



## SECTION 02

### Corporate Governance



- Corporate Governance Policy
- Corporate Governance Structure and Important Information about the Board of Directors, Sub-Committees, and Executives
- Report of Key Corporate Governance Activities
- Internal Control and Connected Transactions

### 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 sustainable growth.

## 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.

In 2022, 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.”

## 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 qualifications of the independent director conform with Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 and 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.

- **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 257-258 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 2022 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 2021, which was approved at the 2022 general shareholders' meeting (this is the company's rate that has been in use since 2006 and has never been altered in any way). The directors' compensation was disclosed in the section "Directors' Compensation 2022." on pages 260

- **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 240

## 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 2022, 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 257

## 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 253-254

## 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 2022, the company engaged PricewaterhouseCoopers ABAS Ltd., (PWC) which specializes in national and international corporate governance, as an independent external advisor to evaluate our board of directors' adherence to international standards within Thailand and abroad. PricewaterhouseCoopers ABAS Ltd. created evaluation forms according to national and international organizations' corporate governance frameworks and principles. To illustrate, the evaluations were developed based on the SET 2017 corporate governance principles, Dow Jones Sustainability Index, and the Corporate Governance Report of Thai Listed Companies (CGR) created by the Thai Institute of Directors (IOD), ASEAN CG Scorecard created by Thai Institute of Directors, the PwC board evaluation framework, the State Enterprise Assessment Model (SEAM) created by the State Enterprise Policy Office and the Environmental, Social and Governance principles created by the SET. The evaluations were completed by self-evaluation and interview.

### 1. Self-evaluation

- (1) The board's evaluation form
- (2) Each of the board members' evaluation form (Each member evaluates themselves.)
- (3) The board members' evaluation form (Each member evaluates others.)
- (4) Sub-committee's evaluation form

### 2. Interview

- (1) Interview of the chairman of the board
- (2) Interview of the chairmen of the 4 sub-committees

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 254-256

## 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 261

## 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 and Equal Treatment 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 2022, on April 5 2022 the company held the 2022 Annual General Meeting of Shareholders via electronic means (e-Meeting) at the Bangkok Convention Center, 1695 Paholyothin Road, Chatuchak, Bangkok (5th 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 tenth 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 Green Meeting (TBCSD Green Meetings). The main objective is to promote efficient use of resources, energy conservation and reduce impact on the environment. In addition, the meeting was a "Zero Carbon Meeting" 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).
- In 2022, 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.
- Communicating additional agenda items and director candidates. The company allowed minority investors, individual investors, and those holding less than 4% of the company's voting shares to propose agenda items and/or director candidates for the 2022 AGM, starting from 3 September 2021 to 31 December 2021. The relevant criteria for acceptance was published transparently on the company website, [www.irpc.co.th](http://www.irpc.co.th), along with a notice to shareholders sent out via SET Link and in accordance with IOD good governance practices, which mandate that Thai registered companies should accept director nominations / AGM proposals within 90 days of the end of the corporate fiscal year.
- The Company mailed the invitation to the 2022 annual general meeting of the shareholders. The opinions of the board of directors were included in each agenda. There was no approval of the minutes of the 2021 annual general meeting of the shareholders on the agenda. This was because the company published the minutes on [www.irpc.co.th](http://www.irpc.co.th) since April 12<sup>th</sup>, 2021 and mailed it to every shareholder to make comments or corrections before June 30<sup>th</sup>, 2021. There were no corrections of the minutes, so the minutes was 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 30 days in advance of the meeting date as required (the invitations were sent on March 14, 2022) and published on the company's website on March 31, 2022. In addition, the company sent the meeting invitation with barcode for registration and a QR Code for downloading the digital version of Annual Report 2022/Form 56-1 One Report.

### 1.2 Preparation before AGM

- The Company requested the Board of Directors to consider holding 2022 AGM notice at the 2022 Board meeting. The Board agreed and issued AGM notice on February 8, 2022. On the same day, the Board's resolutions on 2022 AGM notice were published in the Stock Exchange of Thailand's information disclosure system (SET Link), along with the announcement of Record Date on February 23, 2022.
- The Company published the public announcement of AGM 2022 in daily newspapers (both Thai and English) for 3 consecutive days (March 23-25, 2022) 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

In 2022, given the COVID-19 situation, the company saw that the health and safety of our shareholders/stakeholders would be best preserved by holding the AGM via e-meeting, reducing their individual risk of contracting COVID-19 and increase the convenience of attending.

The Company also determined it would be in the interest of shareholders to limit the AGM to 2 hours. The company committed to ensuring shareholders would be able to exercise their rights to question the company by doing its best to address shareholder questions during the meeting time and posted answers to complex questions on the company website, [www.irpc.co.th](http://www.irpc.co.th).

The secretary informed the shareholders of the protocols of the meeting, voting, counting, and asking questions. The protocols are aligned with corporate governance principles.

- **The Company allocated sufficient number of welcoming and registration staff.** The company provided sufficient staff to welcome shareholders and conduct registration procedures for the AGM and the AGM registration platform opened on 25 March 2022 and registration closed on 5 April 2022, at the end of the AGM. Meeting invitations were communicated digitally in advance of the AGM, along with the voting and attendance procedures.
- **Voting Right** The company only issues one class of shares, with one share bearing the right to one vote. All shareholders hold votes equal to their number of shares owned. Proxies can only be allowed one vote per share, with the exception of custodians who can split their votes according to applicable law.
- **Voting** The company uses an electronic voting system for vote collection and counting to conduct the vote efficiently and with integrity. The voting platform adheres to the standards of the ETDA.
- **Proxies** The AGM will be conducted electronically for shareholders who are unable to attend in person. Shareholders may appoint a proxy or allow an independent director to act in that capacity. The company will provide the proxy with the meeting rules, voting regulations, and ballots digitally. Shareholders who choose independent company directors to act as proxies, the company will provide such information to

them in either hard or soft copy, along with the meeting invitation. Proxies will be allowed to attend the AGM and vote on behalf of shareholders who appointed them. To appoint the company as proxy, shareholders can complete the proxy form and send it in with the AGM invitation. Also, shareholders can download proxy forms from the company's website.

- If shareholder wish, they may assign the independent directors, who had no beneficial interest as of the AGM of 2022 to act as proxies in their behalf. They can assign their votes to either of 4 independent directors, being Mr. Anusorn Sangnimnuan, Mr. Somnuk Bomrungsalee, Mr. Jumpol Sumpaopol, and Mr. Chaiyaporn Puprasert. Registered shareholders can do so by sending in their AGM invitation and share registration information. Additionally, the company will attach the resume and profiles of those who have been nominated to board positions, defined as being independent directors and shareholder resolutions.
- The Company will provide the tax stamp for the convenience of our shareholders and in compliance with law.
- Regarding the beneficial interest of shareholders, the company will allow shareholders ask questions of management relevant to the meeting's agenda items in advance of the AGM via [cg@irpc.co.th](mailto:cg@irpc.co.th).
- **Questions and Comments** Shareholders can ask questions or share comments/concerns during the AGM via typing in the Q&A box or by audiovisual means. Questions or comments received in English will be answered via English translation to allow all shareholders to understand what is being communicated.
- In 2022, 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. Pratumporn Somboonpoonpol of Weerawong, Chinnavat & Partners Ltd.), were on hand for legal consultation. And a legal advisor from Weerawong, Chinnavat & Partners Ltd. (Ms. Onnicha Yommana) is invited to verify vote count at the AGM to ensure transparency.
- The AGM 2022 was attended by a total of 552 shareholders, with a combined 11,916,761,563 shares, representing 58.3171 per cent of the total issued shares which exceeded one-third of the number of shares issued.
- Before beginning the meeting, the company secretary will state process by which the meeting will be conducted, the voting procedures, and how questions may be asked to all shareholders. This meeting was conducted electronically using Cisco WebEx and made use of electronic voting. Both systems meet Royal standards and related regulations for electronic AGM set forth in 2022.
- Throughout the meeting, the chairperson of the Board of Directors should allow an equal opportunity for all shareholders to ask questions of management during Q&A. Also, the chairperson can share their views as well. Overall, the chairperson is charged with allocating the appropriate amount of time to shareholder Q&A and present members of management to respond to shareholders to address the concerns raised. Also all questions and answers should be recorded, as well as any opinions shared, in the meeting report. This allows shareholders not able to be present to know what happened during the AGM.
- On the agenda for director appointment, IRPC allowed shareholders to vote to appoint directors individually or as a panel of directors.
- In the consideration of each meeting agenda, the company has prepared presented information in the form of Slide Presentation or visual video to provide precise and easy to understand presentation including voting result on each meeting agenda on presentation screen. Moreover, along the meeting session, shareholders have opportunity to raise questions and add comments, on the other hand, the Board of Directors and executives present

information and answer shareholders' questions straight to the point and completely.

- The chairman strictly led the meeting through all agenda items and in the order indicated in the invitation letter. No impromptu items were allowed.

### 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.

### 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 2022 resolution of each agenda item in Thai and English on its website and via the SET Link on the same day (April 5, 2022). Copies of the minutes of AGM 2021 were completed within 14 days (on April 19, 2022) after the meeting 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, 2022 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. Stakeholders' roles and Business-Driven Sustainability

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 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.



#### 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 pays attention to institutional investors, retail investors and analysts by holding quarterly press conferences 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 211-212

### • Customer

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.

Furthermore, IRPC safeguards client personal data by developing Data Lost Protection (DLP) system and Privacy Notice including setting policies and working group to determine measure to manage and protect personal data of customers in accordance with Personal Data Protection Act (PDPA)

In 2022, IRPC implemented following customer-related activities:

- Arranged an event of "POLIMAXX: Grow to Greater Make Greater Things Together" to rebrand "POLIMAXX". This will increase customers' and consumers' trust by manufacturing goods with distinctive and unique qualities that also satisfy the requirement of ideal lifestyle and environmentally friendly.
- Joined "The World's No.1 Trade Fair for Plastics and Rubber" to show readiness to expand IRPC's customer base around the world.
- To promote best business operations to customers, IRPC invited customers to PTT Group CG day/IRPC CG DAY/IRPC Cubic Academy Season 8, etc.

### • 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, IRPC CG Day, and IRPC Cubic Academy Season 8, etc.

**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 2022, IRPC 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. Additionally, IRPC implemented IRPC Procurement consisting of a detailed manual of procurement regulations/ Purchasing Requirements/Manual of Procurement and Supplier Procurement and IRPC Procurement Chatbot acting as call center, etc.

In addition, IRPC held activities to promote partnership as follows:

- Conservative seminar to promote community volunteering by visiting Sea Turtle Conservation Center, Royal Thai Navy, Sattahip District, Chonburi and volunteering to release the turtles into the sea with partners.
- Participate in team Building activities with companies in PTT group to fortify networks and improve the efficiency of the procurement procedures to be strong and continuously developed in the same direction. This will present an opportunity to source quality products and services at reasonable prices.

**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. Bonus)

In 2022, with COVID-19 continuing to spread unabated, IRPC set up its own COVID-19 surveillance and monitoring process 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 wellbeing, people's quality of life. 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". In addition, in 2022, IRPC also organized various activities in the area of community, society and environment as follows:

- Joined with The Stock Exchange of Thailand (SET) and The Royal Forest Department in Care the Wild "Plants & Protect" project. The environmental initiative aims to help reducing the global warming by expanding forest areas that will restore a balance to natural environment through cooperation with network partners both public and social-people sectors. This also demonstrates collective strength in dealing with climate change and environmental problem-solving by cultivating woods with a process for local communities/villagers to maintain the forest area.
- To encourage shareholders to participate in social, community and environmental responsibility activities and to represent the promotion of efficient use of resources and reducing the impact on the environment, IRPC has participated in supporting the following assistance:
  - Sponsor a donation of 100,000 baht to Pediatric Cardiac Surgery Foundation to help children who live in poverty and suffer from congenital heart disease.
  - Support a donation of 200,000 baht to the Department of National Parks, Wildlife and Plant Conservation to provide equipment needed to fight forest fires, reduce the burden of staff and also help alleviate the problem of wasting natural resources and climate change.

#### • **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 antibribery guidelines and will not offer bribes to public officials in exchange for convenience or business interests.

## 2. Business-Driven Sustainability

IRPC drives sustainability management strategies through Strategic Planning and Sustainability (CSSP) department to ensure that operations are in line with the sustainable business operation policy, International and PTT Group's Sustainability Strategic Framework. Management Committee as a committee has duties and responsibility to support and drive sustainability management as well as Corporate Governance Committee who drives and identifies Corporate Governance Policy and operation in sustainability management.

IRPC has announced Sustainability Management Policy as management framework and a guideline for sustainable management practices of the company, in alignment with internationally accepted standards, along with a strategy to develop operational practices that take into consideration Environmental, Social and Governance Enhancement. The policy is also in conformance with the United Nations Sustainable Development Goals with the goal aiming to balance business operations and maximize benefits for all group of stakeholders including fair and equitable treatment of stakeholders in accordance with the ethic of responsibility to each group of stakeholders in order to maintain balance and remains being sustainable organization.

Details of Business Sustainability are shown on page 100-113

## 3. Disclosure and Transparency

### 3.1 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 2022, the company implemented information disclosure activities as follows:

- 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 registration statement/the annual report (form 56-1 One 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 2022 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 annual registration statement/annual report 2022 (form 56-1 One Report), 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.

