Lean) reduction in work process and regulation by integrating new technology to enhance work efficiency. In addition, the company has also performed the following adjustment and transformation in various dimensions:

- Modernization of the organizational structure and manpower rate to collaborate with the future business mission, including the cultivation of "Agile way of work" implementation.
- Enhancement of existing skills (Upskill), and new skill building (Reskill), this includes an up-to-date on digital and technology knowledge, similar to, the midset of

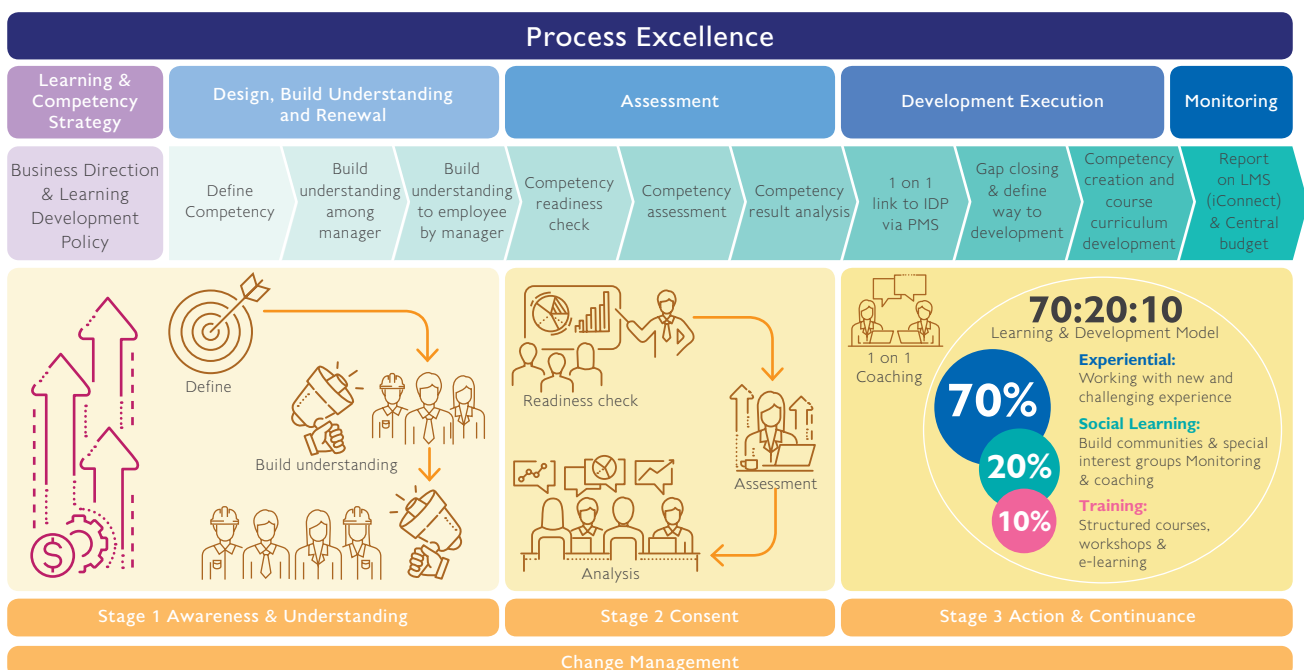
creativity and customer centric, which will make them ready for the coming future business

- Recruitment and Selection Improvement, this is to increase good people, knowledge, experiences, to drive the company to the current and future goals and objectives

## The Development of Human Resource Management

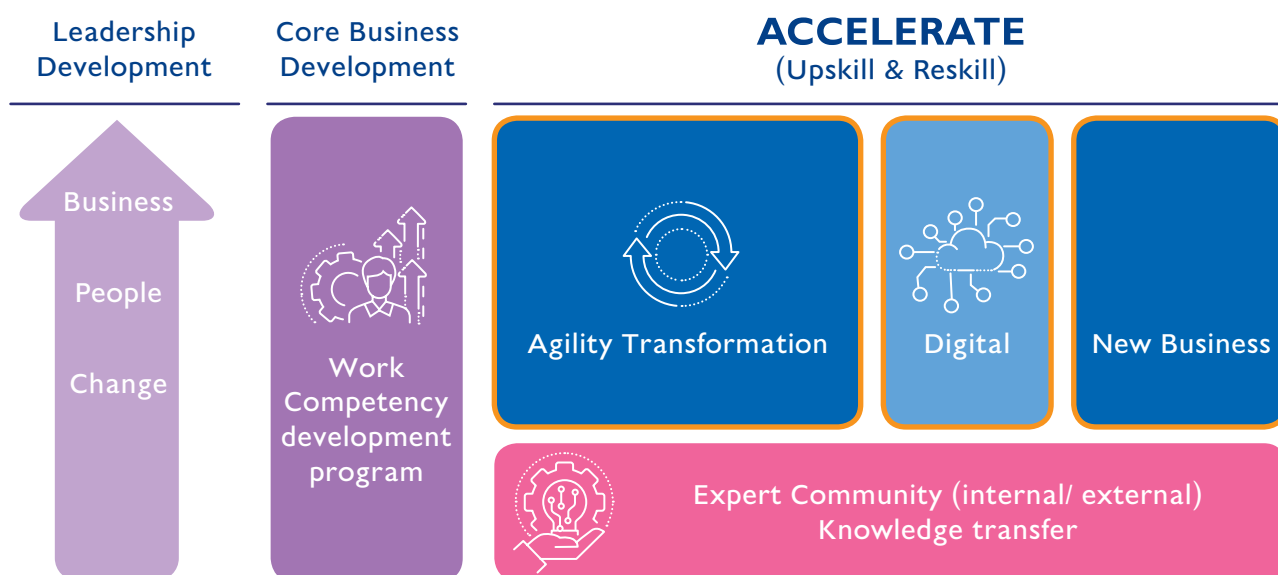
### Employee's competency development

In order for IRPC to be competitive in the industry, the Company has set up a leadership competency system and work competency to be the model to collaborate with company strategy. The company applied 70:20:10 Model for Learning and Development to develop employee's skill and use as guidelines for employee's competency and behaviors' development in all levels to meet business's requirements. The company has set up the curriculum for all employee levels and various careers, by cooperating with leading institute and organization to develop content, method of learning, teaching and action learning including job rotation and on-the-job training. Furthermore, the Company has improved the knowledge management system to be up-to-date and to be easily access to various courses and curriculum via online systems connected to external institute and organizations.



## Preparing our People for the Future

The management has developed a potential management group (Management Pool) and has prepared a Succession Planning for high levels management, leading our business. The company has planned for driving current and future business continuously and effectively by set up a plan for knowledge and competency as follows:



## Development of Human Resource Operation System

Human Resource management has been redesigned to support more precise and effective working method including digitalization via i-Connect Platform which connect all HR operational systems thru Web/Mobile Application. IConnect provide convenience and speed, "Any where, Any time, Any Device", collect, analyse, design and develop HR system precisely. Furthermore, the Company also coordinate with health service provider to develop an application for reimbursement and medical expense verification including health data anyalysis to organize employees' health promotion activities.

## Employee Engagement

IRPC has set up the structure and compensation including fringe benefits which is corresponding to the employee's roles and responsibilities for a good quality of life. During COVID-19 Pandemic, IRPC has taken measure to ensure its employees and family's safety by supporting them to get vaccine from both government and private sectors, and to provide necessary protective equipments such as marks, and alcohol sprays. IRPC also monitors employee's health and work welfare closely and encourage work from home regime to reduce infection by implementing e-conference system. IRPC setup a preparatory working committee, a 24-hours surveillance monitoring & controlling the spread. Also, the Covid-19 War Room is the operation center which keeps the employees update on COVID situation regularly and provide a mobile application for employee to do a daily location check in.



