



Document for the 2023  
Annual General Meeting of Shareholders  
BANGCHAK CORPORATION PUBLIC COMPANY LIMITED

Tuesday, April 11, 2023, at 13.30 hours

**Hybrid Meeting**

*(Attend at Meeting Avenue and via electronic media, according to the Emergency Decree on Electronic Meeting B.E. 2563)*

- **Attend at Meeting Avenue : Registration start at 11.30 hours.**

*For convenience in the registration, please bring your barcode already printed on the invitation letter to show at the meeting.*

- **Electronic Meeting : Registration can be entered at 11.30 hours.**



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Download Form 56-1 One Report

The Company still has measures to maintain social distancing and the number of meeting seats is limited. Therefore, if the seats are unavailable, the Company requests the shareholders attend the meeting via electronic means or appoint a proxy to an independent director of the Company.



## Notification

### Personal Data Protection for 2023 AGM

For the 2023 AGM of Bangchak Corporation Public Company Limited to align with the Personal Data Protection Act of 2019 (PDPA 2019), Bangchak declares the following for your information.

#### **1. Collected personal data**

Bangchak will be collecting your personal data, which includes the personal data of proxy givers and/or proxies, namely the first name, last name, address, phone numbers, photo, ID number, securities holder registration number, and data concerning electronics system users, including the Email and IP address for electronics (online) meetings. Note that Bangchak may collect your data from other sources, namely the securities registrar or Thailand Securities Depository Co., Ltd., only as necessary with a means authorized by law.

Bangchak does not wish to collect sensitive data. Nevertheless, it may receive such data appearing in your ID or other documents, including your religious belief stated on your ID card. Therefore, Bangchak requests you to cover such data before sending it to Bangchak; if this cannot be done for whatever reason, Bangchak will collect such data as part of the data set needed by Bangchak strictly to process them for the objective concerning you. It will not compile these sensitive data.

Bangchak will be recording and broadcasting this meeting live for its lawful benefit and in the interests of shareholders and/or for publicizing the AGM through electronics media. Such video and images may show AGM attendees.

#### **2. Objective of collection, usage, and disclosure of personal data**

Bangchak will collect, use, and disclose your personal data for the objective of the 2023 AGM or for its lawful benefit or for compliance with the law.

#### **3. Storage period and security period of personal data**

Bangchak will store your personal data for as long as necessary for the objective stated in this notification. Suitable and strict measures for maintaining data security are in place. If the storage period cannot be spelled out, Bangchak will store the data for an expected period by the standard of data collection, such as litigation limitation of up to 10 years.

#### **4. Your right as personal data owner**

As the data owner, you enjoy personal data rights prescribed by PDPA 2019, namely the rights to withdraw your consent, request access to the data, request data changes, request data deletion, request suspension of data use, request data transmission or transfer, file a petition, and object to data collection, use, or disclosure.

#### **5. Disclosure of personal data to other parties or agencies**

Bangchak may find it necessary to disclose personal data to a party, company, or government agency that works with Bangchak under the objective stated in this notification only as necessary, including technological system service providers, regulators, government agencies, or as directed by the authority.

Bangchak may also find it necessary to publicized your personal data when called for by the law or the corporate governance code, including the AGM minutes.

For any queries or additional details about personal data protection, please contact Bangchak Corporation Public Company Limited, 2098 M Tower, 8<sup>th</sup> Floor, Sukhumvit Road, Phra Khanong Tai, Phra Khanong, Bangkok 10260.  
Email: [shareholder@bangchak.co.th](mailto:shareholder@bangchak.co.th).

-Translation-

10000/016/2023

March 1, 2023

**Subject** : Invitation to the 2023 Annual General Meeting of Shareholders

**Attention** : Shareholders

**Enclosures** : 1. Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) via QR Code and Registration Form for the Meeting

2. Biographies of the Proposed Directors;
3. Biographies of the Proposed Auditors;
4. The information memorandum on the Company's asset acquisition concerning the acquisition of shares of Esso (Thailand) Public Company Limited;
5. The independent financial advisor's opinion report on the Company's asset acquisition concerning the acquisition of shares of Esso (Thailand) Public Company Limited;
6. Table Comparing the Current Articles of Association (AOA) with the Proposed AOA Amendment
7. Profiles of Independent Directors for proxy in the Annual General Meeting of Shareholders;
8. The Company's Articles of Association with regard to Shareholders' Meetings;
9. Map for the Venue of the Annual General Meeting of Shareholders;
10. Proxy Form;
11. Documents for attending the Meeting
12. Guidelines for attending of Meeting;
13. Book Request Form

The Board of Directors' Meeting of Bangchak Corporation Public Company Limited ("the Company") has resolved to approve to approve schedule the date for the 2023 Annual General Meeting of Shareholders, on Tuesday, April 11, 2023, at 13.30 hrs. in the form of Hybrid system, attend at meeting avenue and via electronic media, according to the Emergency Decree on Electronic Meeting B.E. 2563 and the related laws and regulations at Bai Mai 1-4 Meeting Room of the Company's Head Office, 2098 M Tower Building, Floor 8, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260. The 11 meeting agenda items are as follows:

1. **To acknowledge the Board of Directors report on 2022 performance statement.**

**Facts and Rationale:** The Company's 2022 performance statement can be found in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) as per details in Enclosure 1.

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose that the shareholders' meeting acknowledge the Board of Directors report on 2022 performance statement.

2. **To consider and approve audited financial statements for the year ended December 31, 2022.**

**Facts and Rationale:** The Company's Audited Financial Statements for the year ended December 31, 2022, was audited by the auditor, and also reviewed and endorsed by the Company's Audit Committee. Based on the auditor's opinion, the consolidated financial statements of the Company and its subsidiary were presented fairly in all material respects and in accordance with generally accepted auditing standards. The details of which are attached herewith in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) for "Financial Statements" section as per details in Enclosure 1.

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the audited financial statements for the year ended December 31, 2022, which have been audited by the auditor and reviewed by the Audit Committee.

3. **To consider and approve the allocation of profit for dividend payments for 2022 performance.**

**Facts and Rationale:** The Company has the policy to pay out dividend to the shareholders at the rate of not less than 30 percent of net profit after deduction of allocation of legal reserve. However, this is subject to the economic situation, the Company's cash flow and investment plans of the Company and its subsidiaries according to the necessary, appropriation and other concerning as the Board of Directors' consideration.

Considering the 2022 performance and other factors, the Company approved dividend payment for the 2022 performance at Baht 2.25 a share, totaling Baht 3,065 million. With the interim dividend payment for the first half of 2022 already made on September 13, 2022, at 1.25 baht per share totaling Baht 1,697 million, the dividends for the second half of 2022 would come to Baht 1.0 a share or approximately Baht 1,367 million. The proposed payment would be made from unallocated retained earnings and subjected to juristic-person tax of 20%, for which individual shareholders can claim dividend tax credit at 20/80 of the dividend payment under the provision of Section 47 bis of the Revenue Code.

This dividend payment complied with the Company's dividend policy. The Company plans to spend the capital on business growth and achievement of long-term returns for shareholders. A dividend comparison of the past two years appears below.

Dividend Details	2022	2021
1. Net profit (Million Baht)	12,575	7,624
2. Number of shares (Million shares)	1,367 <sup>1/</sup>	1,358 <sup>2/</sup>
3. Profit per share (Baht per Share)	8.89	5.25
4. Dividend per share (Baht per Share)	2.25	2.00
• Interim dividend payment	1.25	1.00
• Dividend payment for the second half year	1.00	1.00
5. Total dividends payment (Million Baht)	3,065	2,715
6. Dividend payout ratio <sup>3/</sup> (Percent)	25	38

Remarks:

<sup>1/</sup> Based on the total of 1,376.92 million ordinary shares, deducted by the Company's buyback of 9.43 million shares

<sup>2/</sup> Based on the total of 1,376.92 million ordinary shares, deducted by the Company's buyback of 19.24 million shares

<sup>3/</sup> Net profit after deducting interest payable for perpetual bonds worth Baht 500 million.

**Opinion of the Board of Directors:**

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the allocation of unallocated retained earnings to pay out dividends for the second half of 2022 at Baht 1.0 a share. For the whole year, this amount would be added to the interim dividend of Baht 1.25 a share for a total of Baht 2.25 a share (totaling Baht 3,065 million). The list of shareholders eligible for such dividend will be set on March 7, 2023, and payment will be made on April 24, 2023. However, the entitlement to receive the dividend is uncertain because it has yet to be approved by the shareholders.

**4. To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office.**

**Facts and Rationale:** According to Clause 21. of the Company's Articles of Association, the Board of Directors is composed of a maximum of 15 members. And Clause 23., at every annual general meeting, 1/3 of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to 1/3 shall retire; however, a retiring director is eligible for re-election.

At present, the Board of Directors has 15 directors. In this year, the five retired directors are :

- |                                |   |
|--------------------------------|---|
| 1. Mr. Chamroen Phothiyod      | Director (Representative of Ministry of Finance)    |
| 2. Mr. Boonchob Suthamanuswong | Director (Representative of Social Security Office) |
| 3. Gen. Songwit Noonpackdee    | Independent Director                                |
| 4. Pol.Lt.Gen. Chaiwat Chotima | Independent Director                                |
| 5. Mr. Suthep Wongvorazathe    | Director  |

For nominating the directors, the Company made an announcement to invite the shareholders to propose the names the qualified candidates for the positions of the directors via the Stock Exchange

of Thailand's channel and also on the Company's website (www.bangchak.co.th) from September 1 - December 31, 2022. The consequence is none of shareholders propose the name of candidates to the Company.

The Nomination and Remuneration Committee (NRC) proceeded with director nomination from a list of persons with high competency, experience, good career paths, leadership, vision, morality, ethics, a good attitude toward the Company as well as adequate dedication of time for the Company's business. It also examined the list of Thai Institute of Directors (IOD) Chartered Directors and took into account board diversity before developing its board skills matrix to identify the desired qualifications.

To this end, it considered lacking skills together with proper qualifications compatible with the Board composition and structure under the Company's business strategies. It also reviewed the performance efficiency of directors whose terms were expiring, all of whom were competent, performing their duties to the best of their ability and dedication, and constantly provided comments beneficial to Bangchak as well as its business continuity and in accordance with the Company's business strategies and the directors' experience. Finally, it looked into nominated independent directors' ability to express free views and conformance to applicable rules. These were components of NRC's director nomination, part of a transparent process for shareholders' confidence.

The Nomination and Remuneration Committee excluding the directors who have conflict of interests proposed the re- appointment of Gen. Songwit Noonpackdee and Mr. Boonchob Suthamanuswong, who had completed their term and the appointment of Mrs. Woranuch Phu-Im as a director in place of Mr. Chamroen Phothiyod, the appointment of Mr. Surin Chiravisit as an independent director in place of Mr. Suthep Wongvorazathe and the appointment of Mrs. Vilai Chattanrassamee as an independent director in place of Pol.Lt.Gen. Chaiwat Chotima who had completed their term. The Biographies of the five nominees as detailed in Enclosure 2.

**Opinion of the Board of Directors:** The Board of Directors excluding the directors who have conflict of interests considered based on the process of the nomination policy and agreed that the nominated directors are qualified with relevant regulations and suitable for the business of the Company, as well as, the matters proposed by the Nomination and Remuneration Committee, and agreed to propose the re-appointment of Gen. Songwit Noonpackdee and Mr. Boonchob Suthamanuswong, who had completed their term, and the appointment of Mrs. Woranuch Phu-Im as a director and Mr. Surin Chiravisit and Mrs. Vilai Chattanrassamee as independent directors in place of retired directors.

5. **To consider and determine the directors’ remuneration.**

**Facts and Rationale:** Section 90 of the Public Limited Company Act B.E. 2535 stated that “the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-third of the total number of shareholders present at the meeting and entitled to vote”

According to the remuneration policy for Directors, the Company will take into consideration the appropriateness of duties and responsibilities as assigned and compared with listed companies on SET with a similar industry and business size. The remuneration for the Directors is sufficient to induce the Directors to work with quality and meet the objectives and business direction as determined by the Company through transparent procedures, giving confidence to the shareholders. In addition, the Company has provided other essential business expenses while in their positions to ease their business performance. The directors’ other essential expenses and remuneration for 2022 details appear in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) for “Highlights of Corporate Governance” section as per details in Enclosure 1.

The Nomination and Remuneration Committee reviewed directors’ compensation for 2023 based on the Company’s remuneration policy against the average compensation of listed companies according to a survey of compensation rates of listed companies’ directors of IOD in addition to the additional roles and responsibilities, expanding investment and the performance of the Company. The committee then proposed adjustment in directors’ compensation, last changed at the 2012 AGM, as seen below.

**1. Monthly Remuneration and Meeting Allowance (Proposal)**

The directors’ remuneration	2023 (Current Proposal)	2022
<b>The Board of Directors</b>		
<ul style="list-style-type: none"> <li>● Monthly Remuneration (Baht/person)</li> <li>● Meeting Allowance (Baht/person/time) (Only for attending directors)</li> </ul>	45,000 45,000	30,000 30,000
<b>The Sub-Committees</b>		
1. <u>The Audit Committee</u> <ul style="list-style-type: none"> <li>● Monthly Remuneration (Baht/person)</li> <li>● Meeting Allowance (Baht/person/time) (Only for attending directors)</li> </ul>	20,000 25,000	10,000 15,000
2. <u>The Nomination and Remuneration Committee, Enterprise-wide Risk Management Committee, Sustainability and Corporate Governance Committee, Other committees that may be appointed in the future by the Board as seen fit and necessary</u> <ul style="list-style-type: none"> <li>● Monthly Remuneration (Baht/person)</li> <li>● Meeting Allowance (Baht/person/time) (Only for attending directors)</li> </ul>	- 25,000	- 15,000

The Chairman of the Board of Directors and the Chairman of the Sub-Committees shall receive monthly remuneration and meeting allowances higher than those of members by 25 percent, whilst the Vice Chairman of the Board of Directors shall receive monthly remuneration and meeting allowances higher than those of members by 12.5 percent respectively.

**2. Bonus (same as 2022)**

0.75 percent of the net profit, but not over 3,000,000 Baht/year per director. The calculated amounts are to reflect individual periods of service. Moreover, the Chairman and Vice Chairman shall receive the bonus higher than those of members by 25 percent and 12.5 percent respectively.

**3. Other Remunerations (same as 2022)**

Group health insurance: in-patient (IPD) and out-patient (OPD) with annual premium not over 50,000 Baht (excluding vat) per director.

Note: The responsibility of the Sub-Committees and the policy in determination of Directors' Remuneration appear in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) for "Corporate Governance Structure" and "Highlights of Corporate Governance" section as per details in Enclosure 1.

**Opinion of the Board of Directors:** The Board of Directors considered based on the matters proposed by the Nomination and Remuneration Committee and agreed to propose that the shareholders' meeting consider and approve the determination of Directors' Remuneration for 2023 as proposed.

**6. To consider and approve the appointment and determination of the fee for the Auditor.**

**Facts and Rationale:** In section 120 of the Public Limited Company Act B.E. 2535 stated that "In every Annual General Meeting, the shareholders have to appoint and determinate the fee for auditor(s) and auditor(s) of preceding year can be re-appointed."

In its selection of the external auditor for 2023, the Audit Committee based its consideration on performance, experience, personnel readiness, acceptable audit standard, and the proposed audit fees. The Audit Committee proposed the following persons:

1. Mr. Sakda Kaothanthong, Certified Public Accountant Registration No.4628  
(with 3 year of the Company's audit experience in 2020-2022) or
2. Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant Registration No.6333  
(with 2 years of the Company's audit experience in 2018-2019) or
3. Mr. Charoen Phosamritlert, Certified Public Accountant Registration No.4068  
(with - year of the Company's audit experience)



of KPMG Phoomchai Audit Ltd. as the 2023 auditor for an audit fee of 2,040,250 Baht. The biographies of the proposed auditors as detailed in Enclosure 3.

Comparative information on the payment of Auditor’s remuneration in the previous year can be shown in the following table.

Auditor’s Remuneration	2023	2022
Audit Fee	2,040,250 Baht	2,000,000 Baht

Note: There was a non-audit fee of 548,000 Baht in 2022.

KPMG Phoomchai Audit Ltd. has been appointed Bangchak Corporation’s auditor from 2009- 2022, a total of 14 years.

KPMG Phoomchai Audit Ltd. and its overseas branch were the external auditors (direct and indirect) of Bangchak’s 31 subsidiaries for the year 2022. Some of these subsidiaries employed the service of auditors from other offices. The choice of external auditors is mainly based on service quality and audit fees. The Board ensures timely preparation of financial statements (excluding overseas subsidiaries not required by law to have audited financial statements).

In this regard, KPMG Phoomchai Audit Ltd. has neither relationship nor conflicts of interests with the Company/Subsidiary/Executives/Major Shareholder or person who concern with those.

**Opinion of the Board of Directors:** Having examined the opinion of the Audit Committee, the Board of Directors deemed it appropriate to propose that the shareholders’ meeting consider and approve the appointment of Mr. Sakda Kaothanthong, Certified Public Accountant Registration No.4628 or Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant Registration No. 6333 or Mr. Charoen Phosamritlert, Certified Public Accountant Registration No.4068 of KPMG Phoomchai Audit Ltd. as the Company’s auditors for the year 2023 and 2023 audit fee is 2,040,250 Baht.

7. **To consider and approve the acquisition of ordinary shares and tender offer for all remaining securities in Esso (Thailand) Public Company Limited, which is considered an asset acquisition transaction of the Company**

**Facts and Rationale:** To strengthen the Company’s position as a leading integrated petroleum refining and marketing (R&M) player in Thailand, it was deemed appropriate to propose the shareholders’ meeting to consider and approve the acquisition of ordinary shares and the tender offer for all remaining securities in Esso (Thailand) Public Company Limited (“**ESSO**”), with details as follows:

- (1) The direct acquisition of 2,283,750,000 ordinary shares of ESSO (equivalent to approximately 65.99 percent of the total issued shares of ESSO as of 30 September 2022) (the "**Sale Shares**"), from ExxonMobil Asia Holdings Pte. Ltd. (the "**Seller**"). In this regard, the Company has entered

into a share purchase agreement with the Seller on 11 January 2023 (the "**Share Purchase Agreement**") (the "**Shares Acquisition Transaction**"). The completion of the Shares Acquisition Transaction shall be subject to the fulfilment of the conditions precedent specified under the Share Purchase Agreement are fulfilled (unless the relevant waiver by the Seller and/or the Company, as the case may be, has been obtained). The purchase price of the Sale Shares is further subject to the adjustment mechanism set out in the Share Purchase Agreement which is further described in Clauses 1 and 3.2 of the Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand (Enclosure 4).

- (2) The tender offer for the remaining no more than 1,177,108,000 ordinary shares in ESSO (equivalent to approximately 34.01 percent of the total issued shares in ESSO as of 30 September 2022) after the completion of the Shares Acquisition Transaction pursuant to the criteria and conditions under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended, "**Takeover Acquisition Notification**"), to acquire the remaining ESSO shares at the same price as that of the purchase price of ESSO shares in accordance with the Shares Acquisition Transaction.

(The Shares Acquisition Transaction and the tender offer for the remaining ordinary shares in ESSO are hereinafter collectively referred to as the "**Transactions**".)

The Company expects that the conditions precedent under the Share Sale Agreement will be completed and the Company expects to complete the acquisition of the Sale Shares within the date falling twelve (12) months after the date of Share Purchase Agreement. In addition, after the conditions precedent are fulfilled (unless the relevant waiver by the Seller and/or the Company, as a case may be, has been obtained), the Company will consummate the Transaction and be required to accordingly make a tender offer for all the securities of ESSO from other ESSO's shareholders under the Takeover Acquisition Notification and the relevant criteria and notifications of the Securities and Exchange Commission and/or the Capital Market Supervisory Board.

The Transactions constitute a purchase or an acquisition of the business of other company, pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) ("**PLCA**"), and the Company is therefore required to obtain an approval from shareholders at a meeting of shareholders of the Company for entering into the Transactions.

In addition, the Transactions constitute an asset acquisition of the Company pursuant to the Notification of Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification

of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E 2547 (2004) (as amended) (collectively “**Notifications on Acquisition or Disposal**”), having the highest transaction value of 71.8 percent of net profit from the Company’s operations derived from the reviewed financial statements of the Company for the Company for 9-month period ended 30 September 2022. Consequently, the Transactions are classified as Class 1 transactions under the Notifications on Acquisition or Disposal.

The Company is therefore required to comply with the Notifications on Acquisition or Disposal and the PLCA as follows:

- (1) To prepare a report and disclose an information memorandum on the asset acquisition to the Stock Exchange of Thailand and deliver the invitation to the shareholders meeting no less than 14 days in advance, whereby the invitation must comprise the details required under the Notifications on Acquisition or Disposal at a minimum. In this regard, further information about the Transactions are appeared in the Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand (Enclosure 4);
- (2) To appoint an independent financial advisor whose name is approved by the Office of the Securities and Exchange Commission to provide opinions on the entering into of the Transactions, and to deliver the opinions along with the invitation to the Stock Exchange of Thailand and the shareholders meeting. In this regard, the Company has appointed Krungthai XSpring Securities Co., Ltd., one of the financial advisors whose name appeared on the list of the Securities Exchange Commission (“**SEC**”), as its independent financial advisor for providing opinions on the entering into of the Transactions, of which further details are as shown in the independent financial advisor’s opinion report on the Company’s asset acquisition (Enclosure 5); and
- (3) To convene a shareholders meeting in order to seek approval on the entering into the Transactions, whereby the resolution with respect to the entering into the Transactions shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, without counting the votes cast by interested shareholders.

Further details about the Transactions are shown in the Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand (Enclosure 4).

The Board of Directors therefore considered it appropriate to propose the following actions for consideration and approval by the shareholders at the shareholders meeting:

- (1) The direct acquisition of 2,283,750,000 ordinary shares of ESSO (equivalent to approximately 65.99 percent of the total issued shares of ESSO as of 30 September 2022) and the tender offer for all remaining no more than 1,177,108,000 ordinary shares in ESSO (equivalent to approximately 34.01 percent of the total issued shares in ESSO as of 30 September 2022) after the completion of the Shares Acquisition Transaction to acquire the remaining ESSO shares at the same price as that of the purchase price of ESSO shares in accordance with the Shares Acquisition Transaction; and
- (2) The delegation of authorization to the Group Chief Executive Officer and President, or the person or persons designated by him, to negotiate and bargain for, agree on, determine, modify and alter the terms of, and sign the Share Purchase Agreement and the relevant documents, to perform acts as required for the entering into of the Transactions and agreements and/or other documents, including the performance of the related acts for the compliance with the contract terms, to liaise with the relevant government authorities and regulators and to perform such acts as necessary and suitable in the best interests of the Company and in line with what stated above, to ensure successful completion of the Transactions, including the management and execution of relevant transactions as appropriate.

**Opinion of the Board of Directors:** After due consideration, the Board of Directors concluded that the entering into the Transactions are in the best interests of the Company and its shareholders as it will allow the Company to expand its operation, enhance its capacity and competitiveness and increase its opportunities in the future, with further details as shown in clauses 7 and 9 of the Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand (Enclosure 4). Therefore, the Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the entering into the Transactions and the delegation of authorization, as detailed above.

8. **To consider and approve the issuance and offering of the Debentures within 5 years (Year 2023 - 2027).**

**Facts and Rationale:** This was proposed to the AGM for approve an amount of the issuance and offering of the Debentures for use as investment, general working capital, or repayment of existing loans, or a combination of these, of up to Baht 80,000 million, or equivalent in another currency, within 5 years (Year 2023-2027), as seen fit for the Company's financial needs and prevailing market conditions by giving The Board of Directors and/or parties assigned by the Board are authorized to engage in or refrain from engaging in any activity concerning and/or related to the issuance and offer of these debentures as appropriate. Details of the issuance and offering of debentures are as follows.

<b>Offer period</b>	2023-2027
<b>Type of debentures</b>	Debentures of all types, whether specifying holders' names or not, secured or unsecured, subordinated or unsubordinated, and with or without holders' representatives
<b>Requested approval limit</b>	Up to a total of Baht 80 billion or equivalent in other currencies. For matured debentures or those redeemed before the due date or a buyback occurring before the due date which result in reduced outstanding principal, the Company can issue additional debentures. In any case, the debentures subscribed and those unredeemed at a given time must not exceed such limit (revolving basis).
<b>Offer method</b>	The offer can be either domestic or international, to the public and/or named investors and/or major investors and/or institutional investors (wholly or partly). The offer may be one-off or one of several and/or be a project and/or revolving.
<b>Objective</b>	To spend as investment capital and/or general working capital and/or refinancing and/or other objectives concerning the Company's business.
<b>Maturity</b>	To be specified for each tranche, subject to market conditions and related prevailing factors at the time of issuance and offer or as agreed and under the corresponding terms for each tranche.
<b>Interest rates or rates of return</b>	These are to be decided for prevailing market conditions and other factors at the time of issuance and offer or as agreed, under the corresponding terms of each tranche. The rates are to be governed by the notifications of the Securities and Exchange Commission (SEC) and/or the Office of SEC and/or other notifications or related regulations that were enforced during the issuance and offer.
<b>Redemption before the due date</b>	Debenture holders may or may not be entitled to redeem the debentures before the due date and/or the Company may or may not be entitled to redeem them before the due date. Each individual issuance contains the agreement and terms that govern it.
<b>Authority to specify other details</b>	<p>The Board of Directors and/or parties assigned by the Board are authorized to engage in or refrain from engaging in any activity concerning and/or related to the issuance and offer of these debentures, which include but are not limited to:</p> <p>(1) Definition and alteration of terms and details about debenture issuance and offer, including types, warranty (if applicable), name, currency, interest rate, maturity, means of allocation, right to redeem and maturity date, repayment of principal and interests, and other details concerning the issuance and offer. These include but are not limited to the value, price, method, period of issuance, sale, and allocation, models of sale, type of investors to whom the Company will offer these, and rights terms (one-off or occasionally). To elaborate, once</p>

	<p>a certain number of debentures mature or are redeemed before the due date or when debentures are bought back, they will form part of the new debentures that the Company can issue and offer.</p> <p>(2) Appointment of distributors and/or underwriters and/or debenture proxies and/or securities registrar and/or securities issuer's credit rating institutions and/or advisers and/or any party related to the issuance and offer of debentures in cases where such appointment needs to be made under applicable regulations or in other cases as seen fit. This also applies to debenture registration with the Thai Bond Market Association or other secondary markets.</p> <p>(3) Contacting, negotiation, engagement, signing, certification, contract and/or document amendment and contacting to provide data and file evidence with SEC and/or any other agency concerning such issuance and offer and/or other parties or agencies. This includes all other related or necessary actions as seen fit.</p> <p>(4) Other actions as seen fit for the success of the Company's debenture issuance and offer under its objectives.</p>
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Note that the 2019 AGM of April 11, 2019, had approved the Company's plan to secure loans totaling up to Baht 50,000 million for a period of five years from 2019 to 2023, of which the spent loans totaled Baht 44,000 million and the outstanding portion was Baht 6,000 million. Therefore, Bangchak requested the AGM to cancel this outstanding amount and approve a new limit for the issuance and offer of up to Baht 80,000 million or equivalent currencies at a given period for five years (2023-2027) as detailed above.

**Opinion of the Board of Directors:** The Board concurred with the proposal made to the AGM to approve the limit for debenture issuance and offer of up to Baht 80,000 million or equivalent currencies at a given period for five years (2023-2027) as detailed above and approve the cancellation of the outstanding limit of Baht 6,000 million as resolved by the 2019 AGM.

9. **To consider and approve the amendment to the Articles of Association of the Company.**

**Facts and rationale:** The Public Company Limited Act (No. 4) B.E.2565, enforced since May 24, 2022, and the notification of the Department of Business Development of 2022, enforced since October 7, 2022, amended legal requirements for advertising, proxy-giving, and transmission of letters or documents by electronics means, and board meeting invitations. Also, Bangchak had redesigned its corporate logo to align with the business vision and strategies, with effect from November 23, 2022.

To facilitate these, the Company proposed amendments to its Articles of Association (Clause 16, 19, 29, 31, and 41) to align with the Public Company Limited Act (No. 4) B.E.2565 and to amend

Clause 47 of the Articles of Association to align with its logo change. Details appear in the table of comparison between the current Articles of Association and the proposed amendment (Attachment 6).

**Opinion of the Board of Directors:** The Board of Directors deems it appropriate to propose that the shareholders meeting approve the amendment to the Company’s Articles of Association as proposed.

10. **To consider and approve the amendment to the Company’s Memorandum of Association Article 3 (The Company’s Objective).**

**Facts and rationale:** Bangchak had defined its business development direction to add value to its businesses and foster growth through continual investment, which had led it to expect Bangchak Group’s treasury and service transactions to multiply. This would make the objective section in the Memorandum of Association inadequate in business coverage.

Bangchak therefore proposes amendment to its Memorandum of Association, Item 3 (Company Objectives), to enable it to serve as a Treasury Center (TC) and an International Business Center (IBC) in the future without contradicting its own objectives. To this end, amendments are proposed as Objectives 22 and 23.

Current objective	Amendment
None	22. Engage in service as a Treasury Center (TC). TC’s services include purchase of obligations or invoices, receipt, and disbursement of funds (domestic and international), reconciliation of income or obligations, approved foreign-currency trading or exchange, risk management of exchange rates, commodity risk management, other risk management, liquidity management, and all other businesses concerning treasury centers, with the exception of the banking, capital, and credit foncier businesses.
None	23. Engage in administrative or technical services and assorted support services, including general administration, business planning and coordination, business and financial consultancy, credit management and control, accounting and financial service, product research and development, technical support, marketing and sales promotion, personnel administration and training, economic and investment analytical service, management, accounting service for group companies, and other business supporting services under Bangchak’s objectives.

**Opinion of the Board of Directors:** The Board concurred with the proposal for the AGM to approve amendments made to the Memorandum of Association, Item 3 (Company Objectives).

## 11. Other Business (if any)

In this regard, the Company fix the date to determine the list of shareholders who have the right to attend the AGM and receive dividend is Tuesday, March 7, 2023. The Company has publicized the invitation letter and supporting documents on the Company's website ([www.bangchak.co.th](http://www.bangchak.co.th) : Menu > Investor Relations > Shareholder Information > Annual General Meeting)

Shareholders wishing to physically attend the AGM at the venue can attend on the mentioned date, time, and venue. Registration will begin at 11.30 hours. They can either attend in person or assign proxies to those of legal age to vote on their behalf. To ease shareholders' registration, the Company requests the shareholders or their proxies to show evidence as detailed in Attachments 10 and 11 to qualify for attending. If they choose to assign proxies to the Company's independent directors, they are requested to mail the details in Attachments 10 and 11 to the Company, using the provided business service envelopes by April 10, 2023.

Shareholders wishing to participate in person via electronic means or grant proxy to those who are not the Company's independent directors to participate via electronic means are recommended to look through the Guidelines for attending of Electronic Meeting, as detailed in Enclosure 12, for the identity verification. The registration will be opened from March 30, 2023, until the Meeting has ended on April 11, 2023. In case the shareholder wishes to appoint an independent director of the Company as his proxy, documents can be submitted via electronic media according to the procedures by April 10, 2023, at 17.00 hours.

Out of its concern for shareholders' hygiene and the well-being of its officers on duty and all parties concerned, and recognizing potential COVID-19 transmission, the Company requests the shareholders to wear masks throughout the meeting in all areas. Since the social distancing measures are to be upheld, the meeting seats are limited. Once this number has been met, the Company requests shareholders to attend through electronics media or assign proxies to the Company's independent directors to attend on their behalf.

For the meeting's optimum benefit to shareholders and to preserve shareholders' interests, the Company welcomes the opportunity to clarify any questions concerning the proposed agendas. Please forward your questions in advance to [shareholder@bangchak.co.th](mailto:shareholder@bangchak.co.th) or to facsimile number 0 2335 8000.

Yours faithfully,

(Signed) *Chaiwat Kovavisarach*

(Mr. Chaiwat Kovavisarach)

Group Chief Executive Officer and President

The Secretary to the Board of Directors Division

Tel: 0 2335 4000

Fax: 0 2335 8000



<b>Biographies of the Proposed Director</b>	
<b>Name</b>	<b>Gen. Songwit Noonpackdee</b>
<b>Age</b>	57 years old
<b>Proposed Position</b>	Independent Director
<b>Education / Training</b>	<ul style="list-style-type: none"> <li>- Master of Science in Civil Engineering, Florida Institute of Technology, FL, USA</li> <li>- Bachelor of Civil Engineering, Virginia Military Institute, VA, USA</li> <li>- Director Certification Program (DCP319/2022), Thai Institute of Directors (IOD)</li> <li>- Armed Forces Academies Preparatory School, Class 24</li> <li>- Regular Course, Command and General Staff College, Serie 75/40</li> <li>- Command and General Staff Officer's Course, Fort Leavenworth, KS, USA</li> <li>- Academy of Business Creativity Course (ABC, Class 1), Sripatum University</li> <li>- Diploma, The National Defence Course (NDC 62), The National Defence College</li> <li>- Rules of Law for Democracy Course (Class 9), College of the Constitutional Court</li> <li>- Airborne Course, Fort Benning, GA, USA</li> <li>- Pathfinder Course, Fort Benning, GA, USA</li> <li>- Ranger Course, Fort Benning, GA, USA</li> <li>- VIP Protection Course, U.S. Diplomatic Security Service (DSS)</li> <li>- The Queen's Regiment Special Course, Class 9</li> <li>- Counter Terrorism Course, Command and General Staff College</li> <li>- Commissioned Officer Course, Royal Guard Organization, Class 11/60, Royal Military School, Mahadlek Ratchawanlop Royal Guard</li> </ul>
<b>Years as the Director</b>	1 years 6 month (Started on October 1, 2021)
<b>Shareholding percentage in the Company</b>	300,000 shares or 0.022% directly held (As of December 31, 2022)
<b>Experience (5 years past experiences)</b>	<ul style="list-style-type: none"> <li>- Present : Deputy Chief of Defence Forces of the Royal Thai Armed Forces</li> <li>- 2021 - 2022 : Chief of Staff to the Chief of Staff of the Commanding General</li> <li>- 2020 : Deputy Chief of Staff, Royal Thai Army</li> <li>- 2019 : Deputy Commander of the 1st Region</li> <li>- 2018 : Commander of the 1st Brigade, King's Guard</li> <li>- 2017 : Commander of the 11th Infantry Brigade</li> <li>- 2017 : Director, Tobacco Authority of Thailand</li> </ul>



<b>Knowledge/Skill</b>	Knowledge of company business, management, organizational development and innovation, social, environmental and safety, risk and crisis management
<b>Present Position</b>	
o Other listed companies	None
o Non-listed businesses	None
o Business which may cause the conflict of interest to the Company	None
<b>Attendance in meetings during Year 2022</b>	<ul style="list-style-type: none"> <li>- The Board of Directors' meetings : 10 / 13 Times</li> <li>- The Nomination and Remuneration Committee's meeting : 2 / 2 Times</li> <li>- The Enterprise-wide Risk Management Committee's meetings : 4 / 6 Times</li> </ul>
<b>Performance of 2022-Present</b>	<ul style="list-style-type: none"> <li>- Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company's sustainable growth.</li> <li>- Provided oversight and monitoring of the Company's performance against goals.</li> <li>- Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth.</li> <li>- Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way.</li> <li>- Served as the member of the Nomination and Remuneration Committee performed to nominate qualified persons to serve as the Company's directors, propose the board of directors' meeting and the shareholders' meeting to consider and approve the remuneration of the directors.</li> <li>- Served as the member of the Enterprise-wide Risk Management Committee to oversight and review of the Company's policy and core risk management, oversight and comments on Company's investment, Support to BCM, and ensuring that the Company commands proper oversight and due risk management.</li> </ul>


<b>Biographies of the Proposed Director</b>		
<b>Name</b>	<b>Mr. Boonchob Suthamanuswong</b>	
<b>Age</b>	59 years old	
<b>Proposed Position</b>	Director	
<b>Education / Training</b>	<ul style="list-style-type: none"> <li>- Bachelor of Arts (Political Science), Ramkhamhaeng University</li> <li>- Master of Public Administration, National Institute of Development Administration</li> <li>- Director Accreditation Program (DAP196/2022), Thai Institute of Directors (IOD)</li> <li>- Certificate, Senior Executive Program, Class 48</li> <li>- Advanced Certificate Course in Public Administration and Law for Executives, Class 7</li> <li>- Diploma, The Joint State - Private Sector Course Class 25 , The National Defence College</li> <li>- Corporate Governance Program for Committee Members and Senior Officials of State Enterprises and Public Organizations, Class 12</li> <li>- Certificate, Executive Program in Energy Literacy for a Sustainable Future, Class 5, Thailand Energy Academy (TEA)</li> <li>- E-Government Program for Senior Officials (e-GSO), Class 1</li> <li>- Senior Executive Program in Urban Development Management, Class 5</li> <li>- Inspector-General Program, 2015</li> <li>- Certificate, Justice Administration for Senior Officials, Class 6</li> <li>- Certificate, Public Laws Administration for Senior Officials, Class 4</li> <li>- Volunteer Spirit 904 Training, Permanent Core Curriculum Cohort no. 4/62</li> <li>- Environmental Governance Certificate Program for Senior Executives, Class 8</li> <li>- Rule of Law for Democracy Program, Class 10</li> <li>- Top Executive Program on China Business Insights and Network (TEPCIAN 2)</li> </ul>	
<b>Years as the Director</b>	1 year 5 months (Started on October 28, 2021)	
<b>Shareholding percentage in the Company</b>	None (Both directly and indirectly held) (As of December 31, 2022)	

<b>Experience</b> (5 years past experiences)	<ul style="list-style-type: none"> <li>- 2021 – Present : Permanent Secretary, Ministry of Labour</li> <li>- 2014 - 2021 : Chief of Inspector-General, Ministry of Natural Resources and Environment</li> <li>- 2012 - 2014 : Director-General, Royal Forest Department</li> <li>- 2011 : Director-General, Department of Marine and Coastal Resources</li> </ul>
<b>Knowledge/Skill</b>	Knowledge of company business, management, compliance, organizational development and innovation, Society, environment, and safety, risk and crisis management
<b>Present Position</b>	Chairman, Tasco International Company Limited
o Other listed companies	Chairman, Tasco International Company Limited
o Non-listed businesses	<ol style="list-style-type: none"> <li>1. Permanent Secretary, Ministry of Labour</li> <li>2. Director, Debaratana Vejjanukula Foundation</li> <li>3. Director, The Royal Initiative Discovery Institute (RIDl)</li> <li>4. Advisor to Chairman, Pid Thong Lang Phra Foundation</li> <li>5. Advisor, Mae Fah Luang Foundation under the Royal Patronage</li> <li>6. Qualified Director, Anti-Money Laundering Committee</li> </ol>
o Business which may cause the conflict of interest to the Company	None
<b>Attendance in meetings during Year 2022</b>	<ul style="list-style-type: none"> <li>- The Board of Directors’ meetings : 13 / 13 Times</li> <li>- The Sustainability and Corporate Governance Committee’s meeting : 3 / 3 Times</li> </ul>
<b>Performance of 2022-Present</b>	<ul style="list-style-type: none"> <li>- Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company’s sustainable growth.</li> <li>- Provided oversight and monitoring of the Company’s performance against goals.</li> <li>- Provided helpful recommendations for the Company’s business development to grow value and long-term competitiveness for sustainable growth.</li> <li>- Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way.</li> <li>- Served as the member of Sustainability and Corporate Governance Committee to monitor the work of the management in compliance with the principles of corporate governance, compliance with laws, rules and regulations, anti-corruption measure, sustainability management, social, community and environmental stewardship In addition to, continually reviewing policies and practices on corporate governance, sustainable development and reviewing the 18th revision of corporate governance.</li> </ul>

<b>Biographies of the Proposed Director</b>	
<b>Name</b>	Mrs. WoranuchPhu-im
<b>Age</b>	59 years old
<b>Proposed Position</b>	Director
<b>Education / Training</b>	<ul style="list-style-type: none"> <li>- Master of Public Administration, Chulalongkorn University</li> <li>- Diploma in Public Law, Thammasat University</li> <li>- Bachelor of Laws, Thammasat University</li> <li>- Ministerial Inspector General Course, Class 64, 2021, Office of the Permanent Secretary, Office of the Prime Minister</li> <li>- National Defence College (Class 62), The National Defence Course</li> <li>- Senior Legal Executive Program, Class 8, 2019, Office of the Council of State</li> <li>- Senior Executive Program, Class 11, 2018, Office of the Civil Service Commission</li> <li>- Senior Finance Executive Program, Class 6, 2017, The Comptroller General's Department</li> <li>- Public Administration and Public Law Course, Class 16, 2016, King Prajadhipok's Institute</li> <li>- High-level executive course "Thammasat for Society", Class 3, 2013, Thammasat University</li> </ul>
<b>Years as the Director</b>	None (New Proposed)
<b>Shareholding percentage in the Company</b>	None (Both directly and indirectly held) (As of December 31, 2022)
<b>Experience (5 years past experiences)</b>	<ul style="list-style-type: none"> <li>- 2022 – Present : Deputy Permanent Secretary, Ministry of Finance</li> <li>- 2020 – 2022 : Inspector General, Office of the Permanent Secretary, Ministry of Finance</li> <li>- 2018 – 2022 : Consultant of coin management and valuable assets</li> <li>- 2016 – 2018 : Director, Royal Thai Mint, The Treasury Department</li> <li>- 2013 – 2016 : Procurement and Finance Specialist, The Treasury Department</li> </ul>



<b>Knowledge/Skill</b>	Knowledge of company business, accounting and finance, management, compliance, organizational development and innovation, risk and crisis management
<b>Present Position</b>	
o Other listed companies	None
o Non-listed businesses	1. Chairman, Erawan Hotel Public Company 2. Director, Government Savings Bank 3. Director, Tourism Authority of Thailand 4. Director, The Land Bank Administration Institute
o Business which may cause the conflict of interest to the Company	None
<b>Attendance in meetings during Year 2022</b>	None (New Proposed)
<b>Performance of 2022-Present</b>	None (New Proposed)

<b>Biographies of the Proposed Director</b>		
<b>Name</b>	<b>Mr. Surin Chiravisit</b>	
<b>Age</b>	75 years old	
<b>Proposed Position</b>	Independent Director	
<b>Education / Training</b>	<ul style="list-style-type: none"> <li>- Master of Laws, Chulalongkorn University</li> <li>- Bachelor of Laws, Ramkhamhaeng University</li> <li>- Bachelor of Education, Srinakharinwirot University</li> <li>- Investigation of the criminal case program, Batch#44, The Royal Thailand Police</li> <li>- Senior Administrator Program, Batch#29, Ministry of Interior</li> <li>- Senior Executive Program, Batch#21, Office of The Civil Service Commission</li> <li>- Certificate, National Defence Course (NDC40), The National Defence College</li> <li>- Politics and Government in Democracy for Executives Class 6, King Prajadhipok's Institute</li> <li>- Director Certification Program (DCP136/2010), Thai Institute of Directors (IOD)</li> <li>- How to Develop a Risk Management Plan (HRP1/2012), Thai Institute of Directors (IOD)</li> <li>- Successful Formulation and Execution of Strategy (SFE17/2013), Thai Institute of Directors (IOD)</li> <li>- Role of the Nomination and Governance Committee (RNG4/2013), Thai Institute of Directors (IOD)</li> <li>- Advanced Security Management Program Class 5, The Association National Defence College of Thailand under the Royal Patronage of His Majesty the King.</li> <li>- Public-private social peace and order management training course, Class 2, Royal Thai Police</li> <li>- Senior Executive Program in Urban Development Management, Class 5, Navamindradhiraj University</li> </ul>	
<b>Years as the Director</b>	None (New Proposed)	
<b>Shareholding percentage in the Company</b>	None (Both directly and indirectly held) (As of December 31, 2022)	

<b>Experience</b> (5 years past experiences)	<ul style="list-style-type: none"> <li>- 2006 - Present : Director and Vice President of the Council of Bangkok Suvarnabhumi University</li> <li>- 2008 - Present : Member of the Eye Procurement and Service Committee of the Thai Red Cross Society</li> <li>- 2008 - Present : Senior Consultant, Amata Corporation Public Company Limited</li> <li>- 2010 - 2021 : Vice Chairperson and Chairperson of the Enterprise-wide Risk Management Committee and Authorized Signature</li> <li>- 2015 - 2017 : Member of National Reform Steering Assembly, Parliament</li> <li>- 2006 - 2008 : Secretary General, Social Security Office</li> <li>- 2005 : Deputy Permanent Secretary, Ministry of Labor, Office of the Permanent Secretary for Ministry of Labor</li> </ul>
<b>Knowledge/Skill</b>	Knowledge of company business, management, compliance, organizational development and innovation, social, environmental and safety, risk and crisis management
<b>Present Position</b>	<ul style="list-style-type: none"> <li>o Other listed companies           <ol style="list-style-type: none"> <li>1. Director, BCPG Public Company Limited (complete term in April 2023)</li> <li>2. Director, BBGI Public Company Limited</li> </ol> </li> <li>o Non-listed businesses           <p>Vice Chairman, National Reform Society, Office of the National Economic and Social Development Council</p> </li> <li>o Business which may cause the conflict of interest to the Company           <p>None</p> </li> </ul>
<b>Attendance in meetings during Year 2022</b>	None (New Proposed)
<b>Performance of 2022-Present</b>	None (New Proposed)



<b>Biographies of the Proposed Director</b>	
<b>Name</b>	<b>Mrs. Vilai Chattanrassamee</b>
<b>Age</b>	68 years old
<b>Proposed Position</b>	Independent Director
<b>Education / Training</b>	<ul style="list-style-type: none"> <li>- Master's Degree (Accounting), Thammasat University</li> <li>- Bachelor's Degree (Accounting), Chulalongkorn University</li> <li>- Certified Auditor</li> <li>- Fellow Member, Thai Institute of Directors (IOD)</li> <li>- Director Certification Program (DCP 13/2001), Thai Institute of Directors (IOD)</li> </ul>
<b>Years as the Director</b>	None (New Proposed)
<b>Shareholding percentage in the Company</b>	None (Both directly and indirectly held) (As of December 31, 2022)
<b>Experience (5 years past experiences)</b>	<ul style="list-style-type: none"> <li>- Director of Audit Committee, King Mongkut's Institute of Technology Ladkrabang</li> <li>- Director of Audit Committee, Saha Thai Steel Pipe Public Company Limited</li> <li>- Honorary secretary, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>- Vice Chairman of Accounting Professions Committee in Accounting System</li> <li>- Treasurer, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>- Director of Federation Accounting Professions Committee in Managerial Accounting, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>- Sub-Committee of Accounting Standard Screening, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>- Lecturer of Managerial Accounting Committee and Accounting System Committee, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>- Director and Executive Committee, Thai Cold Rolled Steel Sheet Public Company Limited</li> <li>- Financial and Accounting Consultant, Prachuap Port Company Limited</li> <li>- Financial and Accounting Consultant, Westcoast Engineering Company Limited</li> <li>- Audit Committee, Asian Seafood Cold Storage Public Company Limited</li> </ul>



	<ul style="list-style-type: none"> <li>- Executive Vice President, Finance and Accounting, Sahaviriya Steel Industries Public Company Limited</li> <li>- Chief Financial Officer, GMM Grammy Entertainment Public Company Limited</li> <li>- Executive Vice President - Finance and Accounting, Siam Integrated Cold Rolled Steel Public Company Limited</li> <li>- Executive Vice President - Finance and Accounting, Nation Publishing Group Public Company Limited</li> </ul>
<b>Knowledge/Skill</b>	Knowledge of company business, accounting and finance, management, organizational development and innovation, risk and crisis management
<b>Present Position</b>	
o Other listed companies	<ol style="list-style-type: none"> <li>1. Independent Director, BCPG Public Company Limited (complete term in April 2023)</li> <li>2. Director of Audit Committee, Director of Corporate Governance, Nominating and Compensation Committee, MK Restaurant Group Public Company Limited</li> <li>3. Chairman of the Audit Committee, Director of Risk Management Committee and Director of Nomination and Remuneration Committee, Saha Thai Terminal Public Company Limited</li> </ol>
o Non-listed businesses	<ol style="list-style-type: none"> <li>1. Audit Committee Administration of Mahidol University</li> <li>2. Sub-Committee Procurement and Administration Government Policy, Thai Government Procurement, The Comptroller General's Department</li> <li>3. Advisor Finance and Accounting, King Mongkut's Institute of Technology Ladkrabang</li> <li>4. Independent Observer of Integrity Pact, Anti-Corruption Organization of Thailand (ACT)</li> <li>5. Chairman of the Audit Committee Member of the Nomination and Remuneration Committee, Northland Experience Co., Ltd.</li> <li>6. Director, Horton International Co., Ltd</li> </ol>
o Business which may cause the conflict of interest to the Company	None
<b>Attendance in meetings during Year 2022</b>	None (New Proposed)
<b>Performance of 2022-Present</b>	None (New Proposed)

## Biographies of the Proposed Auditors

### 1. Mr. Sakda Kaothanthong

#### Education, Licenses & Certifications

- Bachelor of Accounting, Thammasat University
- Master of Accounting, Thammasat University
- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- SEC licensed auditor, CPA No. 4628

#### Experience

Sakda is KPMG in Thailand's Head of Audit and Audit Partner. He has more than 30 years of extensive experience across a wide range of industries in accordance with various accounting frameworks, including Thai GAAP and IFRS. He is also involved in various services apart from audit, including the full scope of IFRS conversion and merger and acquisition projects. Sakda's experience in audit services spans various industries, such as industrial market and consumer market. He has provided service to both local and multinational clients, especially Japanese clients and listed companies.