### 3.2 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 2022, 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 2022

Investor Relations Activities in 2022	Number of times
Domestic Roadshows to meet investors	6
IRPC Electronic Conferencing (E-Meeting) Quarterly Analyst Conference Call	4
IRPC Quarterly Analyst Meeting	4
Company Visit (Appointment)	11
Opportunity Day Activity - In cooperation with the Stock Exchange of Thailand (Quarterly)	4

### Overview of interactions with the Media in 2022

Activity	(Number of times) 2022
1. Press conference/Interview	11
2. News release/ News photos	72
3. TV	30
4. Website (www.irpc.co.th)	57
5. Social Media (Facebook)	52,459 Page Followers

## Business Ethics

IRPC establishes 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, new employees’ orientation in order to instill in them positive mindset and standard of behavior in accordance with the principles of transparency, fairness and accountability, PTT Group CG Day 2022, IRPC CG Day, IRPC CUBIC Academy Season 8, No Gift Policy campaign and Anti-Corruption, etc.

### Significant developments in corporate governance policy, procedures and governance system in 2022

In 2022, 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 2022, approved by the Corporate Governance Committee, as follows:

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

In 2022, the company made important policy changes in the corporate conduct and control systems to increase the effectiveness of management control measures and ensure such measures are in line with the CG Code.

1. We aim to achieve net zero emissions of greenhouse gases by 2060, in line with national goals to reach net zero emissions by 2065, to reach carbon neutrality by 2050, and reduce carbon dioxide emissions by 20% by 2030.
2. The Company places importance on human resources management and staff readiness, so we have established core behavioral standards in line with the organizational standards of good, great, growth to support the operational strategy & goals of the company.
3. We use corporate policy to steer the IRPC group corporate response to grievances to ensure such are in line with international good governance standards.

Additionally, the Corporate Governance Committee considers important aspects of company operations and proposes board candidates and strategic plans for board approval.

1. Evaluates the work of the board of directors and the sub-committees for the period from 2021 to 2022.
2. Audits the good governance planning for 2022 and approves the good governance plans for 2023.
3. Audits staff performance on good governance measures during 2022 and approves staff related good governance measures & regulations for 2023.
4. Performs 2022 social responsibility audits with regard to the community and environment and approves the 2023 ESG planning.
5. Audits the management sustainability plans for 2022 and approves the same for 2023, while advancing company control standards in line with the CG Code.

## 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:

1. 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.
2. Establish an E-Compliance digital library of laws and rules relevant to the company's business operations
3. Prepare the annual report on the disclosure of conflicts of interest

## Creating Corporate Governance Mindset and Awareness in 2022

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).
- Joined an activity on National Anti-Corruption Day 2022 organized by Anti-Corruption Organization of Thailand (ACT) under a concept of "Leader and Anti-Corruption"
- Joined "International Anti-Corruption Day 2022's on-line activity through Facebook Live of Office of The National Anti - Corruption Commission (ONACC) under concept "Zero Tolerance"

- IRPC as Change Agent together with business partners joined "CAC Change Agent Day 2022" to emphasize a standpoint of business operations align with Good Governance principles and be ready to demonstrate cooperation against all forms of corruption.
- Prepared the report of Conflict of Interest: COI and provided a portal to report via Intranet for the management and employees. This activity achieved 100 per cent conflicts of interest reporting for the eighth consecutive year.
- On 29 March 2022, organized a communication activity for PTT Group Way of Conduct 2022 to coordinators in charge of 21 policies in order to clarify an assessment procedure of "Apply & Explain" through PTT Group WoC Web Portal
- Being a guest speaker for IRPC Technological College in a project of "Training & Reviewing practices in Anti-Corruption Project (for executives)" to acknowledge a policy, guidelines of anti-corruption, risk assessment, risk control and an importance of having Whistleblowing system

### Human Rights Promotion Activities

- IRPC received the Human Rights Award 2023 from the Ministry of Justice Rights and Liberties Protection Department for the third consecutive year. IRPC is a large business organization determined to run business which respects human rights, promote social responsibility, and conserves the environment. IRPC's outstanding accomplishment of 2022 was combining innovative technology with local wisdom to create additional values to CSR projects.
- IRPC won the first runner up in the UN Women 2021 Thailand WEPs Awards. IRPC promoted gender equality via activities for the community at the IRPC Smart Farm. Also, IRPC participated in the "Inclusive Leadership Means Better Business" seminar organized by UN Women, Securities and Exchange Commission, and Kenan Foundation Asia. The seminar aimed to create understanding of gender equality promotion in the business sector.
- The Ministry of Justice Rights and Liberties Protection Department and United Nations Development Program had Sal Forest Co., Ltd. interview IRPC on readiness

to assess human rights. IRPC's employees attended a workshop which revealed survey results of readiness of Thai companies in assessing human rights.

- IRPC had ERM-Siam Co. Ltd. evaluate if IRPC's policy on human rights complies with the UN human rights due diligence policy.
- IRPC wrote a self-evaluation report based on the 2022 PTT Group Sustainability Management Framework. IRPC also reported on human rights promotion activities to the PTT Group. The PTT Group then evaluated IRPC's performance on promoting human rights using the same criteria as those of the PTT Group's.

### Activities to Raise Corporate Governance Awareness

- IRPC and the PTT Group demonstrated how to manage corporate governance on the 2022 PTT Group CG Day under the theme of "TOGETHERVERSE: CG Power for Sustainability & Beyond". The objectives of the 2022 PTT Group CG Day were to promote corporate governance and encourage the employees of the PTT Group to adopt corporate governance principles in working with PTT Group coworkers and outsiders. Moreover, it aimed to get the employees ready for future changes and challenges so that the PTT Group can become a sustainable organization in which all stakeholders can trust.
- IRPC organized the IRPC CG DAY 2022 hybrid event under the theme of "CG with G3: Empowered by You". The event aimed to demonstrate determination to instill corporate culture and adjust to the fast-changing world. IRPC established the work principles which are aligned with corporate culture and expected behaviors of the employees. IRPC invested in creating good, smart, and brave employees who would put work principles into practice. The goal is to ensure transparent, effective, fair



management for all stakeholders. IRPC focuses on building competitiveness and enabling employees to quickly adjust to changing situations. IRPC organized the "Chat with CEO Kris" to give the employees an opportunity to discuss ideas on how to effectively run IRPC. IRPC also organized a talk on "How to be Good, Smart, and Brave". The guests were Danai Sriwatcharamethakul, also known as Coach Duan, representatives from Thailand women's national basketball team, and Khun Phrae-ry Phraiwan.

- IRPC organized "IRPC Cubic Academy Season 8: Cubic Next Talk" to create a community where people learn from each other, understand work ethics, and develop social responsibility. IRPC also expanded the talk to our business partners, clients, and stakeholders to promote sustainable development. Invited speakers shared their knowledge and experience in 6 talk series.
  - The talk titled "The World Crisis - And What to Do About It" enabled businesses to adapt themselves to survive in the fast-changing world. The talk was hosted by Mr. Visit Limluecha, Vice-chairman of the TCC and President of Thai-Middle East Business Council and Mr. Chaichan Charoensuk, Chairman of the Thai National Shippers' Council.
  - The talk titled "Human Rights: Volunteering for a Better Community" showcased IRPC's activities which promote human rights, gender equality, and women's empowerment. The talk was moderated by Dr. Panadda Wongphudee, Actress, MC, and Founder of Goodness Foundation.
  - The talk titled "Fight against Corruption and Promote Transparency" discussed how to prevent corruption. The talk was hosted by Mr. Poomwisan Kasemsuk, Acting Secretary-general of the Office of the Public Sector Anti-corruption Commission.

- The talk titled “Mental Health: Burnout Prevention and Treatment” educated IRPC’s employees on how to take care of their mental health and be more emotionally stable. The talk was hosted by Dr. Apisamai Srirangsan, Psychiatrist and Director of Bangkok Hospital Rehabilitation and Recovery Center.
- The talk titled “Net Zero Emissions” discussed ways to reduce global warming and achieve the UN sustainable development goal to reduce emissions of greenhouse gases. The talk was hosted by Mr. Jiravat Ratisoontorn, Deputy Secretary-General of the Office of Natural Resources and Environmental Policy and Planning.
- The talk titled “Innovation and Marketing of the Taobin Vending Machine” discussed marketing strategies of the innovative Taobin brand. The talk was hosted by Ms. Watanya Amatanon, Forth Vending Chief Product Officer. Besides public events, IRPC also organized activities for our employees.
- IRPC created an infographic for the employees to learn more about corporate governance. The aim of 2022 was to make the employees understand rules and regulations at work, which are aligned with corporate government. The employees were expected to follow the rules and develop strong work ethics.
- IRPC’s risk management division created a corporate sustainability assessment form for 63 executives, which account for 100% of the executives. IRPC’s performance on corporate governance scored at 96.14%.
- IRPC organized a workshop for incoming employees so that they learned more about the corporate governance policy.
- Besides public events, IRPC also organized activities for our employees.
- IRPC participated in “GCNT Forum: Accelerating Business Solutions to Tackle Climate & Biodiversity Challenges”, organized by GCNT and United Nation Thailand in 2022. The forum was presided over by Prime Minister General Prayuth Chan-o-cha. The forum gave businesses opportunities to network and develop measures to tackle global warming and biodiversity loss.
- IRPC participated in the anti-corruption workshop held by the Office of the National Anti-Corruption Commission
- IRPC Technological College represented IRPC in the “Inclusive Leadership Means Better Business” seminar. The seminar was hosted by UN Women, Securities and Exchange Commission, and Kenan Foundation Asia. IRPC won second the runner-up in the UN Women 2021 Thailand WEPs Awards.
- IRPC CEOs were speakers in the “Experience Sharing: Promoting Human Rights in an Organization” in 2021 at the 2022 announcement of criteria for promoting human rights in an organization.
- IRPC participated in the Gender Fair, organized by the Ministry of Social Development and Human Security Department of Women’s Affairs and Family Development and WeEmpower Asia at the Bangkok Art & Culture Center. The fair aimed to reduce gender bias and promote gender equality.
- The CACG moderated the “Anti-Corruption Project” talk, which featured how to prevent corruption & evaluate corruption risk, and the importance of the Whistleblower system. The participants were lecturers and staff members of the IRPC Technological College.
- IRPC, a sub-committee member of GCNT, co-founded the Business and Human Rights Academy to educate business sectors on human rights. The academy also thrives to be a human rights learning center of the Asia-Pacific region.

### Networking Activities

- IRPC is a member of Global Compact Network Thailand (GCNT) and IRPC supports and promotes plans for sustainability through the GCNT channels. IRPC produced a video clip titled “We Shift World Change” to publicize sustainability promoting activities at the IRPC Smart Fram.

## Corporate Compliance

IRPC is committed to complying with laws and regulations related to business operations and operations of the company in a concrete way. In 2022, IRPC has supervised the operations that is further the plans approved by the Corporate Governance Committee in 2021 in order to create efficiency and effectiveness of operations as stakeholders' expectation as well as covering operational supervision into work patterns, processes, procedures, regulations by implementing technology as a tool for encouraging learning and further supervision of operations in line with relevant laws and regulations by own self. In order to prepare and adapt to various changes; for instance, a preparation of supporting the country re-opening after the recovery from Covid-19 pandemic, work from home & work from anywhere, and Online meetings and training, etc. Promoting participation in compliance with relevant laws and regulations in a concrete manner benefits IRPC in terms of trust and compliance that support participation in the compliance project to comply with the law from all sectors, especially from staff who operates in each work procedure in various processes.

In addition, to meet international standards, IRPC has supervised its operations in accordance with the laws and regulations according to international standards in a concrete manner. IRPC has continued to operate as the practice in accordance with international corporate governance standards; for instance, the criteria of OECD/ UN and US Sentencing Guideline, as well as Sustainability Assessment and relevant laws. This addresses an organization has duty on supervising in accordance with the rules to support the assessment and able to enhance confidence among employees and stakeholders in legal compliance in all sectors.

In 2022, the company has identified goals, roadmap, and indicators in area of supervising the operation according to the rules to cover all subjects regarding the relevant rules in order to prepare for compliance with the incoming laws, and build confidence in the supervision of compliance with relevant regulations, which can be summarized as follows:

### 1. PDPA and E-Compliance

In 2022, IRPC became PDPA compliant and compiled laws relevant to running the business in an e-Compliance system. Executives can access and search for needed information. IRPC communicated with its employees about the e-Compliance system to ensure legal and internal policy compliance. IRPC ensured employees were able to put the policies into practice. Data protection officers and data champions worked together to deliver projects including customer relationship management activities. Regarding activities where photos would be taken, data protection officers and data champions created a privacy notification board to inform participants of the PDPA policy. The participants could scan the QR Code at registration to contact the PDPA center. These were the measures IRPC established to help the participants while protecting their personal data.

### 2. Communication & Activity

In 2022, IRPC communicated with its employees about corporate governance by engaging employees quarterly to share their opinions on corporate governance. Moreover, IRPC ensured that management encouraged staff to strictly follow its rules and regulations. IRPC created a communication channel to reach everyone, especially the heads of each division including data champions and representatives from the environmental, labor, intellectual property, innovative, IT, marketing, and production divisions. IRPC gave the staff opportunities to voice their opinions and give feedback to corporate governance. The staff then executed the 2022 corporate governance plan to achieve the KPI and objectives of IRPC.