## Number of employees

As of the end of 2021, IRPC and its subsidiaries have a total of 5,232 employees, includes 5,028 employees of IRPC Public Company Limited and 204 employees of its subsidiaries, namely IRPC Oil Co., Ltd., IRPC A&L Co., Ltd, IRPC Technology Co., Ltd., and iPolymer Co., Ltd. With details as follows:

Department	Number of Employees (person)
1. Department under the President and CEO	65
2. Accounting and Finance	128
3. Commercial and Marketing	209
4. Corporate Strategic Planning	89
5. Management and Organization Development	278
6. Petrochemical and Refinery Operation	2,698
7. Innovation and Operation for Excellence	1,561
<b>Total IRPC PCL employees</b>	<b>5,028</b>
<b>Total Subsidiaries' employees</b>	<b>204</b>
<b>Total number of employees</b>	<b>5,232</b>

## Employee Remuneration

The Company and its subsidiaries paid remuneration for their employees, comprising salary and wages, overtime, bonus, provident fund, and social security contributions, employee benefits, and others for year 2021 in the amount of Baht 9,285 million.



## Other Important Information

### Company Secretary

In compliance with the Securities and Exchange Act, B.E. 2535 (1992), its B.E. 2551 (2008) amendments, and the Corporate Governance Code, the Board of Directors has appointed the executive vice president Office of Corporate Affairs as company secretary, tasked with performing the duties outlined in the law and notifications of the Capital Market Supervisory Board.

### Duties and Responsibilities

With great care, accountability, and integrity, the company secretary shall:

- 1) Provide directors with preliminary advice on matters relating to laws, regulations, company's Articles of Association, monitor corporate compliance, and report material changes to the Board.
- 2) Organize Board and shareholders' meetings in accordance with the law, IRPC's Articles of Associations, and customary practices.
- 3) Record the minutes of Board and shareholders' meetings and ensure compliance with or execution of Board and shareholders' resolutions.
- 4) Oversee that information and data are disclosed to regulators in conformity with rules and regulations.
- 5) Prepare and catalog important documents, the Board of Directors' roster, meeting notices, meeting minutes, the company's annual reports, shareholders' meeting invitations, shareholders' meeting minutes, directors and management's conflicts of interest reports, and other tasks prescribed by the Capital Market Supervisory Board and relevant laws.
- 6) Prepare information and reports pertaining to the Board and corporate governance, which are needed to apply for membership, certification for good corporate citizenship and compliance with national and international standards;
- 7) Implement anti-corruption activities in accordance with the Board's policies and measures;

- 8) Acquire information, build knowledge base, and adopt best practices relating to the company secretary's duties and responsibilities, and on keep abreast of corporate governance at national and international levels, and apply them as appropriate. The company secretary also attends training programs and workshops to stay up to date on changes and trends in laws, regulations and evolving corporate governance management approaches.
- 9) Facilitate one- and two-way communication channels for the discussion and dissemination of information on good governance with IRPC's stakeholders, including investors, shareholders, the media, and the public.



Ms. Arisara Suthasut  
has served as Company Secretary  
since October 1, 2019  
(Ms. Arisara Suthasut's professional profile  
appears under Executive Profiles Page 52)

### Person Assigned the Direct Responsibility of Supervising Accounting Preparation

IRPC appointed Mr. Surachai Toaphicharttrakul as the person supervising accounting on August 1, 2013, who is professionally qualified in accordance with the Stock Exchange of Thailand's notifications. Mr. Surachai Toaphicharttrakul is currently the Account Manager. He received a Master's degree in Business Administration (Accounting for Planning and Control) from Kasetsart University and has passed training for continuous knowledge development in accounting for not less than six hours per year, in compliance with the requirements of the Department of Business Development's notification.

(Mr. Surachai Toaphicharttrakul's professional profile appears under the Management Committee Professional Profiles Page 53)

## Head of Internal Audit

The Audit Committee appointed Mr. Prasitsak Sawasduang as Manager of the Corporate Internal Audit Office and secretary to the Audit Committee since January 1, 2021, to assist it with meeting appointments, meeting agenda, accompanying documents, and recording meeting minutes, as well as implementing the Audit Committee's policies. (Mr. Prasitsak Sawasduang's professional profile appears under Executive Profiles Page 53)

## Head of Compliance

IRPC has assigned Ms. Arisara Suthasut, Executive Vice President Office of Corporate Affairs to oversee corporate compliance to promote and facilitate oversight for corporate compliance, including ensuring that IRPC executives and employees and those of its subsidiaries abide by relevant laws and regulations.

(Ms. Arisara Suthasut's professional profile appears under Executive Profiles Page 52)

## Head of Investor Relations and Contact Information

Finance and Investor Relations Manager

Ms. Kanyamas Rithidej

Contact Investor Relations via one of the following channels:

E-mail: ir@irpc.co.th

Telephone: 02-765-7380

Fax: 02-765-7379

## Appointment and Remuneration of the Auditor

### • IRPC Public company Limited

The Audit Committee nominated Deloitte Touche Tohmatsu Jaiyos Audit Company Limited (Deloitte) as the 2021 auditor for IRPC. The nomination was approved at the 2021 Annual General Meeting of Shareholders. Deloitte is an independent auditor with a long standing reputation. It has no relations and/or vested interest in IRPC, its subsidiaries, directors, executives, majority shareholder, or related persons. Its fees were as follows:

The audit fee for the year 2021 was 3,100,000 Baht, which was the same rate for 2020. This fee, however, did not include other accrued expenses, such as travel allowances, etc., but not exceeding 120,000 Baht, which were billed to IRPC according to customary practice.

(Unit: Baht)

Fee	2020 (Auditor: Deloitte)	2021 (Auditor: Deloitte)
1. Audit fee	3,100,000	3,100,000
2. Non-audit fee	1,223,085	600,000
	Fees for **	Fees for **
	1. Expenses for compliance with the jointly agreed procedures in accordance with the requirements of the Office of the Board of Investment (BOI)	1. Additional work to support the audit of large corporation's financial statements
	2. Financial advisor's fee	

### • Subsidiaries and Joint Ventures

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. "Deloitte" also proposed the audit fee of 1,155,000 Baht for IRPC's five subsidiaries and one joint venture company.







“

The Board of Directors plays an instrumental role in formulating policies and strategies to improve competitiveness, to establish corporate culture and positive value that must be observed by all. The Board also provides oversight for internal control, risk management and other matters that are beneficial for further development of the organization in order to build confidence among all stakeholders.

”

# Report on Key Corporate Governance Activities

## Summary of the Board Performance in the Past Year

### Nomination, Director Development and Board Performance Assessment

#### 1) Nomination and Appointment of Directors and the Top Management

##### Independent directors

Details about the company's independent directors, their duties and responsibilities appear under "Independent Director."

##### Director nomination

The Board's policy mandates that members of the Board of Directors must come from diverse backgrounds. Priority is given to needed competencies that will strengthen and complement the composition of the Board. Individuals with qualifications, experience, and expertise are considered regardless of their gender, religion, or ethnicity. Further details on this matter appear under "Composition and Qualifications of the Board of Directors." on page 224

As for the nomination of director candidates, IRPC considers suitable and deserving individuals. Both majority and minority shareholders, in addition to the Nomination and Remuneration Committee, have the right to propose director candidates. All nominations must be endorsed by the Nomination and Remuneration Committee and approved by the Board or shareholders (as the case may be).