### 2. Mr. Waiyawat Kosamarnchaiyaki

#### Education, Licenses & Certifications

- Bachelor of Business Administration (Accounting), Rajamangala Institute of Technology
- Master degree Financial Accounting from Chulalongkorn University
- Diploma in auditing, Thammasat University
- Certificate on taxation and principles of accounting, Ramkhamhaeng University
- SEC licensed auditor, CPA No. 6333

#### Experience

Waiyawat is an audit partner at KPMG Thailand and has over 24 years of experience in public accounting, including a year secondment program at KPMG office in Singapore. He has managed complex audits for clients in a variety of industries, primarily in the energy and natural resources, power and utility, industrial market and financial services. He is also specialized in IFRS engagements.

3. Mr. Charoen Phosamritlert

**Education, Licenses & Certifications**

- Bachelor of Accounting, Bangkok University
- Master of Business Administration, Chulalongkorn University
- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- TLCA Leadership Development Program (LDP), Thai Listed Companies Association
- SEC and BOT licensed auditor, CPA No. 4068

**Experience**

Charoen is a Chief Executive Officer (CEO) at KPMG Thailand, Myanmar, Laos and has over 30 years of experience in public accounting and business advisory services. He is with extensive experiences in variety of industries, primarily in consumer Markets, telecommunications and media, industrial markets, and also covering multinational and listed companies. He is part of the overseas teams for the audit of national clients listed in Foreign Stock Exchanges and coordinator for the global audit of U.S. based clients doing business in Thailand and Asia Pacific. He is involved in merger and acquisition projects on a regular basis. He was invited to many public speaking.

**Information Memorandum on Asset Acquisition**  
**Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited**  
**Pursuant to Schedule 2 of the Notification of the Board of Governors**  
**of the Stock Exchange of Thailand**

Board of Directors Meeting No. 1/2023 of Bangchak Corporation Public Company Limited (the "**Company**"), convened on 11 January 2023, resolved to approve the entering into of the following transactions and proposed that the shareholders meeting of the Company consider and approve the entering into of the following transactions:

- (1) The direct acquisition of 2,283,750,000 ordinary shares of Esso (Thailand) Public Company Limited ("**ESSO**" or "**Target**") (equivalent to approximately 65.99 percent of the total issued shares of ESSO as of 30 September 2022) (the "**Sale Shares**"), from ExxonMobil Asia Holdings Pte. Ltd. (the "**Seller**"). In this regard, the Company has entered into a share purchase agreement with the Seller on 11 January 2023 (the "**Share Purchase Agreement**") ("**Transaction**"). The purchase price of the Sale Shares is further subject to the adjustment mechanism set out in the Share Purchase Agreement which is further described in Clause 3.2.
- (2) The tender offer for the remaining no more than 1,177,108,000 ordinary shares in ESSO (equivalent to approximately 34.01 percent of the total issued shares in ESSO as of 30 September 2022) after the completion of the Transaction pursuant to the criteria and conditions under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended), to acquire the remaining ESSO shares at the same price as that of the purchase price of ESSO shares in accordance with the Transaction.

Given that the Transaction and the tender offer for all remaining shares in ESSO are considered an acquisition of other business pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) ("**PLCA**"), which requires the Company to obtain an approval from shareholders at a meeting of shareholders of the Company. Accordingly, the Board of Directors approved to propose to the shareholders to consider and approve the Transaction by the Company under Section 107 of the PLCA.

Furthermore, the Transaction and the tender offer for all remaining shares of ESSO also constitute an asset acquisition of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (collectively, the "**Notifications on Acquisition or Disposal**"), having the highest transaction value pursuant to the calculation based on the value of 71.8 percent of net profit from the Company's operations derived from the reviewed financial statements of the Company for 9-month period ended 30 September 2022, the Transaction and the tender offer for the remaining shares of ESSO are classified as a Class 1 transaction, and the Company is required to comply with the Notifications on Acquisition or Disposal.

The final purchase price for the Target will be subject to the purchase price adjustment mechanism in accordance with the Share Purchase Agreement which is detailed in Clause 3.2 for illustration purposes.

The Transaction and the tender offer for the entire securities of ESSO shares are not considered a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (as amended).

In this regard, the Company hereby informs you of the information with respect to the asset acquisition transaction pursuant to Schedule 2 the Notifications on Acquisition or Disposal as follows:

### **Information Memorandum Pursuant to Schedule 1 of the Notifications on Acquisition or Disposal**

#### **1. Date of the Transaction**

The Company has entered into the Share Purchase Agreement and documents in relation to the Transaction with the Seller on 11 January 2023.

Subject to the conditions of the Share Purchase Agreement, the sale and purchase of the Sale Shares shall occur only after the fulfilment (unless the relevant waiver by the Seller and/or the Company, as a case may be, has been obtained) of the conditions precedent stipulated in the Share Purchase Agreement which include the following:

- (a) ESSO having obtained the approval and/or waiver of the requirement or the restriction specifically required under the Refinery Expansion Agreement dated 27 December 1991 (as amended) from the Ministry of Energy or the relevant Governmental Authority for the Seller to sell the Sale Shares to the Company if and to the extent that such approval and/or waiver is required before the sale of the Sale Shares;
- (b) the Company having obtained the applicable Antitrust Approvals (i.e. the Trade Competition Commission and the Energy Regulatory Commission);
- (c) the Company having obtained necessary approvals from its shareholders meeting to acquire ESSO Shares (including the Sale Shares); and
- (d) the purchase price having been finalized in accordance with the Share Purchase Agreement.

As at present, the Company and ESSO are under the process of performing their obligations under the Share Purchase Agreement, which include the fulfilment of conditions precedent, including (but not limited to) requesting for consent from relevant government authority and other relevant organization.

The Company expects that these conditions precedent will be completed and the Company expects to complete the acquisition of the Sale Shares within the date falling twelve (12) months after the date of Share Purchase Agreement.

The purchase price will be further adjusted as per the purchase price adjustment mechanism in accordance with the Share Purchase Agreement detailed in Clause 3.2 below.

In addition, after the conditions precedent are fulfilled (unless the relevant waiver by the Seller and/or the Company, as a case may be, has been obtained), the Company will consummate the Transaction and be required to accordingly make a tender offer

for all the securities of ESSO from other ESSO's shareholders under the criteria and notifications of the Securities and Exchange Commission and/or the Capital Market Supervisory Board. The loans from related parties of the Seller to ESSO will also need to be repaid around the completion date.

## 2. Related Party and their Relationship

### 2.1 The Transaction

Buyer: The Company

Seller: ExxonMobil Asia Holdings Pte. Ltd.

Relationship with the Company:

There is no relationship between the Buyer and the Seller.

### 2.2 Tender offer for all the remaining securities of ESSO

Buyer: The Company

Seller: All other shareholders of ESSO who accept the tender offer

Relationship with the Company:

The Company has examined ESSO's latest list of shareholders as appeared in the public disclosure on the Stock Exchange of Thailand (the "SET") on 28 February 2023 and there are the following shareholders of ESSO who are also shareholders of the Company.

Shareholders	Shareholding Percentage in the Company <sup>(1)</sup>	Shareholding Percentage in ESSO <sup>(2)</sup>
Vayupak Fund 1 by MFC Asset Management Public Company Limited	9.92	3.72
Vayupak Fund 1 by Krungthai Asset Management Public Company Limited	9.92	3.72
SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	3.62	1.70

Remark: <sup>(1)</sup> Latest available shareholding on SET website (as of 1 September 2022)

<sup>(2)</sup> Latest available shareholding on SET website (as of 22 September 2022)

The abovementioned shareholders of ESSO are not regarded as major shareholders and the person who have control over or the connected party of the Company pursuant to the Notification of the Securities and Exchange Commission No. KorChor.17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (as amended).

### **3. General Characteristics of the Transaction**

#### **3.1 General Characteristics**

The Company will enter into the Transaction for the purchase of the total of 2,283,750,000 ordinary shares (equivalent to approximately 65.99 percent of the total issued shares of ESSO as of 31 December 2022) from the Seller.

The Transaction has the conditions precedent as stipulated in Clause 1. (Date of the Transaction) above.

ESSO's existing Finished Lubricants and Chemical Marketing businesses ("**Excluded Businesses**") are not included in the scope of this Transaction. The Company will work with the Seller to ensure the smooth transition of the Excluded Businesses in accordance with the direction proposed by the Seller, which may involve transferring, assigning, disposing of, winding down (including termination of relevant agreements) or otherwise winding up some or all parts of the Excluded Businesses.

The Company will be able to use Esso's brand for service stations during a transition period which will be 2 years in general.

After the fulfilment of the conditions precedent (unless the relevant waiver by the Seller and/or the Company, as a case may be, has been obtained), the Company shall complete the Transaction and is required to make a tender offer for the remaining shares of ESSO in the total amount of 1,177,108,000 ordinary shares in ESSO (or equivalent to approximately 34.01 percent of the total issued shares in ESSO as of 31 December 2022) pursuant to the criteria and conditions prescribed under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (as amended). In this regard, ESSO does not have other convertible securities.

Should the conditions precedent be fulfilled and the Company, and the Seller have transferred the shares and made the payment according to the Transaction and based on the assumption that all ESSO shareholders have accepted the tender offer for the entire securities of ESSO, the total ESSO shares acquired by the Company shall be equivalent to 3,460,858,000 ordinary shares (equivalent to 100 percent of the total issued shares in ESSO) and equivalent to the amount of approximately THB 33,312 million or THB 30,608 million as at 30 June 2022 or 30 September 2022 respectively. The indicative equivalent amount is calculated under the price adjustment mechanism in Clause 3.2 and shall be used for illustrative purposes only. The final purchase price and accordingly the said tender offer price will be calculated based on latest audited or reviewed financial statements before the completion date.

#### **3.2 Price Adjustment Mechanism**

As the industry in which ESSO is operating is highly volatile in terms of working capital needs and the considerable time period required between the Share Purchase Agreement signing date and the expected completion date, a price adjustment mechanism is used to determine the purchase price of the Sale Shares and tender offer price to provide certainty to the Company on the enterprise value of ESSO and mitigate major fluctuations versus normalized working capital levels.

The purchase price of the Sales Shares at the closing of the Transaction will be subject to business performance which results in changes in net debt and debt



equivalent items, working capital and other items in accordance with the Share Purchase Agreement as described below. The adjustment items will be referencing the latest reviewed quarterly financial statements or audited annual financial statements of ESSO, as the case may be, before the closing of the Transaction (“**Financial Statement Date**”), as follows:

- |               |   |
|---------------|---|
|               | 1. Enterprise value of THB 55,500 million   |
| minus         | 2. Net debt and debt equivalent items <sup>1</sup><br><i>Total debt less cash and cash equivalent items</i>   |
| plus          | 3. Other financial items <sup>2</sup>   |
| plus          | 4. Select working capital adjustments <sup>3</sup><br><i>Difference between select working capital items as of Financial Statement Date and normalized working capital level (“<b>Reference Working Capital</b>”) together with volume and price linked hydrocarbon inventories adjustments</i>   |
| plus          | 5. Other adjustments in accordance with the Share Purchase Agreement<br><i>including inventories of Excluded Businesses which are excluded from the Transaction<sup>4</sup>, considerations paid for the Excluded Businesses by the Seller to the Target post Financial Statement Date (if any), and any dividend that becomes payable post Financial Statement Date and prior to closing</i> |
| <b>equals</b> | <b>6. Equity value</b>  |

For illustration purposes, the below table shows the purchase price adjustment following the above adjustment mechanism as if the transaction were to close by referencing the reviewed financial statements of ESSO as at 30 June 2022 and 30 September 2022 which are the latest available reviewed financial statements at the date of signing of the Share Purchase Agreement. On this basis, the total value of the Sale Shares would be THB 21,982 million or THB 9.63 per share and THB 20,198 million or THB 8.84 per share as at 30 June 2022 and 30 September 2022, respectively.

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<sup>1</sup> Net debt and debt equivalent items include bank overdrafts and short-term borrowings from financial institutions, current portion of long-term borrowings from financial institutions, current portion of long-term loans from related parties, short-term loans from related parties, long-term borrowings from financial institutions, long-term loans from related parties, cash and cash equivalents, current portion of lease liabilities, short-term provisions for employee benefits, lease liabilities, long-term provisions for employee benefits, and non-controlling interests

<sup>2</sup> Other financial items include investments in an associate and other adjustments

<sup>3</sup> Select working capital adjustments include 1) the difference between Financial Statement Date working capital (select working capital items as of the Financial Statement Date) and the Reference Working Capital which reflects normalized working capital levels for the business where select working capital items include trade receivables, amounts due from related parties, other receivables, trade and other payables, amounts due to related parties, and dividend payable) and 2) the difference in volume basis between agreed volume of crude and products inventories between Company and the Seller (4,925 Kb for crude and condensate and 2,475 Kb for related products) and that as of the latest Financial Statement Date before closing of the Transaction multiplied by market pricing to be agreed between the Company and the Seller prior to closing of the Transaction

<sup>4</sup> Inventories of Excluded Businesses are products that can be used or resell under different brands for the ordinary business operation of ESSO after the Transaction

Balance Sheet Date (THB million)	For illustration only	
	30 Jun 2022	30 Sep 2022
(1) <b>Enterprise value</b>	<b>55,500</b>	<b>55,500</b>
(2) <b>(-) Net debt and debt equivalent items</b>	(25,584)	(41,637)
(3) <b>(+) Other financial items</b>	2,838	2,914
(4) <b>(+) Select working capital adjustments</b>	2	13,178
(+) Financial Statement Date working capital	(8,902)	1,399
(-) Reference Working Capital	9,457	9,457
(+) Volume and price linked hydrocarbon inventories adjustments	(554)	2,322
(5) <b>(+) Other adjustments in accordance with the Share Purchase Agreement</b>	557	654
<b>= Equity value</b>	<b>33,312</b>	<b>30,608</b>
./. Number of the ESSO's shares (million shares)	3,461	3,461
<b>= Purchase price per share (THB/share)</b>	<b>9.63</b>	<b>8.84</b>
x Number of Sale Shares (million shares)	2,284	2,284
<b>= Total value of the Sale Shares</b>	<b>21,982</b>	<b>20,198</b>

The Company will disclose additional purchase price adjustment following the above adjustment mechanism referencing the financial statements of ESSO as at 31 December 2022 after the Company received all required information including the disclosure of ESSO's dividend. The details of which will be disclosed to the shareholders afterward.

The abovementioned purchase price is for illustration purposes only. The total value of the Sale Shares may increase or decrease to reflect the actual numbers at the completion date of the Transaction based on the mechanism described above and in the table.

### 3.3 Transaction Value

1. Net Tangible Asset (NTA) Basis:

Size of transaction

$$= \frac{\text{Percentage of the net tangible asset value of ESSO proportionate to be acquired}}{\text{Net tangible asset value of the Company}}$$

$$= \frac{\text{THB 28,038 million} \times 100\%}{\text{THB 45,300 million}}$$

$$= 61.9 \text{ percent}$$

2. Net Profit Basis:

Size of transaction

$$= \frac{\text{Percentage of the net profit of ESSO proportionate to be acquired}}{\text{Net profit of the Company}}$$

$$= \frac{\text{THB 11,823 million} \times 100\%}{\text{THB 16,467 million}}$$

$$= 71.8 \text{ percent}$$

3. Total Value of Consideration Basis:

Size of transaction

$$= \frac{\text{Total value of consideration paid}}{\text{Total asset value of the Company}}$$

$$= \frac{\text{THB 30,608 million}^5 \times 100\%}{\text{THB 227,863 million}}$$

$$= 13.4 \text{ percent}$$

4. Value of Securities issued by the Company as consideration for the assets acquired Basis:

Not applicable as there is no issuance of securities.

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<sup>5</sup> Indicative value of consideration as at 30 September 2022

Summary of the Calculation of Transaction Value:

Calculation Bases	Transaction Value
1. Net Tangible Asset (NTA) Basis	61.9%
2. Net Profit Basis	71.8%
3. Total Value of Consideration Basis	13.4%
4. Value of Securities issued by the Company as consideration for the assets acquired Basis	N/A

The Transaction and the tender offer for the remaining shares of ESSO constitute a purchase or an acquisition of the business of other company, pursuant to Section 107(2)(b) of the PLCA, and constitute an asset acquisition of the Company pursuant to the Notifications on Acquisition or Disposal, having the highest transaction value pursuant to the calculation based on the value of 71.8 percent of net profit from the Company's operations derived from the reviewed financial statements of the Company for 9-month period ended 30 September 2022, the Transaction and the tender offer for the remaining shares of ESSO are classified as a Class 1 transaction, and the Company is required to comply with the Notifications on Acquisition or Disposal as follows:

- (1) To prepare a report and disclose an information memorandum on the asset acquisition to the Stock Exchange of Thailand;
- (2) To deliver the invitation to the shareholders meeting no less than 14 days in advance, whereby the invitation must comprise the details required under the Notifications on Acquisition or Disposal at a minimum;
- (3) To arrange for an independent financial advisor who is approved by the Office of the Securities and Exchange Commission, in order to provide opinions on the entering into of the Transaction and the tender offer for all remaining shares of ESSO, and to deliver the opinions along with the invitation to the shareholders meeting (as specified under (2)); and
- (4) To convene a shareholders meeting in order to seek approval on the entering into the Transaction, whereby the resolution with respect to the entering into the Transaction shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by interested shareholders.

**4. Details of the assets to be acquired**

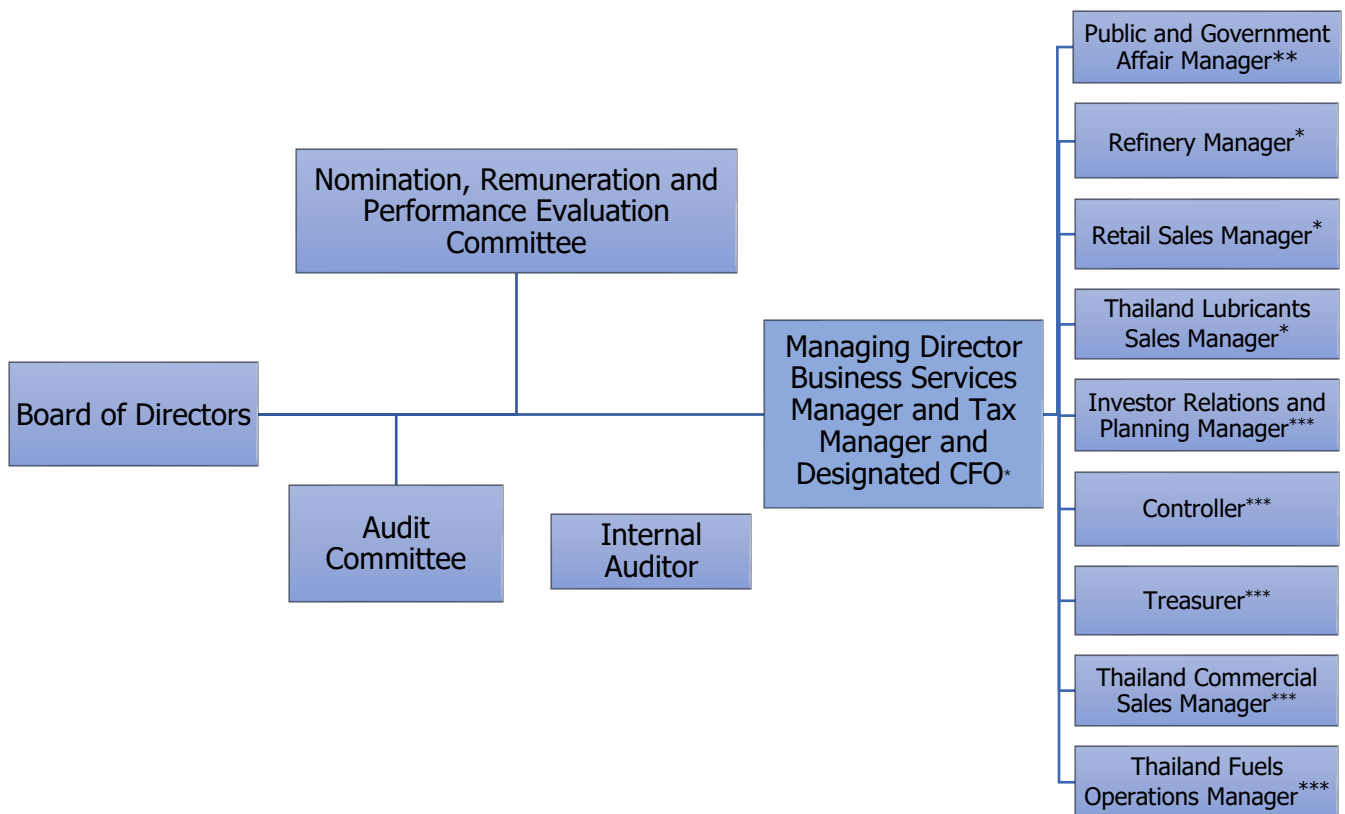
- (1) 2,283,750,000 ordinary shares of ESSO (equivalent to approximately 65.99 percent of the total issued shares of ESSO) to be acquired by purchasing such shares from the Seller.
- (2) Not exceeding 1,177,108,000 ordinary shares in ESSO (equivalent to approximately 34.01 percent of the total issued shares in ESSO) to be acquired by means of making the tender offer for the remaining securities of

ESSO and acquiring such shares from the other shareholders of ESSO.

#### 4.1 Business Operations of ESSO

ESSO is a public company limited which operates an integrated petroleum refining and marketing (“R&M”) business, and also manufactures and markets aromatics and other chemicals. As at present, ESSO has stopped manufacturing paraxylene from aromatics plant at its refinery in Sriracha since April 2021. However, ESSO is still manufacturing and procuring refined petroleum products and other chemical products for sales in the market. In this regard, ESSO will occasionally estimate the market conditions and the manufacturing of paraxylene. In addition, ESSO sells refined petroleum products to retail consumers through its extensive network of Esso branded retail service stations as well as directly to commercial customers in the industrial, wholesale, aviation, and marine sectors. ESSO also sells aromatics and other chemical products that ESSO manufactures to domestic commercial customers. In certain cases, ESSO exports products for sale outside of Thailand. ESSO’s sales of refined petroleum products include light products (consisting of LPG and gasoline), middle distillates (consisting of jet fuel/kerosene and diesel) and heavy products (consisting of fuel oil and asphalt), as well as lubricants

Chart of ESSO’s Organization Structure as at 1 March 2023:



\* Director and Executive

\*\* Director

\*\*\* Executive

### ESSO's Investment in Subsidiaries

<b>Subsidiaries</b>	<b>Direct and indirect Shareholding by ESSO (Percentage)</b>	<b>Nature of Business Operation</b>
<p><b>Mobil Enterprises (Thailand) Limited (METL)</b></p> <p>3195/17-29 Rama IV Road, Klong Ton Klong Toey District, Bangkok 10110 Telephone: 02 407-4000</p>	100	Currently in liquidation process

### ESSO's Investment in Affiliated Companies

<b>Associated Companies</b>	<b>Direct or indirect Shareholding by ESSO (Percentage)</b>	<b>Nature of Business Operation</b>
<p><b>Industry Promotion Enterprises Limited (IPEL)</b></p> <p>3195/26 Rama IV Road, Klong Ton Klong Toey District, Bangkok 10110 Telephone: 02 407-4000</p>	30 <sup>6</sup>	Real estate leasing
<p><b>United Industry Development Co., Ltd. (UIDC)</b></p> <p>3195/27 Rama IV Road, Klong Ton Klong Toey District, Bangkok 10110 Telephone: 02 407-4000</p>	49 <sup>5</sup>	Real estate leasing
<p><b>Pacesetter Enterprises Limited (PSE)</b></p> <p>3195/27 Rama IV Road, Klong Ton Klong Toey District, Bangkok 10110 Telephone: 02 407-4000</p>	33 <sup>7</sup>	Real estate leasing
<p><b>Thai Petroleum Pipeline Co., Ltd. (THAPPLINE)</b></p>	21	Petroleum products pipeline

<sup>6</sup> The remaining preferred shares are held by employees of the Company and/or ExxonMobil's affiliates

<sup>7</sup> The remaining shares are held by UIDC and IPEL

<b>Associated Companies</b>	<b>Direct or indirect Shareholding by ESSO (Percentage)</b>	<b>Nature of Business Operation</b>
2/8 Moo 11, Lumlukka Road, Ladsawai, Lumlukka, Pathumthani 12150 Telephone: 02 991-9130		transportation
<b>Bangkok Aviation Fuels Services Public Company Limited (BAFS)</b> 171/2 Moo 10, Vibhavadi Rangsit Road, Sikan, DonMuang District, Bangkok 10210 Telephone: 02 834-8900	7 <sup>8</sup>	Aircraft refueling services

Please refer to additional information of ESSO (including the information regarding the nature of the business, risk factors and legal disputes) from the 2021 annual registration statement of ESSO from the Securities and Exchange Commission, Thailand ([www.sec.or.th](http://www.sec.or.th)) and the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th))

#### 4.2 General Information of ESSO<sup>9</sup>

<b>Company's Name</b>	Esso (Thailand) Public Company Limited
<b>Address</b>	3195/17-29 Rama 4 Road, Klong Ton Subdistrict, Klong Toey District, Bangkok 10110
<b>Telephone</b>	02 407 4000
<b>Facsimile</b>	02 407 4800
<b>Registered Capital</b>	THB 17,110,007,246.71
<b>Paid-up Registered Capital</b>	THB 17,075,181,200.40, divided into 3,460,858,000 ordinary shares, at the par value of THB 4.93 per share
<b>Board of Directors</b> (as at 1 March 2023)	(1) Mrs. Suda Ninvoraskul / Chairman, Managing Director (2) Mrs. Ratrimani Pasiphol / Director, Managing Director (3) Mr. Manoch Munjitjuntra / Director (4) Mr. Taweesak Bunluesin / Director, Nomination, Remuneration and Performance Evaluation

<sup>8</sup> Information obtained from [www.set.or.th](http://www.set.or.th) as at 28 February 2023 based on 14 March 2022 record date

<sup>9</sup> Information obtained from [www.set.or.th](http://www.set.or.th) as at 28 February 2023

	Committee, Chairman of Environment, Social, and Governance Committee
(5)	Miss Jirapun Paowarut / Director
(6)	Mr. Anuwat Rungruangrattanakul / Director
(7)	Mr. Wattana Chantarasorn / Independent Director, Chairman of the Audit Committee
(8)	Miss Prachit Hawat / Independent Director, Audit Committee Nomination, Remuneration and Performance Evaluation Committee
(9)	Mr. Buranawong Sowapruks / Independent Director, Audit Committee, Chairman of Nomination, Remuneration and Performance Evaluation Committee
(10)	Mr. Pornchai Thiraveja / Independent Director

#### 4.3 Summary of the financial information of ESSO for 2019-2022<sup>10</sup>

##### Consolidated Profit and Loss Statement

(Unit: THB million)	For the year ending			
	31 Dec 2019	31 Dec 2020	31 Dec 2021	31 Dec 2022
Revenue from sales and services	168,530	123,649	167,151	246,487
Subsidy from Oil Fuel Fund	818	3,022	5,727	16,514
Cost of sales and services	(167,344)	(131,408)	(162,261)	(245,707)
<b>Gross profit</b>	<b>2,004</b>	<b>(4,736)</b>	<b>10,618</b>	<b>17,293</b>
Selling expenses	(5,800)	(4,948)	(4,834)	(5,205)
Administrative expenses	(310)	(268)	(234)	(235)
<b>Profit from sales</b>	<b>(4,106)</b>	<b>(9,953)</b>	<b>5,550</b>	<b>11,853</b>
Other income	82	67	26	23
Interest income	8	3	3	18

<sup>10</sup> Financial information inclusive of Excluded Businesses (not adjusted for the potential exclusion of the Finished Lubricants and Chemical Marketing businesses)



	For the year ending			
(Unit: THB million)	31 Dec 2019	31 Dec 2020	31 Dec 2021	31 Dec 2022
Finance costs	(322)	(360)	(311)	(376)
Share of profit from an associate	380	285	227	312
<b>Profit before income tax expenses</b>	<b>(3,957)</b>	<b>(9,958)</b>	<b>5,495</b>	<b>11,829</b>
Income tax expenses	893	2,048	(1,051)	(2,320)
<b>Net profit</b>	<b>(3,065)</b>	<b>(7,910)</b>	<b>4,444</b>	<b>9,509</b>

### Consolidated Financial Position

	As at			
(Unit: THB million)	31 Dec 2019	31 Dec 2020	31 Dec 2021	31 Dec 2022
Cash and cash equivalents	277	262	802	586
Trade receivables, net	6,464	5,083	8,171	8,430
Amounts due from related parties	-	36	0	0
Inventories, net	19,085	13,144	18,786	23,893
Other receivables, net	1,378	2,888	4,152	15,873
Other current assets	4,775	1,507	1,874	3,140
<b>Total current assets</b>	<b>31,978</b>	<b>22,921</b>	<b>33,784</b>	<b>51,922</b>
Financial assets measured at fair value through other comprehensive income	-	1,071	1,148	1,094
Available-for-sale investments	1,350	-	-	-
Investments in an associate	2,207	2,137	2,095	2,197

	As at			
(Unit: THB million)	31 Dec 2019	31 Dec 2020	31 Dec 2021	31 Dec 2022
Property, plant and equipment, net	25,600	24,750	23,706	22,982
Right-of-use assets, net	-	4,287	4,305	3,823
Intangible assets, net	181	181	153	126
Deferred income tax assets, net	1,501	3,512	2,361	673
Prepaid rental and deferred charges	1,726	265	150	90
Other non-current assets	1,700	2,253	2,355	2,633
<b>Total non-current asset</b>	<b>34,264</b>	<b>38,457</b>	<b>36,270</b>	<b>33,619</b>
<b>Total asset</b>	<b>66,243</b>	<b>61,378</b>	<b>70,055</b>	<b>85,541</b>
Bank overdrafts and short-term borrowings from financial institutions	6,488	6,082	7,900	9,739
Trade and other payables	5,020	4,452	5,117	5,872
Amounts due to related parties	8,091	7,894	10,588	10,692
Current portion of long-term borrowings from financial institutions	1,467	1,933	1,717	1,667
Current portion of long-term borrowings from related parties	1,633	3,233	3,950	3,667
Short-term loans from related parties	13,188	10,621	11,423	16,696
Dividend Payable				-

(Unit: THB million)	As at			
	31 Dec 2019	31 Dec 2020	31 Dec 2021	31 Dec 2022
Current income tax payables	1	1	0	0
Current portion of lease liabilities	-	358	438	319
Short-term provisions for employee benefits	787	872	873	972
<b>Total current liabilities</b>	<b>36,676</b>	<b>35,446</b>	<b>42,008</b>	<b>49,624</b>
Long-term borrowings from financial institutions	1,817	1,717	1,249	1,416
Long-term loans from related parties	2,350	4,617	2,750	2,750
Lease liabilities	-	2,440	2,399	2,118
Long-term provisions for employee benefits	3,280	2,799	2,440	2,429
Other non-current liabilities	2	0	0	0
Total non-current liabilities	7,449	11,573	8,839	8,713
<b>Total liabilities</b>	<b>44,125</b>	<b>47,019</b>	<b>50,846</b>	<b>58,337</b>
Issued and paid-up capital	17,075	17,075	17,075	17,075
Share premium	4,032	4,032	4,032	4,032
Retained earnings				
Appropriated				
Legal reserve	1,001	1,001	1,001	1,253
Unappropriated	(170)	(8,081)	(3,638)	4,145
Other components of equity	173	325	731	691

	As at			
(Unit: THB million)	31 Dec 2019	31 Dec 2020	31 Dec 2021	31 Dec 2022
Non-controlling interests	7	7	7	7
<b>Total shareholders' equity</b>	<b>22,118</b>	<b>14,360</b>	<b>19,208</b>	<b>27,204</b>
<b>Total liabilities and shareholders' equity</b>	<b>66,243</b>	<b>61,378</b>	<b>70,055</b>	<b>85,541</b>

## 5. Total Value of Consideration

### 5.1 The Transaction

The total consideration in the form of cash which the Company will pay to the Seller on the completion date of the Transaction will be based on the purchase price adjustment mechanism as outlined in Clause 3.2 which shall be finalized before the closing of the Transaction.

### 5.2 The Tender Offer for the remaining securities of ESSO

The total consideration in the form of cash which the Company will pay to ESSO's shareholders who accept the tender offer in accordance with the criteria and method stipulated in the tender offer will be the same price as in Clause 5.1 based on the calculation demonstrated in Clause 3.2.

## 6. Basis used to determine the total value of consideration

### 6.1 The Transaction

The basis used to determine the total value of the Sale Shares shall be in accordance with the negotiations and agreement between the Company (as the buyer) and the Seller which shall be in line with a Discounted Cash Flow (DCF) approach. This is the most widely used approach for determining the value of companies engaging in the business of R&M as it appropriately reflects the nature and capabilities of business operations while taking into account the Company's rate of return on investments. In addition, the Company has taken into consideration other supporting valuation approaches, such as the trading multiples and transaction multiples, which are also typically employed for decision making on business acquisitions.

### 6.2 The Tender Offer for the remaining securities of ESSO

The basis used to determine the total value of consideration of the tender offer for the remaining securities of ESSO will be in accordance with the criteria and conditions prescribed under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (as amended), which is the purchase price for the ESSO shares paid by the Company to the Seller (including the acquired cost of ESSO shares) during the period of 90 days prior to the tender offer date.

## **7. Transaction Rationale and Expected Benefits to the Company**

### **7.1. Transaction Rationale**

The entering into the Transaction is in line with the strategy of the Company to strengthen its position as a leading integrated R&M player in Thailand. The Transaction will bring the following benefits to Thai society:

#### **7.1.1. Thailand Energy Security**

The Transaction will allow the transfer of strategic fuel infrastructure and operations to the Company, whose majority of shareholders are investors with Thai nationality. The Company will have combined crude and products terminals capacity of approximately 15 million barrels which enhances reserves and energy security.

#### **7.1.2. Energy Affordability**

The Company will be able to leverage an enlarged and comprehensive fuel logistics network to provide fuel to consumers at competitive pricing. The Company will have an optimized cost structure to improve affordability to customers.

#### **7.1.3. Environmental sustainability**

The Transaction will allow the Company to maintain high environmental standards and to expedite energy transition by utilizing its excess cashflow.

#### **7.1.4. Potential Knowledge Transfer**

The Transaction will allow the Company to access skilled workforce, intellectual property, and technology to service its customers.

### **7.2. Expected Benefits to the Company**

The Transaction would more than double the Company's integrated R&M operations in Thailand and provide important catalysts for further growth and margin improvement. The detailed benefits to the Company are as follows:

#### **7.2.1. Complementary refining portfolio provides fuel supply security and optionality**

The Transaction will allow the Company to become the refinery with nameplate capacity of 294 KBD in total. However, the actual production capacity will be subject to the use of production capacity in each refinery. In addition, the Company will own and operate strategically located refineries with access to critical crude receiving facilities (suitable for Very Large Crude Carriers: VLCCs<sup>11</sup>) and enable the Company to access 2 main pipelines, increasing fuel supply security and optionality of supply to customers. The Company will also have more flexibility to maximize gasoline and diesel products as the Company can access both Hydrocracking (HCU) and Fluidized Catalytic Cracking (FCC) technologies. In addition, the Transaction also allow the Company to enhance the operating performance through optimization of crude supply logistics via co-purchasing and co-loading, and maximize utilization and minimize operational costs from coordinated operational management.

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<sup>11</sup> Very Large Crude Carriers

#### 7.2.2. Integrated and well-balanced fuel supply and retail portfolio

The Transaction will enhance the Company's self-sufficiency and reduce the need to import fuel products. The Transaction will allow the Company to have a more diversified product portfolio which will directly complement the Company's product yield, enhance high value specialty production, and provide access to the profitable asphalt market. Additionally, the Transaction also provides the ability to optimize product yield to market demand dynamics, as well as improve footprint in the wholesale and industrial markets.

#### 7.2.3. Creates the leading Thai integrated R&M player with a strong national footprint and opportunities to expand retail experience

The Transaction will help the Company to strengthen its retail and wholesale business, especially in prime areas. The Company will also be able to optimize fuel distribution channels and improve throughput per station by leveraging ESSO's footprint. With the sizable ESSO customer base, the Company would be able to generate further growth and cross-selling opportunities. The Transaction will provide the Company with a unique opportunity to implement and grow its retail experience business.

#### 7.2.4. Significant Synergy potential from costs optimization

The Transaction will allow the Company to generate an estimated annual run-rate pre-tax synergies of THB 2.0-3.0 billion consisting of

- (1) Approximately THB 1,000 million from refinery operations including refinery capabilities enhancement, utilization improvement, product yield and GRM optimization, coordinated maintenance schedule, and potential upside from aromatic plant resuming operation
- (2) Approximately THB 200 million from logistics and crude supply including crude terminals integration, onshore distribution optimization, expanded logistics reach with lower cost, wider infrastructure sourcing optimization, crude co-loading, and bulk purchase cost savings
- (3) Approximately THB 300 million from retail market network including ESSO's throughput enhancement to the Company's standard station level, expansion of Furio products and Inthanin to ESSO's sites
- (4) Approximately THB 1,500 million from corporate activities including better economies of scale on back office operations, simplified management structure and combined marketing efforts

#### 7.2.5. Compelling financial fundamentals with secured financing

The Transaction is expected to be EPS accretion for the Company as demonstrated below:

Year / Period	Company Status quo		Pro-forma (Exclusive of run-rate synergies) <sup>(1)</sup>		Pro-forma (Inclusive of run-rate synergies) <sup>(1),(2)</sup>	
	EPS	Accretion	EPS	Accretion	EPS	Accretion
2021	5.25		6.04	15%	7.22	38%
2022	8.89		13.34	50%	14.52	63%

Remark: (1) Assumes 100% of ESSO's share acquisition at an indicative purchase price of THB 8.84 per share and takes into account additional interest from acquisition financing but does not include upfront one-off financing costs

(2) Assumes run-rate pre-tax synergies of THB 2 billion per year and does not include one-off integration costs as well as does not assume phasing-in period

On a pro-forma basis as of 31 December 2022, the Company's leverage would be modest with net debt/equity of 1.4x and net debt/EBITDA of 1.9x respectively.

## 8. Sources of Funds

The Company will utilize secured credit facilities from a financial institution to finance the Transaction and the tender offer for the remaining shares of ESSO, as well as any third party and related parties debt refinancing to the extent necessary. The Company might also consider utilizing a part of the Company's cash and cash equivalents for the execution of the Transaction. As at 31 December 2022, the Group Companies had cash and cash equivalents of THB 45,932 million per the reviewed financial statements.

## 9. Opinions of the Board of Directors on the entering into of the Transaction

Board of Directors Meeting No. 1/2023, convened on 11 January 2023, has carefully and thoroughly considered the benefits and risks related to the Transaction and concluded that entering into such transaction is in the best interests of the Company (as per the details of Expected Benefits to the Company stipulated in Clause 7), as it will allow the Company to expand its business which will help improve the Company's business operational capabilities, as well as enhance competitiveness and provide future business growth opportunities. As a result, the Board of Directors resolved to approve the entering into the Transaction and the tender offer for all remaining securities of ESSO and proposed that the shareholders meeting of the Company consider and approve the entering into the Transaction.

## 10. Seeking of Approval from the Board of Directors

In the Board of Directors' consideration and approval process on the matters relating to entering into the Transaction and to propose the same to the shareholders meeting, there were no interested directors and/or directors who are connected persons, who therefore would have to leave the meeting and would not be entitled to cast votes.

## 11. Opinions of the Audit Committee and/or directors of the Company which are different from those of the Board of Directors

The Audit Committee and the directors of the Company have no opinions which are different from those of the Board of Directors under Clause 9.

## Information Memorandum Pursuant to Schedule 2 of the Notifications on Acquisition or Disposal

## 12. Responsibility of the Board of Directors on the Information in the Documents Sent to the Shareholders

The Board of Directors has responsibility for the information in this Information Memorandum and other documents sent to the shareholders of the Company (the "Documents"). In this regard, the Board of Directors of the Company has carefully reviewed the information in the Documents and hereby certify that the Documents is accurate, complete and contains no false information; no material facts which are necessary or must be included in the Information Memorandum have been omitted; and the Information Memorandum does not contain any misleading information which may cause misunderstanding.