In July 2022, the Society of Corporate Compliance and Ethics' CEP Magazine interviewed IRPC on the factors contributing to the success of corporate governance and business ethics promotion. The magazine can be accessed at <https://www.corporatecompliance.org>.





## Data Privacy Day

Annually on 28th January

An international event that occurs every year on 28 January. It is an international effort to create awareness about the importance of respecting privacy, safeguarding data, and enabling trust.



IRPC respects and has realized the importance of personal data protection of employee, customer, business partners, and stakeholders by establishing Personal Data Protection Policy, handbooks and guidelines including other personal data protection measures in accordance with the Personal Data Protection Act. This is to build confidence that personal data in every contact or transaction with IRPC will be appropriately protected as per laws and international standard. ”

**Kris Imsang**

President and Chief Executive Officer



*The Corporate Compliance department organized a meeting of data champions to share experience on executing and maintaining PDPA compliance.*

### 3. Governance, Risk, and Compliance (GRC)

IRPC executed GRC projects. In 2022, IRPC officially included the GRC in its management plan in two ways: mergers & acquisitions of new or existing businesses, and procurement its process. IRPC uses GRC principles to manage operations. However, the business world is changing and IRPC can improve by making the GRC more relevant to our business conditions. For example, IRPC is revising its policies and principles regarding mergers and acquisitions, risk management, and internal quality control. IRPC is determined to ensure that our management complies with the relevant standards and measures of today's society. IRPC would like to include GRC in other areas of management.



# 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.

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.

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.

### 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 2022, the Independent Directors consists of 8 members.





## 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

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

As of December 31, 2022, the board consisted of 15 directors, appropriate for the size, type and complexity of IRPC business. The current directors can be classified as follows:

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

Of these 15 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 24-38.

### Composition and Skills Matrix of the Board of Directors (As of December 31, 2022)



Male	12
Female	2



Non-Executive Director	14
Executive Director	1
Independent Director	8



Year of Position	
0-3 years	11
4-6 years	2
7-9 years	2
Average Year of Position	2.5



Engineering	8
Energy Petroleum Petrochemical	13
Business Management	15
Environment	2
Finance/ Accounting/ Auditing	4
Economics	2
Legal	4
Human Resources	1
Political Science and	2
Social Development	
Corporate Governance	15

## Board of Directors as of December 31, 2022

No.	Name	Position		Date of appointment/ Term	
1.	Dr. Siri Jirapongphan,Phd.	Independent Director	Chairman	April 5, 2022	1 <sup>st</sup> term
2.	Mr. Somnuk Bomrungsalee	Independent Director	Chairman of the Audit Committee	April 9, 2014 April 4, 2017 July 3, 2020	1 <sup>st</sup> term 2 <sup>nd</sup> term 3 <sup>rd</sup> term
3.	Dr. Anusorn Sangnimnuan	Independent Director	Chairman of the Risk Management Committee	August 27, 2016 April 4, 2017 July 3, 2020	1 <sup>st</sup> term 2 <sup>nd</sup> term 3 <sup>rd</sup> term
4.	Mr. Supot Laosuarpha	Director	Chairman of Corporate Governance Committee	March 31, 2021	1 <sup>st</sup> term
5.	Mr. Chansak Chuenchom	Director	Chairman of the Nomination and Remuneration Committee	October 1, 2021	1 <sup>st</sup> term
6.	Miss Siriwan Chierapong	Independent Director	Audit Committee	April 3, 2019 April 5, 2022	1 <sup>st</sup> term 2 <sup>nd</sup> term
7.	Mr. Jumpol Sumpaopo	Independent Director	Audit Committee	October 16, 2019 July 3, 2020	1 <sup>st</sup> term 2 <sup>nd</sup> term
8.	Dr. Ekniti Nitithanprapas	Director	Risk Management Committee	November 17, 2015 April 4, 2017 July 3, 2020	1 <sup>st</sup> term 2 <sup>nd</sup> term 3 <sup>rd</sup> term
9.	Miss Piangpanor Boonklam	Director	Risk Management Committee	January 20, 2021 March 31, 2021	1 <sup>st</sup> term 2 <sup>nd</sup> term
10.	Mr. Prasong Intaranongpai <sup>(1)</sup>	Director	Risk Management Committee	December 1, 2022	1 <sup>st</sup> term
11.	Asst. Prof. Dr. Chaiyaporn Puprasert	Independent Director	Corporate Governance Committee	March 31, 2021	1 <sup>st</sup> term
12.	General Aittipol Suwannarat	Independent Director	Corporate Governance Committee	April 5, 2022	1 <sup>st</sup> term
13.	Mr. Petai Mudtham <sup>(2)</sup>	Director	Nomination and Remuneration Committee	January 19, 2022	1 <sup>st</sup> term
14.	Mr. Yordchatr Tasarika	Independent Director	Nomination and Remuneration Committee	April 5, 2022	1 <sup>st</sup> term
15.	Mr. Kris Imsang <sup>(3)</sup>	Director/CEO and President	Risk Management Committee	October 1, 2021	1 <sup>st</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 2022 as follows:

<sup>(1)</sup> Mr. Prasong Intaranongpai was appointed director, member of the Risk Management Committee, effective on December 1, 2022

<sup>(2)</sup> Mr. Petai Mudtham was appointed independent director and member of the Nomination and Remuneration Committee, effective on January 19, 2022, replacing Mr. Wattanapong Kurovat (, who completed his term on May 1, 2021).

<sup>(3)</sup> Mr. Kris Imsang was appointed director and member of the Risk Management Committee, and CEO and President effective on October 1, 2022, replacing Mr. Chawalit Tippawanich, who resigned on September 30, 2022.

## Authorized Directors

Four directors are authorized to act on behalf of the company pursuant to the company's certificate dated December 1, 2022: (1) Mr. Kris Imsang, (2) Ms. Piangpanor Boonklam, (3) Mr. Chansak Chuenchom, and (4) Mr. Prasong Intaranongpai. 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, 2022, 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. Dr. Siri Jirapongphan, Ph.D., Independent director
2. Dr. Anusorn Sangnimnuan, Independent director
3. Mr. Somnuk Bomrungsalee, Independent director
4. Miss Siriwan Chierapong, Independent director
5. Mr. Jumpol Sumpaopol, Independent director
6. Asst. Prof. Dr. Chaiyaporn Puprasert, Independent director
7. General Aittipol Suwannarat, Independent director
8. Mr. Yordchatr Tasarika, 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 (Article No.34)
  - (2) Each shareholder has votes equal to the number of shares they hold. The one-share-one-vote rule applies. (Article No.16)
  - (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. (Article No.16)



- (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. (Article No.16)
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. (Article No.22)
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. (Article No.22)
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. (Article No.20)
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. (Article No.21)
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. (Article No.17)
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. (Article No.18)

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 (Article No.19)

### 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 laws, shareholders meeting's resolution, 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. Establish a procedure to assess the effectiveness of the company's internal control system and provide a sufficient and efficient internal control system regularly.

6. 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.
7. Set up an effective recruiting system with a transparent and equitable hiring procedure for key management roles.
8. 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.
9. 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.
10. 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.
11. 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.
12. Lead by example with regard to work ethic that aligns with IRPC's corporate governance guidelines and emphasize on business practices that promote sustainable well-being and social responsibility.
13. Advocate the full range of anti-graft and anti-corruption activities and promote sound corporate governance.
14. Set up plans for an assessment of the company's code of conduct and its good corporate governance policy at least once per year.
15. 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, disclosure policy, corporate information networks security policy (IT Security).
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 to schedule the date for the Annual General Meeting of Shareholders and payments of interim dividends to shareholders and annual employees' salary adjustments and bonuses.
7. Approve the nomination of Sub-Committees, the replacement of a director who left during the year, and the establishment of the list of authorized directors who are able to sign on behalf of the company.
8. Approve determination of components and goals for CEO's performance review and compensation, and determination of annual increment and bonus for employees.
9. Approve the President and CEO serving as director in other organization
10. Approve the appointment of executives as defined by the Securities and Exchange Commission or the Capital Market Supervisory Board
11. 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

4. Promote and support directors and shareholders to obtain adequate information, and express opinions independently.
5. Promote the exercise of rights and equitable treatment of shareholders.
6. 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.
7. Supervise and monitor the performance of the Board and its committees to ensure that IRPC's objectives are accomplished; and
8. Exercise the casting vote at Board meetings in the event of equality of votes.

## Authority of the Chairman

IRPC stipulates that the Chairman 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.

## 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) Miss 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                             |
| 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) Miss Siriwan Chierapong                   | Audit Committee   |
| Experience in reviewing financial statements |   |
| - Apr. 2019 - Present                        | Audit Committee IRPC Public Company Limited                 |
| 3) Mr. Jumpol Sumpaopol                      | Audit Committee   |
| 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, Manager of Office of Corporate Internal Audit and the secretary to the Audit Committee since January 1, 2021 - December 31, 2022 (Mr. Prasitsak Sawasduang's professional profile appears under Executive Profiles Page 40)

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

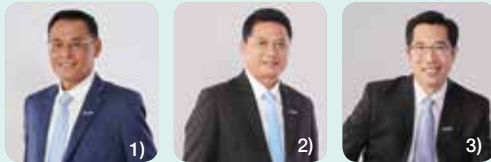
1. The Audit Committee members' term of office shall be equal to that of their directorship (Not more than 3 years)
2. Members who complete their terms of office may be re-appointed, subject to the Board's discretion, but they may serve no more than three consecutive terms, or a combined total of nine 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.

## 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.
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.
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. Petai Mudtham (Director) member of Nomination and Remuneration Committee
- 3) Mr. Yordchatr Tasarika, (Independent Director) member of the Nomination and Remuneration Committee,

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.

### 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

Nomination and Remuneration Committee's Duties and Responsibility separated in 2 parts are as follows:

#### 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 and/or state



enterprises and/or companies listed on the Stock Exchange of Thailand 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.

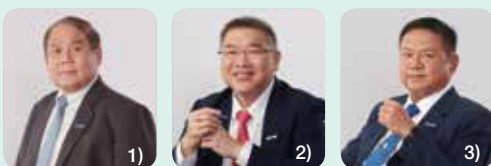
### Director Nomination Process

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 or in case of resignation during the year in accordance with the Company's Articles of Association and the Public Limited Companies Act.
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) | Mr. Supot Laosuarpha                 | Chairman of the Corporate Governance Committee        |
| 2) | Asst. Prof. Dr. Chaiyaporn Puprasert | (Independent Director) Corporate Governance Committee |
| 3) | General Aittipol Suwannarat          | (Independent Director) Corporate Governance Committee |

Miss 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.

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

#### Term of Office

- Members' term of office shall be equal to that of their directorships (up to three years)
- 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.
- Remuneration package for members will be in line with the criteria approved by the shareholders.

#### Duties and Responsibilities

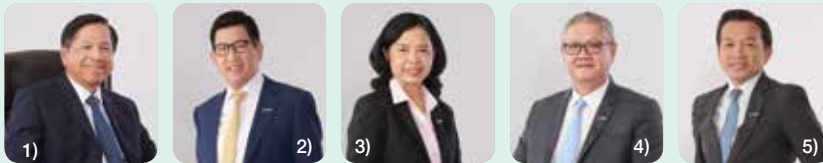
- Review and advise the Board of Directors on establishment of CG Framework that is aligned with IRPC's operational structure, in line with international best practices.
- The committee shall prescribe corporate governance policy and guidelines as well as other pertinent matters of significance, such 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.

- 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.
- Review compliance with corporate governance policy and guidelines as well as other pertinent matters of significance.
- 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.
- Give advice, suggestions and recommendation pertaining to corporate governance guidelines to the Board of Directors.
- 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) Dr. Anusorn Sangnimnuan   | (Independent Director) Chairman of the Risk Management Committee |
| 2) Dr. Ekniti Nitithanprapas | (Director) Risk Management Committee                             |
| 3) Miss Peangpanor Boonklum  | (Director) Risk Management Committee                             |
| 4) Mr. Prasong Intaranongpai | (Director) Risk Management Committee                             |
| 5) Mr. Kris Imsang           | (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 - December 31, 2022.

### 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 2022, IRPC continuously 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, significantly decrease in employees' expenses approximately 1,077 million baht. The summary of performance according to NOAH modules as follows:

- Module A: improve work processes throughout the company by implementing Lean Transformations. The total outcome is the equal of 751 employee substitutes, 42-94 per cent faster ability, and 2-10 times productivity gains.
- Module B: improve knowledge and acquire new skills required for work, the company can develop its workforce. This can be compared with employees who conduct the same jobs in reputable companies (Benchmarking with Peers).
- Module C: create a review, a process for performance evaluation, and notable awards in accordance with the objectives of the plan.
- Module D: Recruit new hires with the skills and knowledge necessary to fulfill the requirements outlined in the hiring plan. the execution of the succession plan (succession management) especially level N-2 and N-3 have been finished.

## The President and Chief Executive Officer

The Chief Executive Officer and President, whose power to direct the company in accordance with its objectives, rules, and Board's policies specifically stated in writing, are designated by the Board of Directors as the head of management. This includes the organization's policies and procedures in various functions for management and employees as well.

Mr. Chawalit Tippawanich served as President and Chief Executive Officer from December 1, 2020 to September 30, 2022.

Mr. Kris Imsang has served as President and Chief Executive Officer from October 1, 2022 to present.