Details about the methods and procedures of director nomination appear under "Nomination and Remuneration Committee." on page 231-233

##### Separation of Board Chairman and President/CEO

The Public Limited Company Act does not prohibit one person from simultaneously holding both the positions of Chairman of the Board of Directors and CEO. However, the Board's key roles and responsibilities are to determine directions of the company, formulate policies and monitor the management's performance. Having the CEO, who heads company's management team, to also chair the Board could give rise to dominance that undermines the Board's ability to function effectively. Such arrangement could also result in the Board being blindsided by the CEO who may conceal vital information or present selective information, or exercising power as chairman to make decisions that benefit the management, etc.

To ensure good corporate governance and separation of powers for checks and balances, the Board of Directors of IRPC Public company Limited has mandated that its Chairman and CEO of the company cannot be the same person, and their roles are separate and distinct.

Further details about the duties and responsibilities of the Board chairman and the CEO appear under "Authority of the Chairman" and "Duties and Responsibilities of the President and Chief Executive Officer," on page 236 respectively.

##### President and CEO Nomination and Succession Planning

The Board of Directors has tasked the Nomination and Remuneration Committee with nominating a qualified and capable individual for the office of the President. The nominee is presented to the Board for appointment. The President and CEO of the company also serves as a member of the Board in accordance with the company's regulations and legal procedures. The candidate must possess the necessary experience, knowledge and a profound understanding of the petroleum and petrochemical businesses, in addition to a good reputation, leadership, and a record of accomplishment of corporate governance compliance. Candidates for senior executive vice president positions must be subjected to scrutiny of the Nomination and Remuneration Committee and approval of the Board as well.

**CEO Succession Planning** According to IRPC's Succession Plan Management, IRPC senior executive vice presidents are selected to undergo the IRPC Group's executive development program. Upon completion, their leadership skills will be assessed by a top consultancy firm. The company will take into account the results of the assessment to further develop their potential. When there are upper management job openings, they will be nominated and appointed under applicable criteria and procedures.

### Executive Succession Planning and Development

The Board of Directors charges the Nomination and Remuneration Committee with succession planning for N-1 and N-2 senior executive positions, preparing candidates for upper management positions. Succession planning also helps IRPC manage risks, ensures business continuity, and give top talents the incentive to grow with the company.

IRPC has a systematic executive succession plan in place and the Nomination and Remuneration Committee is kept up to date with periodic reporting on progress status. Succession planning refers to continuous processes of assessment and development to unlock the full potential of senior executive officers and get them ready to take

on future challenges of consistently achieving strategic objectives and long-term goals of the company. This crucial undertaking is implemented in accordance with the following procedural steps:

- 1) Succession Planning
- 2) Criticality of Target Role
- 3) Prioritization of Target Group
- 4) Succession Readiness
- 5) Successor Candidate

## 2) Development of Directors and Executive Officers

The company firmly believes in continuing development of directors and executives by providing them with plenty of opportunities to grow professionally. In 2021, the following activities were implemented:

### Director Orientation

In order for newly appointed directors to gain knowledge and understanding of the company's businesses and to assume the roles and responsibilities as the company's directors in accordance with the law and international corporate governance best practices. In 2021, the company



made arrangement for newly appointed directors to attend a director orientation before the first Board meeting. The President and CEO always makes himself available to provide new directors with an introductory briefing, and handed out information regarding organizational overview, rules and regulations, and various handbooks. In 2021, four new directors attended the orientation, namely (1) Ms. Peangpanor Boonklum, Director, (2) Asst. Prof. Chaiporn Puprasert, Independent Director, (3) Mr. Supoj Laosuapha, Director, and (4) Mr. Chansak Chuenchom, Director.

### Development of Directors and Executive Officers

IRPC encourages its directors and executive officers to partake in training programs that enable them to familiarize themselves with the company's management style, industry overview and roles and responsibilities of a director. Every director has attended the orientation (for further details please refer to Directors' Biographies Page 28-44). The company secretary also coordinated with the directors to find time for them to attend new training sessions organized by the Thai Institute of Directors Association (IOD). Thirakupt Law Office also hosted a workshop for directors and executive officers on "Knowledge and Practices Relating to Personal Data Protection Act (PDPA)."

## 3) Board Performance Assessment and Performance Review of the President and CEO

### Board performance assessment

IRPC's Board of Directors requires an annual performance assessment to be conducted for the board to review its performance, identify problems and obstacles during the year. In 2021, assessment forms were prepared according to the standards of Good Corporate Governance of the Stock Exchange of Thailand and the ASEAN CG Scorecard. The six assessment forms are: (1) Self-assessment form of the entire Board of Directors (2) Self-assessment form of individual directors (3) Director's mutual performance assessment form (2-person cross assessment) (4) Sub-Committee performance assessment forms, for the Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, and Risk Management Committee (5) Board of Directors' meeting effectiveness assessment form (6) Board of Directors' anti-corruption oversight assessment form.

## 2021 Performance Assessment of the Board of Directors and Sub-Committees

### 1) Board of Directors' Performance

Assessment topic	Assessment score 2020	Assessment score 2021
1. Board Structure and Board Qualifications	97.80%	98.33%
2. Roles and responsibilities of the Board of Directors in formulating important business policies	93.99%	97.02%
3. Board guidelines	95.77%	97.86%
4. Meeting of directors	98.15%	99.43%
<b>Total score</b>	<b>96.43%</b>	<b>98.16%</b>



## 2) Individual Directors' Performance (self-assessment)

Assessment topic	Assessment score 2020	Assessment score 2021
1. Director's Qualifications	96.00%	97.71%
2. Responsibility for one's own decisions and actions able to explain decisions	97.44%	99.52%
3. Responsibility for performing duties with adequate capacity and efficiency.	96.92%	97.62%
4. Equal and fair treatment of stakeholders and can have an explanation	95.90%	98.57%
5. There is transparency in operations that can be monitored, and information is disclosed.	98.08%	99.64%
6. Having a vision to create added value for the business in the long run	95.90%	95.71%
7. Having ethics/ business ethics	98.72%	99.76%
<b>Total score</b>	<b>96.99%</b>	<b>98.36%</b>

## 3) Mutual Assessment of Directors (cross-assessment)

Assessment topic	Assessment score 2020	Assessment score 2021
1. Board Qualifications	98.31%	99.86%
2. Responsibility for one's own decisions and actions able to explain decisions	97.95%	99.52%
3. Responsibility for performing duties with adequate capacity and efficiency.	97.54%	98.83%
4. Equal and fair treatment of stakeholders and can have an explanation	98.46%	99.52%
5. There is transparency in operations that can be monitored, and information is disclosed.	98.27%	100%
6. Having a vision to create added value for the business in the long run	95.96%	98.81%
7. Having ethics/ business ethics	98.59%	99.76%
<b>Total score</b>	<b>97.86%</b>	<b>99.47%</b>

#### 4) Sub-Committees' Performance

##### 4.1) Risk Management Committee

Assessment topic	Assessment score 2020	Assessment score 2021
1. Board structure	98.33%	100%
2. Board policy	98.75%	99.05%
3. Guidelines of the Board of Directors	98.89%	99.05%
4. Preparing and conducting meetings	100%	100%
<b>Total score</b>	<b>98.99%</b>	<b>99.52%</b>