## 13. The Company's Indebtedness

### 13.1 The Total Amount of Issued and Unissued Debt Instruments Having Been Issued and Those Not Having Been Issued pursuant to the Resolution of the Shareholders' Meeting which Authorizes the Board of Directors of the Listed Company to Consider Issuing Them for Sale as It Deems Appropriate

- Debt instrument having been issued

#### (1) Bangchak Corporation Public Company Limited

SYMBOL	Name Of Debenture	Amount (THB milion)	Coupon (%)	Issue Rating	Tenor (yrs)	Issuance Date	Maturity Date	Interest Payment Date
<b>BCP260A</b>	DIGITAL DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 2/2565 DUE B.E. 2569	3,000	3.6	A-	4 years	21-Oct-22	21-Oct-26	Every 21th of April and October of every year until maturity
<b>BCP258B</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2565	4,500	2.84	A-	3 years	25-Aug-22	25-Aug-25	Every 25th of February and August of every



SYMBOL	Name Of Debenture	Amount (THB milion)	Coupon (%)	Issue Rating	Tenor (yrs)	Issuance Date	Maturity Date	Interest Payment Date
	SERIES 1 DUE B.E. 2568							year until maturity
<b>BCP278A</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2565 SERIES 2 DUE B.E. 2570	2,000	3.26	A-	5 years	25-Aug-22	25-Aug-27	Every 25th of February and August of every year until maturity
<b>BCP328A</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2565 SERIES 3 DUE B.E. 2575	3,500	4	A-	10 years	25-Aug-22	25-Aug-32	Every 25th of February and August of every year until maturity
<b>BCP23NA</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2564 SERIES 1 DUE B.E. 2566	2,000	1.45	A-	2 years	05-Nov-21	05-Nov-23	Every 5th of May and November of every year until maturity
<b>BCP26NA</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2564 SERIES 2 DUE B.E. 2569	1,000	2.29	A-	5 years	05-Nov-21	05-Nov-26	Every 5th of May and November of every year until maturity
<b>BCP29NA</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2564 SERIES 3 DUE B.E. 2572	1,400	3.11	A-	8 years	05-Nov-21	05-Nov-29	Every 5th of May and November of every year until maturity
<b>BCP31NA</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2564 SERIES 3 DUE B.E. 2574	2,600	3.43	A-	10 years	05-Nov-21	05-Nov-31	Every 5th of May and November of every year until maturity
<b>BCP275A</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY	500	3	A-	7 years	08-May-20	08-May-27	Every 30th of June and December

SYMBOL	Name Of Debenture	Amount (THB million)	Coupon (%)	Issue Rating	Tenor (yrs)	Issuance Date	Maturity Date	Interest Payment Date
	LIMITED NO. 1/2563 SERIES 2 DUE B.E. 2570							of every year until maturity
<b>BCP305A</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2563 SERIES 3 DUE B.E. 2573	4,500	3.4	A-	10 years	08-May-20	08-May-30	Every 30th of June and December of every year until maturity
<b>BCP19PA</b>	SUBORDINATED PERPETUAL DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2562 PAYABLE UPON DISSOLUTION WITH THE ISSUER'S RIGHT TO EARLY REDEMPTION AND UNCONDITIONAL INTEREST DEFERRAL	10,000	5 <small>After 5 years will be 5 year government bond yield + Initial Credit Spread at 0.25 (Yr 6 – 25) 1.00 (Yr 26 – 50) 2.00 (Yr 51+)</small>	BBB	5 years	18-Oct-19	n/a	Every 18th of April and October of every year until maturity
<b>BCP28DA</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 2/2561 DUE B.E. 2571	7,000	4.04	A-	10 years	20-Dec-18	20-Dec-28	Every 30th of June and December of every year until maturity
<b>BCP238A</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2561 SERIES 2 DUE B.E. 2566	400	2.96	A-	5 years	10-Aug-18	10-Aug-23	Every 10th of February and August of every year until maturity
<b>BCP258A</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2561 SERIES 3 DUE B.E. 2568	600	3.42	A-	7 years	10-Aug-18	10-Aug-25	Every 10th of February and August of every year until maturity
<b>BCP273A</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2558	2,000	4,72	A-	12 years	03-Mar-15	03-Mar-27	Every 30th of June and December of every

SYMBOL	Name Of Debenture	Amount (THB million)	Coupon (%)	Issue Rating	Tenor (yrs)	Issuance Date	Maturity Date	Interest Payment Date
	SERIES 1 DUE B.E. 2570							year until maturity
<b>BCP303A</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2558 SERIES 2 DUE B.E. 2573	1,000	5.05	A-	15 years	03-Mar-15	03-Mar-30	Every 30th of June and December of every year until maturity
<b>BCP244A</b>	DEBENTURES OF BANGCHAK CORPORATION PUBLIC COMPANY LIMITED NO. 1/2557 SERIES 4 DUE B.E. 2567	3,500	5.18	A-	10 years	11-Apr-14	11-Apr-24	Every 30th of June and December of every year until maturity

(2) BBGI Public Company Limited (“**BBGI**”)

SYMBOL	Name Of Debenture	Amount (THB Million)	Coupon (%)	Issue Rating	Tenor (yrs)	Issuance Date	Maturity Date	Interest Payment Date
<b>BBGI245A</b>	DEBENTURES OF BBGI PUBLIC COMPANY LIMITED NO. 1/2564 SERIES 2 DUE B.E.2567	800	3.30	Non-Rate	3 years	11-May-21	11-May-24	Every 11th of May and November of every year until maturity

(3) BCPG Public Company Limited (“**BCPG**”)

SYMBOL	Name Of Debenture	Amount (THB Million)	Coupon (%)	Issue Rating	Tenor (yrs)	Issuance Date	Maturity Date	Interest Payment Date
<b>BCPG249A</b>	GREEN DEBENTURES OF BCPG PUBLIC COMPANY LIMITED NO. 1/2564 TRANCHE 1 DUE B.E. 2567	2,000	1.64%	A-	3 years	15-Sep-21	15-Sep-24	Every 15th of March and September of every year until maturity
<b>BCPG269A</b>	GREEN DEBENTURES OF BCPG PUBLIC COMPANY LIMITED NO. 1/2564 TRANCHE 2 DUE B.E. 2569	1,000	2.14%	A-	5 years	15-Sep-21	15-Sep-26	Every 15th of March and September of every year until maturity

SYMBOL	Name Of Debenture	Amount (THB Million)	Coupon (%)	Issue Rating	Tenor (yrs)	Issuance Date	Maturity Date	Interest Payment Date
BCPG289A	GREEN DEBENTURES OF BCPG PUBLIC COMPANY LIMITED NO. 1/2564 TRANCHE 3 DUE B.E. 2571	1,000	2.51%	A-	7 years	15-Sep-21	15-Sep-28	Every 15th of March and September of every year until maturity
BCPG319A	GREEN DEBENTURES OF BCPG PUBLIC COMPANY LIMITED NO. 1/2564 TRANCHE 4 DUE B.E. 2574	4,000	3.31%	A-	10 years	15-Sep-21	15-Sep-31	Every 15th of March and September of every year until maturity
BCPG339A	GREEN DEBENTURES OF BCPG PUBLIC COMPANY LIMITED NO. 1/2564 TRANCHE 5 DUE B.E. 2576	4,000	3.61%	A-	12 years	15-Sep-21	15-Sep-33	Every 15th of March and September of every year until maturity

(4) OKEA ASA (“OKEA”)

SYMBOL	Name Of Debenture	Amount (USD Million)	Coupon (%)	Issue Rating	Tenor (yrs)	Issuance Date	Maturity Date	Interest Payment Date
OKEA03	OKEA03: ISIN NO 0010869175	120 USD Million	8.75%	Non-Rate	5 years	11-Dec-19	11-Dec-24	Every 11th of June and December of every year until maturity

- Debt instrument not having been issued

- None -

**13.2 The Total Value of Debts of the Company and Its Subsidiaries as of 31 December 2022**

Type of Loan	Amount (THB million)	Collateral
Short-term loan from financial institutions	1,101	Yes (Partial)
Current portion of long-term loans	7,231	Yes (Partial)
Current portion of debentures	2,400	None

Type of Loan	Amount (THB million)	Collateral
Long-term loans	16,489	Yes (Partial)
Debentures	54,018	Yes (Partial)
<b>Total</b>	<b>81,239</b>	

### 13.3 Other Liabilities of the Company, including Overdraft of the Company and its Subsidiaries as of 31 December 2022

Type of liabilities	Amount (THB million)	Securities
Current portion of lease liabilities	1,381	None
Excise tax and oil fuel fund payable	1,134	None
Current income tax payable	2,030	None
Other current financial liabilities	1,993	None
Other current liabilities	1,634	None
Lease liabilities	10,401	None
Deferred tax liabilities	6,561	None
Non-current provisions for employee benefits	2,287	None
Provision for the decommissioning cost	20,901	None
Other non-current financial liabilities	60	None
Other non-current liabilities	397	None
<b>Total</b>	<b>48,779</b>	

### 13.4 Indebtedness to be incurred in the future

The Company may have future indebtedness appeared in the consolidated financial statement of the Company after the completion of the Transaction and result in ESSO a subsidiary of the Company, which may incur from the issuance of new debentures in domestic and overseas offerings, or loans from financial institution or from ESSO's existing debt, in the total amount of not exceeding THB 70,000 million or in other currency at the equivalent rate for the entering into the Transaction and the tender offer for the remaining shares in ESSO.

## **14. The Company's Information**

### **14.1 Nature of Business Operations and Business Trend of the Company, its Subsidiaries, and Affiliate Companies**

#### **Market and Competition**

#### **World and Region Economy Outlook**

The world economy in 2022 slowed down from the beginning of the year with the outbreak of COVID-19, notably the Omicron strain. As a result, many countries increased their measures to prevent the spread. China continued to implement the Zero COVID policy and measures to prevent the spread of the epidemic throughout the year. In addition, the situation of the Russo-Ukrainian conflict resulted in more serious supply chain disruptions from trade barriers, energy, and higher consumer goods prices. Inflation in many countries, especially in major economies, was high. Uncertain relations between the USA and China remained strained. Other geopolitical factors and concerns about a possible regression also affected the overall economy. In 2022 the International Monetary Fund (IMF) forecasted average economic growth at 3.2 percent, down from 2021's growth of 6.0 percent. To accommodate higher inflation than the target level, central banks in many countries continued tightening their monetary policies. The US Federal Reserve (FED) increased the policy rate from 0.25 percent to 4.5 percent, repeating the adjustment seven times throughout the year. Likewise, the European Central Bank (ECB) tightened its monetary policy with an increase in interest rates but continued asset purchases under the Pandemic Emergency Purchase Programmed (PEPP) measures. In contrast, the People's Bank of China (PBOC) loosened its monetary measures by continuously stimulating the economy.

In 2023, under heightened uncertainty, inflation would grow at a slower pace, but remain above the target range despite slowdowns in major economies' inflation due to tighter monetary measures. IMF projected that the global economy would grow at a slower rate of 2.7 percent, thanks to public administration, the tourism sector, recovery of new private investments, and gradual recovery of the Chinese economy. Despite the easing of the Zero-COVID measures, there are still negative impacts from the prolonged conflict between Russia and Ukraine, high energy prices, high levels of public debts, and risks facing Eurozone economies due to tight monetary measures.

The economy of the Asia-Pacific region in 2022 was expected to grow at 4.0 percent, decelerating from the previous year's growth of 6.5 percent due to global economic uncertainty and high inflation. However, the economy in the Asia-Pacific region should improve, echoing economic recovery after many countries, except China, have made COVID-19 an endemic disease in 2023. IMF projected growth in the Asia-Pacific region to continue at 4.3 percent.

#### **Oil Market Outlook 2022**

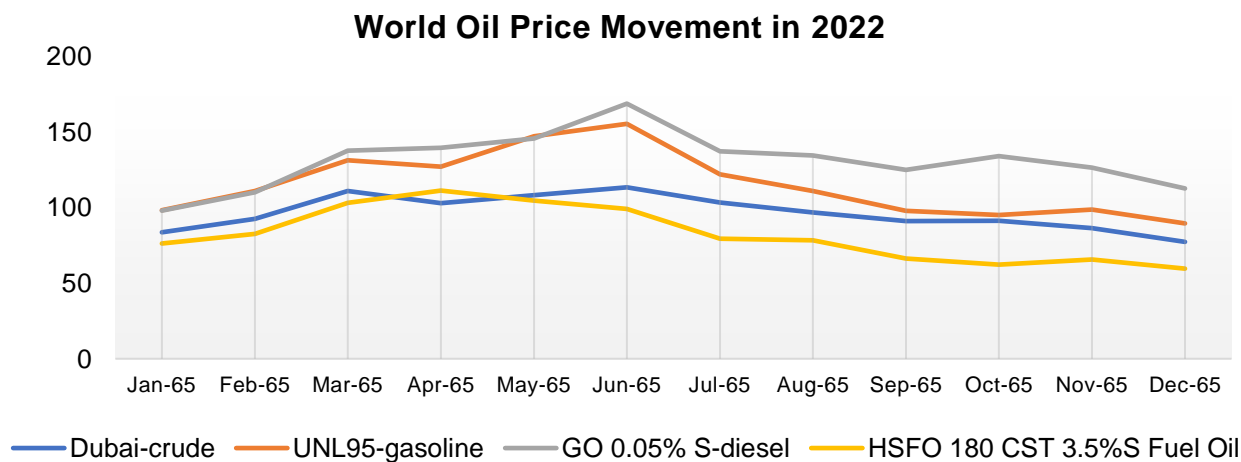
The average Dubai oil price in 2022 was USD 96.38 per barrel, an increase of USD 26.99 per barrel from the 2021 average price of USD 69.39 per barrel. In the first half of 2022, oil prices continued rising due to recovering demand from the easing of preventive measures against COVID-19 due to the lifting of travel restrictions in many countries around the world increased economic activities and travel. The conflict between Russia and Ukraine resulted in tight supply conditions and concerns about the effects of the war. This preceded Western nations

discussing sanctions on oil imports from Russia. In addition, the Organization of the Petroleum Exporting Countries Plus (“**OPEC Plus**”) was unable to increase oil production to meet the target. In the second half of 2022, oil prices continued declining due to concerns that the global economy might enter regression and China’s continued adoption of a Zero COVID policy, thus affecting oil demand. However, crude prices surged with OPEC Plus’s decision to cut the crude output by 2 million barrels per day from November 2022 onward to stabilize oil prices, the uncertain crude supply due to Western sanctions on imports, and a cap on Russian oil prices as a result of the Russo-Ukrainian war, while Russia threatened to cut crude production in retaliation.

Oil prices fluctuated throughout the year amid supply uncertainties due to Western sanctions on Russian crude, while OPEC Plus was ready to change their oil production policy to improve oil prices. However, in late 2022, crude prices improved as China suddenly loosened its measures to control COVID-19 in December 2022 and further announced a reopening of the country. Quarantine measures for travelers entering China will be lifted from 2023 onward, raising expectations that demand for oil from China is likely to rebound. In addition, the US inflation rate declined year-on-year, leading to expectations that the Federal Reserve will delay raising interest rates after increasing them steadily throughout the year.

**The Details of World Oil Price Movement in 2022 illustrated as follows**

Unit: USD per barrel



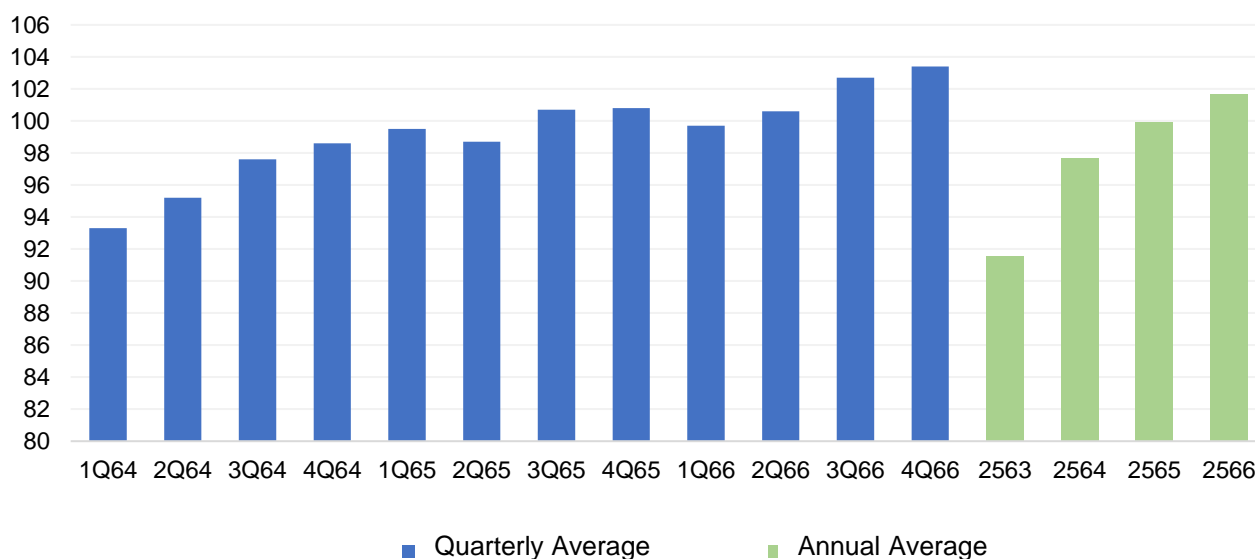
Unit: USD per barrel

Item	2021	2022			YoY
	Avg.	High	Low	Avg.	%
Dubai Crude Oil	69.39	113.24	77.20	96.38	+38.90%
Gasoline 95 UNL	80.50	115.18	89.40	115.12	+43.01%
Diesel GO	76.12	168.51	97.84	130.87	+71.93%
Fuel oil HSFO	64.51	111.09	59.52	82.15	+27.34%

### Oil Market Outlook 2023

Unit: Million barrels per day

#### World Oil Demand



Source: IEA: International Energy Agency

For oil market outlook 2023, the International Energy Agency (IEA) projected that crude prices would rise in 2023 due to tight supply conditions in the market. Global oil demand is expected to increase by 1.7 million barrels per day in 2023 to 101.6 million barrels per day with recovery in demand for oil by China. Meanwhile, Russian oil production would drop 14% to 9.6 million barrels per day at the end of the first quarter of 2023 as a result of European sanctions and oil price caps that have been effective since the end of 2022, along with the policy of OPEC Plus to adjust the oil production rate to prop up oil prices.

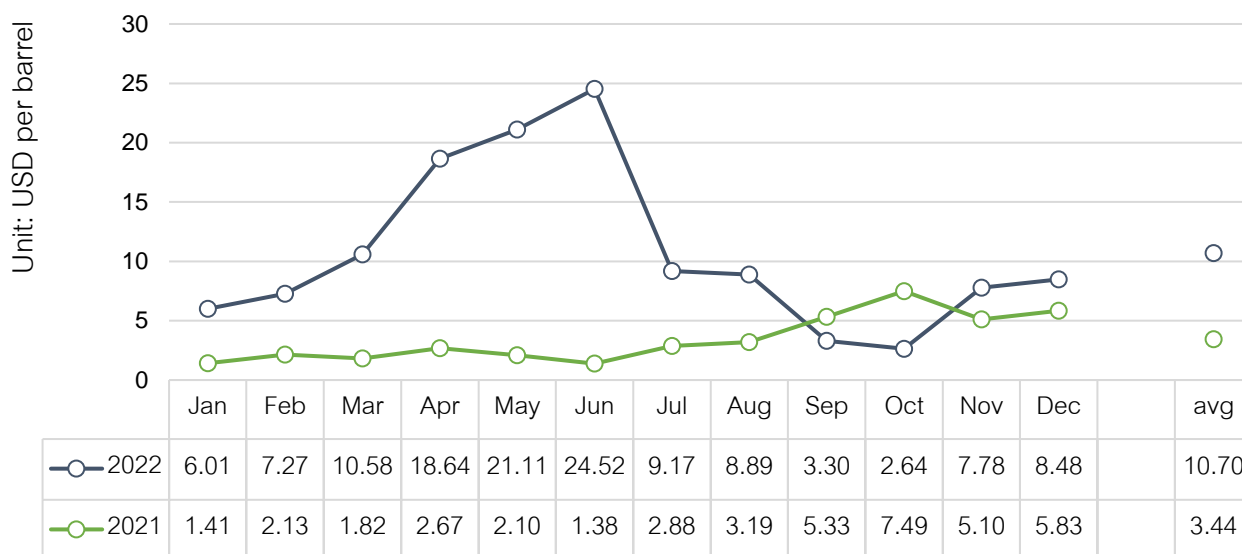
Based on estimates, the average Dubai crude price in December 2022 was USD 77.2 per barrel and is expected to move in the range of USD 75 - 85 per barrel in



2023 due to increasing demand for oil and China's plan to reopen the country. However, recovery may be delayed due to the increasing rate of COVID-19 infection in China and pressure from the weakened global economy.

## Refining Margin Outlook 2022

### Dubai-based hydrocracking (BD HC) refining margin in Singapore, 2021 VS. 2022



Source: Reuters

The refining margins of cracking refineries in Singapore averaged USD 10.7 per barrel in 2022, an increase from USD 3.44 per barrel in 2021, as demand for refined products recovered from the easing of lockdown measures and resulting in global economic recovery. Tensions between Russia and Ukraine caused concerns about market supply because Russia is a major producer and exporter of oil. The margin between gasoline and Dubai crude prices improved with recovering demand from the easing of lockdown measures and the reopening of many countries. The margin between diesel and Dubai greatly widened due to concerns over the tight supply situation after Europe agreed to impose sanctions on the import of Russian refined oil. Russia is a major diesel exporter to Europe. This happened amid low global supply and high demand for diesel fuel to replace natural gas, which proved insufficient and attracted unusually high prices after the war. Meanwhile, demand recovered from economic activities, and steady aviation demand recovered from the reopening of domestic and international routes. However, the margins between fuel oil and Dubai prices were pressured by Russia's continued high-sulphur fuel oil exports to Asia following Western sanctions. This increased the supply of fuel oil in the region.

Unit: USD per barrel

Price Spread	2021	2022			YoY
	Avg.	High	Low	Avg.	%
UNL95 - DB	11.11	41.94	3.76	18.74	+68.68%
GO - DB	6.73	55.27	14.38	34.49	+412.48%
HSFO - DB	-4.88	8.30	-28.93	-14.23	-191.60%

### Refining Margin Outlook 2023

It is expected that the 2023 refining margin of cracking refineries in Singapore is likely to decrease from that of 2022. The refining margin is pressured by an increase in refined oil supply in the group of middle distillates, as refineries maintain their high production rates with maximum production of middle distillates, including the opening of new refineries as planned amid uncertain demand due to concerns about economic regression that will pressure economic and industrial activities. However, the decline in refining margins has been constrained by uncertainty in supply due to European sanctions on Russian refined products. In addition, the margins of oil prices in the group of light distillates were improved by a recovery in demand for driving from China after its easing of lockdown measures and reopening of the country.

### Thai Economic Overview

The Thai economy in 2022 expanded gradually, following the recovery of the tourism sector that proved better than the previous year. Private consumption continued expanding due to a rapid increase in demand after the easing of measures to control the spread of COVID-19. Private investment also recovered, and the labor market continued improving. Exports, which grew well in the first half of the year and drove economic growth, will likely not return to the same point as before the outbreak of COVID-19 due to the negative factors resulting from high levels of inflation, echoing energy and consumer goods prices, high household debts, and measures to control the spread of COVID-19 at the beginning of the year. The Bank of Thailand projected economic growth at 3.2 percent, up from 1.5 percent growth last year.

Thailand's inflation in 2022 breached the target level of 1 - 3 percent, with the Bank of Thailand forecasting headline inflation in 2023 at 6.3 percent, echoing high energy and consumer goods prices following world market prices. To accommodate the inflationary situation, the Bank of Thailand tightened the monetary policy by raising the policy rate three times from 0.5 percent to 1.25 percent at the end of 2022 and continued adjusting interest rates slower than other countries to stabilize the domestic economic recovery. As a result, the exchange rate of the THB against the USD depreciated. The inflation rate is believed to have peaked and will decrease in 2023.

The Thai economy in 2023 is expected to continue expanding, but not the same can be said about vulnerable business groups. It is expected that tourism will be

the main sector that drives the economy. The Bank of Thailand projected that the Thai economy will rebound to the same level as before the outbreak of COVID-19. However, there is still a risk of a slowdown in exports, similar to the end of 2022, in line with the global economic slowdown and high energy prices.

<b>Thailand's Economics Projection</b>			
<b>% y-o-y</b>	<b>2021</b>	<b>2022*</b>	<b>2023*</b>
<b>Economics growth</b>	1.5	3.2	3.7
<b>General inflation</b>	1.2	6.3	3.0

Source: Bank of Thailand

\* Estimated

### **Domestic Oil Industry Competition**

The country's fuel consumption demand in 2022 (January - December) increased from the previous year of 152.57 million liters per day to 170.95 million liters per day (12.04 percent) mainly due to the easing of COVID-19 measures, resulting in economic and social recovery. As a result, demand for gasohol and diesel grew 4.45 percent and 15.72 percent respectively, while the demand for jet fuels grew the highest, as seen from an increase in the number of flights by 88.02 percent in spite of drop in demand.

### **Domestic Demand for Refined Products**

<b>Product</b>	<b>Demand (Million liters/day)</b>		
	<b>Jan-Dec 2021</b>	<b>Jan-Dec 2022</b>	<b>Growth</b>
Gasoline Group	29.49	30.63	3.88%
Regular Gasoline	1.12	1.00	-10.76%
Gasohol	28.37	29.63	4.45%
Diesel Group	63.13	73.05	15.72%
Jet fuel	4.86	9.14	88.02%
Fuel oil	5.53	6.40	15.73%
Liquefied Petroleum Gas*	20.08	21.10	5.07%
<b>Total</b>	<b>152.57</b>	<b>170.95</b>	<b>12.04%</b>

Source: Department of Energy Business

\* Excluding quantities used by refineries as feedstock in their own petrochemical plants

### Domestic Fuel Market Shares

Company	Jan. - Dec. 2021	Jan. - Dec. 2022	Growth
OR	37.9%	39.6%	1.7
Bangchak	10.1%	10.9%	0.8
Esso	11.1%	10.5%	-0.6
Thai Oil	7.1%	7.0%	-0.1
Shell	7.1%	6.7%	-0.4
Others	26.6%	25.2%	-1.4

Source: Department of Energy Business

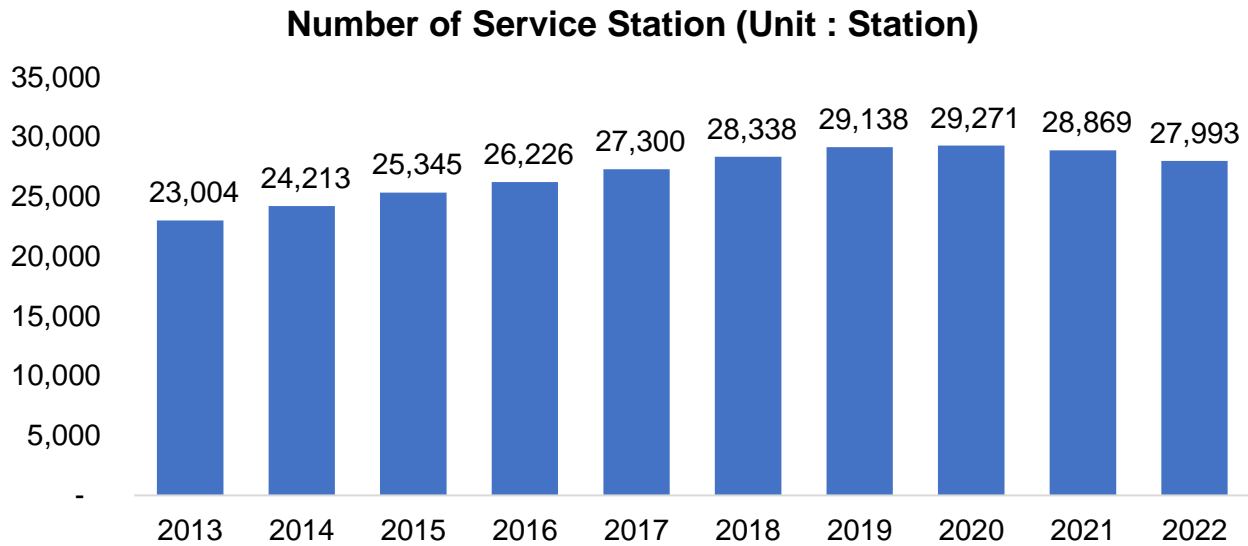
With regard to the domestic oil supply from six domestic refineries; namely Thairoil Refinery, IRPC Refinery, PTT Global Chemical Refinery, Esso Refinery, Star Petroleum Refinery, and Bangchak Refinery; the average refining volume in 2022 was 1,020 thousand barrels per day (KBD) (January-December data), an increase of 4.64 % from 2021.

### Average Refinery Throughput

Refinery	Throughput (KBD)		
	2021	2022*	Growth
Thai Oil	263.465	287.414	9.1%
IRPC	194.234	175.298	-9.7%
ESSO	124.098	132.772	7.0%
Star Petroleum	136.531	152.372	11.6%
PTT Global Chemical	159.814	152.723	-4.4%
Bangchak	97.320	119.848	23.1%
<b>Total</b>	<b>975.462</b>	<b>1,020.427</b>	<b>4.6%</b>

Source: Department of Energy Business

As a result of the pandemic, the number of retail service stations fell. The tally of domestic Article 11 service stations (as of Q4 2022 versus December 31, 2021) was 27,993, a decrease of 876 or 3 percent from the previous year. However, the major Article 7 traders grew their service stations by 289. The service stations offering Gasohol E20 and Gasohol E85 (as of December 31, 2022) grew by 5,477 locations and 1,204 locations respectively.



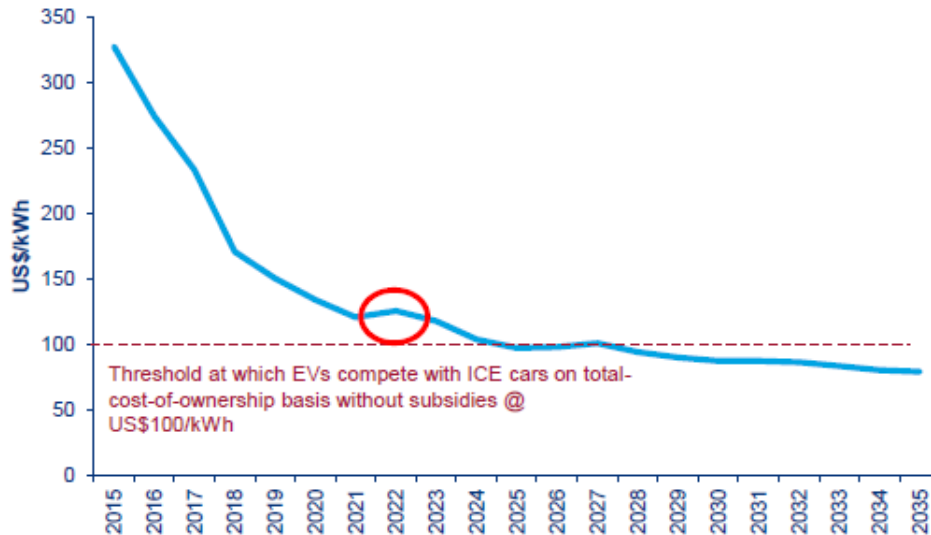
Source: Department of Energy Business

As far as the oil industrial competition in 2023 is concerned, there will still be intense competition continuing from the previous year. There is a good trend that the economic recovery and tourism are returning. Major oil traders continued to expand their service stations, including implementing the image improvement of their service stations to look and feel more modern along with developing new services to meet the needs of patrons by combining non-oil businesses to increase competitiveness and consistent returns on investment.

## Thailand electric vehicle outlook

The key driver of the electric vehicle (“EV”) adoption is the fast approaching economic break even point of total cost of ownership (“TCO”) at which EV’s outperform internal combustion engine’s (“ICE”). Wood Mackenzie estimates this inflection point around USD100/kWh which is forecasted to be achieved by around 2025.

**Battery Pack Cost Outlook (US\$/kWh):**

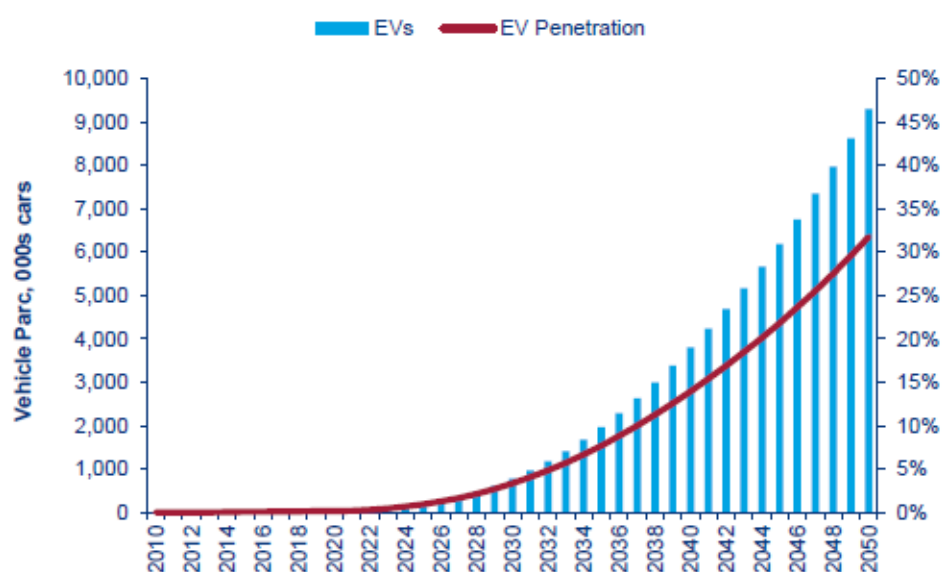


Source: Wood Mackenzie

However, it should be noted that consumer buying preferences and decision making are likely delayed, since other factors aside from TCO calculations are critical as well. For example, upfront investment cost (Due to the sticker prices of EVs are still higher than ICEs), availability of loans, or brand/ model preferences, are key factors influencing the EV adoption curve.

Further improvements in battery technology, expansion of roadside charging networks and a broader pool of available models are all aspects assumed to further substantiate the growth of EV’s as part of the Thai passenger vehicle stock. While modest growth in car ownership is expected until the mid 2030s, relatively more stable and lower growth would be expected in the period thereafter, driven partially by stronger adoption of alternative modes of transport, such as Electric Transport as a Service (“TAAS”), which increases total vehicle mileage, and per vehicle mileage.

## Number of EVs and Penetration in Thailand:



Source: Wood Mackenzie

### 14.2 Summary of Financial Statements During the Past 3 Years Together with the Explanation and Analysis of Financial Status and Operating Result of Last Year and This Year until the Latest Quarter, Including Risks Factors Which May Affect Profits of the Company

#### 14.2.1 Summary of Financial Statements During the Past 3 Years

##### (A) Statement of Financial Position

Statement of Financial Position (THB Million)	As of 31 December		
	2022	2021	2020
Cash and cash equivalents	45,932	32,022	21,651
Short-term investments	1,237	808	25
Trade and other current receivables	22,199	15,234	6,402
Current tax assets	636	212	73
Short-term loans	91	-	-
Inventories	29,533	18,497	16,162
Other current financial assets	629	274	56
Oil fuel fund subsidies receivable	11,093	2,327	2,927
<b>Total current assets</b>	<b>111,349</b>	<b>69,372</b>	<b>47,296</b>

Statement of Financial Position (THB Million)	As of 31 December		
	2022	2021	2020
Other non-current financial assets	3,504	4,548	1,696
Investments in associates and joint ventures	1,852	13,670	14,331
Long-term loans to related parties	1,653	400	1,255
Investment properties	127	127	127
Property, plant and equipment	73,018	69,233	54,567
Right-of-use assets	16,947	13,625	11,087
Goodwill	5,788	4,022	2,129
Intangible assets	11,738	11,591	11,180
Deferred tax assets	850	2,126	2,981
Indemnification asset	12,923	11,394	-
Other non-current assets	2,594	1,678	1,674
<b>Total non-current assets</b>	<b>130,995</b>	<b>132,413</b>	<b>101,027</b>
<b>Total assets</b>	<b>242,344</b>	<b>201,785</b>	<b>148,323</b>
Short-term loan from financial institutions	1,101	1,257	3,975
Trade and other current payables	28,948	15,651	12,277
Current portion of long-term loans	7,231	4,964	2,674
Current portion of lease liabilities	1,381	1,220	1,316
Current portion of debentures	2,400	4,499	2,500
Short-term loan from related parties	-	17	-
Excise tax and oil fuel fund payable	1,134	960	948
Current income tax payable	2,030	3,046	146
Other current financial liabilities	1,993	510	185



Statement of Financial Position (THB Million)	As of 31 December		
	2022	2021	2020
Other current liabilities	1,634	1,981	1,481
<b>Total current liabilities</b>	<b>47,852</b>	<b>34,105</b>	<b>25,502</b>
Long-term loans	16,489	21,883	30,615
Lease liabilities	10,401	7,518	6,581
Debentures	54,018	47,904	23,480
Deferred tax liabilities	6,561	2,617	795
Non-current provisions for employee benefits	2,287	2,388	2,336
Provision for the decommissioning cost	20,901	15,602	256
Other non-current financial liabilities	60	29	87
Other non-current liabilities	397	179	354
<b>Total non-current liabilities</b>	<b>111,114</b>	<b>98,121</b>	<b>64,504</b>
<b>Total liabilities</b>	<b>158,966</b>	<b>132,226</b>	<b>90,006</b>
Authorised share capital	1,377	1,377	1,377
Issued and paid-up share capital	1,377	1,377	1,377
Share premium on ordinary shares	11,157	11,157	11,157
Other surpluses	3,824	3,333	3,441
Warrants	21	15	2
Retained earnings	-	-	
Appropriated	401	659	659
Unappropriated	37,670	28,205	22,441
Treasury shares	(248)	(505)	(505)
Perpetual subordinated debentures	9,941	9,941	9,941

Statement of Financial Position (THB Million)	As of 31 December		
	2022	2021	2020
Other components of equity	(1,439)	(713)	(2,147)
<b>Equity attributable to owners of the parent</b>	62,704	53,467	46,366
Non-controlling interests	20,674	16,092	11,950
<b>Total equity</b>	83,378	69,559	58,316
<b>Total liabilities and equity</b>	242,344	201,785	148,323

(B) Statement of Comprehensive Income

Statement of Comprehensive Income (THB Million)	Year Ended 31 December		
	2022	2021	2020
Revenue from sale of goods and rendering of services	312,202	199,417	136,450
Cost of sale of goods and rendering of services	(265,934)	(175,744)	(132,122)
<b>Gross profit</b>	46,269	23,673	4,328
Dividend income	12	-	-
Other income	1,842	1,279	533
Selling expenses	(4,931)	(4,182)	(4,260)
Administrative expenses	(4,272)	(2,971)	(2,881)
Exploration and evaluation expenditures	(1,188)	(516)	-
Gain (loss) from derivatives	(5,136)	(1,274)	17
Gain on foreign exchange	1	251	732
Gain from fair value adjustment of investment	10	614	-
Gain from sale of investment	2,031	120	-

Statement of Comprehensive Income (THB Million)	Year Ended 31 December		
	2022	2021	2020
Reversal of (loss) from impairment of assets	(2,433)	(1,358)	(2,375)
<b>Profit from operating activities</b>	32,204	15,635	(3,907)
Finance costs	(3,977)	(2,540)	(1,969)
Impairment gain and reversal of impairment loss	(411)	(30)	(891)
Share of profit of associates and joint ventures accounted for using equity method	188	1,042	(592)
<b>Profit before tax expense</b>	28,004	14,108	(7,359)
Tax expense	(12,852)	(4,263)	1,589
<b>Profit for the period</b>	15,152	9,845	(5,770)
<b>Profit attributable to:</b>			
Owners of parent	12,575	7,624	(6,967)
Non-controlling interests	2,577	2,221	1,197
<b>Profit for the period</b>	15,152	9,845	(5,770)
<b>Basic earnings per share (in THB)</b>	8.89	5.25	(5.50)

(C) Cash Flow Statements

Cash Flow Statements (THB Million)	Year Ended 31 December		
	2022	2021	2020
Net cash flows from operating activities	19,443	16,980	6,340
Net cash flows used in investing activities	(962)	(5,840)	(6,353)
Net cash flows from financing activities	(5,146)	(1,019)	14,567

Cash Flow Statements (THB Million)	Year Ended 31 December		
	2022	2021	2020
Net increase (decrease) in cash and cash equivalents before effect of exchange rates	13,335	10,122	14,553
Effect of exchange rate changes on cash and cash equivalents	575	249	(178)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>13,910</b>	<b>10,371</b>	<b>14,375</b>

(D) Financial Ratios

Financial Ratios	Year Ended 31 December		
	2022	2021	2020
Current ratio (times)	2.33	2.03	1.85
Return on equity (%)	21.65	15.27	-14.22
Return on assets (%)	14.40	9.51	-3.90
Liability to Equity (times)	1.91	1.90	1.54
Asset turnover (times)	1.41	1.15	0.99
Gross profit (%)	14.82	11.87	3.17
EBIT Margin (%)	10.18	8.29	-3.93
Net profit (%)	4.82	4.91	-4.21

14.2.2 Explanation and Analysis for the Financial Status and Operating Result for Year 2021 and Year 2022

- 1) Summary of the Company and its subsidiaries' operating result for for the year 2021 and 2022

Unit: THB Million	2022	2021	2020	2022 – 2021 YoY	2021 – 2020 YoY
<b>Total Revenue</b>	312,202	199,417	136,450	57%	46%
<b>Accounting EBITDA</b>	44,724	25,818	4,104	73%	529%
<i>Refinery and Trading Business <sup>1/</sup></i>	17,864	9,363	(2,169)	91%	N/A

Unit: THB Million	2022	2021	2020	2022 – 2021 YoY	2021 – 2020 YoY
<i>Marketing Business</i> <sup>2/</sup>	2,909	2,614	2,174	11%	20%
<i>Power Plant Business</i> <sup>3/</sup>	6,400	4,193	3,640	53%	15%
<i>Bio-Based Products Business</i> <sup>4/</sup>	617	1,863	1,828	-67%	2%
<i>Natural Resources Business</i> <sup>5/</sup>	17,625	8,251	(1,004)	114%	N/A
<i>Others</i>	(691)	(466)	(365)	48%	-28%
Profit attributable to owners of the company	12,575	7,624	(6,967)	65%	N/A
<b>Earnings (Loss) per share (THB)</b>	8.89	5.25	(5.50)		

Note: 1/ EBITDA from Refinery Business of the company, BCP Trading Pte. Ltd. (“**BCPT**”) Bangchak Fuel Pipeline and Logistic Co., Ltd. (“**BFPL**”), BSGF Co., Ltd (“**BSGF**”) and others

2/ EBITDA from Marketing Business of the Company, Bangchak Green Net Co.,Ltd. (“**BGN**”), Bangchak Retail Co., Ltd., (“**BCR**”) and others

3/ EBITDA from Power Plant Business of BCPG Plc. (“**BCPG Group**”)

4/ EBITDA from Bio-Based Products Business of BBGI Plc. (“**BBGI Group**”)

5/ EBITDA from Natural Resources Business of OKEA, BTSG Co., Ltd. (“**BTSG**”), BCP Innovation Pte. Ltd. (“**BCPI**”) and others

**For the year 2022**, the Company and its subsidiaries (“**Group Companies**”) emerged strongly from COVID-19 crisis with the highest performance ever with revenue from sales and services of THB 312,202 million (+57 % YoY) and EBITDA of THB 44,724 million (+73% YoY). As a result, net profit attributable to owners of the parent is THB 12,575 million (+65% YoY), representing earnings per share of THB 8.89.

**Performance in 2021**, amid the COVID-19 pandemic which exacerbated and prolonged throughout the year, the Company and its subsidiaries were able to generate a record-breaking performance, with revenue from sales and rendering of service in the amount of THB 199,417 million (+46% YoY), with EBITDA of THB 25,818 million (+529% YoY), and net profit attributable to owners of the parent at THB 7,624 million (THB +14,591 million YoY) or earning per share of THB 5.25. The Group Companies’ performance was supported by significant rises in crude oil and refined products prices in the global market as a result of economic recovery and growth in oil demand following the progress of COVID-19 vaccination around the world which improved COVID-19 situations in many countries. In addition, tighter oil supply amid energy crisis, which pushed up natural gas and coal prices to an elevated level, have made many industrial and power plants switched fuel from natural gas or coal to oil. In 2021, average Dubai crude oil price was 69.39 \$/BBL,

an increase of 27.11 \$/BBL compared to the previous year. The Group Companies recorded inventory gain approximately of THB 6,700 million in this year. Although domestic oil demand has declined, Bangchak refinery continuously increase crude run to support the expansion of unconverted oil (UO) for export market where production volume of UO increased to 2 times compared to the previous year. In addition, crack spreads for most finished products increased resulting in higher Operating GRM. Moreover, the Natural Resources Business was positively impacted by the sharp increase in energy prices, especially natural gas price. Resulting in OKEA recording the highest revenue from oil and gas sales, where revenue in Q4/2021 was similar to the full year revenues for 2020. However, the Group Companies changed its recording method of investment in OKEA from share of profit (loss) to consolidated method from 1st July 2021 onward which resulted in OKEA's EBITDA in consolidated financial statement approximately of THB 7,800 million. In addition to market-related factors that contributed to improved performance from the previous year, the Group Companies has also undertaken Business Process Redesign (BPR) to improve work processes to increase efficiency and reduce costs. There are ongoing projects and new development projects this year which increased EBITDA for the Group Companies by more than THB 1,600 million.

The COVID-19 pandemic situation deteriorated due to the spread of the Delta variant which affected total sales volume of the Marketing Business to decline compare to the previous year. However, after the improvement in COVID-19 outbreak during Q4/2021, economic activities and domestic travel recovered. This led to sales through the retail market in December 2021 to reach an all-time high at 432 million liter per month, making it the first year where sales exceeded the Company's refining capacity. In addition, the Marketing Business continues to increase sales of lubricants, resulting in an increase in market share of domestic lubricant market to 9.9% from 9.4% in the previous year. Furthermore, Inthanin coffee business also recorded new high for the number of cups sold per day in December.

### ***Refinery and Oil Trading Business Group***

2020 – 2021	2021 – 2022
<p><b>EBITDA increased by THB 11,532 mm from THB (2,169) mm in 2020 to THB 9,363 mm in 2021</b></p> <p>(+) Inventory Gain of THB 5,966 million in 2021 while there was an Inventory Loss in 2020. In addition, Operating GRM rose to 4.52 \$/BBL, mainly due to higher crack spreads of most finished products and crude premium declined</p> <p>(+) Bangchak refinery continue to increase production capacity to support the expansion of UO export which help to support GRM and reduce impacts from lower domestic demand. Due to the scheduled refinery maintenance in Q1/2021, the refinery average crude run</p>	<p><b>EBITDA increased by THB 8,501 mm from THB 9,363 mm in 2021 to THB 17,864 mm in 2022 (91% YoY)</b></p> <p>(+) Higher Operating GRM which increased by US\$ 9.81/BBL YoY to US\$ 14.33/BBL, as crack spreads for all finished products increased in tandem with higher demand and tightened supply due to Russia-Ukraine conflict. While crack spread for Diesel-Dubai (GO-DB) increased significantly.</p> <p>(+) Bangchak refinery has maintained high production levels at 123 KBD throughout the year.</p>

2020 – 2021	2021 – 2022
<p>was 99.0 KBD or 83% utilization rate where production of UO increase to 2 times compared to the previous year</p> <p>(+) BCPT recorded an increase in gross profit, mainly from transactions of low sulphur fuel oil and diesel products group due to increase in demand from global economic recovery and the easing of lockdown restrictions in many countries</p> <p>(+) The Group Companies has expanded into fuel pipeline transportation and logistics businesses through BFPL , a wholly-owned subsidiary of the company. BFPL granted the right to manage the fuel pipeline systems (Bangkok - Bang Pa-in) from Fuel Pipeline Transportation Limited (“FPT”), and will start an operation in 2022</p>	<p>(-) Recognized higher loss from crude oil and product forward contracts compared to the previous year from the hedging of crack spreads risks. Moreover, in 2022, the Refinery Business recognized lower inventory gain compared to 2021 due to the lower crude oil price volatility and declining during the second half of 2022 while oil price increased throughout the year in 2021.</p> <p>(+) For oil trading business, BCPT business has continued to grow. In 2022, the trading transaction of crude oil and refined products increased 15% YoY and gross profit increased from higher proportion of transactions with counterparties outside of the Group Companies (Out-Out), resulting in an increased in EBITDA of 83% YoY to reach its highest record at THB 442 million.</p> <p>(+) The Company expanded its business into fuel pipeline transportation and logistics network through BFPL, which operates pipeline system transportation from Bangkok to the Bang-Pa-In oil depot. As well as a network to transport jet fuel to Suvarnabhumi and Don Mueang airports has been implemented since January 1<sup>st</sup>, 2022. This pipeline business endeavors to reduce fuel transportation costs and carbon dioxide emissions from vehicle transport, aligning with the Company's vision that emphasizes sustainable, innovative business development in harmony with the environment and society.</p> <p>In addition, BSGF has established a Sustainable Aviation Fuel (SAF) unit at the Bangchak Refinery with an initial production capacity of 1 million liters per day. The unit is</p>

2020 – 2021	2021 – 2022
	expected to serve domestic and international flights by Q4/2024.