## 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:

Name	Position
1. Mr. Kris Imsang	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. Pranach Kosayanon	Senior Executive Vice President, Corporate Strategy Planning and Business Development
4. Mr. Pichin Apiwannaporn	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

Notes: 1. Mr. Chawalit Tippawanich, President and Chief Executive Officer/ Secretary of the Board of Directors, resigned on September 30, 2022  
 2. Mrs. Nidcha Jirameththanakij, Senior Executive Vice President, Corporate Accounting & Finance, resigned on September 30, 2022  
 3. Mr. Somkiat Lertritpuwadol, Senior Executive Vice President, Corporate Strategy Planning and Business, resigned on December 31, 2022

## 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 54 times in 2022.

## Duties and Responsibilities

The Board of Directors have a duty to consult and consider jointly for deciding significant issues important to the Strategy, Business Direction, Operational Plan, Performances, Investment Plan, Budget, Human Resource Management Guidelines, and Resources Allocation to the Company or its affiliated companies. Systematic management and working in the same direction as well as providing information to Chief Executive Officer and President in order to make decisions or propose to the Board of Directors consider in case of it overstep the authority of the Chief Executive Officer and President. The mission can be summarized as follows:

1. Establish vision and key business goals for the company and its subsidiaries.
2. Define guidelines, plans, and objectives for the Company's business activities. and the achievement of the IRPC group businesses.
3. Determine the corporate governance, GRC integration, sustainable business operations, human resource management and development, quality, safety, health, and environment management, and social responsibilities of the company as well as companies in the IRPC group.
4. Review and evaluate investment and resource structure for investment budgeting and support the operations of IRPC and its subsidiaries.
5. Review and evaluate investment management of IRPC and its subsidiaries (IRPC Group's Portfolio Management).
6. Scrutinize important business matters that may affect to change in key operations of IRPC and its subsidiaries such as reformation, expansion, diversification of investments, joint-ventures, acquisition, and other initiatives etc.
7. Establish an efficient and systematic IRPC Group's governance policy which support future challenges in decision making of Human resources management, preparation, and development of executives.
8. Scrutinize and establish the IRPC Group's governance policy and management approach per IRPC Group Way of Conduct to ensure consistency in results and achieve common standards across the IRPC Group.
9. Scrutinize and give opinions on standards and management mechanism of the company and companies in the IRPC group related to human resources system, organizational structure, including risk management, anti-corruption prevention.
10. Monitor the overall performance of various aspects of an organization, such as innovation and technology, and support the effective execution of all the business divisions in the Company and the IRPC group of companies.
11. Consider, scrutinize, suggest, and approve the meeting agenda before presenting to the Board of Directors' meeting.

12. Follow up on and put into execution on recommendations, and comments given from Board of Directors sessions.
13. Appoint a subcommittee and/or working group to make the work of the management committee (MC) efficient.
14. Consider and review the approval of procurements and investments within the approval authority of the Chief Executive Officer and President.
15. Perform any other tasks as assigned by the Chief Executive Officer and President.

### 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

### Committees and Sub-Committee

The Chief Executive Officer and President has also appointed Committees and other sub-committees as appropriate with the company's strategic plan together with the Company's situation in order to manage, drive, operate or screen operations regarding assigned duties, for example,

1. Rayong Factory Group Management Committee (RMM) to manage and integrate the overall work of the group of Rayong factory to be in line with the vision, mission, and ready to step to achieve the company's goals.
2. Human Resources and Organization Potential Management Committee (HOMC) to screen and advise on standards, mechanisms of Human Resource Management, organizational structure, and succession plan.
3. License issue management committee under section 9 to manage public use matters and manage issues Community complaints to be transparent and beneficial to the community and business operations of the Company
4. Environmental Quality Management Committee (EMC) to manage environmental quality and accountability to the society of the IRPC group in order to be in line with the quality policy security, safety, occupational health, environment and Power Management (QSSHE)
5. Management team at department manager level to drive operations according to the company's strategy with a meeting of the executive committee in the position of Department Manager or above (VP Meeting) 1 time per month.

## 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 2022, there were eight senior executive officers, according to the SEC's definition, including two senior executive who resigned during the year. They received a combined total of Baht 60.06 million in monthly salaries, bonuses, and provident fund contributions as follows:

(Unit: Million Baht)

Compensation Components	2019 (7)	2020 (7)	2021 (6)	2022 (8)
Cash				
Salary	40.05	33.59	30.85	36.15
Bonus	12.87	15.3	6.70	18.70
Others				
Provident Fund Contribution	3.31	4.66	4.42	5.21
<b>Total</b>	<b>56.23</b>	<b>53.55</b>	<b>41.97</b>	<b>60.06</b>

In 2022, seven executive officers received compensation from serving as directors of IRPC A&L Company Limited (a subsidiary), totaling Baht 1.89 million.

## Director and Executives' Shareholding Report

Directors' shareholding as of December 31, 2022

No.	Name	As of Dec 31, 2021 Shareholding Percentage/ Number of shares	As of Dec 31, 2022 Shareholding Percentage/ Number of shares	Number of shares Increase (Decrease) During the Year	WARRANT / NVDR / TSR/ DW 2022	Notes
1.	Dr. Siri Jirapongphan		None	No Change	None	New Director at AGM meeting April 5, 2022
	Spouse		None	No Change	None	
	Minor child		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.	Dr. Anusorn Sangnimnuan	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
4.	Mr. Supot Laosuapha	0.00024% 50,000	0.00024% 50,000	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
5.	Miss Siriwan Chierapong	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
6.	Mr. Jumpol Sumpaopol	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
7.	Dr. Ekniti Nitithanprapas	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
8.	Miss Peangpanor Boonklum	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
9.	Mr. Prasong Intaranongpai		None	No Change	None	New Director since December 1, 2022
	Spouse		None	No Change	None	
	Minor child		None	No Change	None	
10.	Asst. Prof. Dr. Chaiyaporn Puprasert	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	

No.	Name	As of Dec 31, 2021 Shareholding Percentage/ Number of shares	As of Dec 31, 2022 Shareholding Percentage/ Number of shares	Number of shares Increase (Decrease) During the Year	WARRANT / NVDR / TSR/ DW 2022	Notes
11.	General Aittipol Suwannarat		None	No Change	None	New Director at AGM meeting April 5, 2022
	Spouse		None	No Change	None	
	Minor child		None	No Change	None	
12.	Mr. Chansak Chuenchom	None	None	No Change	None	
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
13.	Mr. Petai Mudtham		None	No Change	None	New Director Since January 19, 2022
	Spouse		None	No Change	None	
	Minor child		None	No Change	None	
14.	Mr. Yordchatr Tasarika		None	No Change	None	New Director at AGM meeting April 5, 2022
	Spouse		None	No Change	None	
	Minor child		None	No Change	None	
15.	Mr. Kris Imsang		None	No Change	None	New Director Since October 1, 2022
	Spouse		None	No Change	None	
	Minor child		None	No Change	None	
Directors completed term / resigned						
16.	Mr. Woothisarn Tanchai	None	None	No Change	None	Completed term AGM April 5, 2022
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
17.	Mr. Sukrit Surabotsopon	None	None	No Change	None	Completed term AGM April 5, 2022
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
18.	Air Marshal Boonsuib Prasit	None	None	No Change	None	Completed term AGM April 5, 2022
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	
19.	Mr. Chawalit Tippawanich	0.00220% 450,000	0.00220% 450,000	No Change	None	Resigned as Chief Executive Officer September 30, 2022
	Spouse	None	None	No Change	None	
	Minor child	None	None	No Change	None	

As of December 31, 2022, 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. Miss Wanida Utaisomnapa	Member
2. Mr. Woravuth Sivapetrart	Member
3. Mr. Pongsak Wattanakarunwong	Managing Director

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

Name	Position (s)
1. Mr. Sergiusz Stefanowski	Chairman
2. Mr. Krit Imsang	Member
3. Mr. Phichin Aphiwantanaporn	Member
4. Mr. Woravuth Sivapetrart	Member
5. Mr. Rafal Zdon	Member
6. Mr. Waldermar Franz Preussner	Member
7. Miss Soh Bee Hong	Member
8. Mrs. Wiparat Wattanakij	Managing Director

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

Name	Position (s)
1. Mr. Poramas Chullawichit	Chairman
2. Mr. Rathapol Unakanporn	Member
3. Miss Arisara Suthasut	Member
4. Mr. Surachai Toaphicharttrakul	Member
5. Mrs. Suchinda Ploymontree	Member
6. Mr. Preeda Boonsilp	Managing Director

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

Name	Position (s)
1. Mr. Krit Imsang	Member
2. Mr. Phichin Aphiwantanaporn	Member
3. Miss Wanida Utaisomnapa	Member
4. Mr. Woravuth Sivapetrart	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

### 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. Miss Wanida Utaisomnapa	Member
2. Miss Suwannee Buranapraditkul	Member
3. Mr. Hu Jiezhong	Member
4. Miss Liu Yuhong	Member

### 7. Innopolymed Co.,Ltd.

Name	Position (s)
1. Mr. Savara Kwangsopa	Chairman
2. Mr. Phichin Aphiwantanaporn	Member
3. Mr. Anucha Somjitchob	Member



## Positions of Directors and Executives in Subsidiaries/ Associated Companies/ Related Companies as of December 31, 2022

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.	INNOPOLYMER CO., LTD.	IRPC Polyol Co., Ltd.	WHA Industrial Estate (Rayong) Co., Ltd.	Mytex Polymers (Thailand) Co., Ltd.	UBE Chemical (Asia) PLC	IRPC Clean Power Co., Ltd.	PTT PLC	The Energy Complex Co., Ltd.
1.	Dr. Siri Jirapongphan, Phd. <sup>(1)</sup>	x												
2.	Mr. Somnuk Bomrungsalee	/												
3.	Dr. Anusorn Sangnimnuan	/												
4.	Mr. Supot Laosuarpha	/												
5.	Ms. Siriwan Chierapong	/												
6.	Mr. Jumpol Sumpaopo	/												
7.	Dr. Ekniti Nitithanprapas	/												
8.	Ms. Piangpanor Boonklam	/											//	/
9.	Asst. Prof. Dr. Chaiyaporn Puprasert	/												
10.	Mr. Chansak Chuenchom	/											//	x
11.	Mr. Petai Mudtham <sup>(2)</sup>	/												
12.	General Aittipol Suwannarat <sup>(3)</sup>	/												
13.	Mr. Yordchatr Tasarika <sup>(4)</sup>	/												
14.	Mr. Prasong Intaranongpai <sup>(5)</sup>	/											//	
15.	Mr. Kris Imsang <sup>(6)</sup>	/, //			/			/			/		//	
16.	Mr. Woothisarn Tanchai <sup>(7)</sup>													
17.	Mr. Sukrit Surabotsopon <sup>(8)</sup>													
18.	Air Mshl. Boonsuib Prasit <sup>(9)</sup>													
19.	Mr. Chawalit Tippawanich <sup>(10)</sup>													
20.	Mr. Woravuth Sivapetranart	//	/		/			/	/			/		
21.	Miss Wanida Utaisomnana	//	/		/	/			/	/	/			
22.	Mr. Poramet Junwichit <sup>(11)</sup>	//		x										
23.	Mr. Phichin Aphiwantanaporn <sup>(12)</sup>	//			/		/	/	/	/	/	/		
24.	Mrs. Nidcha Jiramethanakij <sup>(13)</sup>													
25.	Mr. Somkiat Lertrituwadol <sup>(14)</sup>													

Remark: X = Chairman / = Director // = Management

<sup>(1)</sup> Mr. SIRI JIRAPONGPHAN appointed as the Director on Apr 05, 2022, AGM.

<sup>(2)</sup> Mr. PETAI MUDTHAM appointed as the Director on Jan 19, 2022.

<sup>(3)</sup> GEN. AITTIPOL SUWANNARAT appointed as the Director on Apr 05, 2022, AGM.

<sup>(4)</sup> Mr. YORDCHATR TASARIKA appointed as the Director on Apr 05, 2022, AGM.

<sup>(5)</sup> Mr. PRASONG INTARANONGPAI appointed as the Director on Dec 1, 2022.

<sup>(6)</sup> Mr. KRIS IMSANG appointed as the Director and Management on Oct 1, 2022.

<sup>(7)</sup> Mr. WOOTHSARN TANCHAI completed the term on Apr 05, 2022, AGM.

<sup>(8)</sup> Mr. SUKRIT SURABOTSOPON completed the term on Apr 05, 2022, AGM.

<sup>(9)</sup> Air Marshal BOONSUIB PRASIT completed the term on Apr 05, 2022, AGM.

<sup>(10)</sup> Mr. CHAWALIT TIPPWANICH resigned from the Director and Management on Sep 30, 2022.

<sup>(11)</sup> Mr. PORAMES CHULLAWICHIT appointed as the Management on Jan 01, 2022.

<sup>(12)</sup> Mr. PHICHIN APHIWANTANAPORN appointed as the Management on Oct 01, 2022.

<sup>(13)</sup> Mrs. NIDCHA JIRAMETHANAKIJ resigned from the Management on Sep 30, 2022.

<sup>(14)</sup> Mr. SOMKIAT LERTRITUWADOL retired on Dec 30, 2022.