##### 4.2) Nomination and Remuneration Committee

Assessment topic	Assessment score 2020	Assessment score 2021
1. Board structure	100%	100%
2. Board policy	100%	100%
3. Guidelines of the Board of Directors	99.71%	97.50%
4. Preparing and conducting meetings	100%	100%
<b>Total score</b>	<b>99.79%</b>	<b>99.38%</b>

##### 4.3) Corporate Governance Committee

Assessment topic	Assessment score 2020	Assessment score 2021
1. Board structure	93.33%	100%
2. Board policy	88.57%	99.05%
3. Guidelines of the Board of Directors	91.43%	99.05%
4. Preparing and conducting meetings	92.50%	100%
<b>Total score</b>	<b>91.46%</b>	<b>99.52%</b>

#### 4.4) Audit Committee

##### 4.4.1) Assessment of the Audit Committee by the Chairman

Assessment topic	Assessment score 2020	Assessment score 2021
1. Independence in the performance of duties	100%	100%
2. Review of financial statements	100%	100%
3. Consideration of connected transactions	100%	100%
4. Review of the internal control system	75.00%	100%
5. Reviewing to ensure the company implement risk assessment	100%	100%
6. Review to ensure compliance with the rules of the SEC and SET.	100%	100%
7. Other operations as assigned	75.00%	100%
8. Regular reporting of performance to the Board	100%	100%
<b>Total score</b>	<b>93.75%</b>	<b>100%</b>

##### 4.4.2) Assessment of the performance of the whole Audit Committee

Assessment topic	Assessment score 2020	Assessment score 2021
1. Structure and composition of the Audit Committee	96.67%	100%
2. Roles and Responsibilities	100%	100%
3. Relationship with Internal Auditors and Auditors	100%	100%
4. Relationship with Management	100%	100%
5. Reporting	100%	100%
6. Quality Control	95.83%	100%
<b>Total score</b>	<b>98.75%</b>	<b>100%</b>

## 4.4.3) Assessment of the performance of the individual audit committee

Assessment topic	Assessment score 2020	Assessment score 2021
1. Business knowledge	91.67%	95.56%
2. Expertise in performing duties	100%	100%
3. Powers and duties assigned	100%	100%
4. Independence and fairness	100%	100%
5. Understanding of duties and responsibilities	97.62%	99.06%
6. Operations and meetings	99.07%	98.52%
<b>Total score</b>	<b>98.06%</b>	<b>98.85%</b>

## 5) Evaluation of the Board's Meeting Effectiveness (Assessing Company Secretary)

Assessment topic	Assessment score 2020	Assessment score 2021
1. Meeting preparation	96.62%	97.71%
2. Meeting process	94.46%	98.29%
<b>Total score</b>	<b>95.54%</b>	<b>98.00%</b>

## 6) Assessment form for the committee in overseeing anti-corruption measures

Assessment topic	Assessment score 2021
1. Anti-Corruption Policy and Intent	have
2. Corruption risk assessment in various businesses	have
3. Mechanism for receiving complaints and managing corruption	have
4. Reporting and joining the Anti-Corruption Network	have
<b>Total score</b>	Prepare all items



## Performance Review of the President and CEO

The Board of Directors has stipulated that the performance review of IRPC's President and CEO shall be conducted annually by the Nomination and Remuneration Committee. The Board then determines the remuneration of the President and CEO based on the results of this review; however, these results are considered private and confidential that cannot be disclosed. The review criteria are based on the President's job components and goals. They reflect the president's performance in a tangible, transparent, fair, and commensurate with his responsibilities. The review consists of two parts:

### Part 1: Four Corporate KPIs:

1. Financial Perspective
2. Stakeholder Perspective
3. Internal Process Perspective
4. Learning & Growth Perspective

### Part 2: Three Sustainable Growth Factors

1. Leadership
2. Board of Directors' Assessment
3. Outstanding Management/Crisis Management

In 2021, the Board of Directors approved the President and CEO's performance review criteria at Board Meeting No. 2/2021 on February 9, 2021. In addition to challenging short-term strategic objectives and long-term goals, these criteria include key performance indicators relating to financial and non-financial outcomes, corporate responsibilities towards communities, society, and the environment, and the President's crisis management skills. Having acknowledged these criteria, the President and CEO showed his remarkable business acumen, steering IRPC through these challenging times and achieved the predetermined goals. He demonstrated his outstanding leadership and overcame adverse impacts on the company and its stakeholders with decisive, well-executed actions to achieve success.

Every director took part in the assessment of the President and CEO's performance, ensuring transparency and fairness. Their participation reflected IRPC's continuing transformation towards corporate excellence. The President and CEO excelled at both parts of the review. Compensation for the President and CEO was comparable to his peers in the same or similar industries. Compensation The President and CEO's compensation was reported as per criteria prescribed by the SEC Office in the management structure under "Executives' Compensation."

## Meeting attendance and remuneration of individual Board members

### Board and Sub-Committee Meetings

The Board of Directors holds its meetings according to predetermined schedule covering the entire year, to address clearly defined regular agenda that have been fixed in advanced

Together, the Chairman and the President and CEO determine agenda items based on a review of proposed topics. Directors are encouraged to propose matters for consideration. Notable issues that require regular attention appear on the agenda of each month, such as the progress status of an ongoing investment project and corporate performance. The Board also follows up on its previous decisions and resolutions to ensure that policies and strategies are properly executed.

Since 2017, IRPC has benefited from the Board Portal, which is accessible via the internet from computers, smartphones, and tablets. This online platform allows the Board to function more effectively. With Board Portal, Board members may access IRPC's essential documents, supporting documents for the Board and Board committees' meetings, materials for director development and learning programs, and a library containing current news and vital information for directors as well as searchable archive. Meeting invitations are sent out accompanied by agenda, along with background information (seven business days in advance to allow directors enough time to prepare for the meeting).

At every meeting, directors with personal stake or conflict of interest in an agenda item must disclose it and recuse themselves or abstain from voting on the item in question. In accordance with the Corporate Governance Policy, the Chairman provides ample opportunities for directors to express their opinions freely. All questions are answered and clarified before a vote is called. The Board's resolution is passed by a simple majority, or in the case of a special resolution (as per IRPC's regulations) is passed by at least two-thirds of all directors present. Meeting minutes cover directors' opinions and observations. Minutes are presented to the Board at the next meeting for review and

approval. Once approved, minutes and relevant documents are electronically stored and classified for reference that can be accessed by authorized persons according to their level of security clearance.

In 2021, the Board of Directors held 15 meetings, physical as well as e-meetings, consisting of three physical meeting and 12 e-meetings. Of these, one a was held to determine or review the direction, strategy, and business plan of the organization (BOD-STs) as a special agenda, two meetings were held among independent directors, and one was a Board of Directors meeting in the absence of the management. In keeping with corporate governance principles, directors gave suggestions that were beneficial to the company, and freely discussed the management's work. The Board meeting requested the management to take suggestions and recommendations for consideration or implementation, and report back to the Board periodically.

At the meetings of independent directors (on May 24, 2021 and October 19, 2021), topics discussed included IRPC's research and development, production efficiency planning, marketing planning and logistics planning, organizational

potential development, implementation of NOAH project and succession planning, etc.

Meeting of the Board of Directors in the absence of the management (on July 20, 2021) covered a range of topics of great potential benefits to IRPC, such as human resource management to develop future-proof skill sets for growth amid changing trends in the years ahead, asset management to create added value, strategic planning and research and development in line with the country's economic stimulation policy, large project management and corporate integrity and business ethics, etc.