### **Marketing Business Group**

2020 – 2021	2021 – 2022
<p><b>EBITDA increased by THB 440 mm from THB 2,174 mm in 2020 to THB 2,614 mm in 2021 (20% YoY)</b></p> <p>(-) Inventory Gain in 2021 as a result of oil price increase.</p> <p>(+) total sales volume declined 6% YoY from the impacts of worsening and prolonged COVID-19 outbreak compared to the previous year. In addition, tourism and airline industries have not recovered yet resulting in the continue decline in jet fuel sales.</p> <p>(-) net marketing margin per unit decreased 14% YoY due the increase in the cost of finished product, biodiesel (B100), and ethanol. In addition, during Q4/2021 the government implemented price control measures on retail diesel.</p>	<p><b>EBITDA increased by THB 295 mm from THB 2,614 mm in 2021 to THB 2,909 mm in 2022 (11% YoY)</b></p> <p>( + ) Sales volume from the Marketing Business increased 23% YoY from demand recovery as well as the company's efforts to meet customers' needs. In addition, the opening up of countries over the world drove jet fuel sales by 148% YoY. While total marketing margin per liter increased 5% YoY to 0.93 THB/liter, mainly from an increase in industrial marketing margin from higher diesel and lubricants demands.</p> <p>( - ) Recognized lower inventory gain compared to 2021 due to the declining of finished product prices during the second half of 2022 while finished product price increased throughout the year in 2021.</p> <p>(+ ) At the end of 2022, the number of service stations grew steadily to 1,343 stations (+66 stations YoY). For Non-Oil business, Inthanin Coffee experienced rapid expansion with 1,002 branches in operation (+ 185 branches YoY) and Dakasi Bubble Tea branches in service stations increased to 51 branches. In addition, the Company expanded partnerships with food services providers to open shops in service stations to serve modern customers' lifestyles. This was recognized by the Company having received Superbrands Thailand award for the fifth consecutive year and BCR receiving the award for Inthanin Coffee for the second consecutive year.</p>



### Power Plant Business Group

2020 - 2021	2021 - 2022
<p><b>EBITDA increased by THB 553 mm from THB 3,640 mm in 2020 to THB 4,193 mm in 2021 (15% YoY)</b></p> <p>(+) The share of profit from the Geothermal Power Plant business in Indonesia of THB 577 million, an increase of THB 344 million, due to increased tariff rate and lower financial costs.</p> <p>(+) Performance from Solar Power Plant Projects in Japan increased due to the commencement of commercial operation of Chiba 1 Solar Power Plant (PPA 20 MW) in Q4/2021.</p> <p>(+) Hydro Power Plant in Lao PDR recorded increased performance from higher rainfalls.</p> <p>(+) Solar Power Plants in Thailand increased due to the recognition of full year performance from the 4 new Solar Power Plant projects (PPA 20 MW) and efficiency improvements of electricity generation.</p> <p>(+) In 2021, BCPG expanded investment into utility-scale energy storage system or vanadium redox flow battery through the purchase of convertible bonds of VRB Energy Inc.</p>	<p><b>EBITDA increased by THB 2,207 mm from THB 4,193 mm in 2021 to THB 6,400 mm in 2022 (53% YoY)</b></p> <p>(+) Recognized gain from the sale of all investments in Star Energy Group Holdings Pte. Ltd (“<b>SEGHPL</b>”) THB 2,031 million in Q1/2022, resulting in the decline of recognition of share of profit from investments in associate company by THB 470 million YoY.</p> <p>(+) Performance for normal operations increased from solar power plants in Japan which generated 373% YoY more electricity from the COD of 3 new solar power plant projects; namely, Chiba 1 (COD November 1<sup>st</sup>, 2021), Komagane (COD March 29<sup>th</sup>, 2022), and Yabuki (COD April 15<sup>th</sup>, 2022).</p>

### Bio-Based Products Business Group

2020 – 2021	2021 - 2022
<p><b>EBITDA increased by THB 35 mm from THB 1,828 mm in 2020 to THB 1,863 mm in 2021 (2% YoY)</b></p> <p>(-) Average sale price for B100 product increased throughout the year but sales volume decreased due to COVID-19 outbreaks and lower blending mandate for B100 to control domestic retail diesel price. In addition, competition in the market was high.</p> <p>(-) The Ethanol Business saw increased in average sale price of ethanol products</p>	<p><b>EBITDA decreased by THB 1,246 mm from THB 1,863 mm in 2021 to THB 617 mm in 2022 (67% YoY)</b></p> <p>(-) There was a recognition of gain on fair value adjustment of investment in the amount of THB 616 million in 2021. In terms of normal operating results, performance was deteriorated due to lower sales volume from the Ethanol business.</p>

<p>in line with the price of main raw material; however, demand for ethanol declined. As a result, the Ethanol Business's gross profit declined 78% YoY.</p> <p>(+) The Bio-Based Product Business recognized gains from fair value adjustment of investments in 2021, resulting in comparable performance from the previous year.</p>	
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### ***Natural Resource Business Group and New Business Development***

<b>2020 – 2021</b>	<b>2021 - 2022</b>
<p><b>EBITDA increased by THB 9,255 mm from THB (1,004) mm in 2020 to THB 8,251 mm in 2021</b></p> <p>(+) The change recording of investment status in OKEA from investment in an associated company to subsidiary which resulted in a significant increase in Natural Resources Business Group's EBITDA</p> <p>(+) OKEA's operating results showed 241% YoY with record crude oil and gas sales revenues of THB 14,201 million, an increase of 158% YoY. The improved performance was mainly attributed to the significant increase in average selling price of crude oil and natural gas due to economic recovery in many countries around the world with record high prices of coal and natural gas which caused the industrial sector and power plants to switch to using oil as fuel instead.</p>	<p><b>EBITDA increased by THB 9,374 mm from THB 8,251 mm in 2021 to THB 17,625 mm in 2022 (114% YoY)</b></p> <p>(+) OKEA's EBITDA increased 82% YoY from higher average selling price of oil and natural gas liquid (liquids price) and natural gas price (gas price) which increase 51% YoY and 41% YoY, respectively, in line with higher demand from the global market.</p> <p>Since 1<sup>st</sup> November 2022, OKEA has completed the acquisition of Winterdhal Dea Norge As, resulting OKEA became an operator of the Brage field with 35.2% and increased ownership to 6.5% stake in the Ivar Aasen field and 6.0% interest in the Nova field, which these acquisitions expanded OKEA's portfolio which OKEA anticipated to have a production capacity of 22,000-25,000 barrels per day in 2023.</p>

As of 31 December 2022, the Company had cash and cash equivalent of THB 45,932 mm and total asset of THB 242,344 mm which increased by THB 40,559 mm compared with 31 December 2021, total liabilities of 158,966 mm increased by THB 26,740 mm, total equity of THB 83,378 mm increased by THB 13,819 mm which mostly was equity attributed to owners of the parent at the amount of 62,704 mm

#### **14.2.3 Risk Factors Which May Affect Profit of the Company**

The Company has grouped its risk management framework into

- 1) corporate risk management
- 2) project investment risks

### 3) business continuity management

#### 1. Corporate Risk Management

##### Strategies

##### **Economic Uncertainties and High Prices of Energy**

The supply bottleneck and the Russia-Ukraine war catapulted the prices of energy and consumer goods, while inflation stayed higher than target scopes in several countries, the central banks of many countries resorted to strict monetary policies, and the government tried to maintain the stability of domestic retail fuel prices. To manage these risks, the Company commands the following mitigation plan. Risks of the global economic downturn and lower demand

- The Refinery and Trading Business Group closely monitored the volatile oil prices and engaged in some hedging while securing adequate loan facilities to accommodate crude procurement for the oil trading business.
- To brace for uncertainty, Refinery and Trading Business Group focused on developing niche refinery products. To elaborate, the Company will be producing UO (unconverted oil) from the Hydrocracking Unit as a raw material for lube base oil production and for paraffin wax for the candle industry, paper coating, and the adhesive industry. The Hydrocracking Unit was modified to raise UO productivity to 75 million liters a month. Also, we calibrated process control parameters for solvent production, which is known as BCP White Spirit 3040 with a low aromatics content, which serves as a raw material for the paint, thinner, and resin industry. We also considered procuring crude oil from diverse sources during certain periods, with due regard for quality matching our processes, meaning decent refining margins to add value to our business.
- BBGI adjusted its biodiesel capacity in line with prevailing demand, which varies with the public sector's reformulated diesel.

##### **Risks of energy innovation transformation**

Transformation of energy innovation is an external factor shaping the Company's businesses. The Company has therefore developed risk assessment and converted advancement of energy innovation into business opportunities as follows.

- Established a green ecosystem to drive the Group Companies' innovations with an emphasis on green energy and bio-based products through Bangchak Initiative and Innovation Center (BiiC)
- BBGI grew its ethanol capacity this year and ran a project to relentlessly improve the production efficiency of biodiesel and ethanol concurrently with glycerin production at 80 tons per day along with related products, including pharmaceutical-grade hand sanitizer alcohol, to grow its product value. BBGI is Thailand's foremost biofuel producer and distributor.

- Grew business to high-value bio-based products through BBGI. by investing in Manus Bio Inc., a leader in high-value bio-based products through bio-innovations derived from advanced bio-fermentation. Manus Bio won a nutrition certificate for the Neotame sweetener. BBGI also formed WIN Ingredients Singapore Pte. Ltd. to engage in bio-based product development and support the technical and commercial sides of business. BBGI also signed a joint-venture agreement with BIOM Co., Ltd designed to scale up the value of research addressing the supply chains of high-value bio-based products. Finally, we sold food supplements under the B Nature Plus brand.
- Formed BSGF Co., Ltd., a joint venture with BBGI Plc. (our subsidiary) and Thanachok Oil Light Co., Ltd., to procure raw materials, produce, and distribute Sustainable Aviation Fuels (SAFs) derived from used cooking oil. Its initial registered capital was THB 1 million, to be recapitalized later. The Company held 51%; BBGI, 20%; and Thanachok Oil Light, 29% equity.

### **Risks of managing human resources for future growth**

To support additional investments for security and sustainability of income, the Company needs to satisfy higher demand for diversified and highly skilled human resources for each business and to maintain a proper generation gap within the organization to drive future businesses. Managing risks of human resources for future growth to align with business strategies is defined and treated with consistent programs and sessions of lessons learned and knowledge exchange among staff of the Group Companies. These sessions hone skills, identify career advancement, and sustain business continuity as well as strengthening ties among staff workers and the Company. Activities in these sessions are organized and analyzed jointly by the management through the Subsidiary Synergy and Strategic Alignment Steering Committee.

### **Operations**

#### **Risks of managing feedstock and supply chain**

Management of risks associated with supply chains and suppliers on delivery of feedstock, raw materials, machines, equipment and related services for the production and distribution is critical to uninterrupted operations, fostering confidence among all stakeholders and giving a competitive advantage for the organization. The risk management plan on feedstock and supply chains covers:

- Select crude oil from various sources at suitable periods with due regard for appropriate quality for processes that yield healthy refining margins to add business value.
- Develop long-term crude sales agreements with domestic and international suppliers to secure consistent supply for the refinery.
- Stock and procure feedstock for biofuel production from competitive sources with appropriate prices.
- To sustain market demand uncertainty, the Refinery Business focused on develop niche refinery products by growing the UO capacity to 75 million liters per month, assessing risks of suppliers' adequacy by

grouping suppliers of raw materials, goods, and services of high values and assessing economic, social, and environmental risks facing the Company, produced by these suppliers. The goal is to foster business continuity across the supply chain.

### **Risks of digital technology transformation and cybersecurity**

Risks of digital technology transformation and cybersecurity are external risks that have rapidly evolved, driven by strong business competition, reliance on competitive technologies, and connectivity of hardware and software through Internet technology to raise business efficiency and create good experience for customers, with due regard for the safety of the corporate IT system. The Company took action to cater to such technological development and change along with reviewing technological risk issues concerning current business disruption as follows:

- Establish a digital technology unit in charge of planning, monitoring, and procuring proper digital technologies for the Company to cope with changes in consumer behavior, work process improvement toward increasing competitive advantages, and adding value and efficiency to its services. The following additional technologies were applied in 2022.
  - The Digital Payment Project, in which digital payment is made in the Mobile EDC (electronic data capture) form to avoid physical contact at service stations by scanning the QR Code to pay through all banks' applications and PromptPay or simply touch and pay with contactless credit cards while accruing Bangchak membership points.
  - Develop personalized marketing by applying data analytics to examine individual consumer behavior to develop tailor-made service patterns specific to each consumer and hence increase customer satisfaction.
  - Promoted the digitalization of working processes to increase efficiency and reduce work time. The Company chose digital tools, including Robotic Process Automation (RPA), Power BI or Power App, in work improvement.
- Set up a cybersecurity function, responsible for planning, monitoring, surveillance, testing, and procuring tools to prevent cyber threats, which tended to keep increasing each year. In 2022 the Enterprise-wide Risk Management Committee focused on surveillance and provided risk management in case cyber-attacks disrupted the business process support system. It provided tools to enhance the security of the computer center. Moreover, it designed more secure information infrastructure systems and conducted vulnerability assessments to promptly close gaps. The Company kept monitoring key risk indicators through the Security System Alert System. Furthermore, it formulated an incident response plan, created awareness of cyber threats among employees, and regularly conducted testing. Finally, it implemented a secure work system that received ISO 27001 certification for data security management, ISO

27032 for cybersecurity management, and ISO 27018 for personal data security management.

- In addition, the Company develop a refinery cybersecurity system program to safeguard work systems from cyber-attacks or interruptions which might affect refining processes. Since 2020, the Company has won ISO/IEC 27001 certification (Information Security Management), covering the refinery's Distributed Control System, thus ensuring that its refining processes will continue uninterrupted despite cyber-attacks.

### **Risks to reputation from social media**

With the transformation of the social media platform, where news and information of the Company's products and services are exchanged among consumers, moved to online, lightning response rates have become crucial. More importantly, online negative news and distortions could go viral, thus tarnishing the Company's reputation. Managing reputation risk therefore demands a dedicated team to relentlessly monitor movements of online social media. These tasks increase communication efficiency under normal circumstance and crises and reduce negative impacts. The system also calls for regular drills to ensure crisis preparedness.

### **Finance**

#### **Risks of volatile prices of oil and feedstock**

The risks of volatile prices of oil and feedstock directly affect the revenue stream of the Company's core petroleum and petroleum-related businesses. The Company manages these risks with short-term and long-term plans as follows.

- Put in place a mechanism to track the movement of the crude oil price, spreads between crude and refined product prices, and regular development of new risk management tools for members of the subcommittee and risk management committee on prices and finance to consider and decide suitable options to manage, and report directly to the executive management committee.
- Diversify risks arising from price fluctuation of agricultural produce through investment in bio-based businesses operated by BBGI to upgrade business competitive edge in biofuels, biodiesel and ethanol, a steppingstone to high-value bio-based product development and value additions to the Company.

#### **Risks of volatility of exchange rates and interest rates**

Throughout the year, high exchange rate fluctuation was the name of the game. The THB/USD began to weaken continually since the beginning of the year, caused largely by the strengthening dollar—a result of the US Fed's adjusted tight monetary measures. Interest rates this year were raised three times by the Bank of Thailand from 0.5 to 1.25% at the year-end. This fluctuation affected the Company's revenue, notably its petroleum and international joint-venture businesses. To counter these effects, the Company continually exercised its plan to manage risks of exchange rates and interest rates as described below.

- Adopt natural hedges on transactions with international currencies on both income and expenses.
- Manage major costs of capital toward fixed and consistent interest rates.
- Closely monitor movement and trends of international monetary markets to execute proper hedging on exchange rates and interest rates decided by the Risk Management Committee on pricing and finance to ensure successful businesses as planned.

### **Regulations**

#### **Risks from enforcement of the Personal Data Protection Act B.E. 2562 (2019)**

The Personal Data Protection Act B.E. 2562 was announced in the Government Gazette on May 27, 2019 and was postponed taking effect on June 1, 2022. In compliance with the "Personal Data Protection Act B.E. 2562", the Company appointed a Data Protection Officer (DPO) and a taskforce known as the DPO Office, consisting of delegates of related units who are responsible for advising others about personal data protection, audit work on the compilation of personal data, and coordinate work with the Office of Personal Data Protection and data owners.

### **Societal and/or Environmental Risks**

#### **Risks of impacts on communities and society**

The Company is fully committed to operating its businesses in a friendly way with communities, the public and the environment in a sustainable way. Work processes have therefore been continuously upgraded to ensure safety and zero impact on communities and the public under the following risk management plan.

- Constantly developed a system for occupational health and safety of international standard to upgrade health and safety in the workplace while systematizing work processes with due regard for risks, opportunities, and legal requirements. The Company was certified with ISO 45001, ISO 14001, and ISO 50001.
- Routinely conduct risk management with systems of Safety Integrity Level, Reliability-Centered Maintenance, and Risk-Based Inspection to ensure the efficiency of all equipment and work processes for accurate preventive maintenance programs.
- Perform hazard and operability study assessment and install the process safety management system at all procedural levels of refining processes in conjunction with leading engineering consulting firms to ensure international work standards and practices.
- Install an online air quality metering system with automatic display on all monitors in the refinery and its vicinity for the communities surrounding the facilities to get real-time air quality information, leading to higher public confidence in the Company's operation.

- Consistently organize community educational activities for people living near the refinery facilities, schools, temples, and condominiums to understand, learn and be fully aware of safety. The programs include sharing of knowledge and practical drills on evacuation, firefighting, and first-aid medical treatment, as well as community safety alert and warning systems. Community members have actively participated in these programs.

In supervising businesses operated by joint ventures, the Company monitored and stayed vigilant over risks with impacts on individual communities to prevent them from hardship or impacts of production processes or operation, including vigilance over wastewater treatment. The ERMC is charged with year-round monitoring of work in this aspect.

### **Risks of climate change and environmental change leading to GHG reduction measure**

Because business operations potentially cause global warming, the Company took action to focus on reducing energy consumption and GHG and carbon dioxide emissions as follows:

- Showed commitment to conducting a low-carbon business and leading energy transition. The Company has been increasing the proportion of green companies to lower carbon emissions. It also founded the Carbon Markets Club to promote carbon credit trading.
- Set a Carbon Neutrality goal for 2030 and Net Zero GHG emissions for 2050
- Replace fuel oil with natural gas to generate power and steam in the combined-cycle plant and deploy it as a primary energy source for the distillation units, resulting in higher energy efficiency and reduction of carbon dioxide emissions.
- The Company took part in easing pollution in the form of PM 2.5 particulates and smog by selling diesel containing five times less sulphur (lower than 10 ppm), as less sulphur can lower dust problems resulting from combustion along with sulphur dioxide. Such diesel was sold in Bangkok Metropolis during such critical periods.
- Remodel resource consumption with the 3Rs strategy of Reduce, Reuse and Recycle to achieve sustainable and environmentally friendly business success. This includes collection of plastic bottles from customers voluntarily to produce recycled products for society, collection of depleted plastic lubricant containers for recycling to produce polymers and eventually reproduce such containers. These programs are aimed to reduce public waste and sustain the values of resources through reuse and recycling to optimize their values to the environment, society and communities in a sustainable way.
- Cut the use of plastics in activities of non-oil businesses and the use of plastic containers by modifying cold drinks' lids to do away with straws. Continually adjusted plastic containers (Bio-cups) for greater biodegradability. Solicited customers' collection of used cups for exchange into discounts; over 1 million biodegradable cups had been



sent to the Royal Forest Department through the Kaeo Phaw Kla (Cups for Saplings).

- Under the Orphan Waste Project, the Company forged ahead with its stewardship of the environment and social sustainability. It advocated the Circular Economy to cut waste at sources to ease social impacts of garbage dumping in pits, supported proper waste management, and reduced air pollution resulting from landfill. To this end, the Company joined environmental stewardship partners by using its service stations as waste collection points. This year, over 65 tons were collected from donors at service stations in Bangkok Metropolis. The Company was among the 14 allies under the Green Shelter Project by serving as a donation point for drink cartons, which were recycled into various building materials, including Eco Roofs, Eco Door Frames, Eco Wood, and Eco Bricks. These materials are used by the Friend of Pa Foundation, Thai Red Cross Society, which handed them to people needing housing due to natural calamities, needy people, and those with housing difficulties.

### **Water Shortage Risks**

Water shortage has been identified as an imminent global crisis. Global warming and a booming population are the main causes of uncertainty on available water for consumption. The Company has paid its full attention to water management to conserve water in production processes as follows.

- Monitored risks from climate change, such as drought, by monitoring and staying vigilant over daily water situations of the Metropolitan Waterworks Authority to assess the water shortage risk affecting refining processes, to ensure emergency water source availability, and to define proactive measures in case of risk arising from lower Chao Phraya River water levels, which may affect navigation, while ensuring minimal effects on stakeholders. Monitored flood situations and took proactive steps, for example, monitoring the levels of water in the major rivers during the rainy season, inspecting the readiness of flood prevention equipment by establishing a risk management plan in response to flood possibility and severity in order to ensure continuous business operation.
- Reduced water consumption by improving tap water quality with a micro-filtration system and a reverse osmosis system. It also reused 1,290,335 cubic meters of condensate water and stripped water in processes. Furthermore, the Company recycled 203,167 cubic meters of treated water by improving its quality with the reverse osmosis system. Following the 3Rs measure, it saved water equivalent to the total water consumption of 4,120 households.
- Conducted water stress assessment through the AQUEDUCT program to find that the location of Bangchak Refinery was a medium-high (20-40%) risk area, which by definition is not a significant area for water stress.
- Improved the cooling unit of the refinery to improve operation while trimming water loss from the cooling system, thus reducing consumption of tap water from the public water works.

- Promoted the reduction of water consumption in all production processes with all affiliates and business units, led by the water recycling program by the Bio-based Product Business Group. Moreover, a project of drilling for groundwater was initiated for water storage and supply for the facilities.

### **Cultural promotion**

Social development is part of the Company 's business management. Therefore, participation in social development for sustainability was defined in the corporate and employee cultures.

- The Company valued environmental and social care as the corporate culture. It also defined a business responsibility policy on respect for human rights as guidelines for the Group Companies' Board of Directors, executives, and employees. It adhered to the UN Global Compact, international guidelines on social responsibility (ISO 26000), the Universal Declaration of Human Rights (UDHR), the United Nations Guiding Principles on Business and Human Rights (UNGP), and Women's Empowerment Principles (WEPs). The Company incorporated these into the model for continued growth and promoted engagement to ensure equality and inclusion.
- The Company launched a project on reading and writing for children for the third consecutive class, as it recognized the importance of youth reading and writing, a serious national problem needing continued remedy. The project was operated by the Bai Mai Pun Suk Foundation. Khru Koi (Ms. Naiduangta Patummasoot) from the Thung Suk Asom Learning Center conducted the training for first-grade teaching staff from 51 schools nationwide, numbering some 150. The intention is for teachers to acquire a mastery of the teaching process along with approaches for classroom arrangement, and measurement of students' Thai fundamental skills, and so on, so that education management may achieve the objectives. This move should ease the national problem while addressing SDGs 14 (Quality Education).
- The Pun Suk Musical Project was organized to ease hardship faced by groups of musicians and vocalists who bore the brunt of Covid-19. Bangchak service station space was use for musical shows, with expenses paid to all the artists that took turns putting on their shows and sharing musical happiness with Bangchak's patrons. The Company sought vocalists and musicians through the Musical Association of Thailand under the Royal Patronage and supported the expenses of some 400 of them.
- "Kaew Phaw Kla" (Cups for Saplings) activity invited employees of the Group Companies and Inthanin customers nationwide to return Inthanin bioplastic cups. The Company then gave these cups to the Forest Department to cultivate saplings in place of black plastic plant bags to reduce waste and increase green space.

## **2. Project Investment Risks**

In addition to strategic directions and returns on investment, project investment risk management is another crucial component of business

success. All investment projects must therefore be reviewed for risk management with risk treatment at various stages as follows.

- Development phase risk
- Construction phase risk
- Operation phase risk including risks concerning operation, finance, taxation imposed by the tax policy of the country of investment, business, and reputation
- Natural disaster risk.

For all investment projects significant to the Company's operations, the Enterprise-wide Risk Management Committee must approve their risk management plans to ensure that the business managed risks properly, impacted neither the community nor the environment, and could achieve the Company's goals. This year the Enterprise-wide Risk Management Committee approved, advised, and made observations on risk management preparation for the joint-venture project to form BSGF to engage in the production of SAFs.

### **3. Business Continuity Management (BCM)**

To ensure the ability to continue its businesses even during crises, the Company has developed and installed a Business Continuity Management (BCM) system. The Company won the ISO 22301: 2012 BCM award covering Headquarters, Bangchak refinery and Bangchak Oil Distribution Center, Central Region Business Office and Bang Pa-in Oil Distribution Center since 2013. The award is a guarantee of its preparedness to continue its businesses with maximum efficiency under international standards even during crises, and high confidence for all stakeholders on the ability of the Company to fully operate during crises and constantly deliver products to its clients.

In 2022 the world faced multiple challenges, notably the time it takes for economies to recover as well as high uncertainties resulting from the Russia-Ukraine war. The Company has adjusted its operations, adding a few fuel grades for procurement flexibility to sustain the tight supply of oil and natural gas. It prepared for securing commercial credit facilities in case of soaring oil prices and issued bonds to stay prepared for extra financial liquidity. As for floods, the Company closely monitored water levels and remained poised to execute crisis management plans for floods at operating sites and service stations.

#### **14.3 Financial Estimation for the Current Year (if any), Identifying Commercial, Economic, and Industrial Assumptions which Have Been Reviewed by the Auditor and the Opinion of the Independent Financial Advisor that such Estimation were Prepared with Carefulness**

- none -

#### **14.4 List of the Board of Directors, Executives, and Top 10 Shareholders**

(A) List of the Board of Directors as of 7 March 2023

<b>Name</b>	<b>Position</b>
1. Mr. Pichai Chunhavajira	Chairman / Independent Director
2. Mr. Suthep Wongvorazathe	Vice Chairman
3. Mr. Chaiwat Kovavisarach	Group Chief Executive Officer and President / Director
4. Mr. Chamroen Photiyod	Director
5. Mr. Boonchob Suthamanuswong	Director
6. Mr. Chanvit Nakburee	Director
7. Gen. Songwit Noonpackdee	Independent Director
8. Pol.Lt.Gen. Chaiwat Chotima	Independent Director
9. Pol.Lt.Gen. Samran Nualma	Independent Director
10. Mr. Poramatee Vimolsiri	Independent Director / Chairman of Audit Committee
11. Mr. Prasong Poontaneat	Independent Director
12. Mrs. Prisana Praharnkhasuk	Independent Director / Audit Committee
13. Mr. Achporn Charuchinda	Independent Director / Audit Committee
14. Mr. Chonvalit Ekabut	Independent Director
15. Mr. Narin Kalayanamit	Independent Director / Audit Committee

(B) List of the Executives as of 7 March 2023

<b>Name</b>	<b>Position</b>
1. Mr. Chaiwat Kovavisarach	Group Chief Executive Officer and President, Executive Director, Director with Authorized Signature
2. Mr. Somchai Tejavanija	Chief Marketing Officer & Senior Executive Vice President, Marketing Business Group
3. Mr. Pativat Tivasasit	Chief Operation Officer, Refinery Business Group

<b>Name</b>	<b>Position</b>
4. Mr. Chokchai Atsawarangsalit	Senior Executive Vice President, Corporate Management and Organization Development
5. Mr. Kittiphong Limsuwannarot	Senior Executive Vice President, appointed to BBGI Public Company Limited
6. Mr. Phuwadon Suntornwipart	Senior Executive Vice President, appointed to BCPG Public Company Limited
7. Mr. Thamarat Paryoonsuk	Senior Executive Vice President, Refinery Business Group
8. Mr. Bundit Hansapaiboon	Senior Executive Vice President, Corporate Sustainability Development and Strategic Synergy
9. Ms. Phatpuree Chinkulkitnivat	Senior Executive Vice President, Accounting and Finance

(C) List of the Top 10 Shareholders as of 7 March 2023 (The Latest Record Date of the Company published on the SET website)

<b>Major shareholders</b>	<b>No. of Shares</b>	<b>Shareholding Percentage</b>
1. Thai NVDR Co., Ltd.	220,159,810	15.99
2. Social Security Office	198,441,397	14.41
3. Vayupak Fund 1 by MFC Asset Management Public Company Limited	136,586,300	9.92
4. Vayupak Fund 1 by Krungthai Asset Management Public Company Limited	136,586,300	9.92
5. Ministry of Finance	65,543,767	4.76
6. South East Asia UK (Type C) Nominees Limited	46,910,698	3.41
7. Bangkok Life Assurance Public Company Limited	24,154,700	1.75

Major shareholders	No. of Shares	Shareholding Percentage
8. Mr. Somsong Lapananrat	22,373,700	1.62
9. State Street Europe Limited	12,956,721	0.94
10. Morgan Stanley & Co. International PLC	9,756,300	0.71

#### **14.5 Other Information Which May Have Material Impact Upon the Shareholders' Decision (if any)**

Based on the date of this disclosure, there is no other information that may materially affect the decision of investors. In this regard, the Company hereby requests the shareholders to consider the information regarding ESSO, risk factors, and legal disputes as disclosed in this Information Memorandum and the latest 56-1 One Report as well as the Financial Statements of ESSO on the website of the Office of the securities ([www.sec.or.th](http://www.sec.or.th)) and the SET ([www.set.or.th](http://www.set.or.th))

### **15. Prevention of Conflicts of Interest between the Company and ESSO**

#### **15.1 Conflict of Interest for Business Operations in the future**

Even though both the Company and ESSO operates the refinery and service stations, there are mechanisms and operating processes in place to prevent the conflict of interest issue.

For the refinery business, though both companies run refineries in Thailand, crude sourcing for both refineries will be entirely different due to the different production technologies and design purposes. One refinery processes low sulfur crude from domestic (Thailand) and Far East, while the other refinery process high sulfur crude from Middle East. The resulting refined products are therefore also different. Furthermore, the refined products from both refineries must also comply with the same government specifications. The utilization rate of ESSO's refinery could be increased to supply to Company's demand for the retail market, which is currently running short and needs to import refined products from other countries.

The refined products pricing structure in Thailand is based on Singapore market prices, which are subject to change according to the oil demand and supply situation in the world market. This means that the market mechanism directly determines the refined product prices in Thailand. Furthermore, majority of refined products are sold through off-take agreements specific to each refinery. The remaining is sold domestically or exported at through market prices with no influence from the operators.

For the marketing business, eventually all service stations of ESSO will be operated under the Company's brand and customers will select the station depending on its location as the brand and products offering will be the same.

## **15.2 Measurement for Management structure that may result in the conflict of interests**

As both the Company and ESSO are the listed companies on the SET, the Company will ensure that there is a policy in place for governance of business operations of the Company and ESSO in order to prevent conflicts of interests between the Company and ESSO, two entities as both engage in the R&M businesses. The policy will prohibit the directors of ESSO who have or may have interest in any transaction (e.g., the directors who are nominated by the Company, not including the independent directors and the Audit Committee members) from attending meetings and participating in any decision-making on such transaction, and such interested directors will not be entitled to receive any information regarding the transaction. Therefore, the decisions on any transaction which may cause an issue of conflict of interest between the Company and ESSO would be made at the discretion of the independent directors and the directors who have no conflict of interest.

In addition, the executives of the Company who are appointed to perform the duties at ESSO will be subject to approval, control and command authorities pursuant to the chain of command of ESSO, and they will not have any approval authority pursuant to the Company's chain of command.

During the period of 12 months from the completion of the Transaction and tender offer for all remaining securities of ESSO, the Company does not have plan for the change of shareholding structure of ESSO (including delisting of ESSO's shares from the SET).

In this regard, the abovementioned guidelines are merely for preliminary consideration purpose. The Company will further comply with the relevant rules and regulations of the relevant authorities.

## **16. Opinion of the Board of Directors on the Sufficiency of Working Capital of the Company**

The Board of Directors Meeting No. 1/2023 on 11 January 2023 approved the acquisition of ESSO shares from the Seller and to make a tender offer for the remaining ordinary shares in ESSO at the Base Enterprise Value of THB 55,500 million with price adjustment mechanism as specified in the Share Purchase Agreement. The equity value using the purchase price adjustment referencing the reviewed financial statements of ESSO as of 30 September 2022 would be THB 30,608 million or THB 8.84 per share.

After considering the sources of funds for entering into the Transaction, the Board of Directors believes that the Company has secured sufficient additional credit facilities from a financial institution which are sufficient to finance the Transaction, make a tender offer for the remaining ordinary shares in ESSO and refinance existing credit facilities of ESSO. The Company might also consider utilizing a part of the Company's cash and cash equivalents. As at 31 December 2022, the Company had cash and cash equivalents of THB 45,932 million per the reviewed financial statements. The Board of Directors, therefore, are of the opinion that it is reasonable for the company to proceed with the Transaction and it has a capacity to do so.

## 17. Pending Material Litigation Cases or Claims

Details of material litigations or claims as at December 31, 2022, were as follows:

1. One company (“**debtor company**”) incurred an outstanding aviation fuel payment to the Company and later filed a petition for business reorganization, approved by the Central Bankruptcy Court on September 14, 2020, directing it to reorganize its business and appoint a planner. On October 8, 2020, the Company filed an application for receipt of payment to the official receiver in the amount of USD 31,707,494.94. Later, the receivership officer ordered that the Company receive USD 29,710,516.39 along with interest payment of 7.5 percent per year on the USD 29,086,460.59 principal from the date the court issued business rehabilitation to the end of payment. The planner submitted such plan to the receivership officer and held a creditors’ meeting, which endorsed the plan on May 19, 2021. Under the plan, the Company belonged to the creditor group entitled to the principal repayment without interest for a series of eight consecutive payments (the debtor makes two repayments per year). The first such payment would begin in the second half of 2024. Then on June 15, 2021, the Central Bankruptcy Court issued its endorsement of the debtor company’s business rehabilitation plan.
2. On July 30, 2021, a Company’s subsidiary was the party to a dispute with a claimant company, which filed the dispute to the Thai Arbitration Institute, Arbitrator Bureau, Office of the Judiciary, accusing the subsidiary of breaching a glycerin refinery construction contract and demanding compensation worth THB 121,183,444.65. The subsidiary, in return, filed an objection and petitioned for compensation worth THB 232,147,449.35 from the claimant. The case is currently under the Thai Arbitration Institute’s deliberation. The subsidiary confirmed its honoring of all contract terms.
3. The Company became a defendant in a case where a property was claimed under land title deed No. 2465 in Tambon Bang Chak, Amphoe Phra Khanong, Bangkok Metropolis. The Company was demanded to remove buildings and return such land, for which the claimant sought compensation of THB 5 billion if such action is not taken. In 1995, the Ministry of Finance, Treasury Department, and the Company had faced litigation under the same land title deed, which in 2016 the Supreme Court dismissed, considering all the land under the title deed already eroded by the Chao Phraya River. So, this exercise represented resurrected litigation, for which the Company contested. On December 28, 2022, a lower court dismissed the claim in agreement with the facts previously decided by the Supreme Court that all the land had been eroded and had become public property. The verdict is currently under appeal by February 28, 2023.
4. The Company and its subsidiary received the notice of arbitration from the counterparty claiming that the Company and its subsidiary have breached the investment agreement, in turn, the Company and its subsidiary have to deliver a payment of a sum of approximately USD 23 million including interest of such sum and other related costs and damages. The Company and its subsidiary insist that it has performed and complied with the terms and conditions of the disputed agreement, and make a payment of the sum which the Company and its subsidiary believe to be the amount due and payable by it according to such agreement. In this regard, the Company and its subsidiary have filed a defense denying the excess and unfair claims against it, and proceeded to appoint an arbitrator in order to settle such dispute in accordance with the relevant procedure.



## 18. Summary of Material Contracts within the Past Two Years

### Significant agreements with related parties

#### Bio-diesel Sales and Purchase Agreement

The Company entered into a Bio-diesel Sales and Purchase Agreement with an indirect subsidiary. Such agreement has effective since April 2018 to October 2027 and will be automatically renewed unless terminated by either party as stipulated in the agreement. The Company will purchase bio-diesel oil at yearly average volumes not less than 60% of maximum bio-diesel production capacity of indirect subsidiary at the price reference to market as stipulated in the agreement.

#### Denature Ethanol Sales and Purchase Agreement

The Company entered into a Denatured Ethanol Sales and Purchase Agreement with a subsidiary. Such agreement has effective since April 2018 to October 2027 and will be automatically renewed unless terminated by either party as stipulated in the agreement. The Company will purchase denatured ethanol at yearly average volumes not less than 50% of denatured ethanol production per year of the indirect subsidiary within the same Group at the price reference to market as stipulated in the agreement.

#### Fuel Product Sale and Purchase Agreement

The Company entered into a fuel product sale and purchase agreement with a subsidiary. The Company will purchase fuel product at quantity and price in accordance with obligation under the agreement.

#### Service Station Operating Right Agreement

The Company entered into Service Station Operating Right Agreement which include the right to operate related business within service station, selling and purchasing of fuel products with a subsidiary for a period of 5 years. Operating right fee and sale and purchase price are as stipulated in the agreement.

#### Store Operation Right Agreement

The Company entered into Store Operation Right Agreement with a subsidiary to operate retail stores within service stations under the Company's brand for a period of 5 years. Fee is as stipulated in the agreement.

#### Information Technology Service Agreement

The Company has entered into information technology service agreements with subsidiaries and indirect subsidiaries. Agreements will be reviewed annually. The Company is responsible for management information system, system structure, maintenance system and advisory in accordance with subsidiaries' direction. Service fees is as stipulated in the agreement.

#### Management Service Agreement

The Company entered into management service agreement with subsidiaries and indirect subsidiaries for general management service for a period of 1 to 3 years. The Company agreed to provide human resources to manage operation process in accordance with subsidiaries' direction. Service fees is as stipulated in the agreement.

### Land Rental Agreement

The Company has entered into land rental agreement with subsidiaries, which is of a subsidiary of the group, for the purpose of 38-megawatt solar farm project at Bang Pa-In establishment and related objectives. The agreement term is for a period of 22 years effective from 1 December 2015 to 30 November 2037. The rental fee is as stipulated in the same agreement.

The Company has entered into additional land rental agreement with subsidiaries, which is a subsidiary of the Group, for the purpose of related objectives of solar farm project. The agreement term is for a period of 21 years 2 months effective from 1 October 2016 to 30 November 2037. The rental fee is as stipulated in the same agreement.

### Joint Development Area Agreement

The Company has entered into operating rights agreement with a subsidiary to operate a service and product distribution in service station under its subsidiary's operation for a period of not exceeding 20 years. The subsidiary agrees to pay operating right fee as stipulated in the agreement

### Personal Recruitment and Support Services Agreement

The Company has entered into personal recruitment and support service agreement with a subsidiary to provide recruitment service to the Company. The Company agrees to pay services fee as stipulated in the agreement. The agreement term is for a period of 2 years 3 months effective from 1 October 2021 to 31 December 2023.

### Fuel Transportation Agreement

The Company entered into a Fuel Transportation Agreement with a subsidiary. The subsidiary will provide transportation service of fuel products to Don-mueang and Suvarnabhumi International Airport and transportation service for petroleum products to fuel depot at Bang-pa-in. The agreement will expire in December 2041.

### Lending Agreement

The Company has an unsecured lending agreement with Bangkok Fuel Pipeline and Logistics Co., Ltd., which is a subsidiary of the Group, for the credit facility of THB 810 million. The loan has a repayment schedule, bears interest and conditions as stipulated in the agreement.

## **19. Interests or Connected Transactions between the Company and Subsidiaries, Directors, Management and Shareholders Directly or Indirectly Holding Shares At Least 10 Percent as Appeared in the Company's Financial Statement Last Year until the Latest Quarter**

Connected transactions with subsidiaries, jointly-controlled businesses, associated companies and related companies during 2021 and 2022 consisted of the following:

### **19.1 Sale of products and services to subsidiaries, jointly-controlled businesses, associated companies and related companies**

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Proportion	Management
<b><u>Subsidiary</u></b>					
Bangchak Greenet Co., Ltd.	27,749.01	37,049.06	Company	49.00	The Company delegates its representatives as directors
BCP Trading Pte, Ltd.	15,702.55	22,285.81	Company	100.00	The Company delegates its representatives as directors
Bangchak Retail Co., Ltd.	21.21	25.85	Company	100.00	The Company delegates its representatives as directors
BBGI Bio Diesel Co., Ltd.	-	31.18	BBGI Plc. (Subsidiary)	70.00	The Company delegates its representatives as directors
BBGI Bio Ethanol (Chachoengsao) Co., Ltd.	2.31	6.01	BBGI (Subsidiary)	85.00	The Company delegates its representatives as directors
BBGI Bio Ethanol Plc.	0.79	3.57	BBGI (Subsidiary)	100.00	The Company delegates its representatives as directors
<b><u>Associated Company</u></b>					
Ubon Bio Ethanol Co., Ltd.	14.15	-	BBGI (Subsidiary)	12.39	The Company delegates its representatives as directors

## 19.2 Purchase of products and services from subsidiaries, jointly-controlled businesses, associated companies and related companies

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Proportion	Management
<b><u>Subsidiary</u></b>					
BCP Trading Pte, Ltd.	29,642.14	76,579.06	Company	100.00	The Company delegates its representatives as directors
BBGI	0.67	-	Company	45.00	The Company delegates its representatives as directors
BBGI Bio Diesel Co., Ltd.	8,285.05	8,064.40	BBGI (Subsidiary)	70.00	The Company delegates its representatives as directors
BBGI Bioethanol (Chachoengsao) Co., Ltd	1,120.74	1,149.65	BBGI (Subsidiary)	85.00	The Company delegates its representatives as directors
BBGI Bio Ethanol Plc.	2,453.68	2,179.00	BBGI (Subsidiary)	100.00	The Company delegates its representatives as directors
Bangkok Fuel Pipeline and Logistics Co., Ltd.	-	275.68	Company	100.00	The Company delegates its representatives as directors
<b><u>Joint Venture</u></b>					
Bongkot Marine Services Co., Ltd	468.62	231.97	Company	30.00	The Company delegates its representatives as directors
<b><u>Associated Company</u></b>					
Ubon Bio Ethanol Plc.	973.27	-	BBGI (Subsidiary)	12.39	The Company delegates its

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Proportion	Management
					representatives as directors
<b><u>Related Business</u></b>					
Fuel Pipeline Transportation Co., Ltd.	244.28	-	Company	4.78	The Company delegates its representatives as directors

### 19.3 Revenue from investment and other revenues from subsidiaries, jointly-controlled businesses, and related companies

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Proportion	Management
<b><u>Subsidiary</u></b>					
Bangchak Greenet Co., Ltd.	74.61	97.07	Company	49.00	The Company delegates its representatives as directors
BCPG	589.19	662.32	Company	57.19	The Company delegates its representatives as directors
BBGI	337.94	160.66	Company	45.00	The Company delegates its representatives as directors
BBGI Bio Diesel Co., Ltd.	1.27	1.06	BBGI (Subsidiary)	70.00	The Company delegates its representatives as directors
BBGI Bio Ethanol (Chachoengsao) Co., Ltd.	0.53	0.78	BBGI (Subsidiary)	85.00	The Company delegates its representatives as directors
BBGI Bio Ethanol Plc.	0.15	0.58	BBGI (Subsidiary)	100.00	The Company delegates its

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Proportion	Management
					representatives as directors
BCP Trading Pte, Ltd.	63.66	6.70	Company	100.00	The Company delegates its representatives as directors
BCPR Pte, Ltd.	123.66	27.57	BCPR Co., Ltd. (Subsidiary)	100.00	The Company delegates its representatives as directors
NIDO Petroleum Pty. Ltd.	9.71	-	BCP Energy International Pte. Ltd. (Subsidiary)	-	The Company delegates its representatives as directors
Bangchak Retail Co., Ltd.	16.70	10.19	Company	100.00	The Company delegates its representatives as directors
BCPR Co., Ltd.	0.17	0.17	Company	100.00	The Company delegates its representatives as directors
Winnonie Co., Ltd.	15.94	4.78	BCV Innovation Co., Ltd. (Subsidiary)	55.49	The Company delegates its representatives as directors
BTSG Co., Ltd.	0.26	-	Company	51.00	The Company delegates its representatives as directors
Bangkok Fuel Pipeline and Logistics Co., Ltd.	0.41	30.25	Company	100.00	The Company delegates its representatives as directors
General Energy Manning Co., Ltd.	-	0.07	Company	49.00	The Company delegates its representatives as directors
BSGF Co., Ltd.	-	2.33	Company	51.00	The Company delegates its

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Proportion	Management
					representatives as directors
Mee Tee Mee Ngern Co., Ltd.	-	0.18	Company	20.00	The Company delegates its representatives as directors
<b><u>Joint Venture</u></b>					
Bongkot Marine Services Co., Ltd.	24.00	145.50	Company	30.00	The Company delegates its representatives as directors
<b><u>Related Business</u></b>					
Fuel Pipeline Transportation Co., Ltd.	4.37	-	Company	4.78	The Company delegates its representatives as directors

**19.4 Other expenses paid to subsidiaries, jointly-controlled businesses, and related companies**

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Proportion	Management
<b><u>Subsidiary</u></b>					
Bangchak Green Net Co., Ltd.	31.53	34.76	Company	49.00	The Company delegates its representatives as directors
Bangchak Retail Co., Ltd.	16.38	2.24	Company	100.00	The Company delegates its representatives as directors
BCPG	0.03	0.09	Company	57.19	The Company delegates its representatives as directors

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Proportion	Management
BBGI	0.56	0.45	Company	45.00	The Company delegates its representatives as directors
BBGI Bio Ethanol Public Company Limited	-	0.03	BBGI (Subsidiary)	100.00	The Company delegates its representatives as directors
Winnonie Co., Ltd.	0.30	1.90	BCV Innovation Co., Ltd. (Subsidiary)	55.49	The Company delegates its representatives as directors
General Energy Manning Co., Ltd.	1.46	20.47	Company	49.00	The Company delegates its representatives as directors
Oam Suk Social Enterprise Co., Ltd.	0.76	1.38	Company	51.00	The Company delegates its representatives as directors

## 19.5 Debtors, advance payments, and short-term loans to related businesses

### 19.5.1 Trade debtors

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Proportion	Management
<b><u>Subsidiary</u></b>					
Bangchak Green Net Co., Ltd.	696.34	737.05	Company	49.00	The Company delegates its representatives as directors
Bangchak Retail Co., Ltd.	2.57	5.79	Company	100.00	The Company delegates its representatives as directors
BCP Trading Pte, Ltd.	1,381.77	652.99	Company	100.00	The Company delegates its



Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
					representatives as directors
BBGI Bio Ethanol (Chachoengsao) Co., Ltd.	-	0.42	BBGI (Subsidiary)	85.00	The Company delegates its representatives as directors
<b><u>Associated Company</u></b>					
Ubon Bio Ethanol Co., Ltd.	2.46	-	BBGI (Subsidiary)	12.39	The Company delegates its representatives as directors
<b><u>Related Business</u></b>					
Fuel Pipeline Transportation Co., Ltd.	0.33	-	Company	4.78	The Company delegates its representatives as directors

## 19.5.2 Debtors and loans to related businesses.

### 19.5.2.1 Loans, net of allowance for impairment

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
<b><u>Subsidiary</u></b>					
BCPR Pte, Ltd.	1,036.39	-	BCPR Pte, Ltd. (Subsidiary)	100.00	The Company delegates its representatives as directors
Bangkok Fuel Pipeline and Logistics Co., Ltd.	922.00	810.00	Company	100.00	The Company delegates its representatives as directors
<b><u>Related Business</u></b>					
Fuel Pipeline Transportation Co., Ltd.	0.28	-	Company	4.78	The Company delegates its

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
					representatives as directors

#### 19.5.2.2 Other debtors, net of allowance for impairment

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
<b><u>Subsidiary</u></b>					
Bangchak Green Net Co., Ltd.	3.18	2.17	Company	49.00	The Company delegates its representatives as directors
BCPG	18.81	10.19	Company	57.19	The Company delegates its representatives as directors
BBGI	11.28	4.16	Company	45.00	The Company delegates its representatives as directors
BBGI Bio Diesel Co., Ltd.	0.47	0.26	BBGI (Subsidiary)	70.00	The Company delegates its representatives as directors
BBGI Bio Ethanol (Chachoengsao) Co., Ltd.	0.05	0.17	BBGI (Subsidiary)	85.00	The Company delegates its representatives as directors
BBGI Bio Ethanol Plc.	-	0.63	BBGI (Subsidiary)	100.00	The Company delegates its representatives as directors
Bangchak Retail Co., Ltd.	2.51	2.14	Company	100.00	The Company delegates its representatives as directors

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
BCP Trading Pte, Ltd.	1.00	0.52	Company	100.00	The Company delegates its representatives as directors
Winnonie Co., Ltd.	3.15	0.83	BCV Innovation Co., Ltd. (Subsidiary)	55.49	The Company delegates its representatives as directors
BTSG Co., Ltd.	0.28	-	Company	51.00	The Company delegates its representatives as directors
Bangkok Fuel Pipeline and Logistics Co., Ltd.	0.41	-	Company	100.00	The Company delegates its representatives as directors
General Energy Manning Co., Ltd.	-	0.07	Company	49.00	The Company delegates its representatives as directors
BSGF Co., Ltd.	-	2.33	Company	51.00	The Company delegates its representatives as directors
BCPR Co., Ltd.	-	0.03	Company	100.00	The Company delegates its representatives as directors

## 19.6 Creditors of related businesses

### 19.6.1 Trader creditors

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
<b><u>Subsidiary</u></b>					

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
BCP Trading Pte, Ltd.	3,557.90	8,607.95	Company	100.00	The Company delegates its representatives as directors
BBGI Bio Diesel Co., Ltd.	539.29	383.09	BBGI (Subsidiary)	70.00	The Company delegates its representatives as directors
BBGI Bio Ethanol (Chachoengsao) Co., Ltd.	100.19	126.73	BBGI (Subsidiary)	85.00	The Company delegates its representatives as directors
BBGI Bio Ethanol Plc.	209.58	253.33	BBGI (Subsidiary)	100.00	The Company delegates its representatives as directors
<b><u>Associated Company</u></b>					
Ubon Bio Ethanol Co., Ltd.	144.83	-	BBGI (Subsidiary)	12.39	The Company delegates its representatives as directors

### 19.6.2 Other creditors

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
<b><u>Subsidiary</u></b>					
Bangchak Green Net Co., Ltd.	26.27	23.99	Company	49.00	The Company delegates its representatives as directors
BCP Trading Pte, Ltd.	11.83	58.10	Company	100.00	The Company delegates its representatives as directors

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
Bangchak Retail Co., Ltd.	0.80	2.40	Company	100.00	The Company delegates its representatives as directors
BBGI	0.14	0.01	Company	45.00	The Company delegates its representatives as directors
BCPG	-	0.1	Company	57.19	The Company delegates its representatives as directors
General Energy Manning Co., Ltd.	0.59	2.61	Company	49.00	The Company delegates its representatives as directors
Winnonie Co., Ltd.	-	0.09	BCV Innovation Co., Ltd. (Subsidiary)	55.49	The Company delegates its representatives as directors
Bangkok Fuel Pipeline and Logistics Co., Ltd.	-	30.11	Company	100.00	The Company delegates its representatives as directors
Oam Suk Social Enterprise Co., Ltd.	-	1.00	Company	51.00	The Company delegates its representatives as directors
<b><u>Joint Venture</u></b>					
Bongkot Marine Services Co., Ltd.	16.32	-	Company	30.00	The Company delegates its representatives as directors
<b><u>Related Business</u></b>					
Fuel Pipeline Transportation Co., Ltd.	28.92	-	Company	4.78	The Company delegates its representatives as directors

**19.7 Other non-current assets, accrued interest net of allowance for impairment.**

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
<b><u>Subsidiary</u></b>					
BCPR Pte, Ltd.	35.24	-	BCPR Co., Ltd. (Subsidiary)	100.00	The Company delegates its representatives as directors
Bangkok Fuel Pipeline and Logistics Co., Ltd.	-	0.27	Company	100.00	The Company delegates its representatives as directors

**19.8 Other current liabilities: These items are the Company's revenue received in advance for land lease and service fees**

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
<b><u>Subsidiary</u></b>					
BCPG	6.35	6.35	Company	57.19	The Company delegates its representatives as directors

**19.9 Other non-current liabilities: These items are the Company's revenue received in advance for land lease from related companies.**

Related company	2021	2022	Relationship for the year ended 31 December 2022		
	(THB Million)		Shareholding	Propotion	Management
<b><u>Related Business</u></b>					
Fuel Pipeline Transportation Co., Ltd.	0.59	-	Company	4.78	The Company delegates its representatives as directors

RPT information		
Companies	Business	Transactions
<b>Bangchak Green Net Co., Ltd.</b> (Subsidiary)	Manage Bangchak service stations and consumer product sales at Lemon Green and Bai Chak outlets.	The selling price of the product is comparable to the price sold to third parties. This transaction is a normal business term.
<b>BCPG</b> (Subsidiary)	Engage in power generation from solar cells and invest in the alternative energy business.	This connected transaction is a normal business term.
<b>BBGI</b> (Subsidiary)	Engage in bio-based product manufacturing.	Service fees among the two followed normal business term.
<b>BBGI Bio Diesel Co., Ltd.</b> (Former name is Bangchak Biofuel Co., Ltd.) (It is indirect subsidiary through BBGI, which holds 70%)	Produce and sell biodiesel.	This connected transaction is a normal business term. The selling price of the product is comparable to the price sold to third parties.
<b>BBGI Bio Ethanol (Chachoengsao) Co., Ltd.</b> (Former name is Bangchak Bio Ethanol (Chachoengsao) Co., Ltd.) (It is indirect subsidiary through BBGI, which holds 85%)	Engage in cassava-based ethanol production. The ethanol was used in gasohol production.	This connected transaction is a normal business term. The selling price of the product is comparable to the price sold to third parties.
<b>BBGI Bio Ethanol Public Company Limited</b> (Former name is KSL Green Innovation Plc.) (It is indirect subsidiary through BBGI)	Engage in ethanol production primarily from molasses (a byproduct of the sugar process).	This connected transaction is a normal business term. The selling price of the product is comparable to the price sold to third parties.
<b>Bangchak Retail Co., Ltd.</b> (Subsidiary)	Engage in franchise businesses and intellectual property acquisition	This connected transaction is a normal business term. The selling price of the product is comparable to the price sold to third parties.