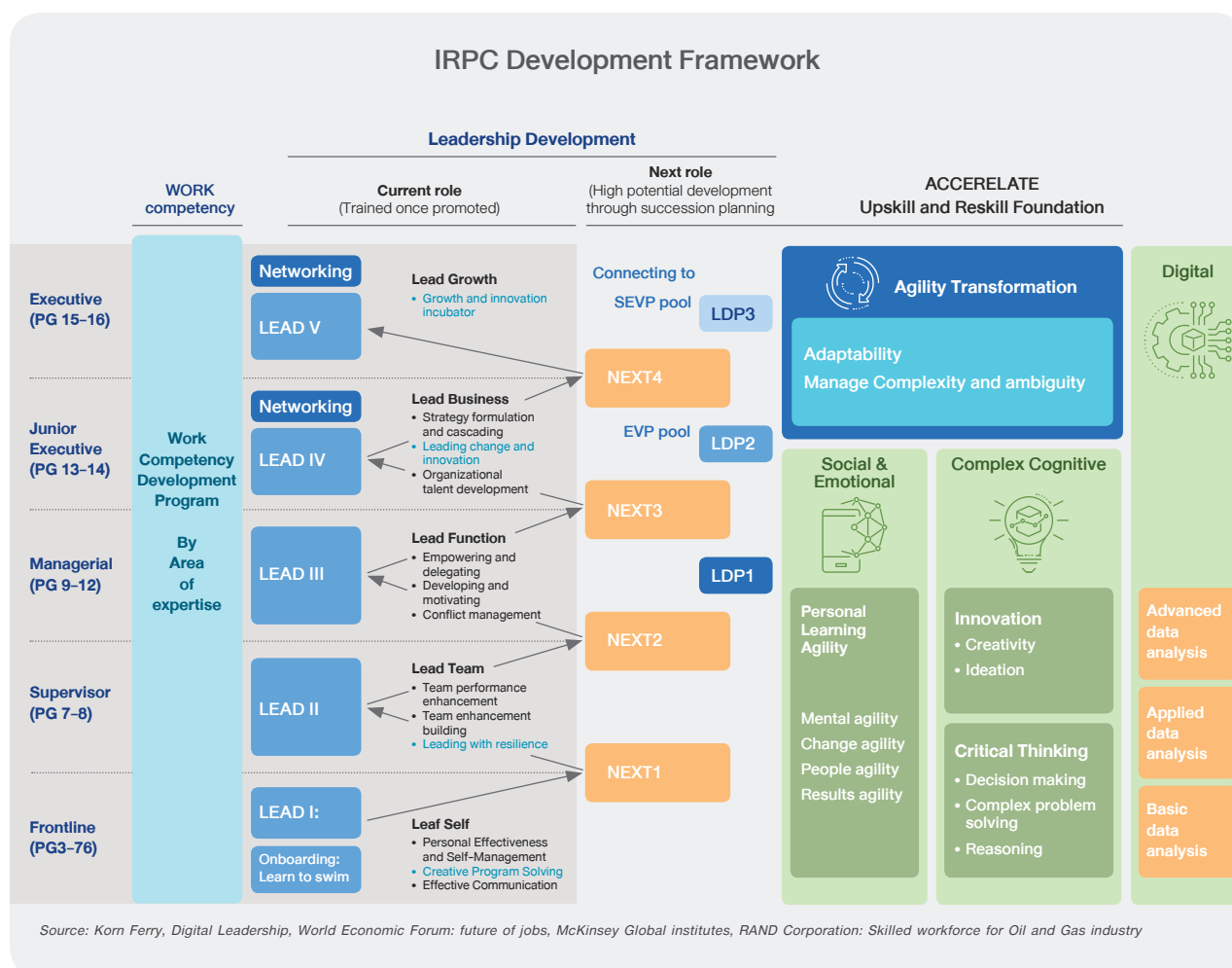
## Human Resources Management

### Human Resources Management in Accordance with Business Strategy

The Company has set a framework for strategic implementation and business direction by focusing on strength from our internal team. The business expansion development from our expertise in the current business value chain and seeking new business to push the company grow regarding the vision and mission to become a sustainable material and energy solutions company by the investment for future growth. We are focusing on collaborating with suppliers, customers, and business partners (JV, M&A, New S-Curve, Startup) both domestically and internationally with a focus on Human Resources Development which prepare the individual one by one and raise key behaviors to support the strategy to achieve results as follows:

#### 1. Employee's Competency Development

In order to be competitive and operate the business in the same industry, the Company has set the human resources development framework (IRPC Development Framework) to be in line with the organization's goals and based on Competency-Based Learning mainly aims to develop employees from the junior level to the senior management level which consisted of developing knowledge and abilities regarding their own responsibilities and employee regarding the development program in Work Competency, Leadership Competency, and Future Skill (Upskill & Reskill) as follows:



1. Work competency development by grouping of performance according to the overall work that focus on for each career path (Value Chain) to develop knowledge skills of employees in the organization to suit their roles and responsibilities and responsibility. It is pertaining to work and planning to Self-development and promoting higher potential of employees. We are also focusing on employees to develop their knowledge abilities and skills belongs to each profession. Presently, there are 7 groups of expertise to apply knowledge and skills. can be used to work efficiently.

2. Leadership Competency focuses on Leadership Development and business knowledge of employees for each level as follows;

- Onboarding development through learning from the orientation for new employees, Self-Development, Specialized, and Common Course such as QSHE operations, including Curriculum that Responds to Values (iSPIRIT) that reflect Competency and good governance.
- LEAD 1 (Leadership Development Program 1) to learn the basic of business operations and self-knowledge, including Working effectively with others (Lead Self).
- LEAD 2 (Leadership Development Program 2) to learn business principles and leadership Effective Team (Lead Team).
- LEAD 3 (Leadership Development Program 3) which is a course that focuses on development Leaders with an emphasis on developing core competencies/leaders of employees in Management level and learn business management (Business Management Program) to manage/manage effective change (Lead Function).
- VP/LEAD 4 Executive Development (Junior Executive Leadership Development Program 4) to develop executives with Leadership and Business development

courses for corporate strategic planning (Lead Business). We also have the external seminar courses to prepare for Potential executives include courses offered by TMA (Association Business Management of Thailand), CCL Institute (Center for Creative Leadership) SEP (Sasin) EDP (Research Institute Fiscal Policy), King Prajadhipok's Institute, etc.

- Development of senior management LEAD 5 (Executive Leadership Development Program 5) is an executive development program particularly in High level in Leadership and Business for growth of the organization (Lead Growth).
- Leadership Development Program of employees who have High Potential Next role (Talent Pool development through succession planning).
- Program to develop senior executives with PTT Group in Leadership Program (LDP I – III) for group executives' VP/EVP/SEVP Pool.

3. Development in the Accelerate Program for Upskill & Reskill employees to enhance knowledge and new skills that necessary for the competition in the digital age (Future Skill), for instance, increasing digital skills, Holistic knowledge that is practicable (Multi-Skill), increase capability in self-development to catch up and be able to compare with others who perform the same function in leading companies (Benchmarking with Peers), Skills and clear decision-making processes with the attitude and point of view public benefit in long-term mutual benefits, etc. through online learning system which employees can conveniently access the system anytime, anywhere, any devices (PC, Notebook, Mobile). The employees can plan their own study and use the learning system to develop the potential on their own regarding the Learning Roadmap guidelines that are required by each group of employees.

## 2. Individual Preparation

The management has prepared a success profile framework as a guideline for Development of potential executives (Management Pool) together with the preparation of a succession plan (Succession Planning) of senior executives who are highly significant to the business of the Company continually and carry out an individual development plan (Individual Development Plan: IDP) as a guideline to help employees in the company, they can work and achieve their goals in their function in order to manage continuity efficient and support the growth of the company.

## 3. Raising the key behavior

The Company adheres to iSPIRIT values which all executives and employees should have. It is the belief in doing expressive work according to the following values:



INDIVIDUAL OWNERSHIP



SYNERGY



PERFORMANCE EXCELLENCE



INNOVATION



RESPONSIBILITY FOR SOCIETY



INTEGRITY & ETHICS



TRUST & RESPECT

In conducting oneself according to the beliefs and norms of the organization's values, every executive must be an iSPIRIT Role Model and enhance the working environment to encourage employees to develop behaviors in earnest work called IRPC G3 (Good Great Growth to success) or "good, talented, brave" by key behavior "IRPC G3" has the following details:



Culture	Meaning	Key Behaviors
<b>Good</b> “ดี” ด้วยใจรับผิดชอบ	Employees of the company have ethics. Accurate, transparent, respectful of different opinions and responsible for the organization, society and environment	1) Integrity & Ethics: what is right, transparent and follow the business guidelines conducting good business of the Company 2) Trust & Respect: Believe in others, respect different opinions, build memories positive in every relationship 3) Sustainability: Behave with responsibility to the organization, society and sustainable environment
<b>Great</b> “เก่ง” ท้นโลกธุรกิจ	IRPC employees know deeply, know widely, integrate Shared Value and Generating Business Results IRPC Group and allies	1) Inclusive Competency: Continual development, Know-in-depth, Know-in-wide, build participating in a diverse group of people 2) Solution & Synergy Value: towards a common goal 3) Deliver Corporate Result: Deliver business results of IRPC Group and partners
<b>Growth to Success</b> “กล้า” เพื่อความสำเร็จ	IRPC employees think differently, do new things. Create innovation, stand up, take responsibility lead the future to success	1) Leadership: Devoting energy, eager to do better than what is existing for the company in the future 2) Change, Transformation & Innovation Challenge: Find new ways to create innovations to increase the company growth. 3) Accountability & Commitment: understand the impact of decision, Take responsibility for our actions

From iSPIRIT Values to Key Behaviors G3 "Good, Smart, Eager", the company has driven through executives at all levels and linked to the Human Resource Management system, for example, operational management systems etc. by emphasizing on the "good, talented, courageous" behavior of all employees who will support the success of the departments and organizations' performance regarding the company's vision.

### 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 analysis 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 masks, 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 2022, IRPC and its subsidiaries have a total of 5,380 employees, includes 5,316 employees of IRPC Public Company Limited and 64 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	376
2. Accounting and Finance	122
3. Commercial and Marketing	201
4. Corporate Strategic Planning	75
5. Management and Organization Development	1,116
6. Petrochemical and Refinery Operation	2,470
7. Innovation and Operation for Excellence	956
<b>Total IRPC PCL employees</b>	<b>5,316</b>
<b>Total Subsidiaries' employees</b>	<b>64</b>
<b>Total number of employees</b>	<b>5,380</b>

### Employee Remuneration

The Company and its subsidiaries paid the compensation, which are salary, overtime, bonus, provident fund, and social securities to their employees in 2022 as follows;

Description	Amount (THB)
Salary, overtime, bonus, and other benefits	7,666,719,086
Provident Fund and Social Securities	441,509,394
<b>Total</b>	<b>8,108,228,480</b>



## Other Important Information

### Company Secretary



Miss Arisara Suthasut has served as Company Secretary since October 1, 2019 (Ms. Arisara Suthasut's professional profile appears under Executive Profiles Page 46).

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

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.

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

Mr. Surachai Toaphicharttrakul has served as Accounting Manager since August 1, 2022 (Mr. Prasitsak Sawasduang's professional profile appears under Executive Profiles Page 46)

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. Prasitsak Sawasduang's professional profile appears under Executive Profiles Page 46)

## 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 during January 1, 2021- December 31, 2022, to support the work of the Audit Committee, to hold a meeting for the Audit Committee including implementation in accordance with Audit Committee policy. (Mr. Prasitsak Sawasduang's professional profile appears under Executive Profiles Page 49).

## Head of Compliance

IRPC has assigned Miss 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. (Miss Arisara Suthasut's professional profile appears under Executive Profiles Page 46).

## Head of Investor Relations

IRPC has assigned Miss Kanyamas Rithidech as Manager of Finance and Investor Relations, responsible for coordinating investor relationships among companies and related parties such as shareholders, investors, business partners, internal audit, and mass media to convey information effectively while incorporating outside views and opinions would be a benefit.

### Contact Investor Relations via one of the following channels:

- E-mail : @irpc.co.th
- Telephone : 0-2765-7380
- Fax : 0-2765-7379

## Appointment and Remuneration of the Auditor

### IRPC Public company Limited

The Audit Committee nominated EY Office Company Limited (EY) as the 2022 auditor for IRPC. The nomination was approved at the 2022 Annual General Meeting of Shareholders. EY 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. The audit fee for the year 2022 was 2,600,000 Baht, which was a decrease from 2021. This fee, however, did not include other accrued expenses, such as travel allowances, etc., but not exceeding 130,000 Baht, which were billed to IRPC according to customary practice.

Audit Fee (Unit: Baht)	2021 (Auditor: Deloitte)	2022 (Auditor: EY)
1. Audit Fee	3,100,000	2,600,000
2. Non-audit fee	600,000	None
	Fees for	
	1. Additional work to support the audit of large corporation's financial statements	

## Subsidiaries and Joint Ventures

EY Office Company Limited "EY" also proposed the audit fee of 1,040,000 Baht for IRPC's five subsidiaries and two joint venture company.



## 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." on page 222-223.

##### 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" on page 228 and "Duties and Responsibilities of the President and Chief Executive Officer," on page 236-237 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 2022 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 2022, four new directors attended the orientation, namely (1) Dr. Siri Jirapongphan (2) General Aittipol Suwannarat. (3) Mr. Yordchatr Tasarika and (4) Mr. Prasong Intaranongpai.

