

## Corporate Governance Policy

Gulf Energy Development Public Company Limited (the “**Company**”) determines to conduct business with responsibilities toward society and all stakeholders and to create energy stability for the community and the country. The Company also aims for sustainable growth and shareholders’ wealth. Meanwhile, the Company places importance on the good corporate governance and adheres to the principles for the listed company, Securities and Exchange law, and applicable regulations and guidelines of the Stock Exchange of Thailand (“**SET**”) and the Securities and Exchange Commission (“**SEC**”). In this light, the Board of Directors is responsible for determining and monitoring the compliance with the Company’s Corporate Governance Policy and ethic.

The Company therefore determined this Corporate Governance Policy which could be summarize as follows:

### 1. Shareholders’ Rights

The Board of Directors is obligated to support, promote, and facilitate all shareholders whom will be provided with their basic legal rights by means and standards, which are generally acceptable, transparent, and fair. They are entitled to equitable treatment such as the right to purchase, sell, or transfer shares, the right to participate in meetings of shareholders as well as to receive profits and sufficient information of the Company. The shareholders are entitled to freely express their opinions in Shareholders’ Meetings and take part in decision-making on significant matters, appointment or removal of directors, appointment of auditors, and issues which impact the Company such as dividend allocation, amendments to the Articles of Association, capital increase or decrease, and approval of extraordinary items. All shareholders are entitled to exercise their right to vote according to their number of shares held on a one share one vote basis.

Apart from abovementioned rights, the Company or the Board of Directors acting on behalf of the Company shall recognize and place significance on the right of shareholders and shall refrain from taking any actions which would violate or deprive the shareholders of their right. The Company determines the policy to encourage and facilitate shareholders in the following aspects.

#### 1.1 Shareholders’ Meeting

- 1.1.1 The Company shall disclose the policy to encourage all groups of shareholders to attend the meeting of shareholders.
- 1.1.2 The Company shall arrange to provide information on date, time, venue and agenda in a form of invitation letter or attachments containing clarification and rationale for each agenda and proposed resolution; and it shall refrain from taking any actions, which would restrain the opportunity of shareholders to study the information of the Company.
- 1.1.3 The Company shall encourage shareholders to exercise their right to attend the meeting and cast their vote. In case where any shareholders could not attend the meeting in person, the Company provides an opportunity for such shareholder to appoint the Company’ independent directors or any person by proxy to attend the meeting on his/her behalf.

- 1.1.4 The Company shall provide an opportunity for shareholders to submit queries regarding each meeting or other information via the email address: [cs@gulf.co.th](mailto:cs@gulf.co.th) or at the Company address in line with the criteria of stipulated by the Company.
  - 1.1.5 The Company shall encourage shareholders to use the proxy form in a manner that each shareholder can steer the voting direction and shall nominate at least one Independent Director's name as alternative proxy of shareholder.
- 1.2 Arrangements on the date of Shareholders' Meeting
- 1.2.1 The Company shall support and promote the use of technology such as barcode system, ballot casting, or other technology in the Shareholders' Meeting, including shareholder registration, vote counting, and result announcement in order to ensure that the meeting can proceed in a fast, correct, accurate, transparent, and auditable manner. The voting result will be disclosed in the minutes of Shareholders' Meeting, with details of approval, non-approval, and abstention votes for each agenda where voting is required. In case where an agenda requires voting of various items, the Company shall arrange for voting of each of such items to ensure transparency.
  - 1.2.2 The Company shall encourage all directors to attend the Shareholders' Meeting where shareholders can ask questions directly to the Chairman of sub-committees and all directors in related matters as deemed appropriate.
  - 1.2.3 The Company shall provide an independent person as witness for vote counting or to be the counting officer or inspector in the meeting; for example, the auditor of the Company or legal advisor; and shall disclose the result to the meeting for acknowledgement as well as recording the result in the minutes of meeting.
  - 1.2.4 The Company shall arrange the meeting in an appropriate manner and provide shareholders an opportunity to express opinions and make queries relating to the Company in the meeting.
- 1.3 Preparation of the minutes of the meeting and disclosure of the resolutions of Shareholders' Meeting
- 1.3.1 The minutes of Shareholders' Meeting shall record the process of vote casting and result announcement to the meeting prior to proceeding with the meeting, including provision of an opportunity for query session where significant questions and answers thereof will be recorded as well as the voting result of each agenda and the names of Directors who attend and being absent from the meeting.
  - 1.3.2 The Company shall disclose to the public about the voting result of each agenda of the meeting within the next business day through the SET Portal.
  - 1.3.3 The Company shall prepare the minutes of Shareholders' Meeting within 14 days of the meeting date and submit to SET and/or relevant agencies within the timeframe stipulated by the law and then publish them on the website of the Company.