RPT information		
Companies	Business	Transactions
<b>BCPR Co., Ltd.</b> (Subsidiary)	It is holding company which invests in BCPR Pte. Ltd. a subsidiary company in Singapore.	Service fees among the two followed normal business terms.
<b>Bangkok Fuel Pipeline and Logistics Co., Ltd.</b> (Subsidiary)	Engage in the business of fuel transportation and logistics.	This connected transaction is a normal business term. The selling price of the product is comparable to the price sold to third parties.
<b>General Energy Manning Co., Ltd.</b> (Subsidiary)	Engages in the business of recruitment and human resource management.	This connected transaction is a normal business term.
<b>Winnonie Co., Ltd.</b> (an indirect subsidiary through BCV Innovation)	Engage in electric motorcycles and battery replacement services, including related businesses.	This connected transaction is a normal business term.
<b>BCPR Pte, Ltd.</b> (An indirect subsidiary company in Singapore)	Invest in petroleum exploration and production businesses.	This connected transaction is a normal business term and conformed to details stated in the operating agreement.
<b>BCP Trading Pte, Ltd.</b> (Subsidiary in Singapore)	To trade commodities including crude oil, petroleum products, petrochemicals and related chemicals and to conduct other businesses that would benefit the company, including but not limited to oil hedging, chartering, storage and distribution.	This connected transaction is a normal business term, based on market prices and conformed to details stated in the operating agreement.
<b>BTSG Co., Ltd.</b> (Subsidiary)	Engage in the supply and distribution of liquefied natural gas.	This connected transaction is a normal business term.
<b>BSGF Co., Ltd.</b> (Subsidiary)	Engage in the business of securing raw materials and production together with	This connected transaction is a normal business term.



RPT information		
Companies	Business	Transactions
	distribution of sustainable aviation fuel (SAF).	
<b>Nido Petroleum Pty. Ltd.</b> (It is indirect subsidiary until July 2, 2021)	Engage in Exploration and Production Petroleum in Australia	This connected transaction is a normal business term and conformed to details stated in the operating agreement.
<b>Mee Tee Mee Ngern Co., Ltd.</b> (Associated Company) (Former name is BCV Biobased Co., Ltd.)	Engage in the business of land loan, consignment. (Joint investment between Bangchak Corporation Plc., Government Savings Bank and Dhipaya Group Holdings Plc.)	This connected transaction is a normal business term.
<b>Bongkot Marine Services Co., Ltd.</b> (Joint Ventures)	Provide floating storage unit services (The Company entered a contract for the use of Bongkot oil depot service)	This connected transaction is a normal business term and based on market price
<b>Ubon Bio Ethanol Co., Ltd.</b> (In 2022, it is not a connected transaction.)	Engages in ethanol production from fresh cassava and cassava chips for gasohol production for domestic sale and export to China for the most part.	Purchases and sales transactions followed normal business terms and were based on market price.
<b>Fuel Pipeline Transportation Co., Ltd.</b> (In 2022, it is not a connected transaction.)	The Company entered contracts with FPT to take its oil products from Bangchak Depot to its Bang Pa-in Depot and sell them to its customers in the Central, Northern and Northeastern regions.	This connected transaction is a normal business term and based on market prices

These transactions were undertaken in the normal course of business, with none representing extraordinary transactions. No siphoning of interests occurred among The Company, subsidiary companies, connected companies and shareholders. Approvals were scrutinized by the President, who duly approved them as authorized under Bangchak's regulations.

Disclosure of connected transactions follows the rules of the Office of the Securities and Exchange Commission (SEC), as well as the accounting standards for the disclosure of information on connected parties and businesses, as defined by the Federation of Accounting Professions.

#### Policy for future connected transactions

In undertaking future connected transactions, the pricing of products and services follows market practices, or the details stipulated in commercial contracts, or both. The connected transaction shall be dealt with on a fair and arm's length basis. However, in such cooperation, Bangchak takes into consideration its best interests. In addition, for whichever transactions involving the Company's executives, they are not allowed to cast their votes in meetings. Major connected transactions must be reviewed and approved by the Board.

## **20. Proxy Form**

Proxy Form details and Information of Independent Director nominated to be the proxy by the Company are detailed in Proxy Form (Enclosure 10) and Profiles of Independent Directors for proxy in the Annual General Meeting of Shareholders (Enclosure 7) as enclosed with the Invitation to the 2023 Annual General Meeting of Shareholders of the Company.

-TRANSLATION-

No. 10000/024/2023

16 March 2023

**Subject:** Disclosure on additional information regarding the determination of purchase price for the acquisition of shares in Esso (Thailand) Public Company Limited by referencing the financial statements ended on 31 December 2022 and the dividend payment announcement of Esso (Thailand) Public Company Limited

**Attention:** President  
The Stock Exchange of Thailand

We, Bangchak Corporation Public Company Limited ("**Company**"), refer to our disclosures of information on 12 January 2023 and 13 March 2023, regarding the execution of a share purchase agreement between the Company and ExxonMobil Asia Holdings Pte. Ltd. ("**Seller**") to directly acquire 2,283,750,000 ordinary shares in Esso (Thailand) Public Company Limited ("**ESSO**") (equivalent to approximately 65.99 percent of the total issued shares in ESSO as at 30 September 2022) ("**Sale Shares**") from the Seller ("**Transaction**") and the tender offer for all the remaining no more than 1,177,108,000 ordinary shares (equivalent to 34.01 percent of the total issued shares in ESSO) ("**Remaining Shares**") after completion of the Transaction pursuant to the criteria and conditions under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554, Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended), to acquire the remaining shares in ESSO at the same price as the purchase price of ESSO shares in the Transaction, as previously informed.

On 24 February 2023, ESSO published its financial statements for the year 2022 and announced additional dividend payment for the operating results of the year 2022 according to the information disclosed to the Stock Exchange of Thailand ("**SET**") on 13 March 2023. The Company has prepared the estimation of the purchase price based on the public information disclosed by ESSO and the estimate of (i) hydrocarbon inventories and (ii) inventories of the finished lubricants and chemical marketing businesses which are excluded businesses of the Transaction (the "**Excluded Businesses**") as at 31 December 2022, according to the price adjustment disclosed in the Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of ESSO (Thailand) Public Company Limited. However, actual information on the inventories of ESSO may differ from the estimate prepared by the Company.

Based on the assumptions described above, together with the reference to the information from the financial statements ended 31 December 2022 and the additional dividend payment announcement for the operating results for the fiscal year 2022 on 13 March 2023, the total value of the Sale Share calculated in accordance with the purchase price adjustment mechanism will be at THB 20,956 million or THB 9.18 per share.

**Details of the price adjustment**

1. Enterprise value of THB 55,500 million
- minus 2. Net debt and debt equivalent items<sup>1</sup>

<sup>1</sup> Net debt and debt equivalent items include bank overdrafts and short-term borrowings from financial institutions, current portion of long-term borrowings from financial institutions, current portion of long-term loans from related parties, short-term loans from related parties, long-term borrowings from financial institutions, long-term loans from related parties, cash and cash equivalents, current portion of lease liabilities, short-term provisions for employee benefits, lease liabilities, long-term provisions for employee benefits, and non-controlling interests

(Total debt less cash and cash equivalent items)

- plus 3. Other financial items<sup>2</sup>
- plus 4. Select working capital adjustments<sup>3</sup>  
*Difference between select working capital items as of Financial Statement Date and normalized working capital level (“Reference Working Capital”) together with volume and price linked hydrocarbon inventories adjustments*
- plus 5. Other adjustments in accordance with the Share Purchase Agreement including inventories of Excluded Businesses which are excluded from the Transaction<sup>4</sup>, considerations paid for the Excluded Businesses by the Seller to the Target post Financial Statement Date (if any), and any dividend that becomes payable post Financial Statement Date and prior to closing of the Transaction
- equals 6. Equity value**

**Table for the calculation of purchase price in accordance with the price adjustment mechanism**

For illustration only			
Balance Sheet Date (THB million)	Based on information obtained from ESSO		Based on public information disclosed by ESSO and the Company’s estimate
	30 Jun 2022	30 Sep 2022	31 Dec 2022
(1) Enterprise value	55,500	55,500	55,500
(2) (-) Net debt and debt equivalent items	(25,584)	(41,637)	(41,194)
(3) (+) Other financial items	2,838	2,914	2,997
(4) (+) Select working capital adjustments	2	13,178	14,888
(+) Financial Statement Date working capital	(8,902)	1,399	7,739
(-) Reference Working Capital	9,457	9,457	9,457

<sup>2</sup> Other financial items include investments in an associate and other adjustments

<sup>3</sup> Select working capital adjustments include 1) the difference between Financial Statement Date working capital (select working capital items as of the Financial Statement Date) and the Reference Working Capital which reflects normalized working capital levels for the business where select working capital items include trade receivables, amounts due from related parties, other receivables, trade and other payables, amounts due to related parties, and dividend payable) and 2) the difference in volume basis between agreed volume of crude and products inventories between Company and the Seller (4,925 Kb for crude and condensate and 2,475 Kb for related products) and that as of the latest Financial Statement Date before closing of the Transaction multiplied by market pricing to be agreed between the Company and the Seller prior to closing of the Transaction

<sup>4</sup> Inventories of Excluded Businesses are products that can be used or resell under different brands for the ordinary business operation of ESSO after the Transaction

For illustration only					
Balance Sheet Date (THB million)	Based on information obtained from ESSO		Based on public information disclosed by ESSO and the Company's estimate		
	30 Jun 2022	30 Sep 2022	31 Dec 2022		
(+)	Volume and price linked hydrocarbon inventories adjustments	(554)	2,322	(2,308) <sup>(1)</sup>	
(5)	(+)	Other adjustments in accordance with the Share Purchase Agreement	557	654	(433) <sup>(1)(2)</sup>
<b>= Equity value</b>		<b>33,312</b>	<b>30,608</b>	<b>31,758</b>	
./.		Number of the ESSO shares (million shares)	3,461	3,461	3,461
<b>= Purchase price per share (THB/share)</b>		<b>9.63</b>	<b>8.84</b>	<b>9.18</b>	
x		Number of Sale Shares (million shares)	2,284	2,284	2,284
<b>= Total value of the Sale Shares</b>		<b>21,982</b>	<b>20,198</b>	<b>20,956</b>	

Note: (1) The information on the volume and price linked hydrocarbon inventories and the inventories of the Excluded Businesses as at 31 December 2022 are the estimates prepared by the Company. The actual information on inventories of ESSO may differ from the estimate prepared by the Company.

(2) This comprises the estimate of the inventory value of the inventories of the Excluded Businesses in the sum of THB 605 million less the dividend payment (at the rate of THB 0.30 per share) as resolved by ESSO's board meeting on 13 March 2023 or THB 1,038 million.

The total value of the Sale Shares as shown above at THB 20,956 million or THB 9.18 per share is for illustration purpose only and not the final purchase price for the Transaction. The total value of the Sale Shares on the closing date of the Transaction may increase or decrease subject to the basis shown in the above table.

Please be informed accordingly.

Sincerely yours,

-signed-

(Mr. Chaiwat Kovavisarach)  
Group Chief Executive Officer and President

Investor Relations Division  
Tel. 0 2335 8663

- Translated Version -  
Opinion of the Independent Financial Advisor  
Regarding the Asset Acquisition  
of



Bangchak Corporation Public Company Limited

Prepared by



Krungthai XSpring Securities Company Limited

March 10, 2023

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## Glossary

Abbreviation	Definition
SEC	The Securities and Exchange Commission
SET	The Stock Exchange of Thailand
Independent Financial Advisor or IFA	Krungthai XSpring Securities Company Limited
BCP or the Company	Bangchak Corporation Public Company Limited
Group Company	Bangchak Corporation Public Company Limited, its subsidiaries and associates
ESSO or the Target Company	Esso (Thailand) Public Company Limited
The Seller or Major shareholder of the Target Company	ExxonMobil Asia Holdings Pte. Ltd.
Sale Shares	2,283,750,000 ordinary shares of ESSO equivalent to approximately 65.99% of the total issued shares of ESSO
Share Purchase Agreement	Share purchase agreement dated January 11, 2023, between the Company and the Seller
Transaction	The direct acquisition of 2,283,750,000 ordinary shares of Esso (Thailand) Public Company Limited equivalent to approximately 65.99% of the total issued shares of ESSO as of 30 September 2022), from ExxonMobil Asia Holdings Pte. Ltd. In this regard, the Company has entered into a share purchase agreement with the Seller on 11 January 2023
Final Purchase Price	Purchase price on the completion date of the Transaction
Notifications on Acquisition or Disposal of Assets	Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended)
Indicative Purchase Price Based or Indicative Purchase Price Based on Financial Statement as of September 30, 2022	The purchase price calculated based on reviewed financial statements of ESSO for 9-month period ended September 30, 2022
Excluded Businesses	ESSO's existing finished lubricants and chemical marketing businesses are not included in the scope of this Transaction
Thappline	Thai Petroleum Pipeline Company Limited
BAFS	Bangkok Aviation Fuel Services Public Company Limited

Abbreviation	Definition
Covid-19	Corona Virus Disease 2019

No. IB 011/2566

March 10, 2023

Subject: Opinion of the Independent Financial Advisor Regarding the Asset Acquisition

To: Board of Directors and shareholders of Bangchak Corporation Public Company Limited

Refer to:

1. Resolution of the Board of Directors' Meeting No. 1/2023 date January 11, 2023
2. Information Memorandum of Bangchak Corporation Public Company Limited on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited dated January 12, 2023, and revision
3. Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand
4. Form 56-1 One Report of Bangchak Corporation Public Company Limited 2019 - 2021
5. Form 56-1 One Report of Esso (Thailand) Public Company Limited 2019 - 2021
6. Consolidated Financial Statement of Bangchak Corporation Public Company Limited and Esso (Thailand) Public Company Limited audited by auditors in 2019 – 2022 and Consolidated Financial Statement reviewed by auditors in the 3<sup>rd</sup> quarter of 2022
7. Information of Bangchak Corporation Public Company Limited and Esso (Thailand) Public Company Limited which are publicly available on website such as Analyst Presentation, Management's Discussion and Analysis, information of directors and shareholders, and other publications

Board of Directors Meeting No. 1/2023 of Bangchak Corporation Public Company Limited (the "**Company**" or "**BCP**"), resolved to approve the entering into of the following transactions and proposed that the shareholders meeting of the Company consider and approve the entering into of the following transactions:

1. The direct acquisition of 2,283,750,000 ordinary shares of Esso (Thailand) Public Company Limited ("**ESSO**" or "**Target**") (equivalent to approximately 65.99% of the total issued shares of ESSO as of 30 September 2022) (the "**Sale Shares**"), from ExxonMobil Asia Holdings Pte. Ltd. (the "**Seller**"). In this regard, the Company has entered into a share purchase agreement with the Seller on 11 January 2023 (the "**Share Purchase Agreement**") ("**Transaction**"). The purchase price of the Sale Shares is further subject to the adjustment mechanism set out in the Share Purchase Agreement which is described below:

**Price Adjustment Mechanism**

As the industry in which ESSO is operating is highly volatile in terms of working capital needs and the considerable time period required between the Share Purchase Agreement signing date and the expected completion date, a price adjustment mechanism is used to determine the purchase price of the Sale Shares and tender offer price to provide certainty to the Company on the enterprise value of ESSO and mitigate major fluctuations versus normalized working capital levels.

The purchase price of the Sales Shares at the closing of the Transaction will be subject to business performance which results in changes in net debt and debt equivalent items, working capital and other items in accordance with the Share Purchase Agreement as described below. The adjustment items will be referencing the latest reviewed quarterly financial statements of ESSO before the closing of the Transaction.

	1. Enterprise value of THB 55,500 million
minus	2. Net debt and debt equivalent items <sup>1</sup> (Total debt less cash and cash equivalent items)
plus	3. Other financial items <sup>2</sup>
plus	4. Select working capital adjustment <sup>3</sup> <i>Difference between select working capital items as of Financial Statement Date and normalized working capital level ("Reference Working Capital") together with volume and price linked hydrocarbon inventories adjustments</i>
plus	5. Other adjustments in accordance with the Share Purchase Agreement <sup>4</sup> <i>including inventories of <u>ESSO's existing finished lubricants and chemical marketing businesses which are excluded from the Transaction</u>, considerations paid for the excluded businesses above by the Seller to the Target post Financial Statement Date (if any), and any dividend that becomes payable post Financial Statement Date and prior to closing</i>
<b>equals</b>	<b>Equity Value</b>

For illustration purposes, the below table shows the purchase price adjustment following the above adjustment mechanism as if the transaction were to close by referencing the reviewed financial statements of ESSO as of June 30, 2022, and September 30, 2022, which are the latest available reviewed financial statements at the date of signing of the Share Purchase Agreement. On this basis, the total value of the Sale Shares would be THB 21,982 million or THB 9.63 per share and THB 20,198 million or THB 8.84 per share as of June 30, 2022, and September 30, 2022, respectively.

<sup>1</sup> Net debt and debt equivalent items include bank overdrafts and short-term borrowings from financial institutions, current portion of long-term borrowings from financial institutions, current portion of long-term loans from related parties, short-term loans from related parties, long-term borrowings from financial institutions, long-term loans from related parties, cash and cash equivalents, current portion of lease liabilities, short-term provisions for employee benefits, lease liabilities, long-term provisions for employee benefits, and non-controlling interests

<sup>2</sup> Other financial items include investments in an associate and other adjustments

<sup>3</sup> Select working capital adjustments include 1) the difference between Financial Statement Date working capital (select working capital items as of the Financial Statement Date) and the Reference Working Capital which reflects normalized working capital levels for the business where select working capital items include trade receivables, amounts due from related parties, other receivables, trade and other payables, amounts due to related parties, and dividend payable) and 2) the difference in volume basis between agreed volume of crude and products inventories between Company and the Seller (4,925 Kb for crude and condensate and 2,475 Kb for related products) and that as of the latest Financial Statement Date before closing of the Transaction multiplied by market pricing to be agreed between the Company and the Seller prior to closing of the Transaction

<sup>4</sup> Inventories of Excluded Businesses are products that can be used or resell under different brands for the ordinary business operation of ESSO after the Transaction

Balance Sheet Date (THB million)	For illustration only	
	June 30, 2565	September 30, 2565
(1) Enterprise value	55,500	55,500
(2) (-) Net debt and debt equivalent items	(25,584)	(41,637)
(3) (+) Other financial items	2,838	2,914
(4) (+) Select working capital adjustments	2	13,178
(+) Financial Statement Date working capital	(8,902)	1,399
(-) Reference Working Capital	9,457	9,457
(-) Volume and price linked hydrocarbon inventories adjustments	(554)	2,322
(5) (+) Other adjustments in accordance with the Share Purchase Agreement	557	654
<b>= Equity value</b>	<b>33,312</b>	<b>30,608</b>
./ Number of the ESSO's shares (million shares)	3,461	3,461
<b>= Purchase price per share (THB/share)</b>	<b>9.63</b>	<b>8.84</b>
x Number of Sale Shares (million shares)	2,284	2,284
<b>= Total value of the Sale Shares</b>	<b>21,982</b>	<b>20,198</b>

The abovementioned purchase price is for illustration purposes only. The total value of the Sale Shares may increase or decrease to reflect the actual numbers at the completion date of the Transaction based on the mechanism described above and in the table.

- The tender offer for the remaining no more than 1,177,108,000 ordinary shares in ESSO (equivalent to approximately 34.01% of the total issued shares in ESSO as of September 30, 2022) after the completion of the Transaction pursuant to the criteria and conditions under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended), to acquire the remaining ESSO shares at the same price as that of the purchase price of ESSO shares in accordance with the Transaction.

Given that the Company will acquire more than 50% of shares in the Target, the Company is required to obtain an approval from shareholders at a meeting of shareholders of the Company under Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) ("**PLCA**"). Accordingly, the Board of Directors approved to propose to the shareholders to consider and approve the Transaction by the Company under Section 107 of the PLCA.

Furthermore, the Transaction and the tender offer for all remaining shares of ESSO also constitute an asset acquisition of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (collectively, the "**Notifications on Acquisition or Disposal**"), having the highest transaction value pursuant to the calculation based on the value of 71.8% of net profit from the Company's operations derived from the reviewed financial statements of the Company for 9-month period ended September 30, 2022, the Transaction and the tender offer for the remaining shares of ESSO are classified as a Class 1 transaction, and the Company is required to comply with the Notifications on Acquisition or Disposal as below:

- 1) To disclose the information memorandum on Asset Acquisition to the Stock Exchange of Thailand (“SET”);
- 2) To deliver an invitation letter for a shareholders’ meeting to the Company’s shareholders no less than 14 days in advance, whereby the invitation must contain the information memorandum as required under the Notifications on Acquisition or Disposal at a minimum;
- 3) To appoint an independent financial adviser (“IFA”) whose name is on the list approved by the Office of the Securities and Exchange Commission (“SEC”), in order to provide opinions on the Transaction and tender offer for all remaining shares of ESSO, and to deliver the opinions along with the invitation for the shareholders’ meeting (as specified under clause 2) above); and
- 4) To convene a shareholders’ meeting in order to seek approval on the entering into the Transaction, whereby the resolution with respect to the entering into the Transaction shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by interested shareholders.

Based on the above requirements, the Company appointed Krungthai XSpring Securities Company Limited (the “**Independent Financial Advisor**” or “**IFA**”), whose name is on the list approved by the SEC, as an independent financial advisor to provide opinions on the Transaction. The IFA has considered information prepared by the Company as well as gathering and analyzing public information, in order to analyze appropriateness of entering into the Transaction. This also includes an analysis and review of assumptions to forecast future performance in order to evaluate the fair value of the Transaction compared to the purchase price calculated based on reviewed financial statements of ESSO for 9-month period ended September 30, 2022 (the “**Indicative Purchase Price**” or the “**Indicative Purchase Price Based on Financial Statements as of September 30, 2022**”). The final purchase price at the closing of the Transaction (the “**Final Purchase Price**”) will be subject to business performance which results in changes in net debt and debt equivalent items, working capital, and other items in accordance with the Share Purchase Agreement. The adjustment items will be referencing the latest reviewed quarterly financial statements before the closing of the Transaction.

On the date of this report, the IFA is unable to determine the Final Purchase Price since it will be subject to business performance, which results in changes in net debt and debt equivalent items, working capital, and other items in accordance with the Share Purchase Agreement. The adjustment items will be referencing the latest reviewed quarterly financial statements before the closing of the Transaction. Since the IFA is unable to know the exact closing date, the opinions are conducted based on the Indicative Purchase Price Based on Financial Statements as of September 30, 2022, which is the best estimation for the date of this report. Although the Final Purchase Price may differ significantly from the Indicative Purchase Price Based on Financial Statements as of September 30, 2022, the value of the assets or liabilities that the Company received from the Transaction should already be reflected through the price adjustment mechanism, provided the price adjustment mechanism is logical and follows the merger & acquisition general practice. Thus, the IFA provides the opinion on the reasonableness of the price adjustment mechanism based on the information that the Company provided to the SET on January 12, 2023.

In this report, the IFA has referred to and analyzed the information as follows:

1. Form 56-1 One Report of Esso (Thailand) Public Company Limited 2019 - 2021
2. Consolidated Financial Statement of Bangchak Corporation Public Company Limited and Esso (Thailand) Public Company Limited audited by auditors in 2019 – 2022 and the reviewed financial statements of the Company for 9-month period ended September 30, 2022
3. Information of Esso (Thailand) Public Company Limited which are publicly available on website such as Analyst Presentation, Management's Discussion and Analysis, as well as other publications such as articles or news
4. Information of the Company, directors and shareholders of the Company that are related to the Transaction and information publicly available, as well as information about the Transaction prepared by the Company

The IFA analyzes the above information in order to prepare this report, which based on the assumptions that the above information and document are complete, true, and correct. It is also based on the assumption that there is no incident or condition which may significantly affect this assets acquisition transaction. Moreover, the IFA is not able to guarantee, directly or indirectly, the accuracy of the information from the Company, and this report does not guarantee the successfulness of the Transaction.

In order to prepare the IFA's opinions, the IFA considers the reasonableness of this assets acquisition transaction with other relevant matters with the prudence and reasonableness according to professional conduct and for the shareholders' benefit.

This IFA report was conducted to provide an opinion to the shareholders to consider before making a decision to approve the Transaction. However, the decision on whether to approve or reject the Transaction depends solely on each shareholder's discretion.

The IFA has prepared this opinion report originally in Thai version and provided an English translation for the convenience of non-Thai shareholders. If there are any discrepancies between this English translation and the Thai version, the original Thai version of the report shall prevail.

**Disclaimers**

1. The IFA has a limitation in order to conduct this report since the IFA has limited access to the internal information of the Esso (Thailand) Public Company Limited. This Transaction is the result of an agreement between the Company and ExxonMobil Asia Holdings Pte. Ltd. (“Major Shareholder of the Target”), so the Target is not required to disclose relevant information. Thus, the IFA has conducted this report based on information of the Target which is publicly available, information received from the Company and other relevant parties of this Transaction. The IFA does not have an opportunity to interview the Target’s management team or the Major Shareholder of the Target regarding the business plan in future, so the information might not be as complete as if it were receiving directly from the Target.
2. The results from this report are based on the information and assumptions received from the Company, information publicly available, or information available on websites of SEC ([www.sec.or.th](http://www.sec.or.th)) and SET ([www.set.or.th](http://www.set.or.th)), and other sources.
3. The IFA does not perform a due diligence on the Share Purchase Agreement signed by the Company and the Seller. However, the IFA’s opinions based on the assumptions that the Share Purchase Agreement is enforceable and legally binding, and that there is no material information that would significantly impact the analysis.
4. The IFA considers and provides the opinions based on the assumptions that there is no significant change to the Target’s business, which may affect the results of the IFA’s report.
5. The IFA considers the information with prudence and reasonableness according to professional conduct. However, the IFA is unable to guarantee the result from the Transaction such as profit, loss, or other impacts.
6. This report neither has an objective to suggest any decision in relation to the company’s business performance nor does it have an objective to buy or sell the shares of the company or other relevant companies in this report.



## Part 1: Executive Summary

On January 11, 2023, the Board of Directors Meeting No. 1/2023 of the Company resolved to approve the entering into the Transaction with the following details.

- 1) The direct acquisition of 2,283,750,000 ordinary shares of ESSO (equivalent to approximately 65.99% of the total issued shares of ESSO as of September 30, 2022) from the Seller or ExxonMobil Asia Holdings Pte. Ltd. In this regard, the Company has entered into the share purchase agreement with the Seller on January 11, 2023 (the “Share Purchase Agreement”) (the “Transaction”). The purchase price of the Sale Shares is further subject to the adjustment mechanism set out in the Share Purchase Agreement which is further described in Clause 2.4.2
- 2) The tender offer for the remaining no more than 1,177,108,000 ordinary shares in ESSO (equivalent to approximately 34.01% of the total issued shares in ESSO as of September 30, 2022) after the completion of the Transaction pursuant to the criteria and conditions under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended), to acquire the remaining ESSO shares at the same price as that of the purchase price of ESSO shares in accordance with the Transaction.

The Transaction and the tender offer for the remaining shares of ESSO constitute a purchase or an acquisition of the business of other company, pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (“PLCA”), which required the approval from the shareholders’ meeting. Therefore, the Board of Directors approved to propose to the shareholders to consider and approve the Transaction by the Company under Section 107 of the PLCA.

Furthermore, the Transaction and the tender offer for all remaining shares of ESSO also constitute an asset acquisition of the Company pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004) (including any amendments thereto) and the Notification of the Capital Market Supervisory Board No. TorChor.20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (together called the “Notifications on Acquisition or Disposal”), having the highest transaction value pursuant to the calculation based on the value of 71.8% of net profit from the Company’s operations derived from the reviewed financial statements of the Company for 9-month period ended September 30, 2022. Thus, the Transaction and the tender offer for the remaining shares of ESSO are classified as a Class 1 transaction, and the Company is required to comply with the Notifications on Acquisition or Disposal as below:

- 1) To disclose the information memorandum on Asset Acquisition to the SET;
- 2) To deliver an invitation letter for a shareholders’ meeting to shareholders no less than 14 days in advance, whereby the invitation must contain the information memorandum as required under the Notifications on Acquisition or Disposal at a minimum;

- 3) To appoint an IFA whose name is on the list approved by the SEC, in order to provide opinions on the Transaction and tender offer for all remaining shares of ESSO, and to deliver the opinions along with the invitation for the shareholders' meeting (as specified under clause 2) above); and
- 4) To convene a shareholders meeting in order to seek approval on the entering into the Transaction, whereby the resolution with respect to the entering into the Transaction shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by interested shareholders.

Based on the above requirements, the Company appointed Krungthai XSpring Securities Company Limited, whose name is on the list approved by the SEC, as an independent financial advisor to provide opinions on the Transaction.

The IFA has analyzed the advantages and disadvantages of the Transaction including risk assessment as per following details:

#### **Advantage of entering the Transaction**

- (1) **Enhance the Company's competitive advantage to become Thailand's leading integrated refining and marketing (R&M) player**

##### Increase refinery capability and Increase fuel supply options

The Transaction will increase the Company's competitive advantage in every step of the supply chain including additional fuel supply and a well-balanced fuel portfolio, in order to strengthen the Company to become Thailand's leading integrated refining and marketing (Refinery and Marketing) player.

The Company's refinery nameplate capacity is currently 120 KBD. After the Transaction, the Company will have a total nameplate capacity of 294 KBD. However, the actual production depends on the utilization rate of each refinery plant. The Transaction allows the Company to own and operate refineries with access to critical crude receiving facilities that are suitable for Very Large Crude Carriers (VLCCs), thereby increasing the Company's fuel supply security. Moreover, the Transaction enables the Company to gain access to the Sriracha-Saraburi pipelines of Thai Petroleum Pipeline Co., Ltd., which is one of Thailand's main fuel pipeline systems, increasing the stability and flexibility of delivering fuel. In addition, because the Company can access to Fluidized Catalytic Cracking (FCC) technology beyond Hydrocracking (HCU), it will have more flexibility in optimizing gasoline and diesel production when facing fluctuating oil prices. Furthermore, the Transaction allows the Company to improve the refinery's operational performance in terms of crude oil supply and logistics, potentially lowering operating costs.

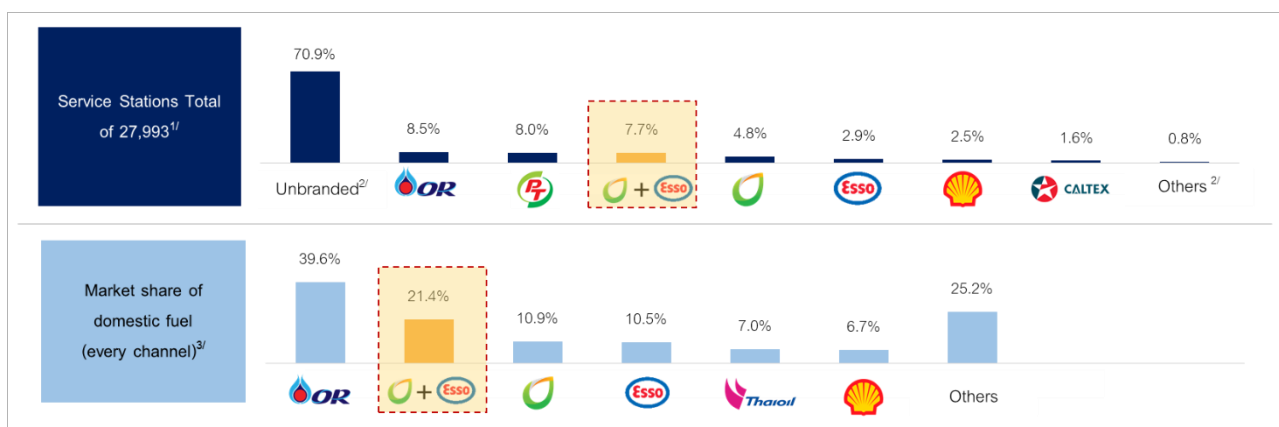
Besides, the Transaction will allow the Company to have a more diverse product portfolio, which will enhance the Company's self-sufficiency and reduce the need to import fuel products, which have higher cost. The Company could gain access to a lucrative asphalt market. In addition, the Transaction also provides the ability to create awareness on wholesale market through industrial customers, which is expected to increase the Company's profitability.

Opportunities to expand retail experience

The Transaction will help the Company create opportunities to expand the retail experience by optimizing fuel distribution channels and leveraging ESSO’s service stations, which could help the Company significantly strengthen its retail market share in terms of sales volume and number of service stations, particularly in prime areas including Bangkok and metropolitan areas. With the ESSO’s sizable customer base, the Transaction can generate further growth through cross-selling opportunities.

With increased service stations, there is opportunity for the Company to further expand its non-oil businesses, such as Inthanin Coffee, Food Trucks and EV Chargers by utilizing their network. The details of service stations and domestic fuel sales volume after the Transaction are shown below:

Figure: Thailand’s market share of service stations and fuel after the Transaction



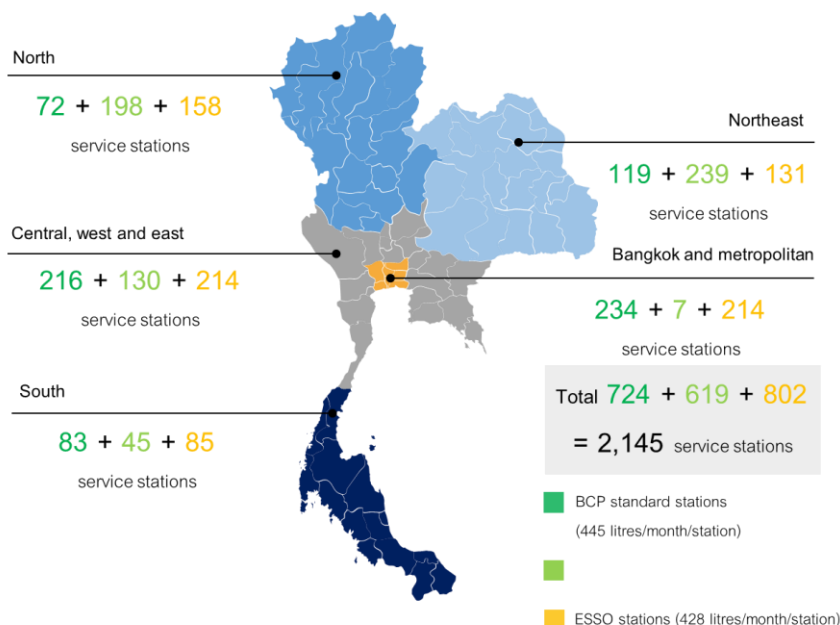
Source: Company filings, Department of Energy Business (DOEB), PTG disclosure

Note: <sup>1/</sup> As of December 31, 2022

<sup>2/</sup> Service stations that do not use Article 7 traders’ trademarks

<sup>3/</sup> Last twelve months from December 2022

Figure: Retail stations by regions after the Transaction



Note: As of 31 December 2022

Efficiently operational improvements

Because the net profit margin of the refinery business is lower than that of other sectors, the production per unit is one of the most important factors to consider when running a business. The Transaction will improve the Company's efficiency as a result of economies of scale from sizable assets and revenue, the reduction of redundant expenses, and the combination of experts and experiences between BCP and ESSO, which will benefit the Company's net profit margin. In addition, the Company will benefit from the skilled human resources, intellectual property, and technology of ESSO, which help to optimize for the Company's operation and enhance its customer services.

**(2) Opportunity to increase the Company's size in terms of revenue and Earnings per Share (EPS)**

The Transaction is opportunity to enhance business capability and achieve significant growth. After the Transaction, the Company will own at least 65.99% of total issued shares of ESSO. As a result, ESSO is a subsidiary of the Company, and its performance will be included in the Company's consolidated financial statements. The ESSO's past performance can be summarized in below table:

**Table 1-1: ESSO's past performance**

(Unit: Thousand Baht)	Fiscal Financial Statement as of		
	31 December 2020 (Audited)	31 December 2021 (Audited)	31 December 2022 (Audited)
Revenue from sales and services	123,649	167,151	246,487
Subsidy from Oil Fuel Fund	3,022	5,727	16,514
Cost of sales and services	(131,408)	(162,261)	(245,707)
<b>Gross (loss) profit</b>	<b>(4,736)</b>	<b>10,618</b>	<b>17,293</b>
Selling expenses	(4,948)	(4,834)	(5,205)
Administrative expenses	(268)	(234)	(235)
<b>Income (loss) from sales</b>	<b>(9,953)</b>	<b>5,550</b>	<b>11,853</b>
Other income	67	26	23
Interest income	3	3	18
Finance costs	(360)	(311)	(376)
Share of profit from an associate	285	227	312
<b>Income (loss) for the period</b>	<b>(9,958)</b>	<b>5,495</b>	<b>11,829</b>
Income tax credit (expense)	2,048	(1,051)	(2,320)
<b>Income / loss for the period</b>	<b>(7,910)</b>	<b>4,444</b>	<b>9,509</b>

According to the above table, ESSO's performance during the year 2020 to 2022 tends to grow continuously in line with crude oil prices. The revenue of ESSO for year 2022 is THB 263,041 million. The combined revenue after the Transaction is THB 577,097 million (The Company's total revenue is THB 314,056 million), significantly increasing the Company's revenue base and enhancing capability on business growth and sustainable development.

The net profit of ESSO for year 2022 is THB 9,509 million. As a result, the Transaction allows the Company to significantly increase net profit to THB 24,661 million (The Company's net profit is THB 15,152 million, assuming that the Company obtains 100.0% of total issued shares of ESSO), as detailed below:

Table 1-2: BCP's Earnings per Share (EPS) comparison between before and after the Transaction

Year	BCP (before the Transaction)	Pro-forma (Exclusive of run-rate synergies) <sup>1/</sup>		Pro-forma (Inclusive of run-rate synergies) <sup>1/2/</sup>	
	EPS (THB)	EPS (THB)	EPS Accretion	EPS (THB)	EPS Accretion
2021	5.25	6.04	15%	7.22	38%
2022	8.89	13.34	50%	14.52	63%

Source: Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand

Note: <sup>1/</sup> Assumes 100% of ESSO's share acquisition at an indicative purchase price of THB 8.84 per share and takes into account additional interest from acquisition financing but does not include upfront one-off financing costs

<sup>2/</sup> Assumes run-rate pre-tax synergies (before deducting corporate income tax of 20%) of THB 2 billion per year and does not include one-off integration costs as well as does not assume phasing-in period

According to Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand. The Transaction will allow the Company to generate an estimated annual run-rate pre-tax synergies of THB 2.0 - 3.0 billion consisting of:

- (1) Approximately THB 1,000 million from refinery operations including refinery capabilities enhancement, utilization improvement, product yield and GRM optimization, coordinated maintenance schedule, and potential upside from aromatic plant resuming operation.
- (2) Approximately THB 200 million from logistics and crude supply including crude terminals integration, onshore distribution optimization, and expanded logistics reach with lower cost, wider infrastructure sourcing optimization, crude co-loading, and bulk purchase cost savings.
- (3) Approximately THB 300 million from retail market network including ESSO's throughput enhancement to the Company's standard station level, expansion of Furio products and Inthanin to ESSO's sites.
- (4) Approximately THB 1,500 million from corporate activities including better economies of scale on back-office operations, simplified management structure and combined marketing efforts.

The above synergy may occur and is strategically appropriate based on BCP and ESSO's experience and expertise in refinery and marketing businesses, as well as their respective business sizes. The synergy plan, on the other hand, will begin after the Transaction is completed. Furthermore, economics, governmental regulations, and the overall refinery industry may have an impact on the Company's synergy plan. As a result, the performance of the synergy plan may differ from the above estimation.

Although the above synergy plan is appropriate in terms of strategy, the following issues should be considered by the Company's shareholders in order to support the Transaction approval.

- (1) After the Transaction, The Company will be able to use Esso's brand for service stations during a transition period which will be 2 years in general.
- (2) As the Company and ESSO similarly operate refinery and marketing business, in order to prevent conflicts of interest between the Company and ESSO, the Company will implement the following

prevention mechanism.