The Board as a whole attended 100 per cent of its meetings in 2021. Individual directors attended an average of more than 93 per cent of the meetings. The table below summarizes the attendance rates of the Board of Directors and Sub-Committees:



## Meeting Attendance of the Board of Directors and Sub-Committees in 2021

(Unit: times)

Name		Board of Directors (14 members) Number of meetings: 15	Board without Executives (13 members) Number of meetings: 1	Independent Directors (8 members) Number of meetings: 2	Audit Committee (3 members) Number of meetings: 11	Risk Management Committee (5 members) Number of meetings: 14	Corporate Governance Committee (3 members) Number of meetings: 6	Nomination and Remuneration Committee (3 members) Number of meetings: 8	2021 Shareholders Annual General Meeting (15 members) Number of meetings: 1
1.	Mr. Kris Imsang	15/15	1/1	-	-	-	-	1/1	1/1
2.	Mr. Woothisarn Tanchai	15/15	1/1	2/2	-	-	-	8/8	1/1
3.	Mr. Somnuk Bomrungsalee	15/15	1/1	2/2	11/11	-	-	-	1/1
4.	Mr. Anusorn Sangnimnuan	15/15	1/1	2/2	-	13/13	2/2	-	1/1
5.	Air Marshal Boonsuib Prasit	15/15	1/1	2/2	-	-	4/4	4/4	1/1
6.	Mr. Ekniti Nitithanprapas	14/15	1/1	-	-	14/14	-	-	1/1
7.	Ms. Siriwan Chierapong	15/15	1/1	2/2	11/11	-	-	-	1/1
8.	Mr. Jumpol Sumpaopol	15/15	1/1	2/2	10/11	-	-	-	1/1
9.	Mr. Sukrit Surabotsopon	14/14	1/1	2/2	-	14/14	-	-	1/1
10.	Ms. Piangpanor Boonklam	14/14	1/1	-	-	12/13	1/1	-	1/1
11.	Asst. Prof. Dr. Chaiyaporn Puprasert	12/12	1/1	2/2	-	-	4/4	-	-
12.	Mr. Supot Laosuapha	12/12	1/1	-	-	-	4/4	-	-
13.	Mr. Chansak Chuenchom	3/3	1/1	-	-	-	-	2/2	-
14.	Mr. Chawalit Tippawanich	15/15	-	-	-	14/14	-	-	1/1
Directors who retired and resigned in 2021									
15.	Mr. Chansin Treenuchagron <sup>(1)</sup>	-	-	-	-	-	-	-	-
16.	Mr. Nuttachat Charuchinda <sup>(2)</sup>	3/3	-	-	-	1/1	-	-	1/1
17.	Mr. Charcrie Buranakanonda <sup>(3)</sup>	3/3	-	-	-	-	2/2	-	1/1
18.	Mr. Wattanapong Kurovat <sup>(4)</sup>	5/5	-	-	-	1/1	-	-	1/1
19.	Mr. Noppadol Pinsupa <sup>(5)</sup>	12/12	-	-	-	-	1/1	4/4	1/1

Note : <sup>(1)</sup> Mr. Chansin Treenuchagron, director, chairman of the Board, resigned, effective January 1, 2021.

<sup>(2)</sup> Mr. Nuttachat Charuchinda, independent director, completed his term on March 31, 2021.

<sup>(3)</sup> Mr. Charcrie Buranakanonda, independent director, completed his term on March 31, 2021.

<sup>(4)</sup> Mr. Wattanapong Kurovat, director, resigned, effective May 1, 2021.

<sup>(5)</sup> Mr. Noppadol Pinsupa, resigned, effective October 1, 2021.

## Individual Directors' Compensation

The Board of Directors has appointed the Nomination and Remuneration Committee to determine compensation guidelines for the Board and Board committee members. The compensation guidelines proposed to the Board are as follows:

1. Directors' compensation shall consist of two components: 1) monthly cash retainer and 2) meeting allowance (no other compensation is to be paid, monetary or otherwise).
2. Directors' compensation amounts shall be based on their respective directors' responsibilities and performance and IRPC's operating results. They shall be comparable to those of their peers in companies of similar size and business risks, in order to attract and retain directors whose qualifications suit the company's business needs. The compensation survey of the Thai Institute of Directors (IOD) and the Stock Exchange of Thailand shall also be taken into account. In this regard, the compensation amounts proposed for 2021 were comparable to the mean monthly compensation according to the 2020 survey of directors' cash retainer of the IOD in December 2020.
3. The scope of duties and responsibilities of the Board and Board committees shall also be considered.
4. The compensation amount for the Board Chairman and Sub-Committee chairpersons shall be approximately 30 per cent higher than that of a director.
5. Members of Board's committees: the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and the Corporate Governance Committee, shall be entitled to meeting allowance based on the actual number of meetings they attend.
6. Compensation for the Board and its committees shall be subject to the approval of shareholders at the AGM.

The proposed compensation packages for 2021 were presented to the Annual General Meeting of Shareholders (AGM), held on March 31, 2021. The meeting resolved to approve compensation amounts for the Board and its committees, which were the same amounts offered in 2020, as follows:

Directors	Monthly Compensation/ Person	Meeting Allowance/ Person
1. Board of Directors		
Chairman	60,000 Baht	60,000 Baht
Director	45,000 Baht	45,000 Baht
2. Sub-Committees: Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Governance Committee, and other committees that may be appointed by the Board in the future		
Chairman	None	60,000 Baht
Director	None	45,000 Baht



## Director Bonuses

The Nomination and Remuneration Committee also proposed director bonuses, which were based on IRPC's performance. In 2020, as IRPC reported a loss, the committee proposed that no director bonuses be awarded based on the 2020 operating results, and the Board of Directors approved the proposal. At the AGM 2021, held on March 31, 2021, shareholders voted not to award directors bonuses based on the 2020 operating results. The compensation of individual directors is detailed in the table below.

### 2021 Compensation of Individual Directors

(Unit: Baht)

	Name	Compensation	Meeting allowance Board of Directors	Meeting allowance for Sub-Committees	Total
1.	Mr. Kris Imsang <sup>(1)</sup>	711,290	900,000	45,000	1,656,290
2.	Mr. Woothisarn Tanchai	540,000	675,000	480,000	1,695,000
3.	Mr. Somnuk Bomrungsalee	540,000	675,000	660,000	1,875,000
4.	Mr. Anusorn Sangnimnuan	540,000	675,000	900,000	2,115,000
5.	Air Marshal Boonsuib Prasit	540,000	675,000	420,000	1,635,000
6.	Mr. Ekniti Nitithanprapas	540,000	630,000	630,000	1,800,000
7.	Ms. Siriwan Chierapong	540,000	675,000	495,000	1,710,000
8.	Mr. Jumpol Sumpaopol	540,000	675,000	450,000	1,665,000
9.	Mr. Sukrit Surabotsopon	512,419	630,000	630,000	1,772,419
10.	Ms. Piangpanor Boonklam	512,419	630,000	585,000	1,727,419
11.	Asst. Prof. Dr. Chaiyaporn Puprasert	406,452	540,000	180,000	1,126,452
12.	Mr. Supot Laosuapha	406,452	540,000	180,000	1,126,452
13.	Mr. Chansak Chuenchom	135,000	135,000	90,000	360,000
14.	Mr. Chawalit Tippawanich	540,000	675,000	630,000	1,845,000
15.	Mr. Chansin Treenuchagron	-	-	-	-
16.	Mr. Nuttachat Charuchinda	135,000	135,000	60,000	330,000
17.	Mr. Charcrie Buranakanonda	135,000	135,000	90,000	360,000
18.	Mr. Wattanapong Kurovat	180,000	225,000	45,000	450,000
19.	Mr. Noppadol Pinsupa	405,000	540,000	225,000	1,170,000
<b>Total</b>		<b>7,859,032</b>	<b>9,765,000</b>	<b>6,795,000</b>	<b>24,419,032</b>

(No other compensation or benefit were paid to directors, monetary or otherwise)

Note: (1) Mr. Kris Imsang reimbursed his compensation to PTT Public Company Limited compliance with the PTT's President Employment Agreement.