## **2. Equitable treatment to shareholders**

The Company is determined to treat shareholders on an equitable basis, both for major and minor shareholders, institutional shareholders, including foreign shareholders in order to ensure transparency and fairness.

### **2.1 Provision of information prior to the Shareholders' Meeting**

- 2.1.1 The Company shall notify the meeting program as well as the agenda and opinion of the Board of Directors to SET and publish such details on the Company's website at least 28 days prior to the date of Shareholders' Meeting.
- 2.1.2 The Company shall notify shareholders about rules of engagement in the Meeting, the voting process, and the voting right of each type of share.
- 2.1.3 The Company shall prepare the Thai and English versions of the invitation letter to Shareholders' Meeting.

### **2.2 Minority shareholders protection**

- 2.2.1 The Company provides opportunity to one or several shareholders holding in aggregate at least 5% of total issued shares of the Company to propose agenda to the annual general meeting of shareholders. The opportunity for agenda proposal will be opened at least 3 months prior to the end of the fiscal year before presenting them to the Board of Directors for consideration. In case it is deemed appropriate to include the proposed agenda item into the meeting, the Company will specify in the notice of meeting that the agenda item was proposed by a shareholder. However, in the event the proposed agenda item is rejected, the Company will inform shareholders of the reasons at the annual general meeting of shareholders.
- 2.2.2 The Company sets up criteria for minority shareholders to nominate any qualified candidates for directorship. The nomination proposal including the information on candidate(s)'s qualifications and consent should be made through the Nomination Committee (if any) or the Board of Directors within 3 months prior to the end of the fiscal year.
- 2.2.3 The Company provides opportunity for minority shareholders to elect directors by person according to the criteria determined by the Company.
- 2.2.4 The minority shareholders are entitled to express comments, opinions, or file complaint with the Independent Directors at the email address: [id@gulf.co.th](mailto:id@gulf.co.th). The Independent Directors will consider and take actions as deemed appropriate.

### **2.3 Insider trading prevention**

- 2.3.1 The Company determines the guideline in writing to keep and protect the inside information and communicate such guideline to all relevant parties to ensure adherence thereto.
- 2.3.2 The Company determines that all Directors and executives have a duty to report the securities holding in the Company in accordance with the securities and exchange law. Such information will be disclosed in the annual report.

2.3.3 The Company determines that Directors, executives as well as Head of Accounting/Finance, whom are informed of significant inside information that has impact towards the Company's share price, shall refrain from trading the Company's stock for a period of 14 days prior to the disclosure of the quarterly and annual financial statements to the public, and should wait at least 24 hours after such disclosure.

#### 2.4 Conflict of interest by directors

2.4.1 The Company shall disclose the shareholding structure of the Company and subsidiaries in the annual report.

2.4.2 The Company determines that the Directors and executives report their conflict of interest and that of related persons by reporting such information to the Corporate Secretary, who is obligated to submit a copy of the said conflict of interest to the Chairman of the Board and the Chairman of the Audit Committee within 7 days of the date the report is received.

2.4.3 The Company determines that Directors are to declare the conflict of interest prior to the agenda consideration and the information shall be recorded in the minutes of the Board of Directors' Meeting.

2.4.4 The Company determines that any Directors with significant conflict of interest in a nature that may hinder him/her to provide independent opinion shall abstain from voting or refrain from attending the meeting in the agenda involved with such conflict of interest and shall not use any information which cause conflict of interest.

### 3. Roles towards stakeholders

The Company adheres to business engagement with transparency and fairness, taking into account all stakeholders, while promoting social and environmental development so as to achieve business growth and sustainability.

#### 3.1 Determination of policy relating to stakeholders

3.1.1 The Company shall treat shareholders with fairness and equitability, taking into account the basic rights of shareholders. Benefit shall be allocated fairly and consistently with transparency while management shall be transparent and auditable with determination to deliver sound performance and continuous and sustainable growth.

3.1.2 The Company shall treat customers in its willingness, to the best of its ability, and with justness; and shall adhere to the expected ethics without revealing the information or confidentiality of customers while remaining dedicated to build sustainable relationship with the customers.

3.1.3 The Company shall treat trade partners strictly in alignment with fair trade competition, honor all contracts on its end, and behave in accordance to the Code of Conduct. In addition, the Company shall promote the network of cooperation and build the supply chain as well as value chain to deliver optimal, mutual benefits.