### 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 26-36).

In addition, in 2022, the company coordinated with the directors and executive officers to attend related training sessions as follows:

1. A narration on investment in new company provided by Mr. Manop Sangiambut, Senior Executive Vice President Chief Financial Officer and Chief Finance & Strategy Officer, SCB X Public Company Limited.
2. Lecture by Dr. Amornthep Chawla, Research Director, CIMB Bank, on the direction of the global economy and an analysis of the impact of the Russian and Ukrainian conflicts (Investment Outlook amid Market Volatility and War in Ukraine).
3. Presentation by petrochemical and refining industry specialists from IHS Global (Thailand) Limited on the consequences and opportunities of policies linked to global warming and the Conference of the Parties, 26th seated of the United Nations Framework Convention on Climate Change (COP26).
4. Lecture on authority, duties and responsibilities of directors and executives By Mr. Weerawong Jitmittraphap, Senior Partner, Weerawong Law Firm, Chinawat and Partners.
5. Lecture on alternative energy (Green Hydrogen) by experts.

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

### Board performance assessment

In 2022, the Company has assessed the performance of the Board of Directors and bring the evaluation results to do a Directors Development Plan by using an assessment by an independent assessor from external party (Independent Assessment), which the Company has conducted every 3 years. In 2022, the company has assigned the PricewaterhouseCoopers ABAS Ltd. (PWC) Assessor who is the Independent Assessment of the Board of Directors' and Sub-Committees' performance by using the assessment process is efficiency, measurable and in line with international standards. The methodology that considers questionnaires and interview with the Board of Directors. We have brought the suggestions from the evaluation results to improve work efficiency of the Board of Directors to improve create transparency credibility as well as strengthening the governance with good corporate governance of the Company more solid by conducting in the form of a self-assessment and the interview is as follows:

1. The assessment forms as self-assessment:
  - 1.1 Self-assessment of the entire Board of Directors
  - 1.2 Self-assessment of individual directors
  - 1.3 Director's mutual performance assessment form (2-person cross assessment)
  - 1.4 Sub-Committee performance
2. The assessment in forms of Interview:
  - 2.1 Interview Chairman
  - 2.2 Interview head of Subcommittee (4 parties).

**2022 Performance Assessment of the Board of Directors and Sub-Committees by external assessor (PwC)**

1. Self-assessment of individual directors -the average score of every topic is assessed as “excellence”

Directors' Assessment	Assessment Score 2022 (%)
1. The entire Board of Directors	97.85
2. Self-assessment of individual directors	96.98
3. Director's mutual performance assessment form (2-person cross assessment)	98.75
4. Subcommittee performance	
4.1 Risk Management Committee	98.86
4.2 Audit Committee	96.51
4.3 Nomination and Remuneration Committee	98.06
4.4 Corporate Governance Committee	97.97

2. Form above assessment, scores for each topic can be distributed as follows:

- 1) Performance Assessment of the entire Board of Directors

Assessment topic	Assessment score (%)
Board Structures & Qualifications	97.10
Roles and Responsibilities	97.68
Meeting preparation and conduction	99.64
Training and Self-development	96.00
<b>Total Score</b>	<b>97.85</b>

- 2) Performance Assessment of Mutual Assessment of Directors (cross-assessment)

Assessment topic	Assessment score (%)	
	Self-Assessment	Cross-Assessment
Roles and Responsibilities	97.83	99.22
Meetings preparation and conduction	99.00	99.00
Relationship with Management team	95.56	97.78
Training and Self-development	94.33	97.00
<b>Total score</b>	<b>96.98</b>	<b>98.75</b>



## 3) Performance Assessment of Sub-Committee (4 units)

Assessment topic	Risk Management Committee	Audit Committee	Nomination and Remuneration Committee	Corporate Governance Committee
Committee Structure and Qualification	100.00	97.78	97.78	100.00
Roles and Responsibilities	99.00	96.36	97.62	98.57
Meetings preparation and conduction	98.67	95.56	100.00	97.78
Training and Self-development	96.00	100.00	93.33	86.67
<b>Total score</b>	<b>98.86</b>	<b>96.51</b>	<b>98.06</b>	<b>97.97</b>

#### Summary of 2022 Performance Assessment of the Board of Directors and Sub-Committees by external assessor (PwC)

The performance review of IRPC's the Board of Directors and Sub-Committees was assessed and scored at the average of 96.51%-97.85% comparing the standards of CORPORATE GOVERNANCE REPORT OF THAI LISTED COMPANIES (CGR) by Thai Institute of Directors (IOD), resulting in the evaluations for the "Excellence".

#### 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 2022, the Board of Directors approved the President and CEO's performance review criteria at Board Meeting No. 4/2022 on March 15, 2022. 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. 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.

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. The President, and CEO's compensation was reported as per criteria prescribed by the SEC Office in the management structure under "Executives' Compensation." On page 240.

## Meeting attendance and remuneration of individual Board members Board and Sub-Committee Meetings

### 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 2022, the Board of Directors held 17 meetings, physical as well as e-meetings, consisting of two physical meeting and 11 e-meetings, and four of both physical and e-meetings. Of these, one 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 17, 2022, and October 18, 2022), topics discussed included IRPC's research and development, production efficiency planning, marketing planning and logistics planning, organizational potential development, business planning and environment planning, for example.

Meeting of the Board of Directors in the absence of the management (on July 25, 2022) covered a range of topics of great potential benefits to IRPC, such as future business plan, Petroleum marketing, asset management, Compliance with standards and regulations, and human resource management to develop future-proof skill sets for growth amid changing trends in the years ahead etc.

The Board as a whole attended 98 per cent of its meetings in 2022. Individual directors attended an average of more than 82 per cent of the meetings (82-100 per cent) 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	Board without Executives	Independent Directors	Audit Committed	Risk Management Committee	Nomination and Remuneration Committee	Nomination and Remuneration Committee	2022 Shareholders Annual General Meeting
	(15members) Number of meetings: 17	(14 members) Number of meetings: 1	(7members) Number of meetings: 2	(( 3 members) Number of meetings: 11	(5members) Number of meetings: 14	(3members) Number of meetings: 6	(3members) Number of meetings: 11	(15 members) Number of meetings: 1
1. Dr. Siri Jirapongphan,Phd.	12/12	1/1	-	-	-	-	-	-
2. Mr. Somnuk Bomrungsalee	17/17	1/1	2/2	11/11	-	-	-	1/1
3. Dr. Anusorn Sangnimnuan	17/17	1/1	2/2	-	14/14	-	-	1/1
4. Mr. Supot Laosuarpha	17/17	1/1	-	-	-	6/6	-	1/1
5. Miss Siriwan Chierapong	17/17	1/1	2/2	11/11	-	-	-	1/1
6. Mr. Jumpol Sumpaopo	17/17	1/1	2/2	10/11	-	-	-	1/1
7. Dr. Ekniti Nitithanprapas	17/17	1/1	-	-	13/14	-	-	1/1
8. Miss Piangpanor Boonklam	16/17	1/1	-	-	14/14	-	-	1/1
9. Mr. Prasong Intaranongpai	1/1	1/1	-	-	1/1	-	-	-
10. Asst. Prof. Dr. Chaiyaporn Puprasert	17/17	1/1	2/2	-	-	6/6	-	1/1
11. General Aittipol Suwannarat	12/12	1/1	2/2	-	-	5/5	-	-
12. Mr. Chansak Chuenchom	14/17	1/1	-	-	7/10	-	6/6	1/1
13. Mr. Petai Mudtham	15/17	1/1	-	-	-	-	10/10	1/1
14. Mr. Yordchatr Tasarika	12/12	1/1	2/2	-	-	-	6/6	-
15. Mr. Kris Imsang	15/15	-	-	-	-	-	1/1	1/1

#### Directors who retired and resigned in 2022

16.	Mr. Woothisarn Tanchai <sup>(1)</sup>	5/5	-	-	-	-	-	4/4	1/1
17.	Air Marshal Boonsuib Prasit <sup>(2)</sup>	5/5	-	-	-	-	1/1	-	1/1
18.	Mr. Sukrit Surabotsopon <sup>(3)</sup>	5/5	-	-	-	3/3	-	-	1/1
19.	Mr. Chawalit Tippawanich <sup>(4)</sup>	14/14	-	-	-	11/11	-	-	1/1

#### Notes:

<sup>(1)</sup> Mr. Woothisarn Tanchai, independent director, completed his term on April 5, 2022

<sup>(2)</sup> Air Marshal Boonsuib Prasit, independent director, completed his term on April 5, 2022

<sup>(3)</sup> Mr. Sukrit Surabotsopon, independent director, completed his term on April 5, 2022

<sup>(4)</sup> Mr. Chawalit Tippawanich, director resigned effective September 30, 2022

### 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.
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.
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. According to the Director pay Survey Report 2020 by Thai Institute of Directors (IOD), published in December 2020, the proposed compensation packages for 2022 are approximately equivalent to the "mean" of monthly income/person. The resulting compensation packages for the Board of Directors and its committees were submitted to the Annual General meeting of Shareholders (AGM), and it was resolved to consent to them, which were the same amounts offered in 2021, 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 2021, as IRPC proposed bonuses be awarded based at the amount of 44 million baht, and the Board of Directors approved the proposal. At the AGM 2022, held on April 5, 2022, shareholders voted to award directors bonuses based on the 2021 operating results at the amount of 44 million baht. The compensation of individual directors is detailed in the table below

### 2022 Compensation of Individual Directors

(Unit: Baht)

	Name	Compensation	Meeting allowance Board of Directors	Meeting allowance for Sub-Committees	Bonus	Total
1.	Dr. Siri Jirapongphan, Phd.	532,000	720,000	-	-	1,252,000
2.	Mr. Somnuk Bomrungsalee	540,000	765,000	660,000	3,048,499	5,013,499
3.	Dr. Anusorn Sangnimnuan	540,000	765,000	840,000	3,048,499	5,193,499
4.	Mr. Supot Laosuarpha	540,000	765,000	345,000	2,438,799	4,088,799
5.	Miss Siriwan Chierapong	540,000	765,000	495,000	3,048,499	4,848,499
6.	Mr. Jumpol Sumpaopo	540,000	765,000	495,000	3,048,499	4,848,499
7.	Dr. Ekniti Nitithanprapas	540,000	765,000	585,000	2,845,266	4,735,266
8.	Miss Piangpanor Boonklam	540,000	720,000	630,000	2,845,266	4,735,266
9.	Mr. Prasong Intaranongpai	45,000	45,000	45,000	-	135,000
10.	Asst. Prof. Dr. Chaiyaporn Puprasert	540,000	765,000	270,000	2,438,799	4,013,799
11.	General Aittipol Suwannarat	399,000	540,000	225,000	-	1,164,000
12.	Mr. Chansak Chuenchom	540,000	630,000	600,000	609,700	2,379,700
13.	Mr. Petai Mudtham	513,871	675,000	450,000	-	1,638,871
14.	Mr. Yordchatr Tasarika	399,000	540,000	270,000	-	1,209,000
15.	Mr. Kris Imsang <sup>(1)</sup>	554,500	750,000	150,000	3,963,049	5,417,549
16.	Mr. Woothisarn Tanchai	142,500	225,000	240,000	3,048,499	3,655,999
17.	Air Marshal Boonsuib Prasit	142,500	225,000	60,000	3,048,499	3,475,999
18.	Mr. Sukrit Surabotsopon	142,500	225,000	135,000	2,845,266	3,347,766
19.	Mr. Chawalit Tippawanich	403,500	630,000	495,000	3,048,499	4,576,999
<b>Total</b>		<b>8,134,371</b>	<b>11,280,000</b>	<b>6,990,000</b>	<b>39,325,635</b>	<b>65,730,006</b>

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

Note: <sup>(1)</sup> 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 89). 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 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, 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. Determination of main job positions for executives and employees to work (Key Strategic Position)
2. Preparation of regulations, rules, requirements and policies (Rules and Regulations) including various directives to establish a linkage among supervision regarding the company's policy and bringing Policy to achieve results.
3. Reporting Line and Performance Management
4. Multi-level Governance with the IRPC group operates a variety of businesses and has different complexity, therefore, in order to manage the group IRPC goes in the same direction, is clear and has systematically linked. Therefore, the management guidelines have been designed the Management in a hierarchical governance style or Multi-Level Governance by relying on the cooperation mechanism of the companies in the

group. IRPC results in the same standard of operation and achieve business objectives in a sustainable manner based on the value of the organization "iSPIRIT"

5. Management Committee both at the board level and management level, such as the Good Corporate Governance Committee, Management Committee (Management Committee: MC), including specific committees regarded as a part important in driving group management IRPC to achieve effective results.

### 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. 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. This is the 8<sup>th</sup> year report done via online system (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 2022, 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 2022 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. With the goal to improve compliance with good corporate governance principles and international standards, IRPC has enhanced the rules on complaints and whistleblowing for IRPC Public Company Limited and its companies (IRPC Group) as of 2022.

##### 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
- Website : www.irpc.co.th
- via Supervisor/Manager

##### Action when collect the complaints

Our policy has determined to follow this procedure.

- When receiving a complaint according to the methods and channels specified by the Company to submit such complaints to the internal audit office by The Internal Audit Office will initially record the information and consider it. If it is not related to a corruption, it will be forwarded to the Compliant Screening Committee.
- Complaint Screening Committee consider screening matters and make a preliminary complaint with collect

or seek additional evidence for consideration of complaints. Including preparing a report to present to the Chief Executive Officer and President and/or relevant committees; and inform the complainant about the status of the operation according to the criteria specified by the Company.