## Supervision of Subsidiaries and Associated Companies

### Supervisory Mechanisms

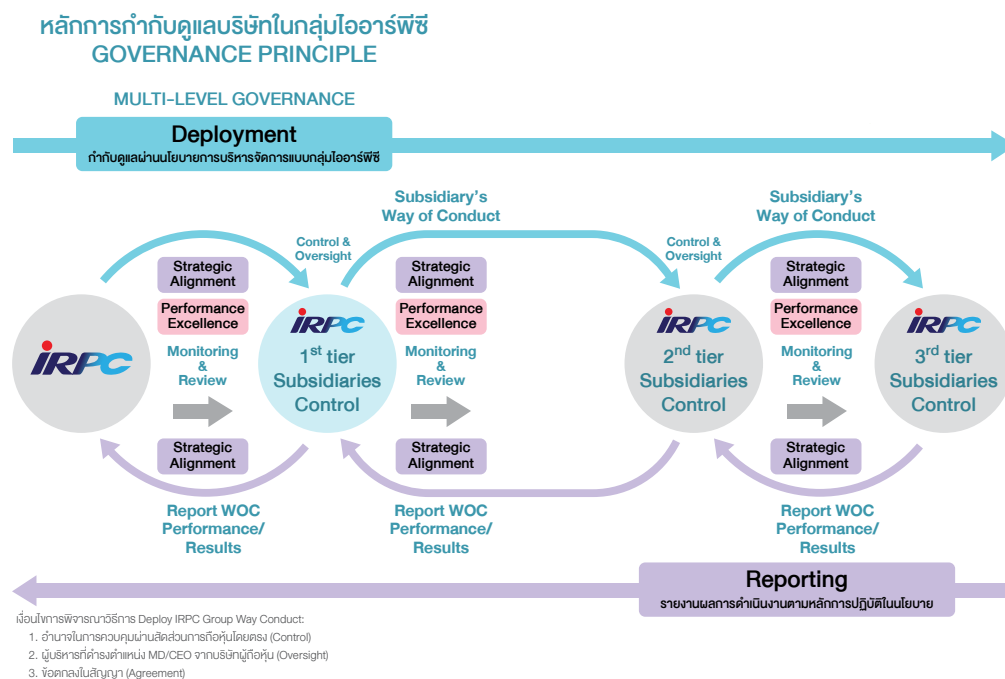
In addition to corporate governance oversight under the leadership of IRPC President and CEO and other senior executive officers, the company's Board of Directors oversees the management of subsidiaries, associated companies and joint ventures through IRPC representatives whom the company nominates, with the IRPC Board of Directors' approval, to serve as directors or executives of these companies. (Further details on this subject appear in "Shareholding Structure" section (Page 97). The decisions on significant investments and business decisions that these representatives make require the approval of the Investment Board, the Executive Board, or the Board of Directors, as the case may be. These representatives must also submit progress reports to the Board of Directors periodically.

In 2021, in order to rationalize the management and supervision of subsidiaries in a more transparent manner and ensure they are systematically in alignment with IRPC's key policies and the PTT Group Way of Conduct 2020, IRPC announced the IRPC Group Way of Conduct Policy on August 4, 2021. The company also introduced IRPC Group Way of Conduct Handbook to establish IRPC's Governance Principles consisting of:

- 1) **Key Strategic Positions**, IRPC has a policy to appoint IRPC executives and employees to key strategic

positions in companies in which it has controlling interest, in accordance with the mutual agreement within IRPC Group, shareholders' agreements, shareholding structure, or business terms and conditions.

- 2) **Rules and Regulations, and Policies**, including various instructions, with a view to establish a linkage between governance oversight in accordance with IRPC's policies and implementation of such policies to achieve results.
- 3) **Reporting Line and Performance Management** This requires companies within the IRPC Group to report on performance and performance assessment in accordance with the IRPC Way of Conduct, one of the group's key governance principles. Reporting on progress status of policy implementation is required by these subsidiaries' respective management and/or the Board of Directors. Such management approach must be established to drive efficiency and effectiveness, to be measured against IRPC's clearly defined performance indicators.
- 4) **Multi-level Governance** IRPC Group operates a diverse range of businesses, each with its own complexity and characteristics. To ensure IRPC Group's management approach is applied consistently



and systematically linked across the group, IRPC has established a hierarchical governance oversight, or Multi-level Governance. This calls for cooperation among companies within the group to observe common operating standards to achieve sustainable business goals based on the corporate values "I-SPIRIT." The Multi-level Governance is implemented through the introduction of IRPC Group Way of Conduct to subsidiaries over which IRPC has the authority to supervise through IRPC executives serving as CEOs of these companies. Thus, these subsidiaries must observe the IRPC Group's management approach with a view to pass on the IRPC governance oversight to their respective subsidiaries (grandchild companies).

- 5) **Management Committee** Committees serving the Board of Directors and the Management, such as the Corporate Governance Committee, the Management Committee (MC), as well as specialized committees, play a pivotal role in driving IRPC Group Way of Conduct. As consultative and planning bodies, these committees are required to report on the outcomes of the IRPC Group Way of Conduct to the Corporate Governance Committee or the Management Committee or executive committees, as instructed by IRPC President and CEO to monitor the operational efficiency and effectiveness on a regular basis.

## Monitoring Corporate Governance Policy Compliance and Practices

### 1) Supervision of the use of insider information

IRPC emphasizes the need to control how insider information of the company and its subsidiaries is used as part of our commitment to equitable treatment of shareholders. The company has set a policy to prevent insider trading and imposed the blackout period since 2020. This is in order to control non-public price sensitive information, and to prevent directors, executives, employees, and related persons from using information that has not been disclosed to the SET or general public, for personal gain or to benefit others, directly or indirectly. The guidelines on this matter are summarized below:

- (1) Directors, executives (according to the SEC Office's definition), employees who have access to insider information (those working in accounting, finance, company secretary, Internal Audit Office, investor relations, corporate strategy, investment management, risk management, and Office of Corporate Affairs) are prohibited from trading in IRPC's securities for a period of 30 days prior to and within 48 hours of public disclosure of the quarterly or annual financial statements. The company secretary shall make advance announcement regarding persons who are subject to the Blackout Period.
- (2) IRPC's directors and executives wishing trade in the company's securities have a duty to notify the company secretary at least one day prior to such engaging in such transaction. In case the company secretary wishing to trade in the company's securities, he or she must notify the chairman of the Board of Directors or the President and CEO accordingly.
- (3) Directors, executives (according to the SEC Office's definition) and auditors of the company have a duty to prepare and disclose reports on changes in securities holdings of themselves, their spouse, and minor children, in accordance with the rules and procedures prescribed by the SEC Office within three business days from the date of purchase, sale, transfer or acceptance of transfer of such securities.
- (4) Directors and executives (according to the SEC Office's definition) must report changes in their interests and their personal background information in accordance with the reporting procedures for personal interest declaration within seven business days from the date of such changes. The report must be submitted to the company secretary for examination by the chairman of the Board of Directors and chairman of the Audit Committee.