- 3.1.4 The Company shall treat competitors strictly in alignment with fair trade competition by adhering to fair business engagement under the laws and Code of Conduct of the Company.
  - 3.1.5 The Company shall care for communities surrounding the area of its operations with accountability and focus on promoting activities to uplift the quality of life of the community members in respect of education, occupation, art, and technology, including provision of relief in time of any disaster.
  - 3.1.6 The Company shall treat creditors with ethics by honoring the agreement or contract on its end and ensure just treatment for both parties. In case of failure to comply with the conditions, the creditors shall be informed in advance in order to mutually consider remedy. Also, the Company shall not demand for, or accept any fraudulent benefits.
  - 3.1.7 The Company shall treat public agencies and government authorities with political objectivity as stated in the Company's Code of Conduct as well as the anti-corruption policy.
  - 3.1.8 The Company shall treat employees with fairness and provide training to develop their knowledge and potential. Furthermore, the Company shall provide sound working environment and determine a standard of safety in compliance with the laws.
  - 3.1.9 The Company shall care for the environment in accordance with its corporate social responsibility policy, contribute in environmental conservation, and promote as well as support environmental conservation programs.
- 3.2 Disclosure of activities in compliance with the policy as well as preparation of corporate social responsibility report
- 3.2.1 The Company shall disclose activities reflecting compliance with the corporate social responsibility policy and its mechanism to encourage employees to comply with the corporate social responsibility policy.
  - 3.2.2 The Company arranges for preparation of the corporate social responsibility report of the Company, which may form part of the annual report, or a separate report.

#### **4. Information disclosure and transparency**

The Company shall disclose material information via appropriate channels in a correct, adequate, accountable, and timely manner, both in Thai and English versions to ensure equitable treatment to all shareholders.

##### **4.1 Information disclosure**

- 4.1.1 The Company shall arrange for the mechanism to ensure the correctness of information disclosure, which is sufficient for the investors' decision making, and to prevent any misunderstanding in the essence of information.

- 4.1.2 In this sense, material information of the Company is defined as the information relating to its business operations that requires proper disclosure method due to its impact towards the share price or the investment decision of investors.
- 4.1.3 The Company delegates that only authorized persons have the right to disclose the information yet to be revealed to the public.
- 4.1.4 The Company prohibits disclosure of information in the period of 2 weeks prior to the date of significant information announcement.
- 4.1.5 The Company shall disclose the corporate governance policy, Code of Conduct, risk management policy, corporate social responsibility policy and result of compliance thereof via various channels such as the annual report, the Company's website, and so on.
- 4.1.6 The Board of Directors shall encourage the Company to prepare the Management Discussion and Analysis or MD&A together with disclosure of the financial statements of each quarter. This is to provide investors with information and better understanding about the changes of financial position and performance of the Company in each quarter in addition to figures stated in the financial statements.
- 4.1.7 The Company shall determine the disclosure of audit fee and other service fees related to the auditors' services.
- 4.1.8 The Company shall disclose the roles and responsibilities of the Board of Directors and sub-committees, the number of meetings held and the number of attendance of each Director in the past year, their opinions, and the training sessions and professional development of the Board of Directors in the annual report.
- 4.1.9 The Company shall disclose the remuneration policy to Directors and executives as required by the law. Such policy shall reflect the duties, obligations, and responsibility of each person, including the form or nature of remuneration. In this regard, the remuneration to be disclosed shall include that provided to each Director who also assume directorship of subsidiaries.
- 4.1.10 The Company shall disclose the information in line with the requirements of the Securities and Exchange Commission (SEC), SET and related laws, including the disclosure of information to shareholders and/or the public in an equitable manner.

#### 4.2 Minimum disclosure on the Company's website

- 4.2.1 The Company discloses activities which reflect compliance with its policy whereby employee participation is encouraged.
- 4.2.2 The Company discloses the information as per requirements of SET, SEC, and related laws. Such disclosure will be made via SET's channel and the Company's website both in Thai and English versions on a continuous basis. The information shall be the most current version and contain, at the minimum, of the following information.
  - 4.2.2.1 Vision and mission of the Company
  - 4.2.2.2 Nature of business
  - 4.2.2.3 List of Directors and executives

- 4.2.2.4 Financial statements and report on financial position and performance of the current and previous year
- 4.2.2.5 The Annual Registration Statement (Form 56-1) and the annual report in downloadable versions
- 4.2.2.6 Direct and indirect shareholding structure
- 4.2.2.7 Group company structure, including subsidiaries
- 4.2.2.8 Direct and indirect shareholding of Directors, major shareholders, and executives as required by the law
- 4.2.2.9 Invitation letter to annual general meeting and extraordinary meeting of shareholders
- 4.2.2.10 Articles of Association and Memorandum of Association
- 4.2.2.11 Corporate governance policy of the Company
- 4.2.2.12 Risk management policy
- 4.2.2.13 Charter or responsibilities, qualifications, and term of office of the Company's Board of Directors
- 4.2.2.14 Charter or responsibilities, qualifications, and term of office of the Company's sub-committees
- 4.2.2.15 Company Code of Conduct
- 4.2.2.16 Contact information of department or persons responsible for investor relations function
- 4.2.2.17 Information or other documents that the Company presented to analysts, fund managers or press