Mechanism and operating processes in place to prevent the conflict of interest issue

For the refinery business, although both companies operate refineries in Thailand, crude oil sourcing will be entirely different due to the different production technologies and design purposes. One refinery plant uses low sulfur crude oil from domestic (Thailand) and Far East, while another refinery plant uses high sulfur crude oil from Middle East. Therefore, the refined products are also different, but the refined products from both refinery plants must also comply with the same government specifications. The utilization rate of ESSO's refinery could be increased to supply to Company's demand for the retail market, which is currently running short and needs to import refined products from other countries. The refined products pricing structure in Thailand is based on Singapore market prices, which are subject to change according to the oil demand and supply situation in the world market. This means that the market mechanism directly determines the refined product prices in Thailand. Furthermore, majority of refined products are sold through off-take agreements specific to each refinery. The remaining is sold domestically or exported at through market prices with no influence from the operators.

For the marketing business, eventually, all service stations of ESSO will be operated under the Company's brand, and the customers will select the station depending on its location since the brand and products offering will be the same.

Measurement for Management structure that may result in the conflict of interests

As both the Company and ESSO are the listed companies on the SET, the Company will ensure that there is a policy in place for governance of business operations of the Company and ESSO in order to prevent conflicts of interests between the Company and ESSO, two entities engaging in the R&M businesses. The policy will prohibit the directors of ESSO who have or may have interest in any transaction (e.g., the directors who are nominated by the Company, not including the independent directors and the Audit Committee members) from attending meetings and participating in any decision-making on such transaction, and such interested directors will not be entitled to receive any information regarding the transaction. Therefore, the decisions on any transaction which may cause an issue of conflict of interest between the Company, and ESSO would be made at the discretion of the independent directors and the directors who have no conflict of interest.

In addition, the executives of the Company who are appointed to perform the duties at ESSO will be subject to approval, control and command authorities pursuant to the chain of command of ESSO, and they will not have any approval authority pursuant to the Company's chain of command.

During the period of 12 months from the completion of the Transaction and tender offer for all remaining securities of ESSO, the Company does not have plan for the change of shareholding structure of ESSO (including delisting of ESSO's shares from the SET).

In this regard, the abovementioned guidelines are merely for preliminary consideration purpose. The

Company will further comply with the relevant rules and regulations of the relevant authorities.

Regarding the above-mentioned measurement for preventing the conflict of interest between the Company and ESSO, the IFA has an opinion that the measurement is sufficient to prevent the conflict of interest that might occur between the Company and ESSO. However, the above-mentioned opinion is based on the assumption that the Company will implement in accordance with the disclosure on Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand. If the information differs from the disclosure, it may have an impact on the IFA's opinion.

### **(3) Appropriate returns from investment**

The IFA evaluates the appropriateness of acquiring ESSO ordinary shares at the Indicative Purchase Price Based on Financial Statement ended September 30, 2022 (Indicative Purchased Price is evaluated based on the financial statement ended September 30, 2022, which the final purchase price might significantly change) by utilizing various valuation methodologies as illustrated in "*Part 4: The appropriateness of valuation of acquired assets*". The IFA has an opinion that the Discounted Cash Flow Approach (DCF) is appropriate for the share valuation of ESSO because this approach analyzes business plan of ESSO as well as reflect ESSO's ability to generate cash flows and future performance. Based on the DCF approach, ESSO's share price, which is regardless of synergy between the Company and ESSO, is in the range of THB 8.13 – 12.36 per share, which is higher (lower) than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 of THB 8.84 per share by THB (0.71) – 3.52 per share or higher (lower) than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 by (7.98%) – 39.86%. Therefore, the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, is in the appropriate range that could possibly generate a positive return for the shareholders

Furthermore, the Transaction may allow the Company to generate an estimated run-rate pre-tax synergies of THB 2.0 – 3.0 billion per year (Based on information from Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand) from cost optimization in crude oil supply, refinery operation, logistics and corporate overhead due to from shared expertise and economy of scale. The estimated synergies may change because the synergy plan will begin after the Transaction is completed, and there are uncontrollable factors such as economy, governmental regulations, and overall industry situation.

### **Disadvantage of entering the Transaction**

#### **(1) Significant investment amount**

The total investment budget for the Transaction is no more than THB 30,608 million (calculated from the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, and maximum shares of not exceeding 100.00% of total issued shares of ESSO that are able to be acquired, of which the total actual investment amount is based on tender offer for the remaining shares and the final purchase price). The Transaction and the tender offer for the remaining shares of ESSO are classified as Class 1 transaction regarding to the Notification on Acquisition or Disposal with the highest transaction value pursuant to the calculation based on the value of 71.8% of

net profit from the Company's operations derived from the reviews financial statement of 9-month period ended September 2022, which is significant investment amount.

In addition to significant investment amount, the Company also allocates human resources to be responsible for the Transaction and manage ESSO's ongoing operations during the transition period and after completion.

**(2) Increased liabilities and interest expense from financial institutions**

According to the Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand, the Company will utilize secured credit facilities from a financial institution to finance the Transaction, the tender offer for the remaining shares of ESSO, as well as any third party and related party debt refinancing to the extent necessary. Taking into account the company's information, the Company will incur increased liability approximately of THB 30,608 million, resulting in increasing Net Debt to Equity Ratio from 0.6 times as of September 30, 2022, to 1.5 times (regarding to the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, and assuming that the Company obtains 100.00% of total issued shared of ESSO)

However, the Company can immediately recognize revenue and net profit after completion of the Transaction, as well as ESSO's operating cash flows through dividends. Hence, the Company can utilize dividends and operating cash flow to repay credit facilities from the financial institution. After the Transaction is completed, the Company's Net Debt to Equity Ratio remains less than 2.0 times, which is the financial covenant related to debenture terms and conditions offering on October 21, 2022.

**(3) Risk exposure of refinery and marketing businesses**

The Transaction is the investment in refinery and marketing businesses which are main businesses of the Company, resulting in an increase in revenue related to petroleum products. Therefore, the Transaction might have more positive and negative effects from refinery and marketing businesses. The risks of petroleum-related businesses are primarily from external factors beyond the Company's control, such as the global economy, volatility in crude oil prices, exchange rate fluctuations, and changes in government policies. Therefore, additionally investing in refineries and marketing businesses might increase the Company's exposure risk related petroleum-related business.

**(4) Limit future investment opportunities**

Although the Purchase Price of Transaction is appropriate regarding to the valuation from IFA as illustrated in "*Part 4: The appropriateness of valuation of acquired assets*", the Company utilizes the maximum investment amount of approximately of THB 30,608 million to acquire ordinary shares of ESSO (in the case of acquiring all ordinary shares of ESSO). Moreover, the Company must allocate human resources to facilitate company's operations, resulting in having more financial obligation and limiting future potential investment opportunities that have a lower risk or higher return. However, the Company always prioritizes projects and frequently reviews its investment plan, which might reduce the risk of limiting future investment opportunities.



## Risks of entering the Transaction

### (1) Risk of the ESSO's performance falling short of expectation

The performance of ESSO in refinery and marketing businesses might be affected by external factors such as the overall economic situation in Thailand, competitive advantages in the industry, oil demand in Thailand, and changes in relevant regulations and policies from the government. Based on the factors above, the performance of ESSO might fall short of expectation.

In the case that ESSO has lower performance or losses, it might affect the Company's financial performance because the Company will acquire ESSO's shares at least 65.99% of the total issued shares of ESSO, resulting in the Company having to consolidate the ESSO's performance into the consolidated financial statements as a new subsidiary.

However, with the experience and expertise in refinery and marketing businesses of the Company and ESSO, the Company may benefit from synergies and economy of scale. Thus, the risk of the ESSO's performance falling short of expectation should be limited.

### (2) Risk of oil price volatility

The crude oil price and other petroleum products of ESSO are based on the market price, which is highly volatile due to external factors such as global economic situation, supply and demand, speculation in the crude oil market, volatility in foreign exchange rate, and related policies from the government. Those external factors are out of control of the Company and ESSO, which might affect the performance of ESSO.

However, due to asset size, performance, and experience in petroleum related business of the Company and ESSO, the Company believes it should be able to manage such risk. After the Transaction, the Company may benefit from utilizing risk management plans of oil price from both the Company and ESSO, as well as cost optimization in crude oil supply, refinery operation, logistics and corporate overhead.

### (3) Risk of declining in demand for refined oil product

Due to the upward trend of electric vehicle demand and cooperation trends in environmental protection, the transport fuel demand might drop, especially in countries with carbon neutrality and net-zero emission policies. Thus, the future performance of ESSO might be affected by the long-term declining trend for refined oil product demand from an increase in competitiveness of renewable energy and a change of customer behavior, as well as regulations and public policies related to electric vehicle support.

However, the Company has an opinion that the refined oil demand is still essential and has potential for growth, although the demand trend for electric vehicle and renewable energy has been increasing. Additionally, the Company also plans to invest in businesses that create sustainable value, including the expansion of the refinery and marketing businesses and new businesses in Thailand and overseas such as green power business, bio-based product business, digital technology business, start-up business that have high growth potential, etc.

**(4) Risk of shifting related regulations and public policies**

The performance of ESSO might be affected directly or indirectly by changes of related regulations and public policies such as retail price control, increase in excise tax, a change in environmental law, a carbon neutrality policy, a blended policy for biofuel, etc.

However, due to the Company's experience and expertise in refinery and marketing businesses, the Company has been following and studying the impacts from those related policies. Consequently, it enables the Company to effectively manage and plan for the risk mitigation.

**(5) Risk of foreign exchange rate**

ESSO's activities are exposed to foreign exchange risk from various currency exposures, primarily with respect to USD. Thus, the Company could be at risk from foreign exchange rates, which could positively or negatively impact ESSO's financial statements and cash flow. Especially, the commercial sales of the refined petroleum products are mostly linked to regional refined product prices in USD, which may have a lag effect compared to current exchange rate.

However, due to the Company's experience in refinery and marketing businesses, the Company believes that it can manage the risks by passing on those risks to the end customers through adjusting the selling price of its products, as well as mitigate some of this risk by natural hedging. Additionally, the Company may apply other financial instruments to manage this risk as appropriate, such as foreign exchange forward contract, options, and SWAP.

**(6) Risk of the increase in debt obligation**

The Company plans to utilize secured credit facilities from a financial institution to finance (1) the Transaction, (2) the tender offer for the remaining shares of ESSO, and (3) any third party and related parties' debt refinancing to the extent necessary. Therefore, after the Transaction, the Company may have a risk of a significant increase in debt obligations including ability to repay principal and interest for the additional debt, if ESSO does not perform as expected.

In the case that the Company acquires 100.0% of ESSO's shares, the Company will have additional debt of THB 30,608 million, which will increase the Company's interest-bearing debts from THB 94,094 million to THB 124,699 million and increase debt to equity ratio from 1.13 times to 1.49 times based on reviewed financial statements of ESSO for 9-month period ended September 30, 2022 (The above ratio is an indicative ratio, however, the actual ratio depends on financial data and the transaction price as at the date of completion).

However, based on audited consolidated financial statements of the Company for the year 2022 ended December 31, 2022, the Group Company has cash and cash equivalents of THB 45,932 million, which might be used as a part of the payment in the Transaction. The annual EBITDA of the Group Company is the range of THB 4,104 – 44,724 million (based on the performance in 2020 to 2022). In addition, due to the Company's extensive experience in the refinery and marketing businesses, it should have the ability to manage and plan the debt repayment schedule in advance.

**(7) Risk of non-completion of the Transaction**

Subject to the conditions of the Share Purchase Agreement, the Transaction shall occur only after the fulfillment (unless the relevant waiver by ESSO and/or the Company, as the case may be, has been obtained) of the conditions precedent stipulated in the Share Purchase Agreement, which include the following:

- 1) ESSO having obtained the approval and/or waiver of the requirement or the restriction specifically required under the Refinery Expansion Agreement dated 27 December 1991 (as amended) from the Ministry of Energy or the relevant Governmental Authority for the Seller to sell the Sale Shares to the Company if and to the extent that such approval and/or waiver is required before the sale of the Sale Shares;
- 2) The Company having obtained the applicable Antitrust Approvals (i.e. the Trade Competition Commission and the Energy Regulatory Commission);
- 3) The Company having obtained necessary approvals from its shareholders meeting to acquire ESSO Shares (including the Sale Shares); and
- 4) The purchase price having been finalized in accordance with the Share Purchase Agreement.

The Transaction will not be completed if the preceding conditions are not met or the waiver is not received by ESSO and/or the Company. As a result, the company might lose opportunities to become Thailand's leading integrated refining and marketing (R&M) player.

**(8) Risk of not getting approvals of the Company's shareholders**

This transaction will be completed only if the Company receives approval from the 1/2023 Annual General Meeting of shareholders (AGM) on 11 April 2023 by a vote of at least three-quarters of the total number of votes cast by shareholders with the right vote. Therefore, the Transaction may have a risk of not obtaining approval from the shareholders' meeting, resulting in the loss of business opportunity strengthen in refinery and marketing businesses.

**Summary of the Opinion of the Independent Financial Advisor**

To consider the appropriateness of the Transaction, the IFA has an opinion that the purpose of the Transaction is appropriate since it could help the Company expand its business and help it become a leading refinery and marketing operator in Thailand. In addition, the transaction could help expand the marketing business of the Company by optimizing fuel distribution channels and leveraging ESSO's service stations, which could help the Company significantly strengthen its retail market share in terms of sales volume and number of service stations, particularly in prime areas including Bangkok and metropolitan areas. With the ESSO's sizable customer base, the Transaction can generate further growth through cross-selling opportunities. From increased service stations, there is opportunity for the Company to further expand its non-oil businesses, such as Inthanin Coffee, Food Trucks, and EV Chargers by utilizing their network. Moreover, it can also create a business synergy to the Company's operations in the areas of cost optimization from crude supply, refinery operations, logistics, and corporate overhead.

In terms of the transaction price, as of the date of preparation of this report, the IFA cannot determine the Final Purchase Price since the Final Purchase Price will be subject to business performance, which results in changes

in net debt and debt equivalent items, working capital and other items in accordance with the Share Purchase Agreement as described below. The adjustment items will be referencing the latest reviewed quarterly financial statements of ESSO before the closing of the Transaction. In this regard, the IFA's opinion will be provided on the price adjustment mechanism and the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, as follows:

#### Price Adjustment Mechanism

As the industry in which ESSO is operating is highly volatile in terms of working capital needs and the considerable time period required between the Share Purchase Agreement signing date and the expected completion date, a price adjustment mechanism is used to determine the purchase price of the Sale Shares and tender offer price to provide certainty to the Company on the enterprise value of ESSO and mitigate major fluctuations versus normalized working capital levels

The purchase price of the Sales Shares at the closing of the Transaction will be subject to business performance which results in changes in net debt and debt equivalent items, working capital and other items in accordance with the Share Purchase Agreement as described below. The adjustment items will be referencing the latest reviewed quarterly financial statements of ESSO before the closing of the Transaction.

	Enterprise Value of THB 55,500 million
minus	1. Net debt and debt equivalent items <sup>5</sup> ( <i>Total debt less cash and cash equivalents</i> )
plus	2. Other financial items <sup>6</sup>
plus	3. Select working capital adjustments <sup>7</sup>
	<i>Difference between select working capital items as of Financial Statement Date and normalized working capital level ("Reference Working Capital") together with volume and price linked hydrocarbon inventories adjustments</i>
plus	4. Other adjustments in accordance with the Share Purchase Agreement <sup>8</sup>
	<i>including inventories of Excluded Businesses which are excluded from the Transaction, considerations paid for the Excluded Businesses by the Seller to the Target post Financial Statement Date (if any), and any dividend that becomes payable post Financial Statement Date and prior to closing</i>
<b>equals</b>	<b>Equity Value</b>

The IFA has an opinion that the above price adjustment mechanism is appropriate since (1) the closing date of the Transaction cannot be exactly determined as the Company and the Seller are required to complete their condition precedents. There might be a significant change on working capital between the signing date of the Share Purchase Agreement and the closing date due to the high volatility of working capital in refinery and marketing

<sup>5</sup> Please refer to footnote 1

<sup>6</sup> Please refer to footnote 2

<sup>7</sup> Please refer to footnote 3

<sup>8</sup> Please refer to footnote 4

businesses and (2) the price adjustment mechanism is in line with merger and acquisition general practice as the agreed formula can reflect the differences between the signing date and the closing date of the Transaction. Although there might be a significant change to the Final Purchase Price, the change in net assets and liabilities values will also be reflected in the Final Purchase Price. By considering the aforementioned rationales and review of the Price Adjustment Mechanism disclosed by the Company to the SET on January 12, 2023, the IFA has an opinion that the Price Adjustment Mechanism according to ESSO's business operation as mentioned above and the latest quarterly reviewed financial statements of ESSO is appropriate.

The Indicative Purchase Price Based on Financial Statement as of September 30, 2022

The IFA has an opinion that the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, of THB 8.84 per share is appropriate since it is within the range of ESSO's fair price of THB 8.13 – 12.36 per share evaluated by using appropriate valuation approaches, which is DCF approach used by the IFA.

Therefore, the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, of THB 8.84 per share is appropriate.

From the above reasons, the IFA has an opinion that the Transaction is appropriate and shareholders of the Company should approve the Transaction.

Besides, IFA has additionally reviewed the financial statement as of December 31, 2022, from ESSO's public disclosure, and IFA has found no issues or subsequent events after September 30, 2022. ESSO continues to operate its normal business.

The opinion of the IFA is based on the information received from the Company as well as publicly available information and other relevant information on the assumption that such information is correct, complete, and credible, which is considered under current circumstances. Even though IFA hasn't conducted due diligence on the Share Purchase Agreement, IFA refers the information mainly from the Company's public disclosure, summary of the Share Purchase Agreement's key terms provided by the Company's legal advisor and interview with related person. IFA assumes that the reference information and the Share Purchase Agreement are effective and legally binding and there is no significant information that affects analyzing information. Therefore, significant changes in business operations might change the fair value of ESSO's share price and the decision in considering the fair value of the Transaction. Therefore, the IFA cannot predetermine the potential impacts to the Company and shareholders. In addition, the purpose of the opinion of the IFA is only for shareholder's consideration on the Transaction, hence the IFA does not certify any impacts from the Transaction to the Company as well as any results of the Transaction.

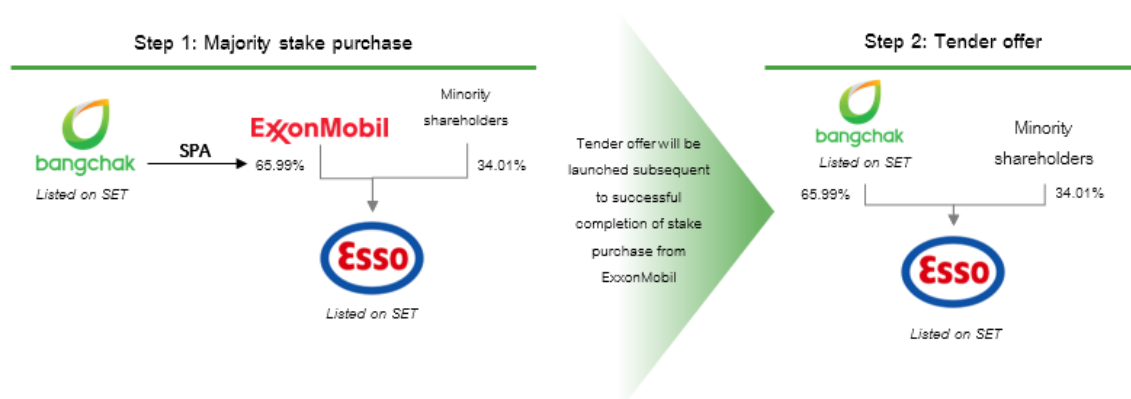
The decision of the shareholders on whether or not to approve the transaction solely depends on each shareholder's discretion. Shareholders should consider the information attached to the invitation letter of the shareholders meeting in consideration of the Transaction in order to appropriately decide whether to approve the Transaction. The shareholders shall consider the information, opinions and other details prepared by the IFA, as mentioned earlier, as well as the advantages, disadvantages, and risks of entering the Transaction. However, the decision to approve or disapprove for this Transaction is subject to the consideration of shareholders.

## Part 2: Details of the Transaction

### 2.1 Objectives and rationales of the Transaction

On January 11, 2023, the Board of Directors Meeting No. 1/2023 of the Company resolved to approve the entering into the Transaction with the following details:

- 1) The direct acquisition of 2,283,750,000 ordinary shares of ESSO (equivalent to approximately 65.99% of the total issued shares of ESSO as of September 30, 2022) from the Seller or ExxonMobil Asia Holdings Pte. Ltd. In this regard, the Company has entered into the share purchase agreement with the Seller on January 11, 2023 (the Share Purchase Agreement) (Transaction). The purchase price of the Sale Shares is further subject to the adjustment mechanism set out in the Share Purchase Agreement which is further described in Clause 2.4.2
- 2) The tender offer for the remaining no more than 1,177,108,000 ordinary shares in ESSO (equivalent to approximately 34.01% of the total issued shares in ESSO as of September 30, 2022) after the completion of the Transaction pursuant to the criteria and conditions under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended), to acquire the remaining ESSO shares at the same price as that of the purchase price of ESSO shares in accordance with the Transaction.



The Transaction and the tender offer for the remaining shares of ESSO constitute a purchase or an acquisition of the business of other company, pursuant to the PLCA, which required the approval from the shareholders' meeting. Therefore, the Board of Directors approved to propose to the shareholders to consider and approve the Transaction by the Company under Section 107 of the PLCA.

Furthermore, the Transaction and the tender offer for all remaining shares of ESSO also constitute an asset acquisition of the Company pursuant to the Notifications on Acquisition or Disposal, having the highest transaction value pursuant to the calculation based on the value of 71.8% of net profit from the Company's operations derived from the reviewed financial statements of the Company for 9-month period ended September 30, 2022. Thus, the Transaction and the tender offer for the remaining shares of ESSO are classified as a Class 1 transaction, and the Company is required to comply with the Notifications on Acquisition or Disposal as below:

- 1) To disclose the information memorandum on Asset Acquisition to the SET;
- 2) To deliver an invitation letter for a shareholders' meeting to shareholders no less than 14 days in advance, whereby the invitation must contain the information memorandum as required under the Notifications on Acquisition or Disposal at a minimum;
- 3) To appoint an IFA whose name is on the list approved by the SEC, in order to provide opinions on the Transaction and tender offer for all remaining shares of ESSO, and to deliver the opinions along with the invitation for the shareholders' meeting (as specified under clause 2) above); and
- 4) To convene a shareholders meeting in order to seek approval on the entering into the Transaction, whereby the resolution with respect to the entering into the Transaction shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by interested shareholders.

Based on the above requirements, the Company appointed Krungthai XSpring Securities Company Limited, whose name is on the list approved by the SEC, as an independent financial advisor to provide opinions on the Transaction.

## 2.2 Date of the Transaction

On January 11, 2023, the Company entered into the Share Purchase Agreement and documents in relation to the Transaction with the Seller. The sale and purchase of the Sale Shares shall occur only after the fulfilment (unless the relevant waiver by the Seller and/or the Company, as a case may be, has been obtained) of the conditions precedent stipulated in the Share Purchase Agreement which include the following:

- 1) ESSO having obtained the approval and/or waiver of the requirement or the restriction specifically required under the Refinery Expansion Agreement dated December 27, 1991 (as amended) from the Ministry of Energy or the relevant Governmental Authority for the Seller to sell the Sale Shares to the Company if and to the extent that such approval and/or waiver is required before the sale of the Sale Shares;
- 2) the Company having obtained the applicable Antitrust Approvals (i.e. the Trade Competition Commission and the Energy Regulatory Commission);
- 3) the Company having obtained necessary approvals from its shareholders meeting to acquire ESSO Shares (including the Sale Shares); and
- 4) the Final Purchase Price having been finalized in accordance with the Share Purchase Agreement.

As at present, the Company and ESSO are under the process of performing their obligations as stipulated under the Share Purchase Agreement, which include the fulfilment of conditions precedents, including (but not limited to) requesting for consent from relevant government authority and organization.

The Company expects that these conditions precedent will be completed and the Company expects to complete the acquisition of the Sale Shares within the date falling twelve (12) months after the date of Share Purchase Agreement.

The purchase price will be further adjusted as per the purchase price adjustment mechanism in accordance with the Share Purchase Agreement detailed in Clause 2.4.2.

In addition, after the conditions precedent are fulfilled (unless the relevant waiver by the Seller and/or the Company, as a case may be, has been obtained), the Company will consummate the Transaction and be required to accordingly make a tender offer for all the securities of ESSO from other ESSO's shareholders under the criteria and notifications of the SEC and/or the Capital Market Supervisory Board. The loans from related parties of the Seller to ESSO will also need to be repaid around the completion date.

## 2.3 Related party and their relationship

### 2.3.1 The Transaction

Buyer : Bangchak Corporation Public Company Limited

Seller : ExxonMobil Asia Holdings Pte. Ltd.

#### Relationship with the Company

There is no relationship between the Buyer and the Seller.

### 2.3.2 Tender offer for all remaining securities of ESSO

Buyer : Bangchak Corporation Public Company Limited

Seller : All other shareholders of ESSO who accept the tender offer

#### Relationship with the Company

The Company has examined ESSO's latest list of shareholders as appeared in the public disclosure on the Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand, and there are the following shareholders of ESSO who are also shareholders of the Company.

Shareholders	Shareholding percentage in the Company <sup>1/</sup>	Shareholding percentage in ESSO <sup>2/</sup>
Vayupak Fund 1 by MFC Asset Management Public Company Limited	9.92%	3.72%
Vayupak Fund 1 by Krungthai Asset Management Public Company Limited	9.92%	3.72%
SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	3.62%	1.70%

Note: <sup>1/</sup> Latest available shareholding on SET (as of September 1, 2022)

<sup>2/</sup> Latest available shareholding on SET (as of September 22, 2022)

The abovementioned shareholders of ESSO are not regarded as major shareholders and the person who have control over or the connected party of the Company pursuant to the Notification of the Securities and Exchange Commission No. KorChor.17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (as amended).



## 2.4 General characteristics of the Transaction

### 2.4.1 General characteristics

The Company will enter into the Transaction for the purchase of the total of 2,283,750,000 ordinary shares (equivalent to approximately 65.99% of the total issued shares of ESSO as of September 30, 2022) from the Seller, with the conditions precedent as stipulated in clause 2.2 above.

ESSO's existing finished lubricants and chemical marketing businesses ("**Excluded Businesses**") are not included in the scope of this Transaction. The Company will work with the Seller to ensure the smooth transition of the Excluded Businesses in accordance with the direction proposed by the Seller, which may involve transferring, assigning, disposing of, winding down (including termination of relevant agreements) or otherwise winding up some or all parts of the Excluded Businesses.

The Company will be able to use ESSO's brand for service stations during a transition period which will be 2 years in general.

After the fulfilment of the conditions precedent (unless the relevant waiver by the Seller and/or the Company, as a case may be, has been obtained), the Company shall complete the Transaction and is required to make a tender offer for the remaining shares of ESSO in the total amount of 1,177,108,000 ordinary shares in ESSO (equivalent to approximately 34.01% of the total issued shares in ESSO as of September 30, 2022) pursuant to the criteria and conditions prescribed under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (as amended). In this regard, ESSO does not have other convertible securities.

Should the conditions precedent be fulfilled and the Company, and the Seller have transferred the shares and made the payment according to the Transaction and based on the assumption that all ESSO shareholders have accepted the tender offer for the entire securities of ESSO, the total ESSO shares acquired by the Company shall be equivalent to 3,460,858,000 ordinary shares (equivalent to 100% of the total issued shares in ESSO) and equivalent to the amount of approximately THB 33,312 million or THB 30,608 million as at June 30, 2022, or September 30, 2022, respectively (the indicative equivalent amount is calculated under the price adjustment mechanism in clause 2.4.2 and shall be used for illustrative purposes only. The Final Purchase Price and accordingly the said tender offer price will be calculated based on latest audited or reviewed financial statements before the completion date).

### 2.4.2 Price adjustment mechanism

The basis used to determine the total value of the Sale Shares shall be in accordance with the negotiations and agreement between the Company (buyer) and the Seller which shall be in line with a Discounted Cash Flow (DCF) approach. This is the most widely used approach for determining the value of companies engaging in the business of integrated petroleum refining and marketing as it appropriately reflects the nature and capabilities of business operations while taking into account the Company's rate of return on investments. In addition, the Company has taken into consideration other supporting valuation approaches, such as the trading multiples and transaction multiples, which are also typically employed for decision making on business acquisitions.

As the industry in which ESSO is operating is highly volatile in terms of working capital needs and the considerable time period required between the Share Purchase Agreement signing date and the expected completion date, a price adjustment mechanism is used to determine the purchase price of the Sale Shares and tender offer price to provide certainty to the Company on the enterprise value of ESSO and mitigate major fluctuations versus normalized working capital levels.

The purchase price of the Sales Shares at the closing of the Transaction will be subject to business performance which results in changes in net debt and debt equivalent items, working capital and other items in accordance with the Share Purchase Agreement as described below. The adjustment items will be referencing the latest reviewed quarterly financial statements before the closing of the Transaction as below:

	1.	Enterprise value of THB 55,500 million
minus	2.	Net debt and debt equivalent items <sup>9</sup> (Total debt less cash and cash equivalent items)
plus	3.	Other financial items <sup>10</sup>
plus	4.	Select working capital adjustment <sup>11</sup>
		<i>Difference between select working capital items as of Financial Statement Date and normalized working capital level (“Reference Working Capital”) together with volume and price linked hydrocarbon inventories adjustments</i>
plus	5.	Other adjustments in accordance with the Share Purchase Agreement
		<i>including inventories of <u>ESSO’s existing finished lubricants and chemical marketing businesses which are excluded from the Transaction</u>, considerations paid for the excluded businesses above by the Seller to the Target post Financial Statement Date (if any), and any dividend that becomes payable post Financial Statement Date and prior to closing</i>
<b>equals</b>		<b>Equity Value</b>

For illustration purposes, the below table shows the purchase price adjustment following the above adjustment mechanism as if the transaction were to close by referencing the reviewed financial statements of ESSO as of June 30, 2022, and September 30, 2022, which are the latest available reviewed financial statements at the date of signing of the Share Purchase Agreement. On this basis, the total value of the Sale Shares would be THB 21,982 million or THB 9.63 per share and THB 20,198 million or THB 8.84 per share as of June 30, 2022, and September 30, 2022, respectively.

Balance Sheet Date (THB million)	For illustration only	
	June 30, 2565	June 30, 2565
(1) Enterprise value	55,500	55,500
(2) (-) Net debt and debt equivalent items	(25,584)	(41,637)
(3) (+) Other financial items	2,838	2,914
(4) (+) Select working capital adjustments	2	13,178

<sup>9</sup> Please refer to footnote 1

<sup>10</sup> Please refer to footnote 2

<sup>11</sup> Please refer to footnote 3

Balance Sheet Date (THB million)	For illustration only	
	June 30, 2565	June 30, 2565
(+) Financial Statement Date working capital	(8,902)	1,399
(-) Reference Working Capital	9,457	9,457
(-) Volume and price linked hydrocarbon inventories adjustments	(554)	2,322
(5) (+) Other adjustments in accordance with the Share Purchase Agreement	557	654
<b>= Equity value</b>	<b>33,312</b>	<b>30,608</b>
./ Number of the ESSO's shares (million shares)	3,461	3,461
<b>= Purchase price per share (THB/share)</b>	<b>9.63</b>	<b>8.84</b>
x Number of Sale Shares (million shares)	2,284	2,284
<b>= Total value of the Sale Shares</b>	<b>21,982</b>	<b>20,198</b>

The abovementioned purchase price is for illustration purposes only. The total value of the Sale Shares may increase or decrease to reflect the actual numbers at the completion date of the Transaction based on the mechanism described above and in the table.

## 2.5 Type and size of the Transaction

Criteria	Formula	Value (%)
1. Value of Net Tangible Assets	$\frac{\text{NTA of ESSO} \times \text{Proportion of assets acquired} \times 100}{\text{NTA of BCP}}$	$\frac{28,038^{1/} \times 100\% \times 100}{45,300^{1/}} = 61.9$
2. Net Operating Profits	$\frac{\text{Net operating profits of ESSO} \times \text{Buying ratio} \times 100}{\text{Net operating profits of BCP}}$	$\frac{11,823^{2/} \times 100\% \times 100}{16,467^{2/}} = 71.8$
3. Total Value of Consideration	$\frac{\text{Value of the transaction paid by BCP} \times 100}{\text{Total assets of BCP}}$	$\frac{30,608^{3/} \times 100}{227,863^{1/}} = 13.4$
4. Value of Securities Issued for the Payment of Assets	$\frac{\text{BCP's equity shares issued for the payment of assets} \times 100}{\text{Paid-up shares of BCP}}$	n.a. <sup>4/</sup>

Source: Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand

Note: <sup>1/</sup> According to review financial statement of BCP and ESSO for 9-month period ended September 30, 2022

<sup>2/</sup> Last twelve months net operating profit (October 1, 2021, to September 30, 2022) of Company or ESSO

<sup>3/</sup> Refer to the Indicative Purchase Price Based on Financial Statement as of September 30, 2022

<sup>4/</sup> Not applicable, as there is no issuance of securities.

Based on the table above, the net operating profits approach shows the highest transaction value at 71.8% of net profit from the BCP, classified as a Class 1 transaction based on the Notifications on Acquisition or Disposal.

## 2.6 Details of assets to be acquired

(1) 2,283,750,000 ordinary shares of ESSO (equivalent to approximately 65.99% of the total issued shares of ESSO) to be acquired by purchasing such shares from the Seller.

(2) Not exceeding 1,177,108,000 ordinary shares in ESSO (equivalent to approximately 34.01% of the total issued shares in ESSO) to be acquired by means of making the tender offer for the remaining securities of ESSO and acquiring such shares from the other shareholders of ESSO.

### 2.6.1 General information of ESSO

Name	:	Esso (Thailand) Public Company Limited
Address	:	3195/17-29 Rama 4 Road, Klong Ton Subdistrict, Klong Toey District, Bangkok 10110
Type of Business	:	Integrated petroleum refining and marketing company
Telephone	:	02-407-4000
Fax	:	02-407-4800
Registered Capital	:	THB 17,110,007,246.71, divided into 3,467,916,666 ordinary shares, at the par value of THB 4.93 per share
Paid-Up Capital	:	THB 17,075,181,200.40, divided into 3,460,858,000 ordinary shares, at the par value of THB 4.93 per share
เว็บไซต์บริษัท	:	www.esso.co.th

### 2.6.2 General business information

General business information of BCP is under the attachment 2 of this IFA's report.

### 2.6.3 Major shareholders

List of top 10 shareholders as of September 22, 2022, is as below.

No.	Shareholder Name	No. of Shares	% of Total Shares
1.	ExxonMobil Asia Holdings Pte. Ltd.	2,283,750,000	65.99
2.	Thai NVDR Company Limited	322,627,820	9.32
3.	Vayupak Fund 1 by MFC Asset Management Public Company Limited	128,610,450	3.72
4.	Vayupak Fund 1 by Krungthai Asset Management Public Company Limited	128,610,450	3.72
5.	South East Asia UK (Type C) Nominees Limited	58,926,277	1.70
6.	Bualuang Long-Term Equity Fund	29,505,500	0.85
7.	TISCO Master Pooled Registered Provident Fund	27,704,900	0.80
8.	TISCO Strategic Fund	26,500,000	0.77
9.	Mr. Charn Sophonpanich	14,680,000	0.42
10.	SE Asia (Type B) Nominees LLC	12,797,540	0.37
Top 10 shareholders		3,033,712,937	87.66
Other shareholders		427,145,063	12.34
Total		3,460,858,000	100.00

Source: SET

## 2.6.4 Board of Directors

List of top 10 Board of Directors as of March 1, 2022, is as below.

No.	Name	Position
1.	Ms. Suda Ninvoraskul	Chairman
2.	Ms. Ratrimani Pasiphol	Managing Director, Director
3.	Mr. Manoch Munjitjuntra	Director
4.	Mr. Taweesak Bunluesin	Director
5.	Ms. Jirapun Paowarut	Director
6.	Mr. Anuwat Rungruangrattanagul	Director
7.	Mr. Wattana Chantarasorn	Independent Director, Chairman of the Audit Committee
8.	Ms. Prachit Hawat	Independent Director, Audit Committee
9.	Mr. Buranawong Sowapruj	Independent Director, Audit Committee
10.	Mr. Pornchai Thiraveja	Independent Director

## 2.6.5 Summary of financial position and performance of ESSO

Summary of financial position and performance of ESSO is in the Attachment 2 in this IFA's report.

## 2.7 Basis used to determine the total value of consideration

### 2.7.1 The Transaction

The basis used to determine the total value of the Sale Shares shall be in accordance with the negotiations and agreement between the Company (buyer) and the Seller which shall be in line with a Discounted Cash Flow (DCF) approach. This is the most widely used approach for determining the value of companies engaging in the business of integrated petroleum refining and marketing as it appropriately reflects the nature and capabilities of business operations while taking into account the Company's rate of return on investments. In addition, the Company has taken into consideration other supporting valuation approaches, such as the trading multiples and transaction multiples, which are also typically employed for decision making on business acquisitions.

### 2.7.2 The tender offer for the remaining securities of ESSO

The basis used to determine the total value of consideration of the tender offer for the remaining securities of ESSO will be in accordance with the criteria and conditions prescribed under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (as amended), which is the purchase price for the ESSO shares paid by the Company to the Seller (including the acquired cost of ESSO shares) during the period of 90 days prior to the tender offer date.

## 2.8 Total value of consideration

### 2.8.1 The Transaction

The total consideration in the form of cash which the Company will pay to the Seller on the completion date of the Transaction will be based on the purchase price adjustment mechanism as outlined in Clause 2.4.2 which shall be finalized before the closing of the Transaction.

## 2.8.2 The tender offer for the remaining securities of ESSO

The total consideration in the form of cash which the Company will pay to ESSO's shareholders who accept the tender offer in accordance with the criteria and method stipulated in the tender offer will be the same price as in Clause 2.8.1 based on the calculation demonstrated in Clause 2.4.2.

## 2.9 Condition for entering the Transaction

The Transaction and the tender offer for all remaining shares of ESSO constitute an asset acquisition of the Company pursuant to the Notifications on Acquisition or Disposal, having the highest transaction value pursuant to the calculation based on the value of 71.8% of net profit from the Company's operations derived from the reviewed financial statements of the Company for 9-month period ended September 30, 2022. Thus, the Transaction and the tender offer for the remaining shares of ESSO are classified as a Class 1 transaction, and the Company is required to comply with the Notifications on Acquisition or Disposal as below:

- 1) To disclose the information memorandum on Asset Acquisition to the SET;
- 2) To deliver an invitation letter for a shareholders' meeting to shareholders no less than 14 days in advance, whereby the invitation must contain the information memorandum as required under the Notifications on Acquisition or Disposal at a minimum;
- 3) To appoint an IFA whose name is on the list approved by the SEC, in order to provide opinions on the Transaction and tender offer for all remaining shares of ESSO, and to deliver the opinions along with the invitation for the shareholders' meeting (as specified under clause 2) above); and
- 4) To convene a shareholders meeting in order to seek approval on the entering into the Transaction, whereby the resolution with respect to the entering into the Transaction shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by interested shareholders.

## 2.10 Source of Funds

The Company will utilize secured credit facilities from a financial institution to finance the Transaction and the tender offer for the remaining shares of ESSO, as well as any third party and related parties' debt refinancing to the extent necessary. As well as the Company might also consider utilizing a part of the Company's cash and cash equivalents for the execution of the Transaction. As of December 31, 2022, the Group Company had cash and cash equivalents of THB 45,932 million per the audited financial statements.

### Part 3: The appropriateness of the Transaction

#### 3.1 Objective of the Transaction

The Company intends to enter into the direct acquisition of 2,283,750,000 ordinary shares of ESSO (equivalent to approximately 65.99% of the total issued shares of ESSO as of 30 September 2022) and the tender offer for the remaining no more than 1,177,108,000 ordinary shares in ESSO (equivalent to approximately 34.01% of total issued shares of ESSO as of 30 September 2022). The Transaction is consistent with the Company's strategic plan to strengthen the Company to become Thailand's leading integrated refining and marketing player.

Investing in ESSO will benefit the Company in many aspects, such as increased retail market share, larger customer base, more service stations, increased refinery capacity and inclusive crude supply logistics, knowledge, and technology exchange between the Company and ESSO and increased bargaining power.

In the case that the Transaction is successful in accordance with the company's plan and strategy, it has the potential to generate a high rate of return for the Company and its shareholders in terms of future profitability and growth opportunities.

#### 3.2 Advantage and disadvantage of entering the Transaction

##### 3.2.1 Advantage of entering the Transaction

##### (1) Enhance the Company's competitive advantage to become Thailand's leading integrated refining and marketing (R&M) player

###### Increase refinery capability and Increase fuel supply options

The Transaction will increase the Company's competitive advantage in every step of the supply chain including additional fuel supply and a well-balanced fuel portfolio, in order to strengthen the Company to become Thailand's leading integrated refining and marketing (Refinery and Marketing) player.

The Company's refinery nameplate capacity is currently 120 KBD. After the Transaction, the Company will have a total nameplate capacity of 294 KBD. However, the actual production depends on the utilization rate of each refinery plant. The Transaction allows the Company to own and operate refineries with access to critical crude receiving facilities that are suitable for Very Large Crude Carriers (VLCCs), thereby increasing the Company's fuel supply security. Moreover, the Transaction enables the Company to gain access to the Sriracha-Saraburi pipelines of Thai Petroleum Pipeline Co., Ltd., which is one of Thailand's main fuel pipeline systems, increasing the stability and flexibility of delivering fuel. In addition, because the Company can access to Fluidized Catalytic Cracking (FCC) technology beyond Hydrocracking (HCU), it will have more flexibility in optimizing gasoline and diesel production when facing fluctuating oil prices. Furthermore, the Transaction allows the Company to improve the refinery's operational performance in terms of crude oil supply and logistics, potentially lowering operating costs.

Besides, the Transaction will allow the Company to have a more diverse product portfolio, which will enhance the Company's self-sufficiency and reduce the need to import fuel products, which have higher cost. The Company could gain access to a lucrative asphalt market. In addition, the Transaction also provides the ability to create

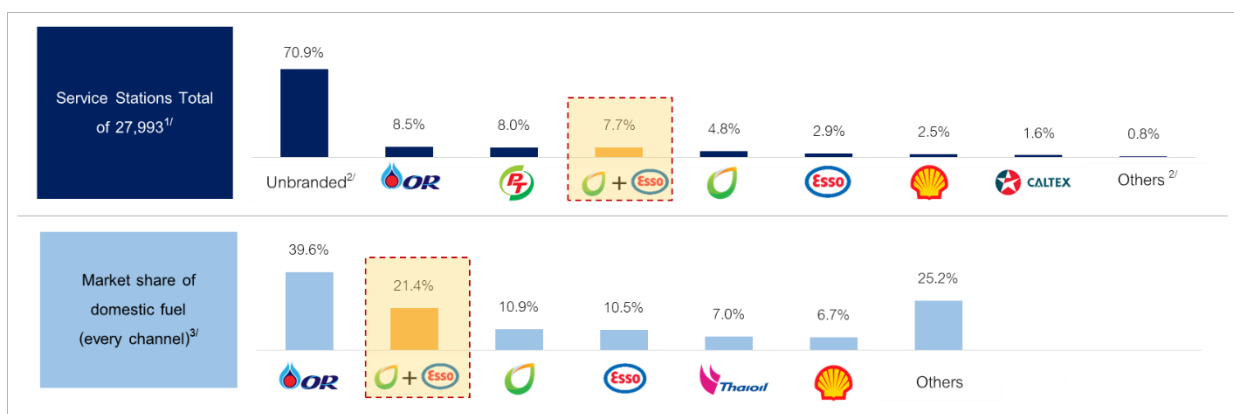
awareness on wholesale market through industrial customers, which is expected to increase the Company's profitability.

Opportunities to expand retail experience

The Transaction will help the Company create opportunities to expand the retail experience by optimizing fuel distribution channels and leveraging ESSO's service stations, which could help the Company significantly strengthen its retail market share in terms of sales volume and number of service stations, particularly in prime areas including Bangkok and metropolitan areas. With the ESSO's sizable customer base, the Transaction can generate further growth through cross-selling opportunities.

With increased service stations, there is opportunity for the Company to further expand its non-oil businesses, such as Inthanin Coffee, Food Trucks and EV Chargers by utilizing their network. The details of service stations and domestic fuel sales volume after the Transaction are shown below:

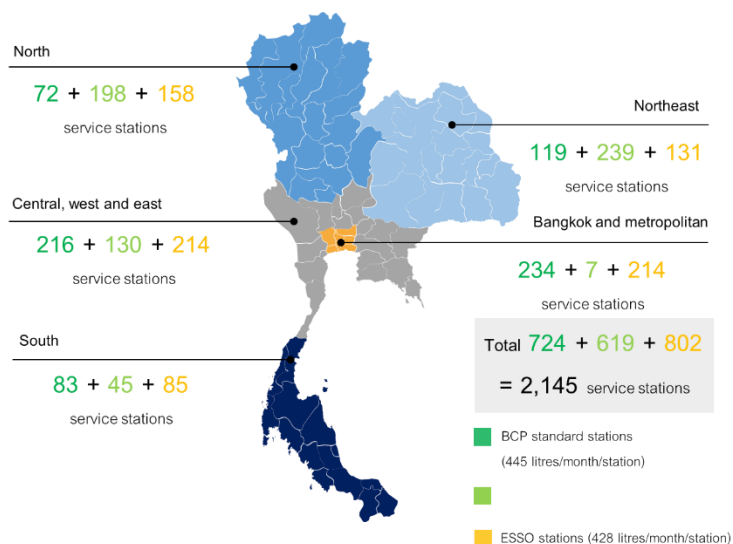
Figure: Thailand's market share of service stations and fuel after the Transaction



Source: Company filings, Department of Energy Business (DOEB), PTG disclosure

- Note: <sup>1/</sup> As of December 31, 2022
- <sup>2/</sup> Service stations that do not use Article 7 traders' trademarks
- <sup>3/</sup> Last twelve months from December 2022

Figure: Retail stations by regions after the Transaction



Note: As of 31 December 2022



Efficiently operational improvements

Because the net profit margin of the refinery business is lower than that of other sectors, the production per unit is one of the most important factors to consider when running a business. The Transaction will improve the Company's efficiency as a result of economies of scale from sizable assets and revenue, the reduction of redundant expenses, and the combination of experts and experiences between BCP and ESSO, which will benefit the Company's net profit margin. In addition, the Company will benefit from the skilled human resources, intellectual property, and technology of ESSO, which help to optimize for the Company's operation and enhance its customer services.