### 2) Conflict of Interest Prevention

IRPC requires that its directors, executives, and employees, as well as those of its subsidiaries, joint ventures, and companies in which IRPC has controlling stake, disclose any potential conflict of interest in any transaction of IRPC or the IRPC Group, using the specified method.

Disclosures enhance operational efficiency, governance and management excellence, ethics, freedom from corruption, transparency, and accountability.

### Conflict of Interest Report

IRPC mandates that all IRPC Group executive officers and employees must report all their (potential) conflicts of interest with the company to the Corporate Governance Committee. Reporting is done via online system for seven consecutive years (since 2015). This is in addition to disclosing its directors' and executives' conflicts of interest according to the regulations of the SEC Office to promote transparency and anti-corruption operational mindset.

In 2021, the company saw a 100 per cent adoption of the online reporting system from executives and employees across all levels.

### Reporting Conflict of Interest of Directors, Executives and Related Persons

Every director submits a conflict of interest report, which the board uses as the basis for the supervision of its members' conflicts of interest. Every senior executive officer prepares a similar report annually. The company secretary files these away after presenting their copies to the chairman of the board and the chairman of the Audit Committee, who use them to oversee matters of conflicts of interest.

## 3) Reporting Securities Holding

To supervise the use of insider information, it is mandatory for Board members and executive officers, including their lawful spouse, cohabiting partners, and underage children, to report any changes in their holding of IRPC securities to the company, the Stock Exchange of Thailand, and the Office of the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 and any ensuing amendments, within three business days from the date of the transaction. Moreover, the company's policy requires Board members and executives to disclose/report/purchase/sale/transfer/changes in holdings of IRPC securities to the Board at the monthly Board meeting. Such reporting requirement is an integral part of every board meeting's agenda.

The company has never been warned of such matters from the regulators and in 2021 Board members collectively held less than 25 per cent of the company's issued shares, in compliance with regulations of the Stock Exchange of Thailand.

## 4) Connected Transactions

### Related/Connected Transactions Policy

IRPC and its subsidiaries operate an integrated petrochemical and refining business, belonging to the same industrial sector as the PTT Group. Transactions between IRPC and other companies within the PTT Group are conducted on arm's length basis, from the exchange of crude oil and petrochemical products, related services, and other activities that support each other's day-to-day operations. The prices and terms and conditions of these transactions are no different from those agreed upon with companies outside the PTT Group. There is no transfer of mutual benefits. IRPC examines every connected transaction carefully, rationally, and independently, in its own best interest.

### Measures for Related/Connected Transactions

IRPC complies with the regulations of the Securities and Exchange Commission and Stock Exchange of Thailand regarding connected transactions. The Board of Directors appropriately considered the items that may give rise to conflicts of interest to ensure that the transaction is fair, transparent, and reasonable. The directors, employees, or any person with conflicts of interest are not allowed to attend the meeting or vote on that agenda. In addition, the Audit Committee is also responsible for the review and audit of connected transactions made between the company, its subsidiaries, and related persons or companies on a quarterly basis. The objectives are to eliminate conflicts of interest that might occur and ensure the best interests of the company.

### Policy on Future Connected Transactions

IRPC's future connected transactions will be normal business transactions. The company bases its decisions primarily on reasonable and fair pricing. This is to ensure shareholders and all stakeholders receive fair and equitable treatment in accordance with the Corporate Governance Policy, in compliance with the regulations of Office of the Securities and Exchange Commission and the Stock Exchange of Thailand on connected transactions.



## 5) Whistleblowing

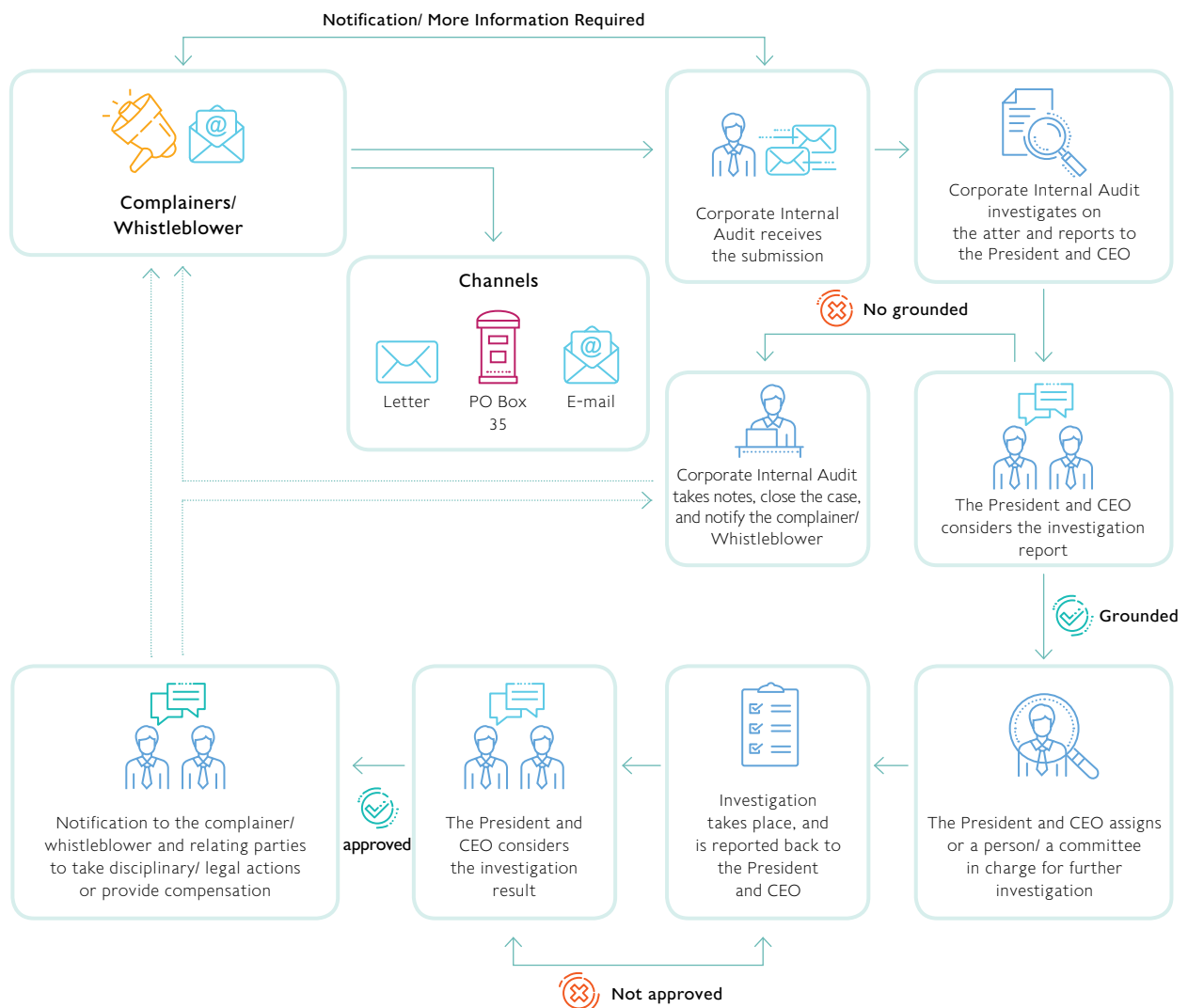
IRPC Board of Directors has established the Whistleblowing Policy by providing channels for whistleblowing and receiving complaints from internal and external whistleblowers. The company accepts submissions about any activity that violates the law or code of conduct, or any corrupt practice or inappropriate conduct of any person at any level, from directors, executive officers to employees of IRPC or subsidiaries, stakeholders, or parties related to IRPC's businesses. The policy also clearly specifies the investigation procedures to ensure impartiality and transparency. All whistleblowers and witnesses will be offered protection.