- If it is a complaint about corruption, the Internal Audit Office is responsible for taking action and follow up, collect the information, which might be violating the

company's code of conduct, in order to report directly to the Audit Committee and the Board of Directors.

In 2022, the Internal Audit Office receives the complaints according to the methods and channels as follows:

Period	Channel				Type		Investigation		Case	
	E-mail & Mail	35 <sup>th</sup> Box Office	Website	Supervisor	- Operation, - Behavior, - Suggestion	Corruption	Complete	Under Investigation	Complete	Pending
1 <sup>st</sup> Quarter	-	-	-	-	-	-	-	-	-	-
2 <sup>nd</sup> Quarter	1	-	-	-	-	1	1	-	-	1
3 <sup>rd</sup> Quarter	-	6	-	2	7	1	8	-	7	1
4 <sup>th</sup> Quarter	-	-	-	2	1	1	1	1	-	2
รวม	1	6	-	4	8	3	10	1	7	4

## 6. Digital Execution

Digital is one of the key success factors that will help the company can move forward in a new business efficiently. The Company's Digital Framework (IRPC's Digital Framework) focus on 2 main topics:

1. Cyber Security focuses on strengthening to prevent cyber-attacks to ensure that the Company able to operate safely using the conceptual framework and ISO 27001 Cyber Security Standards with NIST Cyber Security Framework principles.
2. Data Analytic aims to develop and increase the efficiency of analytics and making a decisions of employees at all levels, resulting in the Company's income.

In addition, the company is aware of the security of digital work systems and the Company's information technology system, as a result, the Company has set proactive and implementing digital risk management as follows;

- Data and information security: The company has been certified ISO 27001: Information Security Management System, which is a security management system standard information security.
- Conduct disaster recovery in case of a system failure (Disaster Recovery Plan), which may be caused by external attacks, equipment is damaged or various disasters annually every year.
- There is a Security Operation Center (SOC) that is efficient and constantly improving.
- Prepare a manual for IT operations in response to cyber incidents and organize training to educate employees on how to use computer accessories and software safely.

Details of digital operations are in the topic report "Digital Transformation of Organizations" on pages 121-126 and "Risk Management" on pages 94-98.

## Corporate Governance Compliance in Other Matters

### Anti-Corruption

IRPC operates its business with integrity, adheres to its code of conduct and follows 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 anticorruption 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 anticorruption 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 2022.
- 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 2022 appear under "Creating Corporate Governance Awareness and Mindset in 2022" Page 215-218.



## 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.

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 2022 human rights activities appear under "Creating Corporate Governance Awareness and Mindset" Page 130-135.

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 148-169.





# Internal Control and Connected Transactions

## Internal Control

### The Board's views on the internal control system

IRPC Public Company Limited has implemented internal control in accordance with the internationally-accepted COSO Internal Control – Integrated Framework to achieve objectives in 3 areas: Operations, Reporting, and Compliance. The management and the internal control unit have created an internal control assessment form in accordance with the rules prescribed by the Securities and Exchange Commission (SEC) as well as reviewed and given opinions on recommendations made by the Audit Committee before reporting to the Board of Directors at Meeting No. 10/2022 of November 8, 2022, also attended by independent directors and the Audit Committee. The Board was of the opinion that the Company's internal control system was sufficient and appropriate, and no significant deficiencies detected that could compromise the ability of the internal control system to achieve its objectives. The Company has put in place appropriate procedures and competent personnel to ensure efficient and effective implementing internal control, accurate and reliable reporting, and conduct businesses in full compliance with relevant laws and regulations. That is to safeguard the Company and its subsidiaries' assets against fraud or abuse by directors, executives, or employees as well as to prevent transactions with potential conflicts of interest involving related parties.

The Company's internal control system has undergone constant revision and updating to correspond with changing external and internal contexts. In 2022, the Company further developed its internal control system and summarized internal control outcomes for publication in its annual report in accordance with COSO (The Committee of Sponsoring Organizations of the Treadway Commission) framework, which consists of five internal control components as follows:

#### 1. Control Environment

The Board and the management promote a corporate culture that nurtures talent, courage, and integrity of the Company's employees. This not only enables the Company to align business operations effectively and sustainably to its vision and mission, but also to foster business ethics and corporate governance through the establishment of sound and appropriate internal control environment as follows:

The Board and the management have set good corporate governance policy, compliance policy, internal control policy (revised), anti-corruption policy, personal data privacy (PDPA) policy, and code of conduct, requiring employees at all levels to submit conflict of interest declaration form electronically every year. There is also ethics self-assessment form for executives and employees to complete, along with the introduction of corporate governance handbook (revised edition), prescribing best practices in various fields that executives and employees must sign to acknowledge, uphold, and implement.

The Board, independent from the management, is tasked with overseeing the Company's overall business operations and giving opinions on the strategic direction underpinning the business and operational plans as well as monitoring the Company's operating results and the performance of directors on a regular basis to ensure corporate objectives are met.

IRPC organizes itself along the business group and business function structures to enable efficient corporate management focusing on the unwavering strategic direction of the entire group of companies. Segregation of duties in critical functions is designed to ensure checks and balances. In addition, approval authority regarding the Company's business operations and transactions is subject to review on a regular basis. The Company also formulated an overall short- and long-term human resource development plans with clearly defined qualifications for individual positions and put in place succession planning and implemented Leadership Development Program. Systematic and standardized performance assessment



process was established, together with regular performance monitoring to ensure fair rewards that provide incentives for employees to discharge their duties effectively.

IRPC has adopted the internationally accepted “Three Lines of Defense model” of enterprise risk management and sound internal control. Staff and managers (First Line), internal control unit, compliance unit and other auxiliary units (Second Line), and the Office of Corporate Internal Audit (Third Line) are required and encouraged to apply the model continuously and consistently, from risk identification and determination of control activities to risk monitoring and assessment. In this regard, the First Line of Defense plays the most crucial role in ensuring success and efficiency of internal control.

## 2. Risk Assessment

The Board and the management attach foremost importance to risk management to build confidence and provide assurance as to the achievement of the Company's short and long-term goals. The Risk Management Committee (RMC) and Risk Management and Internal Control Committee (RMCC), established by the Board, are chaired by the Chief Executive Officer and the President, respectively. These committees provide oversight for appropriate and effective risk management and internal control as well as strict implementation of enterprise-wide risk management under the following management approaches:

IRPC has adopted ISO 31000 (2018) and COSO Enterprise Risk Management (2017) and formulated a risk management policy to provide guidelines for the management of risks that could potentially threaten the Company's ability to achieve its objectives, which Risk Appetite Statement is completely set in 2022. Such risk management approaches comprise corporate risk management, functional risk management as well as project risk management, considering the corporate goals, changing internal and external factors, including opportunity for fraud and corruption. Such enterprise risk management standards, as a part of all units' responsibility, also provide risk management approaches, coupled with risk review process and performance monitoring of risk management plan implementation on a regular basis to ensure risks stay at acceptable levels.

The Company requires the submission of a quarterly summary report on enterprise risk management to the Risk Management and Internal Control Committee, and a monthly enterprise risk management report to the Risk Management Committee. For functional risk management, a summary report is required at respective line/functional team meetings. For Star KPI-aligned & risks, a quarterly summary report on KPIs and risk management is required at the VP meeting.

IRPC has adopted the Business Continuity Management System (BCMS) in accordance with ISO 22301 (2019) to enable the Company to conduct contingency planning and respond effectively to emergency situations to ensure business continuity, mitigate impacts, and preserve the corporate public image and reputation.

## 3. Control Activities

IRPC has put in place effective control activities with a view to establish sound internal control to minimize risks that threaten the Company's ability to achieve its objectives. Such control activities include creation of rules, policies, regulations, handbooks, and procedures in written form, defining managers' scope of authority and duties and employees' job descriptions at each level, along with determination of authority to approve business transactions, and regular operational reviews to ensure compliance with rules, policies, regulations, and operational handbooks. In addition, the Company has formulated policies and guidelines regarding roles and responsibilities, and transactions with actual or potential conflicts of interest to ensure transparency, accountability, and fairness of all transactions and to ascertain that they are approved in the best interests of the Company.

IRPC has implemented Continuous Control Monitoring System (CCMS) for purchase/procurement and payments as well as sales and receipts as a tool to effectively monitor business operations and detect irregularities, in line with the segregation of duties concepts.

IRPC has developed the Control Self-Assessment (CSA) form to cover its key operations, such as the enterprise-wide internal control self-assessment form and process-specific internal control self-assessment form. These self-assessment forms help executives develop comprehensive and broad-based approach to control activities to minimize risks in various operational processes.

IRPC has established Project Governance guidelines to improve efficiency and effectiveness of project management by requiring relevant committees and business units to thoroughly review information on investment projects at all stages of implementation, with regard to risk assessment and risk management approaches. The Company is also developing IRPC Way of Conduct to provide oversight, supervision, and monitoring of companies within IRPC Group. This year, the Company announced the IRPC Group's management policy.

IRPC achieved ISO 27001 certification for information security management to provide assurance of the Company's efficient and effective IT security management.

The Company has developed Personal Data Privacy Policy, appointed a working group and data protection officer as well as upgraded its IT system to enhance its personal data control process, including alerting relevant members of the staff to the Personal Data Privacy Act (PDPA) now in force.

#### 4. Information & Communication

IRPC values quality information and communication which are key components supporting effective internal control. An E-Compliance system has been developed to collect information with regard to laws, rules, regulations, and relevant requirements as well as compliance assessment system. The E-Compliance system is launched in 2022 and is currently being developed for better effectiveness. Progress in the project implementation will be communicated to the Company's Board of Directors, executives, employees, and stakeholders as appropriate. Meeting agenda will be delivered to members of the Board prior to the Board meeting, so they can prepare for decision-making.

The Company has announced policy and an integrated approach to Governance, Risk Management/Internal Control and Compliance (GRC), which will be communicated to raise awareness among employees about GRC implementation guidelines and how to apply it in the line of their duties to ensure efficiency, transparency, and compliance.

IRPC has provided internal communication channels, which consist of communication from the top management to employees through Town Hall events, communication via corporate intranet, communication via electronic mail, and communication via Line group. External communication channels for stakeholder engagement consist of SMS,

Line group, electronic mail, Facebook page and corporate website. There are also units dedicated to regular information disclosure to stakeholders as well as complaint-handling channels and Whistleblower system to assure employees and external persons that their complaints will be handled in a transparent, honest, fair, and timely manner, while being kept confidential.

#### 5. Monitoring Activities

IRPC has established a process for monitoring and assessing the adequacy of internal control along with guidelines to further improve and enhance the efficiency and effectiveness of the Company's internal control system. Executives at all levels are charged with the duty to provide oversight and monitor work systems under their respective purviews to ensure efficiency and strict compliance with applicable policies, rules, and regulations.

Internal control unit of Corporate Strategic and Sustainability Planning Department is tasked with assessing the adequacy and suitability of internal control system while providing advice on how to improve or remedy internal control deficiencies that have been detected. IRPC imposes reporting requirements for any internal control deficiency detected so that the management is alerted in a timely manner, along with monitoring process to ensure any remedial measure taken is effective and completed on time.

The Office of Corporate Internal Audit, an independent unit reporting directly to the Audit Committee, is tasked with reviewing, and assessing internal control effectiveness for various activities under audit plans approved by the Audit Committee. These plans align with IRPC's strategic direction and critical risks facing the Company's businesses. The office also provides recommendations for improving internal control efficiency and effectiveness by informing the management of remedial actions, reporting to the Audit Committee findings and the progress of remedial actions to completion.



**(Dr. Siri Jirapongphan)**

Chairman

IRPC Public Company Limited

## Connected Transactions

For the fiscal year 2022, the IRPC and its subsidiaries engaged in key connected transactions with related companies or parties. These transactions were based on market prices, or, in the absence of market prices, the prices agreed upon at fair prices and conditions. The relationship and connected transactions are described below:

No.	Connected Party/Relationship	Transaction	Unit ( Million baht )			Nature and Condition
			2022	2021	2020	
1	<b>PTT Plc (PTT)</b> Relationship: - IRPC's major shareholder with 45.05% shares - PTT Management on IRPC Board of Directors Mr. Kris Imsang Miss Peangpanor Boonklum Mr. Chansak Chuenchom Mr. Prasong Intaranongpai	- Sale of goods - Purchase of goods - Other income - Sales & admin expenses - Interest payables - Account receivable - Accounts payable - Other receivables	883 242,353 9 87 2 860 31,116 611	192 166,119 5 41 - 19 24,503 2,789	593 103,029 75 46 3 542 21,674 1	- IRPC sold petroleum products and provided tank storage service to PTT - IRPC purchased crude oil and natural gas from PTT and received compensation from selling and buying crude oil and products within PTT group - IRPC received logistics compensation and personnel expenses from PTT - IRPC paid personnel expenses to PTT - IRPC paid short-term loan interest (ICBL) to PTT
2	<b>PTT Oil and Retail Business Plc (PTTOR)</b> Relationship: PTT Plc holds 75.00% shares	- Sale of goods - Purchase of goods - Other income - Sales & admin expenses - Accounts Receivable - Accounts Payable	42,010 135 - 2 2,496 10	32,681 163 - 2 1,993 13	24,102 13 1 - 1,619 -	- IRPC sold petroleum products to PTTOR. - IRPC purchased lubricant products from PTTOR. - IRPC received income for decorating Cafe Amazon outlets. - IRPC Oil Co., Ltd. and IRPC Technology Co., Ltd. paid royalties and marketing fees for sale of goods and transportation expenses to PTTOR.