**(2) Opportunity to increase the Company's size in terms of revenue and Earnings per Share (EPS)**

The Transaction is opportunity to enhance business capability and achieve significant growth. After the Transaction, the Company will own at least 65.99% of total issued shares of ESSO. As a result, ESSO is a subsidiary of the Company, and its performance will be included in the Company's consolidated financial statements. The ESSO's past performance can be summarized in below table:

**Table 4-1: ESSO's past performance**

(Unit: Thousand Baht)	Fiscal Financial Statement as of		
	31 December 2020 (Audited)	31 December 2021 (Audited)	31 December 2022 (Audited)
Revenue from sales and services	123,649	167,151	246,487
Subsidy from Oil Fuel Fund	3,022	5,727	16,514
Cost of sales and services	(131,408)	(162,261)	(245,707)
<b>Gross (loss) profit</b>	<b>(4,736)</b>	<b>10,618</b>	<b>17,293</b>
Selling expenses	(4,948)	(4,834)	(5,205)
Administrative expenses	(268)	(234)	(235)
<b>Income (loss) from sales</b>	<b>(9,953)</b>	<b>5,550</b>	<b>11,853</b>
Other income	67	26	23
Interest income	3	3	18
Finance costs	(360)	(311)	(376)
Share of profit from an associate	285	227	312
<b>Income (loss) for the period</b>	<b>(9,958)</b>	<b>5,495</b>	<b>11,829</b>
Income tax credit (expense)	2,048	(1,051)	(2,320)
<b>Income / loss for the period</b>	<b>(7,910)</b>	<b>4,444</b>	<b>9,509</b>

According to the above table, ESSO's performance during the year 2020 to 2022 tends to grow continuously in line with crude oil prices. The revenue of ESSO for year 2022 is THB 263,041 million. The combined revenue after the Transaction is THB 577,097 million (The Company's total revenue is THB 314,056 million), significantly increasing the Company's revenue base and enhancing capability on business growth and sustainable development.

The net profit of ESSO for year 2022 is THB 9,509 million. As a result, the Transaction allows the Company to significantly increase net profit to THB 24,661 million (The Company's net profit is THB 15,152 million, assuming that the Company obtains 100.0% of total issued shares of ESSO), as detailed below:

Table 4-2: BCP's Earnings per Share (EPS) comparison between before and after the Transaction

Year	BCP (before the Transaction)	Pro-forma (Exclusive of run-rate synergies) <sup>1/</sup>		Pro-forma (Inclusive of run-rate synergies) <sup>1/2/</sup>	
	EPS (THB)	EPS (THB)	EPS Accretion	EPS (THB)	EPS Accretion
2021	5.25	6.04	15%	7.22	38%
2022	8.89	13.34	50%	14.52	63%

Source: Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand

Note: <sup>1/</sup> Assumes 100% of ESSO's share acquisition at an indicative purchase price of THB 8.84 per share and takes into account additional interest from acquisition financing but does not include upfront one-off financing costs

<sup>2/</sup> Assumes run-rate pre-tax synergies (before deducting corporate income tax of 20%) of THB 2 billion per year and does not include one-off integration costs as well as does not assume phasing-in period

According to Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand. The Transaction will allow the Company to generate an estimated annual run-rate pre-tax synergies of THB 2.0 - 3.0 billion consisting of:

- (1) Approximately THB 1,000 million from refinery operations including refinery capabilities enhancement, utilization improvement, product yield and GRM optimization, coordinated maintenance schedule, and potential upside from aromatic plant resuming operation.
- (2) Approximately THB 200 million from logistics and crude supply including crude terminals integration, onshore distribution optimization, and expanded logistics reach with lower cost, wider infrastructure sourcing optimization, crude co-loading, and bulk purchase cost savings.
- (3) Approximately THB 300 million from retail market network including ESSO's throughput enhancement to the Company's standard station level, expansion of Furio products and Inthanin to ESSO's sites.
- (4) Approximately THB 1,500 million from corporate activities including better economies of scale on back-office operations, simplified management structure and combined marketing efforts.

The above synergy may occur and is strategically appropriate based on BCP and ESSO's experience and expertise in refinery and marketing businesses, as well as their respective business sizes. The synergy plan, on the other hand, will begin after the Transaction is completed. Furthermore, economics, governmental regulations, and the overall refinery industry may have an impact on the Company's synergy plan. As a result, the performance of the synergy plan may differ from the above estimation.

Although the above synergy plan is appropriate in terms of strategy, the following issues should be considered by the Company's shareholders in order to support the Transaction approval.

- (1) After the Transaction, The Company will be able to use Esso's brand for service stations during a transition period which will be 2 years in general.
- (2) Because the Company and ESSO similarly operate refinery and marketing business, the Company will execute after the Transaction regarding to the prevention of conflicts of interest between the Company

and ESSO

Mechanisms and operating processes in place to prevent the conflict of interest issue

For the refinery business, although both companies operate refineries in Thailand, crude oil sourcing will be entirely different due to the different production technologies and design purposes. One refinery plant uses low sulfur crude oil from domestic (Thailand) and Far East, while another refinery plant uses high sulfur crude oil from Middle East. Therefore, the refined products are also different, but the refined products from both refinery plants must also comply with the same government specifications. The utilization rate of ESSO's refinery could be increased to supply to Company's demand for the retail market, which is currently running short and needs to import refined products from other countries. The refined products pricing structure in Thailand is based on Singapore market prices, which are subject to change according to the oil demand and supply situation in the world market. This means that the market mechanism directly determines the refined product prices in Thailand. Furthermore, majority of refined products are sold through off-take agreements specific to each refinery. The remaining is sold domestically or exported at through market prices with no influence from the operators.

For the marketing business, eventually, all service stations of ESSO will be operated under the Company's brand, and the customers will select the station depending on its location since the brand and products offering will be the same.

Measurement for Management structure that may result in the conflict of interests

As both the Company and ESSO are the listed companies on the SET, the Company will ensure that there is a policy in place for governance of business operations of the Company and ESSO in order to prevent conflicts of interests between the Company and ESSO, two entities engaging in the R&M businesses. The policy will prohibit the directors of ESSO who have or may have interest in any transaction (e.g., the directors who are nominated by the Company, not including the independent directors and the Audit Committee members) from attending meetings and participating in any decision-making on such transaction, and such interested directors will not be entitled to receive any information regarding the transaction. Therefore, the decisions on any transaction which may cause an issue of conflict of interest between the Company, and ESSO would be made at the discretion of the independent directors and the directors who have no conflict of interest.

In addition, the executives of the Company who are appointed to perform the duties at ESSO will be subject to approval, control and command authorities pursuant to the chain of command of ESSO, and they will not have any approval authority pursuant to the Company's chain of command.

During the period of 12 months from the completion of the Transaction and tender offer for all remaining securities of ESSO, the Company does not have plan for the change of shareholding structure of ESSO (including delisting of ESSO's shares from the SET).

In this regard, the abovementioned guidelines are merely for preliminary consideration purpose. The

Company will further comply with the relevant rules and regulations of the relevant authorities.

Regarding the above-mentioned measurement for preventing the conflict of interest between the Company and ESSO, the IFA has an opinion that the measurement is sufficient to prevent the conflict of interest that might occur between the Company and ESSO. However, the above-mentioned opinion is based on the assumption that the Company will implement in accordance with the disclosure on Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand. If the information differs from the disclosure, it may have an impact on the IFA's opinion.

### **(3) Appropriate returns from investment**

The IFA evaluates the appropriateness of acquiring ESSO ordinary shares at the Indicative Purchase Price Based on Financial Statement ended September 30, 2022 (Indicative Purchased Price is evaluated based on the financial statement ended September 30, 2022, which the final purchase price might significantly change) by utilizing various valuation methodologies as illustrated in "*Part 4: The appropriateness of valuation of acquired assets*". The IFA has an opinion that the Discounted Cash Flow Approach (DCF) is appropriate for the share valuation of ESSO because this approach analyzes business plan of ESSO as well as reflect ESSO's ability to generate cash flows and future performance. Based on the DCF approach, ESSO's share price, which is regardless of synergy between the Company and ESSO, is in the range of THB 8.13 – 12.36 per share, which is higher (lower) than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 of THB 8.84 per share by THB (0.71) – 3.52 per share or higher (lower) than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 by (7.98%) – 39.86%. Therefore, the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, is in the appropriate range that could possibly generate a positive return for the shareholders

Furthermore, the Transaction may allow the Company to generate an estimated run-rate pre-tax synergies of THB 2.0 – 3.0 billion per year (Based on information from Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand) from cost optimization in crude oil supply, refinery operation, logistics and corporate overhead due to from shared expertise and economy of scale,

The estimated synergies may change because the synergy plan will begin after the Transaction is completed, and there are uncontrollable factors such as economy, governmental regulations, and overall industry situation.

### **3.2.2 Disadvantage of entering the Transaction**

#### **(1) Significant investment amount**

The total investment budget for the Transaction is no more than THB 30,608 million (calculated from the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, and maximum shares of not exceeding 100.00% of total issued shares of ESSO that are able to be acquired, of which the total actual investment amount is based on tender offer for the remaining shares and the final purchase price). The Transaction and the tender offer for the remaining shares of ESSO are classified as Class 1 transaction regarding to the Notification on Acquisition or Disposal with the highest transaction value pursuant to the calculation based on the value of 71.8% of

net profit from the Company's operations derived from the reviews financial statement of 9-month period ended September 2022, which is significant investment amount.

In addition to significant investment amount, the Company also allocates human resources to be responsible for the Transaction and manage ESSO's ongoing operations during the transition period and after completion.

**(2) Increased liabilities and interest expense from financial institutions**

According to the Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of Esso (Thailand) Public Company Limited Pursuant to Schedule 2 of the Notification of the Board of Governors of the Stock Exchange of Thailand, the Company will utilize secured credit facilities from a financial institution to finance the Transaction, the tender offer for the remaining shares of ESSO, as well as any third party and related party debt refinancing to the extent necessary. Taking into account the company's information, the Company will incur increased liability approximately of THB 30,608 million, resulting in increasing Net Debt to Equity Ratio from 0.6 times as of September 30, 2022, to 1.5 times (regarding to the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 and assuming that the Company obtains 100.00% of total issued shared of ESSO)

However, the Company can immediately recognize revenue and net profit after completion of the Transaction, as well as ESSO's operating cash flows through dividends. Hence, the Company can utilize dividends and operating cash flow to repay credit facilities from the financial institution. After the Transaction is completed, the Company's Net Debt to Equity Ratio remains less than 2.0 times, which is the financial covenant related to debenture terms and conditions offering on October 21, 2022.

**(3) Risk exposure of refinery and marketing businesses**

The Transaction is the investment in refinery and marketing businesses which are main businesses of the Company, resulting in an increase in revenue related to petroleum products. Therefore, the Transaction might have more positive and negative effects from refinery and marketing businesses. The risks of petroleum-related businesses are primarily from external factors beyond the Company's control, such as the global economy, volatility in crude oil prices, exchange rate fluctuations, and changes in government policies. Therefore, additionally investing in refineries and marketing businesses might increase the Company's exposure risk related petroleum-related business.

**(4) Limit future investment opportunities**

Although the Purchase Price of Transaction is appropriate regarding to the valuation from IFA as illustrated in "*Part 4: The appropriateness of valuation of acquired assets*", the Company utilizes the maximum investment amount of approximately of THB 30,608 million to acquire ordinary shares of ESSO (in the case of acquiring all ordinary shares of ESSO). Moreover, the Company must allocate human resources to facilitate company's operations, resulting in having more financial obligation and limiting future potential investment opportunities that have a lower risk or higher return. However, the Company always prioritizes projects and frequently reviews its investment plan, which might reduce the risk of limiting future investment opportunities.

### **3.3 Advantage and disadvantage of not entering the Transaction**

#### **3.3.1 Advantage of not entering the Transaction**

##### **(1) No additional debt obligation from this Transaction**

If the Company does not enter into this Transaction, the Company would not borrow additional debt. In addition, the Company can use its remaining internal cash flow from operations for loan repayment to financial institutions and/or working capital and/or source of funds for other potential investment and/or dividend payment to the shareholders.

However, this Transaction is in line with the Company's strategic plan to strengthen the Company to become Thailand's leading integrated refining and marketing (R&M) player. Investing in ESSO will benefit the Company in many aspects such as increased retail market share, larger customer base, more service stations, increased refinery capacity and inclusive crude supply logistics, knowledge and technology exchange between the Company and ESSO and increased bargaining power.

Therefore, this Transaction is an important strategic investment for the Company to become leading integrated refining and marketing (R&M) player in Thailand.

##### **(2) Has costs in terms of capital and human resource, which can be invested in other potential investments with a higher return or lower risk**

The investment in the Transaction is huge amount for the company. If the Company does not enter into this Transaction, the company can use costs incurred in this Transaction in terms of capital and human resource in other potential investments with a higher return or lower risk instead.

However, regarding to IFA valuation, the Transaction may allow the Company to generate an appropriate return in the future and has synergies from cost optimization in crude oil supply, refinery operation, logistics and corporate overhead, which is in line with the Company's strategic plan to strengthen the Company to become Thailand's leading integrated refining and marketing (R&M) player.

#### **3.3.2 Disadvantage of not entering into the Transaction**

##### **(1) Lose the opportunity to expand refinery and marketing businesses**

The Company plan of this Transaction is to expand in refinery and marketing businesses, increase retail market share in terms of sales volume and number of service stations, resulting in a larger customer base, including crude supply logistics and synergy opportunities. Therefore, if the Company does not enter into this Transaction, the Company will lose the opportunity to expand refinery and marketing businesses

### **3.4 Risks from entering the Transaction**

#### **(1) Risk of the ESSO's performance falling short of expectation**

The performance of ESSO in refinery and marketing businesses might be affected by external factors such as the overall economic situation in Thailand, competitive advantages in the industry, oil demand in Thailand, and

changes in relevant regulations and policies from the government. Based on the factors above, the performance of ESSO might fall short of expectation.

In the case that ESSO has lower performance or losses, it might affect the Company's financial performance because the Company will acquire ESSO's shares at least 65.99% of the total issued shares of ESSO, resulting in the Company having to consolidate the ESSO's performance into the consolidated financial statements as a new subsidiary.

However, with the experience and expertise in refinery and marketing businesses of the Company and ESSO, the Company may benefit from synergies and economy of scale. Thus, the risk of the ESSO's performance falling short of expectation should be limited.

**(2) Risk of oil price volatility**

The crude oil price and other petroleum products of ESSO are based on the market price, which is highly volatile due to external factors such as global economic situation, supply and demand, speculation in the crude oil market, volatility in foreign exchange rate, and related policies from the government. Those external factors are out of control of the Company and ESSO, which might affect the performance of ESSO.

However, due to asset size, performance, and experience in petroleum related business of the Company and ESSO, the Company believes it should be able to manage such risk. After the Transaction, the Company may benefit from utilizing risk management plans of oil price from both the Company and ESSO, as well as cost optimization in crude oil supply, refinery operation, logistics and corporate overhead.

**(3) Risk of declining in demand for refined oil product**

Due to the upward trend of electric vehicle demand and cooperation trends in environmental protection, the transport fuel demand might drop, especially in countries with carbon neutrality and net-zero emission policies. Thus, the future performance of ESSO might be affected by the long-term declining trend for refined oil product demand from an increase in competitiveness of renewable energy and a change of customer behavior, as well as regulations and public policies related to electric vehicle support.

However, the Company has an opinion that the refined oil demand is still essential and has potential for growth, although the demand trend for electric vehicle and renewable energy has been increasing. Additionally, the Company also plans to invest in businesses that create sustainable value, including the expansion of the refinery and marketing businesses and new businesses in Thailand and overseas such as green power business, bio-based product business, digital technology business, start-up business that have high growth potential, etc.

**(4) Risk of shifting related regulations and public policies**

The performance of ESSO might be affected directly or indirectly by changes of related regulations and public policies such as retail price control, increase in excise tax, a change in environmental law, a carbon neutrality policy, a blended policy for biofuel, etc.

However, due to the Company's experience and expertise in refinery and marketing businesses, the Company has been following and studying the impacts from those related policies. Consequently, it enables the Company to effectively manage and plan for the risk mitigation.

**(5) Risk of foreign exchange rate**

ESSO's activities are exposed to foreign exchange risk from various currency exposures, primarily with respect to USD. Thus, the Company could be at risk from foreign exchange rates, which could positively or negatively impact ESSO's financial statements and cash flow. Especially, the commercial sales of the refined petroleum products are mostly linked to regional refined product prices in USD, which may have a lag effect compared to current exchange rate.

However, due to the Company's experience in refinery and marketing businesses, the Company believes that it can manage the risks by passing on those risks to the end customers through adjusting the selling price of its products, as well as mitigate some of this risk by natural hedging. Additionally, the Company may apply other financial instruments to manage this risk as appropriate, such as foreign exchange forward contract, options, and SWAP.

**(6) Risk of the increase in debt obligation**

The Company plans to utilize secured credit facilities from a financial institution to finance (1) the Transaction, (2) the tender offer for the remaining shares of ESSO, and (3) any third party and related parties' debt refinancing to the extent necessary. Therefore, after the Transaction, the Company may have a risk of a significant increase in debt obligations including ability to repay principal and interest for the additional debt, if ESSO does not perform as expected.

In the case that the Company acquires 100.0% of ESSO's shares, the Company will have additional debt of THB 30,608 million, which will increase the Company's interest-bearing debts from THB 94,094 million to THB 124,699 million and increase debt to equity ratio from 1.13 times to 1.49 times based on reviewed financial statements of ESSO for 9-month period ended September 30, 2022 (The above ratio is an indicative ratio, however, the actual ratio depends on financial data and the transaction price as at the date of completion).

However, based on audited consolidated financial statements of the Company for the year 2022 ended December 31, 2022, the Group Company has cash and cash equivalents of THB 45,932 million, which might be used as a part of the payment in the Transaction. The annual EBITDA of the Group Company is the range of THB 4,104 – 44,724 million (based on the performance in 2020 to 2022). In addition, due to the Company's extensive experience in the refinery and marketing businesses, it should have the ability to manage and plan the debt repayment schedule in advance.

**(7) Risk of non-completion of the Transaction**

Subject to the conditions of the Share Purchase Agreement, the Transaction shall occur only after the fulfillment (unless the relevant waiver by ESSO and/or the Company, as the case may be, has been obtained) of the conditions precedent stipulated in the Share Purchase Agreement, which include the following:



- 1) ESSO having obtained the approval and/or waiver of the requirement or the restriction specifically required under the Refinery Expansion Agreement dated 27 December 1991 (as amended) from the Ministry of Energy or the relevant Governmental Authority for the Seller to sell the Sale Shares to the Company if and to the extent that such approval and/or waiver is required before the sale of the Sale Shares;
- 2) The Company having obtained the applicable Antitrust Approvals (i.e. the Trade Competition Commission and the Energy Regulatory Commission);
- 3) The Company having obtained necessary approvals from its shareholders meeting to acquire ESSO Shares (including the Sale Shares); and
- 4) The purchase price having been finalized in accordance with the Share Purchase Agreement.

The Transaction will not be completed if the preceding conditions are not met or the waiver is not received by ESSO and/or the Company. As a result, the company might lose opportunities to become Thailand's leading integrated refining and marketing (R&M) player.

**(8) Risk of not getting approvals of the Company's shareholders**

This transaction will be completed only if the Company receives approval from the 1/2023 Annual General Meeting of shareholders (AGM) on 11 April 2023 by a vote of at least three-quarters of the total number of votes cast by shareholders with the right vote. Therefore, the Transaction may have a risk of not obtaining approval from the shareholders' meeting, resulting in the loss of business opportunity strengthen in refinery and marketing businesses.

#### Part 4: Appropriateness of the Transaction Price

In order to evaluate the fair value of the Transaction Price, due to the IFA's limitation on ESSO's internal information, the IFA gathered and considered information prepared by the Company as well as information from public, financial statements of ESSO for the past 3 years audited or reviewed by Pricewaterhouse Coopers Abas Limited, the market price of ordinary shares of ESSO, other relevant information, a study of comparable companies and other information available in the public domain.

However, the IFA opinion is based on the assumption that such information is correct, complete, and credible, which is considered under current circumstances. Significant changes in business operations might change the fair value of ESSO's share price and the decision in considering the fair value of the Transaction

The IFA has performed the valuation of ESSO's share price based on 6 approaches, as follows:

1. Book Value Approach
2. Volume Weighted Average Price Approach (VWAP)
3. Market Comparable Approach
  - 3.1. Price to Book Value Approach (P/BV Ratio)
  - 3.2. Price to Earnings Approach (P/E Ratio)
  - 3.3. Enterprise Value to Earnings before Interest, Taxes, Depreciation, and Amortization Approach (EV/EBITDA Ratio)
4. Precedent Transaction Approach
5. Discounted Cash Flow Approach (DCF)
6. Research Analysts Consensus

As of the date of preparation of this report, the IFA cannot determine the Final Purchase Price since the Final Purchase Price will be subject to business performance which results in changes in net debt and debt equivalent items, working capital and other items in accordance with the Share Purchase Agreement. The adjustment items will be referencing the latest reviewed quarterly financial statements of ESSO before the closing of the Transaction. Therefore, the IFA's opinion will be provided on the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, which is equal to THB 8.84 per share. The Final Purchase Price may significantly differ from the Indicative Purchase Price Based on Financial Statements as of September 30, 2022.

##### 4.1 Book Value Approach

The share valuation by this approach shows ESSO's book value, which appeared in the financial statements (Total assets minus total liabilities) at a specific point in time. In this case, it is the valuation of ESSO's book value according to the consolidated financial statements as of September 30, 2022, which are the latest financial statements reviewed by a certified auditor approved by the SEC.

The valuation of ordinary shares by this approach is calculated from the shareholders' equity based on ESSO's consolidated financial statements divided by the number of ESSO's issued and paid-up shares, where the

number of shares used in the calculation of ESSO's share value equal to 3,460,858,000 shares, which can be calculated as follows:

**Table 4-1: Calculation of the equity value of ESSO by using Book Value Approach as of September 30, 2022**

No.	Items	Value (THB million)
1	Issued and paid-up capital	17,075.18
2	Premium on share capital	4,031.71
3	Retained earnings - legal reserve	1,000.90
4	Retained earnings – unappropriated	5,825.83
5	Other components of shareholders' equity	840.42
6	Estimated book value of lubricant and chemical marketing businesses <sup>1/</sup>	(1,137.42)
7	<b>Book value of ESSO (7) = (1) + (2) + (3) + (4) + (5) + (6)</b>	<b>27,636.62</b>
8	No. of total issued and paid-up shares of ESSO (Million shares)	3,460.86
9	<b>Book value per share (THB per share) (7) / (8)</b>	<b>7.99</b>

**Source:** Financial statements as of September 30, 2022, reviewed by Pricewaterhouse Coopers Abas Limited

**Note:** <sup>1/</sup>Estimated based on the percentage of book value of lubricant and chemical marketing businesses to book value of ESSO in 2021 at 4.0% based on information from the Financial Due Diligence Report dated September 7, 2022, from the Company

According to the share price valuation by the book value approach, ESSO's share price shall be THB 27,636.62 million or THB 7.99 per share, which is lower than the Indicative Purchase Price based on financial statement as of September 30, 2022, of THB 8.84 per share, equal to THB (0.85) per share or (9.67%) lower than the Indicative Purchase Price based on financial statement as of September 30, 2022.

This approach only reflects the recorded book value of ESSO at a particular time. However, this approach does not take into account the fair value of assets and liabilities, and future business performance of ESSO. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

#### 4.2 Volume Weighted Average Price Approach (VWAP)

VWAP is a share valuation approach based on the demand-supply of shares traded on the SET during 360 trading days from July 16, 2021, to January 11, 2023. ESSO's share prices have a movement between THB 7.05 – 14.70 in which the lowest price equals THB 7.05 on August 13, 16, 17, and 19, 2021, and the highest price equals THB 14.70 as of October 27 and 28, 2022.

This valuation approach uses the weighted average market price of ESSO's shares traded on the SET in the past at different periods. In this regard, IFA has considered the weighted average market price of ESSO's shares (ESSO's share trading value / ESSO's share trading volume) for the past 7 trading days, 15 trading days, 30 trading days, 60 trading days, 90 trading days, 120 trading days, 180 trading days and 360 trading days from January 11, 2023 (one trading day before the notification of the resolution of the Board of Directors' meeting regarding the Transaction). The IFA has an opinion that such period should reflect the trend and movement of market prices appropriately and be in line with the reality of ESSO's current business operations.

## ESSO's share price and trading volume for the past 360 trading days (July 16, 2021 – January 11, 2023)



Source: SETSMART. Historical closing price and trading volume for the past 7 – 360 trading days before January 11, 2023

Note: <sup>1/</sup> Lowest closing price on August 13, 16, 17, and 19, 2021

<sup>2/</sup> Highest closing price on October 27 and 28, 2022

<sup>3/</sup> January 11, 2023 (one trading day before the notification of the resolution of the Board of Directors' meeting regarding the Transaction)

Table 4-2: Closing price and volume-weighted average price

Closing price: before January 11, 2023	Average Trading Volume (shares/day)	Average Trading Value (THB million/day)	VWAP (THB/share)	Estimated book value of lubricant and chemical marketing businesses <sup>2/</sup>	VWAP - Excludes lubricant and chemical marketing business (THB/share)	Turnover Ratio <sup>1/</sup> (%)
7 trading days	60,223,491	690.96	11.47	0.33	11.14	1.74
15 trading days	42,337,347	498.93	11.78	0.33	11.46	1.22
30 trading days	37,190,124	441.24	11.86	0.33	11.54	1.07
60 trading days	28,769,640	357.71	12.43	0.33	12.11	0.83
90 trading days	26,250,183	334.02	12.72	0.33	12.40	0.76
120 trading days	25,887,633	321.80	12.43	0.33	12.10	0.75
180 trading days	27,367,947	322.35	11.78	0.33	11.45	0.79
360 business days	22,609,180	231.56	10.24	0.33	9.91	0.65

Source: SETSMART. Historical closing price and trading volume for the past 7 – 360 trading days before January 11, 2023

Note: <sup>1/</sup> Turnover Ratio is calculated from Average Trading Volume divided by ESSO's market capitalization on the given period

<sup>2/</sup> Estimated based on the percentage of book value of lubricant and chemical marketing businesses to book value of ESSO in 2021 at 4.0% based on information from the Financial Due Diligence Report dated September 7, 2022, from the Company

According to the above table, the ESSO's share price based on VWAP is in the range of THB 9.91 – 12.40 per share, which is THB 1.07 – 3.56 per share higher than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, of THB 8.84 per share, or higher than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, by 12.14% - 40.22%.

If considering the retrospective trading volume of the Company, the average trading volume per day was 22,609,180 – 60,223,491 shares with a turnover ratio of 0.65% of total shares of the Company based on average 360 trading days, comparing with a turnover ratio of 1.16% of total shares of SET based on average 360 trading days (Info: SETSMART), the liquidity of ESSO's trading shares is considered to be low. Therefore, the market price of ESSO cannot appropriately reflect demand and supply of investors as well as their perspectives on ESSO's performance, future growth, and other aspects.

As aforementioned, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

### 4.3 Market Comparable Approach

Marketing Comparable Approach is the valuation by comparing with the companies with similar business. This valuation approach based on the assumption that companies with same or similar business should have similar financial ratios. Nevertheless, there are some differences among the selected companies including investment policy, accounting policy, future business plan, size of business, revenue structure, cost structure, capital structure, sources of income, quality of company and etc. Based on the limitations described, comparing similar companies may not reflect the value of a business in all aspects.

The IFA has selected comparable companies that have similar business characteristics with ESSO who operate refinery and/or marketing businesses.

The information of comparable companies is as below:

Table 4-3: Comparable companies for the Market Comparable Approach

Company	Ticker	Business Description	Country of Exchange	Market Capitalization <sup>1/</sup> (THB million)	Revenue <sup>2/</sup> (THB million)	Assets <sup>2/</sup> (THB million)
Bangchak Corporation Public Company Limited	BCP	Engaged in the oil refinery, trading, and marketing businesses, including the sale of fuel through gas stations and wholesale to the industrial, transportation, aircraft cargo ship, construction, and agriculture industries, as well as investments in green energy, bio-based products, the natural resource industry, and developing new business	Thai	43,717.31	295,885.20	227,862.62
IRPC Public Company Limited	IRPC	The group operates. 1) Petroleum business having a refining facility in Rayong Province where it produces and sells fuel oil, diesel, lubricants, and fuel oil 2) The petrochemical business consists mainly of plastic resin and other petrochemical products, providing raw materials to manufacturers of finished plastic products. 3) a port and storage business where it offers port services for handling both domestic and international freight. 4) Property business, mainly land banking	Thai	62,529.32	341,424.91	198,186.76
Star Petroleum Refining Public Company Limited	SPRC	SPRC's refinery produces petroleum products, which include LPG, premium and regular grades of unleaded gasoline, high speed diesel, jet fuel and fuel oil, as well as petrochemical feedstocks used in the petrochemical industry, which include PGP, LPG, chemical grade naphtha, mix C4 and reformat.	Thai	44,226.20	272,426.45	75,430.15

Company	Ticker	Business Description	Country of Exchange	Market Capitalization <sup>1/</sup> (THB million)	Revenue <sup>2/</sup> (THB million)	Assets <sup>2/</sup> (THB million)
Thai Oil Public Company Limited	TOP	Thaioil is a refinery and supplier of petroleum products operating as an integrated group of businesses in oil refinery, petrochemicals, and lubricants, with supporting businesses as well as a power plant and ethanol business.	Thai	123,977.87	512,667.41	444,580.86
PTT Global Chemical Public Company Limited	PTTGC	Operating a petrochemical and chemical business is divided into 3 main categories: 1) The basic chemicals business, such as liquefied petroleum gas, benzene, jet fuel, diesel oil, and other products from refineries. 2) special chemical products such as hexamethylene, diisocyanate, and related goods (acrylonitrile, etc.); and 3) the business of derivative chemicals and biological products, or chemicals and polymers range of phenol products	Thai	227,696.88	698,992.44	719,965.49

Source: Refinitiv. Information as of January 11, 2023, with financial information based on financial statements as of September 30, 2022

Note: <sup>1/</sup> Market capitalization as of January 11, 2023

<sup>2/</sup> Trailing 12 months information (October 1, 2021 – September 30, 2022, and financial statements as of September 30, 2022)

In valuing ESSO's fair value through the Market Comparable Approach, the IFA used the following market ratios:

- 3.1 Price to Book Value Approach (P/BV Ratio)
- 3.2 Price to Earnings Approach (P/E Ratio)
- 3.3 Enterprise Value to Earnings before Interest, Taxes, Depreciation, and Amortization Approach (EV/EBITDA Ratio)

Details are as follows:

#### 4.3.1 Price to Book Value Approach (P/BV Ratio)

Valuation of shares by the Price to Book Value Approach is based on ESSO's book value according to the consolidated financial statements as of September 30, 2022, which are the latest financial statements reviewed by a certified auditor approved by the SEC, multiplied by the median of the price to book value ratio of comparable companies.

The IFA has used the price to book value ratio of comparable companies for the past 7 trading days, 15 trading days, 30 trading days, 60 trading days, 90 trading days, 120 trading days, 180 trading days and 360 trading days from January 11, 2023 (one trading day before the notification of the resolution of the Board of Directors' meeting regarding the Transaction), which is shown in the table below.

Table 4-4: Calculation of ESSO's share by using P/BV ratio

Comparable Companies	P/BV Ratio (Times)							
	7 Trading Days	15 Trading Days	30 Trading Days	60 Trading Days	90 Trading Days	120 Trading Days	180 Trading Days	360 Trading Days
Bangchak Corporation PCL	0.67	0.67	0.68	0.68	0.68	0.69	0.72	0.72
IRPC PCL	0.70	0.70	0.70	0.71	0.72	0.73	0.74	0.84
Star Petroleum Refining PCL	1.03	1.08	1.13	1.12	1.10	1.12	1.19	1.23
Thai Oil PCL	0.79	0.79	0.79	0.77	0.77	0.78	0.81	0.85
PTT Global Chemical PCL	0.74	0.72	0.72	0.70	0.68	0.67	0.67	0.76
<b>Median</b>	<b>0.74</b>	<b>0.72</b>	<b>0.72</b>	<b>0.71</b>	<b>0.72</b>	<b>0.73</b>	<b>0.74</b>	<b>0.84</b>
Estimated Book value per share as of 30 Sep 2022 - Excluded lubricant and chemical marketing business (THB per share) <sup>1/</sup>	7.99							
<b>Price per share (THB/share)</b>	<b>5.88</b>	<b>5.78</b>	<b>5.76</b>	<b>5.65</b>	<b>5.71</b>	<b>5.82</b>	<b>5.92</b>	<b>6.71</b>

Source: Refinitiv. Information as of January 11, 2023

Note: <sup>1/</sup> Estimated based on the percentage of book value of lubricant and chemical marketing businesses to book value of ESSO in 2021 at 4.0% based on information from the Financial Due Diligence Report dated September 7, 2022, from the Company

The median of the P/BV ratio of comparable companies from the table above is in the range of 0.71 – 0.84 times, resulting in ESSO's price per share based on the Price to Book Value Approach is in the range of THB 5.65 – 6.71 per share, which is lower than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 of THB 8.84 per share by THB 2.13 – 3.19 per share or lower than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 by 24.09% – 36.08%.

In this regard, the valuation of ESSO's fair price by the Price to Book Value Approach does not consider the differences in business and future performance of each company. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.



#### 4.3.2 Price to Earnings Approach (P/E Ratio)

Valuation of shares by the Price to Earnings Approach is based on the ESSO's latest 12-month net profit (October 1, 2021, to September 30, 2022), as reported in the consolidated financial statements audited or reviewed by a certified auditor approved by the SEC and are the latest financial statements, multiplied by the median of the price to earnings ratio of comparable companies.

The IFA has used the price to earnings ratio of comparable companies for the past 7 trading days, 15 trading days, 30 trading days, 60 trading days, 90 trading days, 120 trading days, 180 trading days and 360 trading days from January 11, 2022 (one trading day before the notification of the resolution of the Board of Directors' meeting regarding the Transaction), which is shown in the table below.

Table 4-5: Calculation of ESSO's share by using P/E ratio

Comparable Companies	P/E Ratio (Times)							
	7 Trading Days	15 Trading Days	30 Trading Days	60 Trading Days	90 Trading Days	120 Trading Days	180 Trading Days	360 Trading Days
Bangchak Corporation PCL	3.17	3.16	3.18	3.23	3.29	3.48	4.05	6.53
IRPC PCL	12.23	12.20	12.23	10.68	9.38	8.75	7.86	6.99
Star Petroleum Refining PCL	4.71	4.94	5.20	4.78	4.36	4.57	5.51	7.92
Thai Oil PCL	2.99	3.01	3.00	2.93	2.90	3.36	4.70	6.12
PTT Global Chemical PCL	13.33	13.33	13.33	13.04	12.82	11.79	9.57	8.03
<b>Median</b>	<b>4.71</b>	<b>4.94</b>	<b>5.20</b>	<b>4.78</b>	<b>4.36</b>	<b>4.57</b>	<b>5.51</b>	<b>6.99</b>
Estimated net profit - excluded lubricant and chemical marketing businesses (THB per share) <sup>1/</sup>	3.32							
Price per share (THB/share)	15.64	16.42	17.27	15.89	14.49	15.17	18.32	23.23

Source: Refinitiv. Information as of January 11, 2023

Note: <sup>1/</sup> Estimated based on the percentage of Earnings before Interest, Taxes, Depreciation, and Amortization (EBITDA) of the lubricant and chemical marketing businesses to EBITDA of ESSO in 2021 at 2.3% based on information from the Financial Due Diligence Report dated September 7, 2022, from the Company, deducted by corporate income tax rate in Thailand of 20%

The median of the P/E ratio of comparable companies from the table above is in the range of 4.36 – 6.99 times, resulting in ESSO's price per share based on the Price to Earnings Approach is in the range of THB 14.49 – 23.23 per share, which is higher than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 of THB 8.84 per share by THB 5.65 – 14.39 per share or higher than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 by 63.95% – 162.76%.

However, the valuation of ESSO's fair price by the Price to Earnings Approach does not consider the differences in business fundamentals and future performance of each company. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

#### 4.3.3 Enterprise Value to Earnings before Interest, Taxes, Depreciation, and Amortization Approach (EV/EBITDA Ratio)

Valuation of shares by the Enterprise Value to Earnings Before Interest, Taxes, Depreciation, and Amortization Approach is based on the ESSO's latest 12-month EBITDA (October 1, 2021 to September 30, 2022), as reported in the consolidated financial statements audited or reviewed by a certified auditor approved by the SEC and are the latest financial statements, multiplied by the median of the EV/EBITDA of comparable companies, plus cash and cash equivalents, and minus interest bearing debt based on the financial statement as of September 30, 2022.

The IFA has used the EV/EBITDA ratio of comparable companies for the past 7 trading days, 15 trading days, 30 trading days, 60 trading days, 90 trading days, 120 trading days, 180 trading days and 360 trading days from January 11, 2023 (one trading day before the notification of the resolution of the Board of Directors' meeting regarding the Transaction), which is shown in the table below.

Table 4-6: Calculation of ESSO's share by using EV/EBITDA ratio

Comparable Companies	EV/EBITDA Ratio (Times)							
	7 Trading Days	15 Trading Days	30 Trading Days	60 Trading Days	90 Trading Days	120 Trading Days	180 Trading Days	360 Trading Days
Bangchak Corporation PCL	2.30	2.30	2.30	2.27	2.25	2.36	2.76	4.62
IRPC PCL	5.62	5.62	5.63	5.17	4.79	4.67	4.58	4.87
Star Petroleum Refining PCL	3.47	3.62	3.77	3.47	3.16	3.30	3.85	5.00
Thai Oil PCL	5.07	5.09	5.08	4.81	4.60	4.85	5.79	8.00
PTT Global Chemical PCL	8.61	8.55	8.54	7.83	7.26	7.06	6.95	6.78
<b>Median</b>	<b>5.07</b>	<b>5.09</b>	<b>5.08</b>	<b>4.81</b>	<b>4.60</b>	<b>4.67</b>	<b>4.58</b>	<b>5.00</b>
Estimated EBITDA – excluded lubricant and chemical marketing businesses (THB million) <sup>1/</sup>	17,296.88							
EBITDA of ESSO (THB million)	87,723	88,057	87,936	83,112	79,577	80,738	79,153	86,568
Cash and cash equivalents (THB million)	842.84							
Investment in Thappline (THB million)	2,114.45							
Investment in BAFS <sup>2/</sup> (THB million)	1,280.43							
Interest bearing debt (THB million) <sup>3/</sup>	(39,092.05)							
Minority interest (THB million)	(7.43)							
Equity value of ESSO (THB million)	52,861	53,195	53,074	48,250	44,715	45,876	44,291	51,707
Price per share (THB/share)	15.27	15.37	15.34	13.94	12.92	13.26	12.80	14.94

Source: Refinitiv. Information as of January 11, 2023

Note: <sup>1/</sup> Estimated based on the percentage of Earnings before Interest, Taxes, Depreciation, and Amortization (EBITDA) of the lubricant and chemical marketing businesses to EBITDA of ESSO in 2021 at 2.3% based on information from the Financial Due Diligence Report dated September 7, 2022, from the Company

<sup>2/</sup> Based on market price as of September 30, 2022

<sup>3/</sup> Interest bearing debt comprises of bank overdraft and short term loans from financial institutions, short term loans from related companies, long term loans from financial institutions, long term loans from related companies and financial lease liabilities

The median of the EV/EBITDA ratio of comparable companies from the table above is in the range of 4.58 - 5.09 times, resulting in ESSO's price per share based on the EV/EBITDA Approach is in the range of THB 12.80 – 15.37 per share, which is higher than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 of THB 8.84 per share by THB 3.96 – 6.53 per share or higher than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 by 44.77% - 73.87%.

However, the valuation of ESSO's fair price by this approach does not consider the differences in business fundamentals and future performance of each company. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

#### 4.4 Transaction Comparable Approach

The share valuation by this approach is calculated based on the historical merger and acquisition (“M&A”) transactions of comparable companies in the refinery and/or marketing business. However, the deal size of each M&A transaction may vary to reflect the target business operations, the industry, and other external factors including the bargaining power of the acquirer, percentage of shares acquisition in the target company, the target risk, and synergies arising from M&A. Therefore, each M&A transaction could not be compared directly.

Nevertheless, the valuation of ordinary shares by this approach is calculated by using the last twelve months EBITDA of ESSO (from October 1, 2021 to September 30, 2022) from the latest 12-month financials statements reviewed or audited by a certified auditor approved by the SEC multiplied by the median EV/EBITDA multiple for the trailing 12 months of M&A transaction of comparable companies that has occurred in the past, added back cash and cash equivalents, and subtracted interest-bearing debt of ESSO based on the financial statement as of September 30, 2022.

The IFA has selected historical M&A transactions of comparable companies that operate refinery and/or marketing business during the past 10 years (from 2012 to 2022). Information of historical M&A transactions of comparable companies can be summarized as follows:

Table 4-7: Transaction Comparable Approach

Date	Target Company	Business Description	Country	% of Shares Acquisition (%)	Transaction Value (USD Million)	EV/EBITDA (Times)
Oct 2020	Noble Energy Inc.	A US company operates in oil exploration and petroleum production, develop, and conduct marketing business via gas stations	USA	100.00	12,595.84	14.35
Feb 2019	Newfield Exploration Company	A US company operates in energy related in oil exploration, development and production of petroleum and natural gas	USA	100.00	7,653.82	7.79
Jan 2018	Hindustan Petroleum Corporation Ltd	An Indian state enterprise operates refinery and marketing business	India	51.11	6,632.47	5.32
Feb 2017	Bashneft ANK OAO	A Russia company operates in oil exploration and petroleum production, develop, and conduct marketing business via gas stations	Russia	69.30	7,854.08	6.20
<b>Median</b>						<b>6.99</b>

Source: Mergermarket. Information as of January 11, 2023

Table 4-8: Calculation of the Equity Value of ESSO by using Transaction Comparable Approach

Details	Unit: THB million
Median EV/EBITDA multiple (times)	6.99
Estimated ESSO's EBITDA - excluded lubricant and chemical marketing businesses <sup>1/</sup>	17,296.88
<b>Enterprise value of ESSO</b>	<b>120,990.81</b>
Cash and cash equivalents	842.84
Investment in Thappline	2,114.45
Investment in BAFS <sup>2/</sup>	1,280.43
Interest bearing debt <sup>3/</sup>	(39,092.05)
Minority interest	(7.43)
<b>Equity value of ESSO</b>	<b>86,129.04</b>
<b>Equity value of ESSO (THB/share)</b>	<b>24.89</b>

Note: <sup>1/</sup> Estimated based on the percentage of Earnings before Interest, Taxes, Depreciation, and Amortization (EBITDA) of the lubricant and chemical marketing businesses to EBITDA of ESSO in 2021 at 2.3% based on information from the Financial Due Diligence Report dated September 7, 2022, from the Company

<sup>2/</sup> Based on market price as of September 30, 2022

<sup>3/</sup> Interest bearing debt comprises of bank overdraft and short term loans from financial institutions, short term loans from related companies, long term loans from financial institutions, long term loans from related companies and financial lease liabilities

The median of EV/EBITDA multiple for the trailing 12 months of M&A transactions of comparable companies operating in the refinery and/or marketing business is 6.99 times, resulting in ESSO's price per share based on the Transaction Comparable Approach is THB 24.89 per share which is higher than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 of THB 8.84 per share by THB 16.05 per share or higher than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022 by 181.52%.

However, this valuation method does not consider the difference in each M&A transaction value and does not reflect the target business operations, the industry, and other external factors during the period of the transaction, including the bargaining power of the acquirer, the percentage of shares acquired in the target company, the quality of target company, and synergies arising from M&A, which are not directly compared. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

#### 4.5 Discounted Cash Flow Approach (DCF)

Discounted cash flow approach (“DCF”) is a valuation method that estimates the value of future operation performance by deriving present value of expected future free cash flows to firm (“FCFF”) using an appropriate discount rate or weighted average cost of capital (WACC). FCFF is obtained from ESSO’s future cash flow projection for the period of 20 years (during 2023 - 2042) based on conservative basis since ESSO operates in refinery and marketing business where there is a long-term business disruption risk due to a changing business environment brought on by consumers who are more environmentally conscious and by the development of alternative energy sources, particularly those that use renewable energy, energy storage, and an increase in electric vehicles, with government supports and efforts to encourage alternative energy. As a result, there may be a long-term decline in the demand for fossil fuels in the long run, which might have an impact on ESSO’s core business and result in this description. However, Thailand has only just started to experience this transition, and from 2022 to 2035, the country’s oil demand is still expected to increase from 2022 to 2035, according to Facts Global Energy’s research.

In order to determine the fair value of ESSO’s shares, the IFA conducted a financial projection using assumptions based on publicly available information, assumptions from the Company, third-party research, Financial Due Diligence Report of ESSO by an advisor appointed by BCP and interviews with the relevant staff. The appropriateness of the valuation of ESSO may also be impacted by changes to the economic environment, other external factors that affect ESSO’s performance, and ESSO’s situation relative to predetermined assumptions.

**The details of the key assumptions for this valuation are as follows:**

In this valuation, the IFA considered ESSO’s past performance from information available in the public and Financial Due Diligence Report of ESSO by an advisor appointed by BCP dated September 7, 2022 (“**FDD report of ESSO**”)

This valuation of the IFA did not include past performance from the lubricant and chemical marketing businesses, which are excluded from the Transaction (“**Excluded Businesses**”). However, based on the best available information, the IFA can only the exclude lubricant business from this valuation. On the other hand, information from the Company indicates that chemical marketing was only a small portion of the past performance of ESSO. As a result, the IFA has conducted this valuation based on the past performance of ESSO excluded lubricant business.

Additionally, the IFA established assumptions on the forecasted performance of ESSO to be stabilized (based on the average past performance of ESSO excluding lubricant business during 2017 - 6-month period of 2022 according to FDD report of ESSO dated September 7, 2022) from 2026 onwards based on a conservative basis. This was done in response to abnormal performance of refinery and marketing industry in 2022 as a result of oil price and global economic situation.

Financial projections and assumption used in ESSO’s valuation are as follows:

## 1. Revenue

During 2019 – 9-month period of 2022, ESSO recorded total revenue of THB 169,348.19 million, THB 126,671.72 million, THB 172,878.35 million, and THB 199,362.79 million, respectively, which mostly came from sales of fuel products, which accounted for about 99% of total revenue. Besides, ESSO recorded service income of about 1% of total revenue, comprising mainly license fees from dealers, product handling and storage fees from aviation customers which are a part of aviation sales, and rental income.

In this regard, the IFA projected revenue from sale volume of fuel (million litres) multiplied by average fuel selling price (THB/litre) with the assumptions as follows:

### 1.1 Crude intake, refinery production and fuel sale volume

ESSO operates a refinery with a capacity of 174 thousand barrels per day of crude oil, while having crude intake during 2019 – 9-month period ended a September 30, 2022, of 114, 115, 123 and 131 thousand barrels per day, respectively, representing utilization rate of 65.52%, 66.09%, 70.69% and 75.29% of total capacity of ESSO, respectively. According to publicly available information, refinery plant's major maintenance, which was performed every eight years, caused the decline in utilization rate in 2019 while Covid-19 caused the decline in utilization rate in 2020. The output volume was 97.4%, 97.8%, 99.4%, and 97.1% of crude intake during the 2019 - 9-month period ended on September 30, 2022.