## **5. Directors' responsibilities**

### 5.1 The Board of Directors structure

- 5.1.1 Composition of the Board of Directors of the Company shall accord with the Board of Directors Charter.
- 5.1.2 Qualifications of the Board of Directors of the Company shall accord with the Board of Directors Charter.
- 5.1.3 The qualifications of the Independent Directors shall accord with the Board of Directors Charter.
- 5.1.4 The appointment, term of office, and retirement from office shall be made in accordance with the Board of Directors Charter.
- 5.1.5 Appointment of the Corporate Secretary and determination of responsibilities as well as the conditions for discharge and the appointment of the new Corporate Secretary shall be in compliance with the Board of Directors Charter.

### 5.2 The sub-committees

- 5.2.1 The Board of Directors appoints the Audit Committee and/or other committees as deemed appropriate.

- 5.2.2 The Board of Directors shall ensure that performance of the sub-committees is carried out with independence and objectivity.
- 5.2.3 The Board of Directors has put in place the charter of each sub-committee to ensure that each committee perform duty effectively and deliver the objectives of their duties and responsibilities.

### 5.3 Roles and responsibilities of the Board of Directors

- 5.3.1 The Board of Directors has responsibilities as stated in the Board of Directors Charter in various aspects as follows:
  - 5.3.1.1 Policy and Governance
  - 5.3.1.2 Finance
  - 5.3.1.3 Internal Control and Audit and Risk Management
  - 5.3.1.4 Human Resources
  - 5.3.1.5 Conflict of Interest Management
  - 5.3.1.6 Communication with Shareholders
  - 5.3.1.7 Other aspects as specified in the Board of Directors Charter

### 5.4 Directorships in other companies

For the Company's best interests in ensuring that the directors devote their time to perform their duties efficiently, it is therefore determined in the policy that each director should hold directorships in no more than 3 of listed companies.

Moreover, the Chief Executive Officer (CEO) can hold directorships in other companies, but such directorships must not affect his duties as the CEO of the Company and such companies must not be in the same nature as the business of the Company or deemed to be in competition with the business of the Company except for the Company's subsidiaries and/or the Company's associated companies and/or the Company's affiliated companies.

### 5.5 Tenure of Independent Director

The term of office of Independent Directors should not exceed a cumulative term of 9 years from the date of first appointment as director.

### 5.6 The Board of Directors' Meeting

- 5.6.1 The Board of Directors' Meeting shall be held at least every 3 months.
- 5.6.2 The Board of Directors shall elect a Director as the Chairman of the Board. In case where it is deemed appropriate, the Board of Directors may elect one or more Directors to be Vice Chairman of the Board.
- 5.6.3 The Chairman of the Board shall call for the Board of Directors' Meeting. In this regard, two or more Directors are entitled to request for an extraordinary meeting. In this regard, the Chairman of the Board or delegated persons shall determine the date of meeting within 14 days of the requesting date.



5.6.4 The Chairman of the Board or delegated person shall dispatch the invitation letter to Directors at not less than 7 days prior to the meeting, except in case of emergency to protect the right or benefit of the Company where the Company is allowed to make appointment for the meeting by other means and the meeting date could be determined sooner.

5.6.5 The Corporate Secretary shall prepare the minutes of meeting within 14 days of the meeting date.

## 5.7 Meeting quorum

5.7.1 The meeting of the Board of Directors shall be attended by not less than half of the members to constitute a quorum. The Chairman of the Board shall chair the meeting. In case of his absence or his inability to chair, the Vice Chairman (if any) shall chair the meeting instead. In case of no Vice Chairman or his inability to chair, the attending Directors shall elect a Director to chair the meeting.

5.7.2 The absolute discretion of the Board of Directors is made by the majority whereby one Director has one vote. If the vote is even, the Chairman of the meeting shall have an extra vote as the casting vote. In this regard, a Director with conflict of interest in any agenda shall have no right to vote in that particular agenda.

## 5.8 Self-assessment of the Board of Directors

5.8.1 The self-assessment of the Board of Directors and sub-committees are made both as a whole and individually on an annual basis for the Board to collaborate in considering its performance and any issues that required solution and improvement.

5.8.2 The Company may engage third-party advisor to assist in determining the guidelines and propose issues for performance assessment of the Board every 3 years and disclose the result in the annual report.

## 5.9 Remuneration

5.9.1 The remuneration of the Board of Directors, executives, and employees of the Company shall comply with the directors' nomination and remuneration policy and the executives' and employees' compensation policy as determined by the Company.

## 5.10 Self-development of the Board of Directors and executives

5.10.1 Self-development of the Board of Directors and executives shall accord with the policy on development of Directors and those of executives and employees as determined by the Company.