No.	Connected Party/Relationship	Transaction	Unit ( Million baht )			Nature and Condition
			2022	2021	2020	
3	<b>Thai Oil Plc (TOP)</b> Relationship: PTT Plc holds 45.03% shares	- Sale of goods - Service income - Trade in crude and feedstocks for legal reserves - Purchase of goods - Other income - Sales & admin expenses - Account receivable	550 - - - - - - -	- 42 571 34 3 - -	- 118 - - - - - 11	- IRPC sold petroleum products to TOP - IRPC provided tank storage service to TOP - IRPC traded in crude and feedstocks for legal reserves with TOP - IRPC purchased crude from TOP - IRPC received compensation from TOP
4	<b>Thai Paraxylene Co., Ltd.(TPX)</b> Relationship: TOP holds 99.99% shares	- Sale of goods - Purchase of Goods - Account payable - Account Receivable	- 1,419 6 -	445 1,400 - -	- 743 - 67	- The company sold aromatics products to TPX - IRPC purchased aromatics products from TPX
5	<b>Thai Oil Marine Co., Ltd. (TOM) <sup>(1)</sup></b> Relationship: TOP holds 99.99% shares	- Service Income - Account Receivable	- -	11 -	34 2	- IRPC provided port services to TOM
6	<b>Top Next International (TX) <sup>(2)</sup></b> Relationship: Thai Oil Solvent Co., Ltd. holds 99.99% shares	- Sale of goods - Purchase of goods - Account receivable - Account Payable	1,730 147 117 11	1,247 114 104 14	767 50 69 7	- IRPC sold aromatics products to TX - IRPC purchased Solvent products from TX
7	<b>Top Solvent Vietnam Co., Ltd. (TSV)</b> Relationship: Top Solvent Co., Ltd. holds 99.99% shares	- Sale of goods - Account receivable	136 -	568 26	433 56	- IRPC sold aromatics products to TSV
8	<b>Sak Chaisit Co., Ltd. (SAKC)</b> Relationship: Top Solvent Co., Ltd. holds 80.52% shares	- Sale of goods - Account receivable	408 4	222 3	141 5	- IRPC sold aromatics products to SAKC
9	<b>Ubon Bio Ethanol Plc (UBBE) <sup>(3)</sup></b> Relationship: Thai Oil Ethanol Co., Ltd. holds 12.39% shares	- Purchase of goods - Accounts payable	- -	99 -	253 1	- IRPC purchased ethanol products from UBBE.

No.	Connected Party/Relationship	Transaction	Unit ( Million baht )			Nature and Condition
			2022	2021	2020	
10	<b>PTT Energy Solutions Co., Ltd. (PTTES)</b> <sup>(4)</sup> Relationship: PTT Plc holds 40.00% shares IRPC Plc holds 20.00% shares - Common director: Mr. Kris Imsang	- Other income - Sales & admin expenses - Other receivables	4 80 1	4 82 2	3 77 -	- IRPC received personnel expenses from PTTES - IRPC paid PTTES technical service fees
11	<b>Energy Complex Co., Ltd. (EnCo)</b> Relationship: PTT Plc holds 50.00% shares - Common directors: Miss Peangpanor Boonklum Mr. Chansak Chuenchom	- Sales & admin expenses - Amortization of license asset - Interest expense under lease agreement - Right of use - Lease liabilities - Accrued interest under lease agreement - Contract deposit	65 31 2 66 68 2 20	64 30 1 3 3 - 20	65 30 2 33 34 1 20	- IRPC signed office rental and service agreements with EnCo for a period of three years (Feb 2022 - Jan 2025)
12	<b>PTT International Trading Pte., Ltd. (PTTT)</b> Relationship: PTT Plc holds 99.99% shares	- Sale of goods - Purchase of goods - Other income - Income (Expenses) from oil futures contract - Account receivable - Other receivables - Other payables	46,848 1,159 12 (2,455) 2,633 514 81	11,510 - - (311) 1,076 - 22	8,596 - - (10) 539 - 125	- IRPC sold petroleum products to PTTT - IRPC purchased petroleum products from PTTT, and received compensation from selling and buying crude oil and products within PTT group - IRPC received compensation from delivery delay from PTT - The Company entered into an oil futures contract with PTTT
13	<b>Dhipaya Insurance Plc (TIP)</b> <sup>(5)</sup> Relationship: PTT Plc holds 13.33% shares	- Other income - Sales & admin expenses - Other payables	- - -	561 360 -	244 307 3	- IRPC received compensation from TIP - IRPC paid insurance premiums to TIP

No.	Connected Party/Relationship	Transaction	Unit ( Million baht )			Nature and Condition
			2022	2021	2020	
14	<b>PTT Tank Terminal Co., Ltd. (PTTTANK)</b> Relationship: PTT Plc holds 99.99% shares	- Other payables	13	-	-	- IRPC paid for project consulting fees
15	<b>Business Services Alliance Co., Ltd. (BSA)</b> Relationship: PTT Plc holds 25.00% shares	- Other income  - Sales & admin expenses - Other payables	3  382 4	3  331 60	3  269 22	- IRPC Oil Co., Ltd. Received store management service income from BSA - The company paid personnel wages to BSA
16	<b>Global Power Synergy Plc (GPSC)</b> Relationship: PTT Plc holds 47.27% shares	- Other income  - Sales & admin expenses	-  2	7  2	11  -	- IRPC provides research services to GPSC. - IRPC paid personnel wages to GPSC.
17	<b>PTT Global Chemical Plc (GC)</b> Relationship: PTT Plc holds 45.18% shares	- Sale of goods  - Purchase of goods  - Sales & admin expenses  - Account receivable - Accounts payable	25,108  29,065  23  1,735 1,715	8,754  14,459  40  1,460 2,429	5,996  11,263  4  595 939	- IRPC sold petroleum products and polymer products to GC - IRPC purchased petroleum and polymer products from GC - IRPC paid personnel wages and compensation for goods to GC
18	<b>GC Marketing Solutions Co., Ltd. (GCM)</b> Relationship: PTT Global Chemical Plc holds 100.00% shares	- Sale of goods  - Purchase of goods  - Account receivable - Accounts payable	260  330  - -	333  405  27 33	118  286  20 25	- IRPC sold polymer products to GCM - IRPC purchased polymer products from GCM
19	<b>GC Logistics Solutions Co., Ltd. (GCL)</b> Relationship: PTT Global Chemical Plc holds 100.00% shares	- Sales & admin expenses	-	2	5	- IRPC paid GCL for transportation services
20	<b>GC Styrenics Co., Ltd. (GCS) <sup>(6)</sup></b> Relationship: PTT Global Chemical Plc holds 99.99% shares	- Sale of goods	-	44	1	- IRPC sold aromatics products to GCS

No.	Connected Party/Relationship	Transaction	Unit ( Million baht )			Nature and Condition
			2022	2021	2020	
21	<b>GC Glycol Co., Ltd. (Glycol) <sup>(7)</sup></b> Relationship: PTT Global Chemical Plc holds 99.99% shares	- Purchase of Goods	-	-	1	- IRPC purchased petrochemical products from Glycol
22	<b>GC Maintenance and Engineering Co., Ltd. (GCME)</b> Relationship: PTT Global Chemical Plc holds 99.99% shares	- Sales & admin expenses  - Other payables	16  4	13  -	13  -	- RPC paid engineering service fees to GCME
23	<b>PTT Asahi Chemical Co., Ltd. (PTTAC)</b> Relationship: PTT Global Chemical Plc holds 50.00% shares	- Purchase of goods  - Accounts payable	1,372  78	2,275  208	1,122  141	- IRPC purchased petrochemical products from PTTAC
24	<b>PTT Digital Solutions Co., Ltd. (PTT DIGITAL)</b> Relationship: PTT Global Chemical Plc holds 40.00% shares PTT Plc holds 20.00% shares	- Sales & admin expenses	28	30	29	- IRPC paid IT service fees to PTT DIGITAL
25	<b>NPC Safety and Environmental Services Co., Ltd. (NPC S&amp;E)</b> Relationship: PTT Global Chemical Plc holds 99.99% shares	- Sales & admin expenses	3	2	1	- IRPC paid for rent of safety equipment, equipment for testing COVID-19 and training fees to NPC S&E NPC S&E
26	<b>Global Green Chemicals Plc (GGC)</b> Relationship: PTT Global Chemical Plc holds 72.29% shares	- Purchase of goods  - Accounts payable	1,552  19	1,578  66	562  39	- IRPC purchased petroleum products from GGC
27	<b>Solution Creation Co.,Ltd. (SOLUTIONCRE)</b> Relationship: PTT Global Chemical Plc holds 99.99% shares	- Sales of goods	4	3	-	- IRPC sold polymer products SOLUTIONCRE
28	<b>GCM Polymer Trading DMCC</b> Relationship: GC Marketing Solutions Co., Ltd. holds 100.00% shares	- Sale of goods  - Account receivable	49  -	127  -	77  3	- IRPC sold polymer products to GCM Polymer Trading DMCC



No.	Connected Party/Relationship	Transaction	Unit ( Million baht )			Nature and Condition
			2022	2021	2020	
29	<b>IRPC Clean Power Co., Ltd. (IRPC-CP)</b> Relationship: Global Power Synergy Plc holds 51.00% shares IRPC Plc holds 48.99% shares - Common directors: Mr. Phichin Apiwantanaporn Mr. Woravuth Sivapetranart	- Sale of goods - Purchase of goods - Other expenses - Other income - Account receivable - Accounts payable - Other receivables - Other payables	42 3,206 2 119 4 211 - 227	44 2,305 - 118 4 228 1 189	45 2,296 - 117 4 190 - 215	- IRPC sold electricity and water to IRPC-CP - RPC purchased steam from IRPC-CP - Technology IRPC paid electricity expense to IRPC-CP - IRPC provided services relating to power plants to IRPC-CP
30	<b>PTT MEA Co., Ltd. (PTTMEA)</b> Relationship: PTT PCL holds 100.00% shares	- Purchase of goods	(10)	-	-	- IRPC received compensation from selling and buying crude oil and products within PTT group
31	<b>PTT International Trading London Co., Ltd. (PTTTLDN)</b> Relationship: PTT PCL holds 100.00% shares	- Purchase of goods	(35)	-	-	- IRPC received compensation from selling and buying crude oil and products within PTT group
32	<b>PTT Treasury Center Co., Ltd. (PTTTCC)</b> Relationship: PTT Plc holds 99.99% shares	- Paid interest - Long-term loan	1 31	- 31	- -	- Subsidiary paid loan interest to PTTCC - Subsidiary borrowed from PTTCC

Notes: <sup>(1)</sup> Thai Oil Marine Co., Ltd. (TOM) is not a related party of the group of companies since April 30, 2021

<sup>(2)</sup> Top Solvent Co., Ltd. (TS) changed to Top Next International (TX) since October 3, 2022

<sup>(3)</sup> Ubon Bio Ethanol Plc (UBBE) is not a related party of the group of companies since September 27, 2021

<sup>(4)</sup> PTT Energy Solutions Co., Ltd registered for company dissolution on December 29, 2022

<sup>(5)</sup> Dhipaya Insurance Plc (TIP) is not a related party of the group of companies from August 31, 2021

<sup>(6)</sup> GC Styrenics Co., Ltd registered for company dissolution on August 31, 2022

<sup>(7)</sup> GC Glycol Co., Ltd registered for company dissolution on August 31, 2022

## Connected Transactions Policy and Requirements

Significant connected transactions must be considered and approved by IRPC Board of Directors. As IRPC and its subsidiaries operate fully integrated petrochemical and refining businesses, the same business sector as PTT Group companies, connected transactions among IRPC, its subsidiaries, and PTT affiliates are inevitable and regarded as normal business operations. All such connected transactions, including trading in oil products and related services, as well as other transactions in support of normal business, are conducted on an arm's length basis and which does not lead to benefit transfer. IRPC exercises due care in considering connected transactions based on reasonableness and to the best interests of the company.

### Measures Relating to Connected Transactions

IRPC complies with the requirements Office of the Securities and Exchange Commission (SEC) and the Securities Exchange of Thailand (SET) regarding connected transactions. The Board has duly examined transactions with potential conflicts of interest to ensure that they are conducted in a fair, transparent, and reasonable manner. Should a conflict of interest arise, the director, employee or any related party must recuse themselves from any discussion or voting on the issue in which they have a personal interest.

In addition, on a quarterly basis, the Audit Committee reviews IRPC and its subsidiaries' connected transactions with related companies or parties to avoid conflicts of interest and ensure IRPC's best interest.

### Policy on Future Connected Transactions

IRPC's future connected transactions will be considered normal business transactions, with the company will take into consideration suitability of conditions and fair market prices. This is to ensure the best interests of all shareholders and stakeholders, in strict compliance with the corporate governance policy as well as SEC Office and SET's regulations on connected transactions.

## Opinion of the Audit Committee

Having reviewed all connected transactions, the Audit Committee regards these connected transactions as sensible and conducted in the normal course of business, with suitable reference market prices, and on an arm's length basis, in conformity to the corporate governance policy and SEC Office and SET's regulatory requirements.