### Whistleblowing and Complaint Channels

- E-mail: auditor@irpc.co.th
- Mail: Chairman of the Audit Committee  
IRPC Public Company Limited  
555/2 Energy Complex, Building B,  
Floor 6<sup>th</sup>, Vibhavadi Rangsit Road,  
Chatuchak, Chatuchak,  
Bangkok 10900
- Postal Office: PO Box 35,  
Sun Tower Building Postal Office,  
Bangkok 10900



### Complaints and Whistleblowing Process



The investigative procedure begins with the Office of Corporate Internal Audit. This department is solely responsible for supervising the investigation and monitoring its progress. It also prepares a detailed report of all known wrongdoings or violations of the Code of Conduct to be submitted to the Audit Committee and the Board of Directors on a monthly and quarterly basis, respectively. In practice, the Corporate Internal Audit has the power to determine whether each whistleblowing submission merits further investigation. Once investigation is completed and any person found to have committed wrongdoing will be subject to disciplinary actions in accordance with the company's regulations. All whistleblowers and witnesses will be afforded protection.

In 2021, the Internal Audit Office received submissions through the following channels:

Time Period	Complaint Channel			Category of Complaint			
	CEO	Auditor @irpc.co.th	PO Box 35, Sun Tower Postal Office	Employee's conduct	Operation	Suggestion	Corruption
<b>Total</b>	<b>6</b>	<b>3</b>	<b>24</b>	<b>5</b>	<b>20</b>	<b>7</b>	<b>1</b>

## 6) Corporate Governance Compliance in Other Matters

### Anti-Corruption

IRPC operates its business with integrity, adheres to its code of conduct and is in compliance with the law and international anti-corruption and anti-bribery best practices. The company endeavors to eliminate corruption, bribery, and coercion in all forms by building knowledge and promoting understanding in the matters among personnel at all levels as well as throughout the supply chain. The company also set up convenient, appropriate channels to receive complaints along with efficient complaint handling process. IRPC has implemented and continued to refine its anti-corruption measures as follows:

- The Board of Directors has set out concrete anti-corruption policies and practices, such as anti-graft, anti-corruption, anti-bribery policies, no-gift policy. These policies apply to every person at every level of IRPC and the IRPC Group. Training and occasional campaigning are used to raise awareness. These policies are published on the company's website and via other communication channels. Additionally, the Board of Directors endeavors to expand the IRPC anti-corruption network to include stakeholders, such as other IRPC Group companies, joint-venture partners, and contractors. The company's anti-corruption practices have been disclosed to all its partners. Many of these activities have been ongoing between 2016 and 2021.

- The Audit Committee includes corruption risk management and assessment on its corporate internal audit agenda. The committee also requires corruption risks to be controlled, monitored, assessed, and reported to the Board on a regular basis.

Details of anti-corruption activities in 2021 appear under "Creating Corporate Governance Awareness and Mindset in 2021" Page 214.

### Human rights

The Company respects and treats employees, communities, and related parties in the supply chain in accordance with international human rights principles and human rights law. The company affords freedom and equality to individuals, which are guaranteed and protected by Thai and international laws. It never violates or conspires in the violation of human rights, directly or indirectly. IRPC respects human dignity and provides equal opportunity regardless of ethnicity, religion faith, gender, skin color, disability, or social status.

The Board of Directors has announced the latest Human Rights Policy of IRPC Group, the 2021 revised edition, already disclosed on the company's website, to ensure that the company's business operations are free from human rights violations in all aspects. In addition, strategies have been developed to integrate respect for human rights into the value chain. The key words for this campaign are Protect, Respect and Remedy, which will be implemented through communication, awareness campaigns, and networking activities.



IRPC's new vision embraces respect for human rights, which reflects the deepening of our commitment to steer the Company towards a business growth path that gives due consideration to people's livelihood and environmental wellbeing.

It is our sincere belief that by sharing our human rights principles and practices with business partners, suppliers and customers throughout the supply chain, we can create a powerful network that contributes to stable growth and sustainable development at the enterprise and national levels.



**Mr. Chawalit Tippawanich**

*President and Chief Executive Officer*

**SHAPE WHAT'S GOOD  
FOR TOMORROW**



The company has extended human rights protection to its own employees and those of contractors to ensure full compliance with labor law, decent working conditions and appropriate welfare benefits in accordance with the company's regulations. The same safety training and safety measures apply to IRPC's employees and those employed by the contractors. Safety handbook will be issued during factory maintenance to ensure safety measures are strictly observed by external personnel and visitors. Safety units shall submit situation reports covering regular working hours and after hours, along with complaints relating to environmental impact on communities at the Management Committee on a weekly basis so that decisions can be made to prevent, mitigate, or remedy problems appropriately and in a timely manner as well as to prevent recurrence.



IRPC conducts due diligence to assess the risks associated with human rights, for which company has already addressed adequately. In addition, there are community and environmental risk assessment processes and appropriate remedial processes in they are adversely impacted by the company's activities. This includes a round-the-clock complaint receiving channels and on-call personnel that can be dispatched to investigate incidents and address the situation. Information on activities that may potentially impact communities will be disclosed to the public prior to and while they are underway.

Thanks to its dedication to human rights issues and regular activities, IRPC was awarded the title of the Private Sector Winner of the Human Rights Role Model Organization for the third consecutive year.

Details of 2021 human rights activities appear under "Creating Corporate Governance Awareness and Mindset in 2021" Page 215.

Further details about the Human rights management appear on the company's website <https://www.irpc.co.th/sustain/>

## Labor

The Company respects fundamental rights and personal freedoms under Thai labor laws and conventions of the United Nations International Labor Organization. Its treatment of employees conforms to labor laws. It encourages employees to exercise their freedom of

association as per labor relations law and complies with relevant government regulations. IRPC never uses its power to coerce employees to enter into an agreement that deprives them of their fundamental labor rights, and never engages in the use of illegal labor. Moreover, the company complies with the Convention on the Elimination of All Forms of Discrimination against Women and UNICEF's Children's Rights and Business Principles. Furthermore, employment at IRPC is free from discrimination regardless of ethnicity, religion, gender, or skin color. The company promotes equal opportunity and decent work, liberty, and human dignity.

## Environment

Through the company's environmental protection measures and guidelines, IRPC expresses its firm commitment to environmental stewardship and to prevent any environmental impact that its operations may cause. The company conducts an environmental impact assessment before investing in a project or business. It applies appropriate technologies to bolster its environmental protection measures and methods. The company also encourages the development of eco-friendly innovations and technologies. IRPC always promotes awareness of environmental stewardship, occupational health and safety for employees and the entire supply chain. Details of environmental activities appear under "Sustainability Management in Environmental Dimensions" Page 146-159.