Crude intake and production volume was assumed in this valuation as follows:

#### Crude intake and production volume

During 2022 – 2026, the IFA projected crude intake based on the average utilization rate in the past during 9-month period ended September 30, 2022, of 75.29%, and then projected it to be decreased every year at a constant rate and stabilized at 72.99% in 2026 based on the average historical utilization rate during 2017 – first 6-month period of 2022 and projected it to be constant onwards until the end of projection period.

From the above assumption, the production volume is projected to decrease at a constant rate from 2022 to 2026 in line with the decrease in utilization rate based on a conservative basis as ESSO operates in commodity business with high volatility and to reflect long term business threat posed by the emergence of clean energy in order to reduce global warming. As a result, the IFA projected crude intake to be constant from 2026 onwards.

Fuel sale volume

The IFA projected proportion of fuel sale volume to production volume to be constant throughout the projection period at 110.80% of production volume based on the average proportion of fuel sale volume to production volume during 2019 – 9-month ended September 30, 2022.

Table 4-9: Fuel sale volume

Details	3M 2022F <sup>1</sup>	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Refinery capacity (thousand barrels per day)	174	174	174	174	174	174	174	174	174	174	174
Utilization rate (%)	75.29	74.71	74.13	73.56	72.99	72.99	72.99	72.99	72.99	72.99	72.99
Crude intake (thousand barrels per day)	131	130	129	128	127	127	127	127	127	127	127
Fuel production volume (million litres)	1,859.68	7,321.11	7,284.48	7,208.47	7,152.81	7,152.81	7,172.40	7,152.81	7,152.81	7,152.81	7,172.40
Proportion of fuel sale volume to production volume (%)	109.44	110.80	110.80	110.80	110.80	110.80	110.80	110.80	110.80	110.80	110.80
Fuel sale volume (million litres)	2,035.28	8,111.92	8,071.33	7,987.11	7,925.43	7,925.43	7,947.14	7,925.43	7,925.43	7,925.43	7,947.14

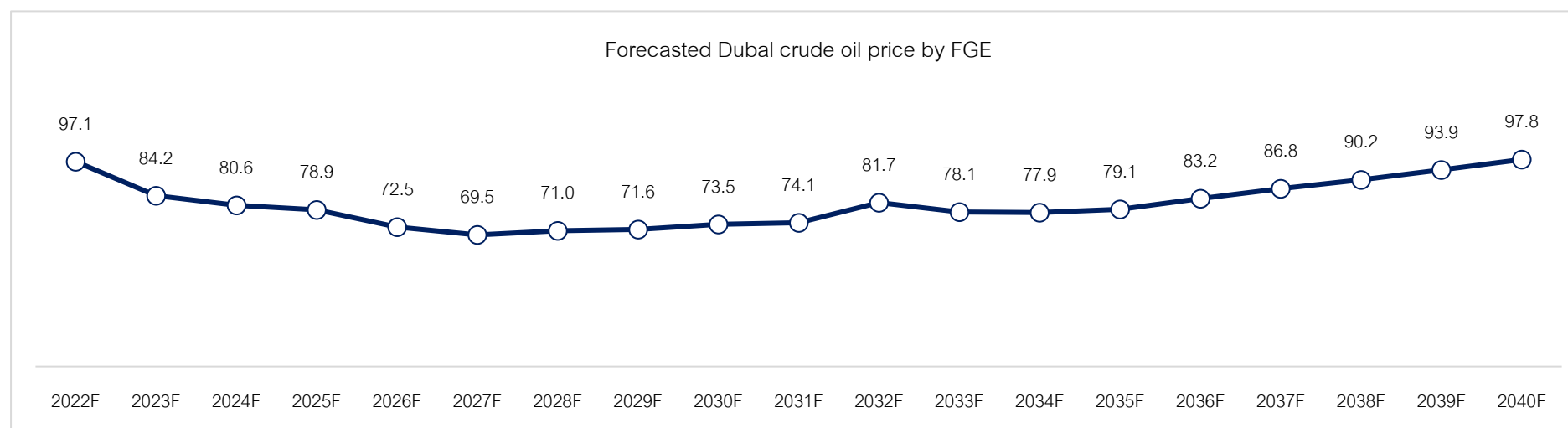
Details	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F
Refinery capacity (thousand barrels per day)	174	174	174	174	174	174	174	174	174	174
Utilization rate (%)	72.99	72.99	72.99	72.99	72.99	72.99	72.99	72.99	72.99	72.99
Crude intake (thousand barrels per day)	127	127	127	127	127	127	127	127	127	127
Fuel production volume (million litres)	7,152.81	7,152.81	7,152.81	7,172.40	7,152.81	7,152.81	7,152.81	7,172.40	7,152.81	7,152.81
Proportion of fuel sale volume to production volume (%)	110.80	110.80	110.80	110.80	110.80	110.80	110.80	110.80	110.80	110.80
Fuel sale volume (million litres)	7,925.43	7,925.43	7,925.43	7,947.14	7,925.43	7,925.43	7,925.43	7,947.14	7,925.43	7,925.43

Note: <sup>1</sup> Forecasted information on October 2022 – December 2022



## 1.2 Average fuel selling price

The average selling price during 2023 – 2042 is projected based on the percentage change in forecasted Dubai crude oil price according to third-party research (Facts Global Energy's research, Fall 2022 edition). The average selling price in is projected based on the average fuel selling price during the first nine months ended September 30, 2022, (Average selling price exclude sales from lubricant products which is Excluded Businesses) as the starting point.



Source: Forecasted Dubai crude oil price from FGE's research, Fall 2022 edition

Table 4-10: Average fuel selling price (Excluded revenue from Excluded Businesses)

Details	3M 2022F <sup>/1</sup>	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Dubai crude oil price (USD per barrel)	97.06	84.21	80.63	78.94	72.48	69.48	71.02	71.59	73.50	74.10	81.65
Change in Dubai crude oil price (%)	-	(13.24)	(4.25)	(2.09)	(8.18)	(4.14)	2.22	0.80	2.67	0.82	10.19
Average fuel selling price (THB per litre)	32.56	28.25	27.05	26.48	24.31	23.31	23.82	24.02	24.66	24.86	27.39
Change in average fuel selling price (%)	-	(13.24)	(4.25)	(2.09)	(8.18)	(4.14)	2.22	0.80	2.67	0.82	10.19

Details	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F
Dubai crude oil price (USD per barrel)	78.08	77.89	79.13	83.15	86.81	90.23	93.92	97.81	97.81	97.81
Change in Dubai crude oil price (%)	(4.37)	(0.24)	1.59	5.08	4.40	3.94	4.09	4.14	-	-
Average fuel selling price (THB per litre)	26.19	26.13	26.54	27.89	29.12	30.27	31.51	32.81	32.81	32.81
Change in average fuel selling price (%)	(4.37)	(0.24)	1.59	5.08	4.40	3.94	4.09	4.14	-	-

Note: <sup>/1</sup> Forecasted information on October 2022 – December 2022

Table 4-11: Revenue summary (Exclude revenue from Excluded Businesses)

Details	3M 2022F <sup>/1</sup>	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Fuel sale volume (million litres)	2,035.28	8,111.92	8,071.33	7,987.11	7,925.43	7,925.43	7,947.14	7,925.43	7,925.43	7,925.43	7,947.14
Average fuel selling price (THB per litre)	32.56	28.25	27.05	26.48	24.31	23.31	23.82	24.02	24.66	24.86	27.39
Total revenue (THB million)	66,264	229,150	218,303	211,506	192,698	184,722	189,334	190,332	195,410	197,005	217,672

Details	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F
Fuel sale volume (million litres)	7,925.43	7,925.43	7,925.43	7,947.14	7,925.43	7,925.43	7,925.43	7,947.14	7,925.43	7,925.43
Average fuel selling price (THB per litre)	26.19	26.13	26.54	27.89	29.12	30.27	31.51	32.81	32.81	32.81
Total revenue (THB million)	207,586	207,081	210,378	221,671	230,796	239,888	249,698	260,746	260,034	260,034

Note: <sup>/1</sup> Forecasted information on October 2022 – December 2022

## 2. Gross profit

During 2019 – 9-month period of 2022, ESSO recorded gross profit of THB 2,004.46 million, THB (4,735.84) million, THB 10,617.75 million, and THB 17,596.43 million, respectively, accounting for 1.18%, (3.74), 6.14 and 8.83 of total revenue of ESSO respectively.

In this valuation, the IFA projected gross profit margin based on gross profit margin during 9-month ended September 30, 2022 at 8.80% (Gross profit margin excludes performance of lubricant business) and then projected to be decreased at a constant rate every year and stabilized at 4.83% in 2026 based on the average historical gross profit margin during 2017 – first 6-month period of 2022 which is the period that the IFA considered to be stabilized period in order to reflect a stable gross profit margin as ESSO operates in a commodity business with high volatility. The historical gross profit margin of ESSO was about (4.40%) – 15.10%, despite of ESSO's cost-plus pricing policy, which enabling ESSO to pass through its cost to end-user. However, there are some laggards in the timing of price adjustments, which may cause an impact to ESSO's gross profit margin. Therefore, the IFA projected gross profit margin based on the average information during 2017 – first 6-month period of 2022 in order to reflect historical profitability of ESSO and projected it to be constant onwards until the end of the projection period.

According to ESSO's report, the production cost that is made public is usually referred to the price of crude oil in Dubai. As a result, the IFA expected that the ESSO production cost may be referred to as the Dubai crude oil price.

Table 4-12: Gross profit summary

Details	3M 2022F <sup>1</sup>	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Gross profit margin (%)	8.80	7.57	6.52	5.61	4.83	4.83	4.83	4.83	4.83	4.83	4.83
Gross profit (THB million)	5,830	17,358	14,236	11,874	9,314	8,928	9,151	9,199	9,445	9,522	10,521
Details	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F	
Gross profit margin (%)	4.83	4.83	4.83	4.83	4.83	4.83	4.83	4.83	4.83	4.83	
Gross profit (THB million)	10,033	10,009	10,168	10,714	11,155	11,595	12,069	12,603	12,568	12,568	

Note: <sup>1</sup> Forecasted information on October 2022 – December 2022

### 3. Selling and administrative expenses

Selling and administrative expenses comprise marketing expenses, customer service expenses, credit card expenses, transportation, and storage & handling expenses, rent, lease & rights expenses, etc. The IFA projected selling and administrative expenses based on the average proportion of selling and administrative expenses to total revenue of ESSO during 2017 – first 6-month period of 2022 based on a conservative basis as the majority of selling and administrative expenses of ESSO came from selling expenses of ESSO's products (accounting for about 95.45% of selling and administrative expenses based on information from 9-month period ended September 30, 2022 of ESSO), which accounted for about 1.7% - 3.0% of total revenue of ESSO in the past.

During 2022 – 2026, the IFA projected the proportion of selling and administrative expenses to total revenue based on the average proportion of selling and administrative expenses to total revenue during 9-month period ended September 30, 2022 of 1.78%, and then projected it to be increased every year at a constant rate and stabilized at 2.87% in 2026 based on the average proportion of selling and administrative expenses to total revenue during 2017 – first 6-month period of 2022 and projected it to be constant onwards until the end of the projection period.

Table 4-13: Selling and administrative expenses

Details	3M 2022F <sup>1</sup>	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
Proportion of selling and administrative expenses to total revenue (%)	1.78	2.01	2.26	2.54	2.87	2.87	2.87	2.87	2.87	2.87	2.87
Selling and administrative expenses (THB million)	1,182	4,602	4,935	5,383	5,521	5,292	5,425	5,453	5,599	5,644	6,236

Details	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F
Proportion of selling and administrative expenses to total revenue (%)	2.87	2.87	2.87	2.87	2.87	2.87	2.87	2.87	2.87	2.87
Selling and administrative expenses (THB million)	5,947	5,933	6,027	6,351	6,612	6,873	7,154	7,471	7,450	7,450

Note: <sup>1</sup> Forecasted information on October 2022 – December 2022

#### 4. Corporate income tax

Based on the corporate income tax rate in Thailand, it is expected that the corporate income tax rate will be 20% of profit before taxes for the whole projection period.

#### 5. Working capital

Trade receivables, inventories and trade payables were forecasted based on the average trade collection days, inventories turnover days and days payable outstanding during 9-month period ended September 30, 2022, at 35.13 days, 48.88 days, and 34.34 days, respectively.

#### 6. Capital expenditures

Capital expenditures were projected to be THB 1,297.13 million per annum based on the historical average of capital expenditures during 2017 – first 6-month period of 2022 (Annualized information) and projected to be constant throughout the projection period. Capital expenditures assumed in this valuation mainly are plant's repair and maintenances expenses.

#### 7. Profit sharing from investment in associate

Profit sharing from investments in associate mainly came from profit sharing from investment in Thai Petroleum Pipeline Company Limited (“Thappline”), which operates petroleum pipeline business with stable revenue and profit. During 2017 – 2021, Thappline recorded total revenue of THB 3,427.0 million, THB 3,512.7 million, THB 2,889.0 million, and THB 2,518.5 million, respectively, with a net profit of THB 1,781.9 million, THB 1,844.3 million, THB 1,370.9 million, and THB 1,091.4 million, respectively, showing stable revenue and net profit except in 2020 and 2021 which were affected by the Covid-19.

Therefore, the IFA projected profit sharing from investment in associate during 2023 – 2026 based on annualized profit sharing from investment in associate during 9-month period ended September 30, 2022 at THB 312.17 million and projected to be increased every year at a constant rate and stabilized at THB 377.99 million in 2026 based on average profit sharing from associate during 2017 – 2019 in order to reflect the performance of associate without impact from the Covid-19 and projected to be constant throughout the projection period.

#### 8. Discount Rate

The IFA forecasted the discount rate or the Weighted Average Cost of Capital (“WACC”) by the following components:

$$WACC = K_e \times (E/V) + K_d \times (1-t) \times (D/V)$$

whereas

$K_e$  = Cost of equity based on the Capital Asset Pricing Model (CAPM) which is 14.32%

$E/V$  = Proportion of equity to capital which is 42.40%

$K_d$	=	Cost of borrowing of BCP which is 4.00% based on interest rate of BCP's debenture issued on August 25, 2022, since the cost of debt of ESSO is considered to be significantly low as ESSO heavily relies on the Seller. Therefore, the IFA assumes ESSO's cost of debt from BCP's cost of debt because they operate similar business based on a conservative basis.
$t$	=	Corporate income tax which is 20.00%
$D/V$	=	Proportion of debt to capital which is 57.60%

#### Calculation of cost of equity ( $K_e$ )

The IFA forecasted cost of equity ( $K_e$ ) based on Capital Asset Pricing Model (CAPM) by the following components:

$$K_e = R_f + \beta \times (R_m - R_f)$$

whereas

$R_f$  = Risk-free rate based on the 20-year government bond, which is 3.20% as of January 11, 2023. The IFA applied the period of risk-free rate at 20 years since this return reflects the investors' expected risk-free return for the next 20 years which covers the forecast period of the IFA in this report.

$\beta$  = Beta or a coefficient that reflects the risk of ESSO compared to the SET is forecasted based on an average 3 years Beta of ESSO which is the appropriate period in order to reflect volatility of stock exchange and stock price

The IFA used the Unlevered Beta of 0.54 of ESSO to calculate the Levered Beta from equation of Levered Beta = Unlevered Beta  $(1 + (1 - t) \times (D/E))$ , so the Levered Beta is 1.13

$R_m$  = Market premium on investment in the SET for the past 20 years as of January 11, 2023 or 13.01%, in accordance with the period of risk-free rate

Thus

$$\begin{aligned} K_e &= R_f + \beta \times (R_m - R_f) \\ &= 3.20\% + 1.13 \times (13.01\% - 3.20\%) \\ &= 14.32\% \end{aligned}$$

#### Calculation of WACC

The IFA forecasted the WACC of THCOM by the following component:

$$\begin{aligned} WACC &= K_e \times (E/V) + K_d \times (1-t) \times (D/V) \\ &= (14.32\% \times 42.40\%) + [4.00\% \times (1 - 20.00\%) \times 57.60\%] \\ &= 7.92\% \end{aligned}$$

## 9. Cash flow projection of ESSO

Table 4-14: Cashflow projection of ESSO

Unit: THB million	3M 2022F <sup>1</sup>	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F	2032F
EBIT x (1 – Tax rate)	3,718.41	10,204.44	7,440.71	5,193.37	3,034.27	2,908.68	2,981.29	2,997.01	3,076.97	3,102.08	3,427.51
Profit sharing from investment in associate	78.04	327.46	343.51	360.33	377.99	377.99	377.99	377.99	377.99	377.99	377.99
Depreciation and amortization <sup>2</sup>	703.17	2,899.14	2,985.62	3,061.78	3,117.82	3,204.29	3,290.77	3,218.04	2,882.10	1,467.97	864.75
Change in net working capital	(0.00)	4,363.19	1,431.55	751.42	2,457.86	1,070.20	(549.37)	(203.34)	(681.36)	(214.04)	(2,693.34)
CAPEX	(493.50)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)
Free cash flow to firm (FCFF)	4,006.03	16,497.11	10,904.26	8,069.78	7,690.80	6,264.03	4,803.55	5,092.57	4,358.57	3,436.87	679.79

Unit: THB million	2033F	2034F	2035F	2036F	2037F	2038F	2039F	2040F	2041F	2042F
EBIT x (1 – Tax rate)	3,268.70	3,260.74	3,312.65	3,490.48	3,634.16	3,777.33	3,931.80	4,105.77	4,094.55	4,094.55
Profit sharing from investment in associate	377.99	377.99	377.99	377.99	377.99	377.99	377.99	377.99	377.99	377.99
Depreciation and amortization <sup>2</sup>	951.23	1,037.70	1,124.18	1,210.65	1,297.13	1,210.65	1,124.18	1,037.70	951.23	864.75
Change in net working capital	1,273.54	67.78	(442.35)	(1,434.07)	(1,305.65)	(1,220.03)	(1,316.35)	(1,386.86)	-	-
CAPEX	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)	(1,297.13)
Free cash flow to firm (FCFF)	4,574.33	3,447.09	3,075.34	2,347.92	2,706.50	2,848.81	2,820.49	2,837.47	4,126.64	4,040.16

Note: <sup>1</sup> Forecasted information on October 2022 – December 2022

<sup>2</sup> Depreciation and amortization calculated from summation of (1) depreciation and amortization of assets as of September 30, 2022, based on financial statements as of September 30, 2022, and (2) depreciation and amortization expenses during the projection period with 15 years useful life based on interviews with the relevant staff

The calculation of ESSO's fair value is as follows:

Table 4-15: Summary of ESSO's fair value

Unit: THB million	As of September 30, 2022
Present value of net cash flow or Enterprise Value <sup>1/</sup>	72,015.93
Add: Cash and cash equivalents	842.84
Add: Investment in BAFS <sup>2/</sup>	1,280.43
Less: Interest bearing debt <sup>3/</sup>	(39,092.05)
Less: Minority interest	(7.43)
<b>Equity value of ESSO</b>	<b>35,039.71</b>
ESSO's issued and paid-up shares (million shares)	3,460.86
<b>Equity value of ESSO (THB/share)</b>	<b>10.12</b>

Note: <sup>1/</sup> Calculate from the discount rate of 7.92%

<sup>2/</sup> Based on market price as of September 30, 2022

<sup>3/</sup> Interest bearing debt comprises of bank overdraft and short term loans from financial institutions, short term loans from related companies, long term loans from financial institutions, long term loans from related companies and financial lease liabilities

## 10. Sensitivity Analysis

Since WACC and gross profit margin are the key assumptions to calculate the ESSO's share price, the IFA performed the sensitivity analysis of WACC and gross profit margin to reflect the impact of changing the WACC by increasing or decreasing the WACC by 10.0% and changing the target gross profit margin in 2026 onwards by increasing or decreasing the gross profit margin by 0.25%, which will also cause impacts on gross profit margin during 2023 – 2026.

Based on the sensitivity analysis, the IFA came up with the following summary of ESSO's fair value:

Table 4-16: Sensitivity analysis of WACC and gross profit margin

ESSO's fair price (THB per share)		Changing in WACC increase/(decrease)		
		(10.00%)	-	10.00%
Changing in gross profit margin in 2026 increase/(decrease)	(0.25%)	10.06	9.05	8.13
	-	11.22	10.12	9.14
	0.25%	12.36	11.20	10.14

Based on the DCF Approach, the ESSO's share price is in the range of THB 8.13 – 12.36 per share, which is higher (lower) than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, of THB 8.84 per share by THB (0.71) – 3.52 per share or higher (lower) than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, by (7.98%) – 39.86%. This valuation approach can reflect the business plan and future performance of ESSO by taking into account factors that might affect its performance, such as its business plan and policies, competitiveness, revenue structure, etc., and analyzing historical information about ESSO. Therefore, the IFA has an opinion that this valuation approach may be appropriate for the share valuation of ESSO.



In this regard, the share price valuation by this approach is based on publicly available information as well as information from interviews with the relevant staff to determine the fair value of ESSO to compare with the purchase price under the current economic conditions and situations. Therefore, any material changes in the economic environment and other external factors that affect ESSO's operation or its internal situation will cause the ESSO's fair value from this approach to change accordingly.

#### 4.6 Research Analysts Consensus

This approach is to value ESSO's share price based on research from November 2022 – February 2023.

Table 4-17: ESSO's fair price from research analysts

Date	Company that issued research	ESSO's fair price (THB/share)
February 1, 2023	A	8.80
January 17, 2023	B	12.00
December 15, 2022	C	14.10
November 11, 2022	D	15.20

Source: Settrade. Information as of February 2, 2023

According to the above table, the ESSO's fair price from research analysts is in the range of THB 8.80 – 15.20 per share, which is higher (lower) than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, of THB 8.84 per share by THB (0.04) – 6.36 per share or higher (lower) than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, by (0.45%) – 71.95%.

Since the research analysts used various valuation method, it might not be able to fully reflect the business and future performance of ESSO. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

#### 4.7 Summary of the Valuation of Fair Price Range of ESSO's Shares

Table of comparison between ESSO's share value according to different valuation approaches and the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, can be summarized as follows:

Table 4-18: Summary of the valuation of fair price range of ESSO's shares

Valuation approach	Fair value of ESSO (THB/share)	The Indicative Purchase Price Based on Financial Statement as of September 30, 2022 (THB/share)	Higher (lower) than the Indicative Purchase Price Based on Financial Statement as of September 30, 2022		Appropriateness of valuation approach
			THB/share	%	
1) Book Value Approach	7.99	8.84	(0.85)	9.67	Not appropriate
2) Market Value Approach	9.91 – 12.40	8.84	1.07 – 3.56	12.14 – 40.22	Not appropriate
3) Market Comparable Approach					Not appropriate
3.1) Price to Book Value ratio (P/BV)	5.65 – 6.71	8.84	(3.19) – (2.13)	(36.08) – (24.09)	Not appropriate
3.2) Price to Earnings ratio (P/E)	14.49 – 23.23	8.84	5.65 – 14.39	63.95 – 162.76	Not appropriate
3.3) Enterprise Value to Earnings before Interest, Taxes, Depreciation and Amortization ratio (EV/EBITDA)	12.80 – 15.37	8.84	3.96 – 6.53	44.77 – 73.87	Not appropriate
4) Transaction Comparable Approach	24.89	8.84	16.05	181.52	Not appropriate
5) Discounted Cash Flow Approach (DCF)	8.13 – 12.36	8.84	(0.71) – 3.52	(7.98) – 39.86	Appropriate
6) Research Analysts Consensus Approach	8.80 – 15.20	8.84	(0.04) – 6.36	(0.45) – 71.95	Not appropriate

Source: Analysis by the IFA

There are both advantages and disadvantages from using each valuation approach to reflect ESSO's fair price as follows:

##### 1. Book Value Approach

This approach only reflects the financial position at a particular time (as at September 30, 2022). However, this approach does not take into account the current fair value of assets and events that occurred after the accounting period, which might have a significant impact on the financial statements as well as the profitability of ESSO in the future. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

##### 2. Volume Weighted Average Price Approach

The valuation of the Company's shares by the volume-weighted average price approach is based on market price, a mechanism that is determined by the demand and supply of investors towards ESSO's shares as well as reflecting fundamentals and demand of general investors towards ESSO's potential growth in the future

relatively well. As a result, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

### **3. Market Comparable Approach**

#### **3.1 Price to Book Value ratio (P/BV)**

This approach takes into account the financial position at any given period by comparing it with the average ratio of those comparable companies to compare market prices. However, this approach is only a valuation of ESSO's book value which does not take into account differences between the fundamentals of each comparable company and does not reflect ESSO's ability to operate in the future. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

#### **3.2 Price to Earnings ratio (P/E)**

This approach uses earnings per share for the latest twelve months of ESSO, which was ESSO's historical data to compare with the price to earnings per share ratio of comparable companies. However, this valuation approach is only based on the short-term profitability of ESSO and does not take into account the profitability of ESSO in the future. In addition, such a comparable ratio only takes into account investors' expectations on the potential growth of ESSO's profitability, which may be different from ESSO's expectations. Therefore, the value from this approach may not reflect ESSO's intrinsic value. As a result, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

#### **3.3 Enterprise Value to Earnings before Interest, Taxes, Depreciation and Amortization ratio (EV/EBITDA)**

This approach uses earnings before interest, taxes, depreciation, and amortization for the latest twelve months of ESSO to compare with the enterprise value to earnings before interest, taxes, depreciation and amortization ratio of comparable companies deducted by capital structure, net interest-bearing liabilities of ESSO. However, this valuation approach is only based on short-term earnings before interest, taxes, depreciation, and amortization of ESSO which does not take into account the profitability and performance of ESSO in the future. In addition, such a comparable ratio only takes into account investors' expectations on the potential growth of ESSO's earnings before interest, taxes, depreciation and amortization which may be different from ESSO's expectations. Therefore, the value from this approach may not reflect ESSO's intrinsic value. As a result, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

### **4. Precedent Transaction Approach**

Precedent Transaction approach is used to value a company's shares by comparing it to past merger and acquisition transactions in the refinery and marketing business. However, the valuation of each transaction is driven by various factors which are specific to each company, industry as well as factors surrounding each company at that time such as the proportion of shares purchased, the ability to obtain controlling stake, business potential and expected synergies which may not be comparable in this case. Therefore, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

#### 5. Discounted Cash Flow Approach (DCF)

This approach analyzes the business plan of ESSO as well as reflects ESSO's ability to generate cash flows and future performance by considering various factors that affect ESSO's operations such as policies and operation plans, competitiveness, revenue structure, etc. The assumptions used in the preparation of the projection are based on the analysis of past performance information, in conjunction with ESSO's future business plan considering various factors that might affect ESSO's operation. Therefore, the IFA has an opinion that this valuation approach is appropriate for the share valuation of ESSO.

The opinion of the IFA is based on the information received from the Company as well as publicly available information and other relevant information on the assumption that such information is correct, complete, and credible, which is considered under the current circumstances. Significant changes in business operations might change the fair value of ESSO's share price and the decision in considering the fair value of the Transaction. Therefore, the IFA cannot predetermine the potential impacts to the Company and shareholders. In addition, the purpose of the opinion of the IFA is only for the shareholder's consideration of the Transaction; hence, the IFA does not certify any impacts from the Transaction to the Company as well as any results of the Transaction.

#### 6. Research Analysts' Consensus Approach

IFA has considered the target price from research analysts' consensus as another market price benchmark in evaluating the fair value of ESSO. However, due to discrepancies in the target price determination process of each analyst and the inability to completely reflect ESSO's future business plan, the IFA has an opinion that this valuation approach may not be appropriate for the share valuation of ESSO.

The IFA has an opinion that ESSO's fair value should be based on the valuation using Discounted Cash Flow Approach as it can reflect the ability of ESSO in generating future cash flow from operations, profitability, and future growth as well as shareholder return in the future based on the forecasted revenue and expenses using appropriate assumptions determined by the IFA. The fair value of ESSO's shares is in the range of THB 8.13 – 12.36 per share. This valuation is based on the fact that it is within the range of fair value. As a result, the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, of THB 8.84 per share is appropriate as it is within the range of ESSO's fair value.

## Part 5: Summary of the Opinion of the Independent Financial Advisor

To consider the appropriateness of the Transaction, the IFA has an opinion that the purpose of the Transaction is appropriate since it could help the Company expand its business and help it become a leading refinery and marketing operator in Thailand. In addition, the transaction could help expand the marketing business of the Company by optimizing fuel distribution channels and leveraging ESSO's service stations, which could help the Company significantly strengthen its retail market share in terms of sales volume and number of service stations, particularly in prime areas including Bangkok and metropolitan areas. With the ESSO's sizable customer base, the Transaction can generate further growth through cross-selling opportunities. From increased service stations, there is opportunity for the Company to further expand its non-oil businesses, such as Inthanin Coffee, Food Trucks, and EV Chargers by utilizing their network. Moreover, it can also create a business synergy to the Company's operations in the areas of cost optimization from crude supply, refinery operations, logistics, and corporate overhead.

In terms of the transaction price, as of the date of preparation of this report, the IFA cannot determine the Final Purchase Price since the Final Purchase Price will be subject to business performance, which results in changes in net debt and debt equivalent items, working capital and other items in accordance with the Share Purchase Agreement as described below. The adjustment items will be referencing the latest reviewed quarterly financial statements of ESSO before the closing of the Transaction. In this regard, the IFA's opinion will be provided on the price adjustment mechanism and the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, as follows:

### Price Adjustment Mechanism

As the industry in which ESSO is operating is highly volatile in terms of working capital needs and the considerable time period required between the Share Purchase Agreement signing date and the expected completion date, a price adjustment mechanism is used to determine the purchase price of the Sale Shares and tender offer price to provide certainty to the Company on the enterprise value of ESSO and mitigate major fluctuations versus normalized working capital levels

The purchase price of the Sales Shares at the closing of the Transaction will be subject to business performance which results in changes in net debt and debt equivalent items, working capital and other items in accordance with the Share Purchase Agreement as described below. The adjustment items will be referencing the latest reviewed quarterly financial statements financial statements of ESSO before the closing of the Transaction.

	Enterprise Value of THB 55,500 million
minus	1. Net debt and debt equivalent items <sup>12</sup> ( <i>Total debt less cash and cash equivalents</i> )
plus	2. Other financial items <sup>13</sup>
plus	3. Select working capital adjustments <sup>14</sup>

*Difference between select working capital items as of Financial Statement Date and normalized*

<sup>12</sup> Please refer to footnote 1

<sup>13</sup> Please refer to footnote 2

<sup>14</sup> Please refer to footnote 3

- working capital level ("Reference Working Capital") together with volume and price linked hydrocarbon inventories adjustments*
- plus 4. Other adjustments in accordance with the Share Purchase Agreement<sup>15</sup>  
*including inventories of Excluded Businesses which are excluded from the Transaction, considerations paid for the Excluded Businesses by the Seller to the Target post Financial Statement Date (if any), and any dividend that becomes payable post Financial Statement Date and prior to closing*

**equals Equity Value**

The IFA has an opinion that the above price adjustment mechanism is appropriate since (1) the closing date of the Transaction cannot be exactly determined as the Company and the Seller are required to complete their condition precedents. There might be a significant change on working capital between the signing date of the Share Purchase Agreement and the closing date due to the high volatility of working capital in refinery and marketing businesses and (2) the price adjustment mechanism is in line with merger and acquisition general practice as the agreed formula can reflect the differences between the signing date and the closing date of the Transaction. Although there might be a significant change to the Final Purchase Price, the change in net assets and liabilities values will also be reflected in the Final Purchase Price. By considering the aforementioned rationales and review of the Price Adjustment Mechanism disclosed by the Company to the SET on January 12, 2023, the IFA has an opinion that the Price Adjustment Mechanism according to ESSO's business operation as mentioned above and the latest quarterly reviewed financial statements of ESSO is appropriate.

The Indicative Purchase Price Based on Financial Statement as of September 30, 2022

The IFA has an opinion that the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, of THB 8.84 per share is appropriate since it is within the range of ESSO's fair price of THB 8.13 – 12.36 per share evaluated by using appropriate valuation approaches, which is DCF approach used by the IFA.

Therefore, the Indicative Purchase Price Based on Financial Statement as of September 30, 2022, of THB 8.84 per share is appropriate.

From the above reasons, the IFA has an opinion that **the Transaction is appropriate and shareholders of the Company should approve the Transaction.**

Besides, IFA has additionally reviewed the financial statement for year 2022 as of December 31, 2022, from ESSO's public disclosure, and IFA has found no issues or subsequent events after September 30, 2022. ESSO continues to operate normal business.

The opinion of the IFA is based on the information received from the Company as well as publicly available information and other relevant information on the assumption that such information is correct, complete, and credible, which is considered under current circumstances. Even though IFA hasn't conducted due diligence on the Share Purchase Agreement, IFA refers the information mainly from the Company's public disclosure, summary of the Share

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<sup>15</sup> Please refer to footnote 4

Purchase Agreement's key terms and conditions provided by the Company's legal advisor and interview with related person. IFA assumes that the reference information and the Share Purchase Agreement is effective and has legal effect and there is no information that affect significantly in analyzing information and conducting IFA's opinions. Therefore, significant changes in business operations might change the fair value of ESSO's share price and the decision in considering the fair value of the Transaction. Therefore, the IFA cannot predetermine the potential impacts to the Company and shareholders. In addition, the purpose of the opinion of the IFA is only for shareholder's consideration on the Transaction, hence the IFA does not certify any impacts from the Transaction to the Company as well as any results of the Transaction.

The decision of the shareholders on whether or not to approve the transaction solely depends on each shareholder's discretion. Shareholders should consider the information attached to the invitation letter of the shareholders meeting in consideration of the Transaction in order to appropriately decide whether to approve the Transaction. The shareholders shall consider the information, opinions and other details prepared by the IFA, as mentioned earlier, as well as the advantages, disadvantages, and risks of entering the Transaction. However, the decision to approve or disapprove for this Transaction is subject to the consideration of shareholders.

Krungthai XSpring Securities Company Limited, as an independent financial advisor, certifies that the financial opinion is in accordance with professional standards, taking into account of the interests of the shareholders

Sincerely

Krungthai XSpring Securities Company Limited

*- Prachitpol Himathongkam -*

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(Mr. Prachitpol Himathongkam)

Chief of Investment Banking Group

*- Busaraporn Chanchucherd -*

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(Ms. Busaraporn Chanchucherd)

Chief of Investment Banking Group

Supervisor



**Attachment 1: General Information of Bangchak Corporation Public Company Limited****1. General Information**

<b>Company's Name</b>	: Bangchak Corporation Public Company Limited
<b>Registered Office</b>	: 2098 M Tower Building, 8 <sup>th</sup> Floor, Sukhumvit Road, Phra Khanong Tai, Phra Khanong, Bangkok 10260 Thailand
<b>Type of Business</b>	: Refinery Business and Marketing Business including invest in Green Power Business, Bio-based Product Business, Natural Resources Business, and develop new Business.
<b>Telephone Number</b>	: (02) 335 8888
<b>Fax Number</b>	: (02) 335 8000
<b>Company's Registration Number</b>	: 0107536000269
<b>Securities Registrar</b>	: Stock Exchange of Thailand, SET
<b>Industry</b>	: Resource
<b>Sector</b>	: Energy and Utilities
<b>Registered Capital</b>	: THB 1,376,923,157 Divided into ordinary shares 1,376,923,157 shares at Par Value THB 1 per share.
<b>Paid-Up Capital</b>	: THB 1,376,923,157 Divided into ordinary shares 1,376,923,157 shares at Par Value THB 1 per share.
<b>Company's Website</b>	: <a href="http://www.bangchak.co.th">www.bangchak.co.th</a>

**2. Business Overview****2.1 Nature of Business**

Bangchak Corporation Public Company Limited is a Thai energy company that operates in tandem with socio-environmental responsibility. Its core business is petroleum refining to produce high-standard products from domestic and international sources. With a capacity of 120,000 barrels per day (120 KBD), BCP produces and distributes its products through more than 1,343 service stations nationwide. It has expanded its businesses to oil trading, green

power, bio-based products, and natural resources and business development. Its ultimate goal is to enhance national energy security and expand new investments so that its businesses may be sustained.

Business operations of group of Company based on 6 main business segments:

### Refinery Business Group

BCP's refinery is a modern complex refinery with a daily capacity of 120,000 barrels. Refinery yields are mostly premium products in the gasoline and diesel groups and are of the government-required Euro 4 standard. Notably, was the first company in Asia to produce Gasohol E20 and premium diesel of the Euro 5 standard, an environment-friendly fuel with less than 10 ppm (parts per million) of sulfur content, down by five times from Euro 4 specifications.

BCP will strive further to raise process energy efficiency by using electricity and steam from its own cogeneration power plant, where environment-friendly natural gas is used in place of fuel oil. The FAST+ project was launched to further raise the refining process to maximum capacity. As a result of the fluctuation in the oil industry in line with the world's ongoing economic slump, which affected oil demand, BCP has achieved the following to cope with the situation:

- Raising business potential and expanding business opportunities while reducing costs and expenses ranging from crude procurement, production processes, oil storage tanks, oil intake/offtake pipelines, to oil cargo vessels to ensure refining efficiency. The daily average production in 2022 was recorded at 122.6 KBD.
- Drawing up a crude procurement and order placement plan to obtain appropriate GRMs while using roll-month derivatives to save crude procurement cost, resulting in the year's average GRM of USD 14.33 per barrel.
- Continuously developing the international oil trading business through BCP Trading Pte. Ltd. (BCPT) with emphasis on expanding out-out trading (i.e., procuring and trading oil through companies other than BCP) for key products such as crude, gasoline, diesel, fuel oil, as well as naphtha and solvent products, of which new business partners have been reached in new countries including Taiwan, the Philippines, Pakistan, Qatar, and UAE. BCPT, moreover, was able to trade new products, such as MTBE, and was able to generate more income from developing low-sulfur fuel oil for IMO bunkers. Cordial relationship with partners and favorable market conditions have raised trading volumes for BCPT.

### Marketing Business Group

In 2022, over 56% (as of December 31, 2022) of refined products were sold directly to consumers through BCP's retail network of 1,343 stations across the country. Of the number, 724 are standard service stations and 619 are community stations (as of December 31, 2022) and sold to industrial user, transport sectors, aviation, marine, construction sector, and agricultural customers. Most newly launched stations during the year were large-scale ones bearing a modern and unique design with non-oil businesses and various services offered. BCP could, therefore, maintain its position as player No.2 in market shares. In 2022, the company will launch a new gasohol and diesel product, BCP Hi Premium Gasohol 97, Gasohol 95, with an octane rating of 97, which is the highest octane in gasohol

(E10) in Thailand and the only product on the premium gasohol market that meets the Euro 5 standard. At its service stations, emphasis has been placed upon the sale of high-performance and environment-friendly renewable fuels in both gasoline and diesel groups. BCP stations are also readily equipped with non-oil businesses and various services, including convenience stores, coffee shops, oil changing, and carwash service, to attract more customers.

In 2022, the company develop a new non-oil business model, partnering with well-known franchise restaurants such as Midnight Chicken Rice Extra, Dacha Fried Chicken, Kon Boat Noodles, etc., to operate in gas stations. There are also eleven Co-Investment brands, including GON EXPRESS, Gateaux House, Noodlebox, etc., to operate in gas stations. Notably, BCP, after having worked on EV charging development with business partners, is offering Quick EV Charger (DC) service at 179 stations (as of the end of 2022) on major roads. BCP is now the service station brand offering the highest number of EV charging points around the country, ready to assist EV motorists on all routes.

As of December 31, 2022, BCP recorded a total number of 1,002 branches of Inthanin coffee shop, managed by Bangchak Retail Co., Ltd. (BCR). In addition to locations at BCP's stations, Inthanin Coffee has its presence outside them, such as in shopping malls, office buildings, government offices, hospitals, leading education institutes, and city electric train stations.

Regarding non-oil businesses, more products and services have been added to BCP stations. BCR secured the rights to expand and manage the Dakasi pearl milk tea business at BCP's service stations and, as of December 31, 2022, 51 Dakasi branches had been launched. Leading convenience store brands who are BCP's business allies have now opened their outlets at BCP's stations, comprising 15 Tops Daily, 17 Family Mart, and 133 Mini Big C and 1 Lawson branches as of December 31, 2022. BCP continuously expanded the car care business under 'Wash Pro', 'FURIO Care', 'Green Wash', and 'Tyre Care' brands while launching more outlets with a business ally. Other offerings regarding non-oil businesses include Fast Fit business, restaurants, laundry service outlets, goods delivery points, and vending machines.

BCP's community station business, which started in 1990 under the 'rice for oil' initiative, has continuously grown and entered its 31st year of business operation in collaboration with community organizations. BCP has a policy to further develop community stations toward sustainability by upgrading both the station and service to the required standard so that these stations may become a mechanism to drive the community's sustainable economy. In 2022, support for community stations was carried on through the COOP Bonding project, which focuses on community station improvement, offering of more product variety to high-potential cooperatives, and the project to boost its sales volume in response to the vision to grow the business on a participative and sustainable path.

BCP pays attention to managing a sustainable business by adopting the 4R process, i.e., Renewable, Recycle, Reuse, and Reduce. This includes installation of solar rooftop panels for power generation at service stations, installation of EV chargers, use of materials produced from processes that save energy and resources for station construction, and increase in green space at service stations. For Inthanin coffee shops, the business is run under the concept of 'Inthanin Nature cup'. Not only is the coffee brewed from 100% arabica coffee beans delicately roasted for customers, but it is also responsible consumption. Inthanin is the leader in using bio-packaging items made from PLA (polylactic acid), a degradable plastic, in an attempt to reduce the use of plastics in business operations.

Apart from fuel products, BCP produces and sells lubricants and specialty products like transmission fluids, brake fluids, grease, and others under the BCP Lubricants brand. Also, there are premium lubricants under the FURiO brand that saves on fuels, prevents engine wear, and protects engines. BCP sold to domestic markets via its service stations, outlets, industrial works, original equipment manufacturer (OEM) markets, as well as exported.

### Green Power Business Group

BCP invests in the green power business through BCPG Public Company Limited (BCPG) (a BCP subsidiary) particularly established for production and distribution of electricity generated from renewables and new forms of clean energy in Thailand and abroad. As of December 31, 2022, a total of 390.5 MW of electricity was generated from:

#### 1) Solar Power Plant

- Solar farms in Thailand, with a total output of 175.1 MW (including solar rooftops in operation), are now located in 11 provinces in Thailand.
- There are 79.7 MW of operational solar farms in Japan, including projects S1 (Natkatsugawa) with 0.7 MW, S11 (Takamori) with 1.0 MW, S19 (Nojiri) with 0.9 MW, Tatumizu with 8.1 MW, Gotemba with 4.0 MW, Komagane with 25 MW, Yabuki with 20 MW, and Chiba 1 with 20 MW.

#### 2) Wind Power Plant

- Lom Ligor Wind Power Plant in Nakhon Si Thammarat,
- with 9.0 MW in operation Wind farm in the Philippines, with 14.4 MW in operation

#### 3) Hydro Power Plant

- Laos hydroelectric power facility with 114 MW, including Nam San 3A with 69 MW and Nam San 3B with 45 MW.

#### Projects under development including

- Solar farms in Thailand, with 3.7 MW produced
- Solar farms in Japan, project Chiba 2 with 10.0 MW produced
- Solar farms in Taiwan, with 469.0 MW produced including project Yunlin with 250 MW, project Chiayi-Tainan with 149 MW, and project Khaohsiung – Pintung with 115 MW.
- Wind farms in Philippines, with 5.3 MW produced
- Wind farms in Laos, with 230 MW produced
- Power Transmission line in Laos support electricity sales from Laos to Vietnam with capacity 220 kV.

In addition, BCP has invested in convertible bonds of VRB Energy Co., Ltd., a producer and distributor of utility-scale energy storage systems (Vanadium Redox Flow battery) worth USD 24 million. A 25-year contract with Vietnam Electricity was also signed to produce 600 MW of electricity on the Laos-Vietnam border.

## Bio Based Products Business Group

BCP engages in bio-based product business, including ethanol and biodiesel, as it recognizes the value of renewable energy. The goal is to lower trade deficits due to fuel imports, contribute to national energy security, support farmers, and preserve the environment. It has long advocated the blending of ethanol with gasoline and biodiesel with diesel to yield gasohol 91, gasohol 95, gasohol E20, gasohol E85, and Hi-Diesel.

Toward the end of 2017, BCP merged BBP Holdings Co., Ltd. (one of BCP subsidiaries) with KSL Green Innovation Plc. (a subsidiary of Khon Kaen Sugar Industry Public Co., Ltd.) to establish BBGI Co., Ltd., which was converted into BBGI Public Company Limited (BBGI) in April 2018 with BCP holding 60%. BBGI is the country's largest business entity engaging in the production and sale of biofuels with a combined production of 1,600,000 liters per day from its subsidiaries and affiliates. The total production comprises 600,000 liters of ethanol and 1,000,000 liters of biodiesel. Later in 2020, BCP's investment in bio-based products was expanded by having BBGI buy shares in Manus Bio Inc., a world-scale leader in premium bio-based product business, while entering into a joint venture to establish Win Ingredients Co., Ltd. to run a biotechnology business.

In March 2022, BBGI Co., Ltd. (BBGI) offered newly-issued ordinary shares in an Initial Public Offering (IPO) of 433.20 million shares in the Stock Exchange of Thailand (SET) with offering price THB 10.50 per share (Par value is THB 2.50 per share) equaling to THB 4,549 million. After the offering, BCP had equity stake in BBGI from 60% to 42.02%. During the period, BCP additionally purchased BBGI's ordinary shares, resulting in owning equity stake of 45%. Besides, BCP established BSGF Co., Ltd. which is joint-venture company between BCP (51% equity stake), BBGI (20% equity stake), and Thanachok Oil Light Co., Ltd. (29% equity stake) to be a supplier, manufacturer and seller of Sustainable Aviation Fuel (SAF) from the used oil, which has registered capital of THB 1.0 million and has plan to increase afterwards. BBGI has subsidiaries and associates as follows:

### 1) BBGI Bio Diesel Co., Ltd (BBGI-BI)

Located in Amphoe Bang Pa-in, Phra Nakhon Si Ayutthaya, BBF engages in biodiesel production, mainly from crude palm oil with an installed capacity of 1 million liters/day, with raw glycerin as a byproduct. A project is being implemented on quality improvement for new-standard biodiesel, defined by the Department of Energy Business, for the production of B7, B10, and B20 biodiesel. A construction project has begun for the pure glycerin plant with a capacity of 80 tons/day to grow the values of BBF's products.

### 2) BBGI Bio Ethanol (Chachoengsao) Co., Ltd (BBGI-PS)

Located in Amphoe Phanom Sarakham, Chachoengsao, produces ethanol mainly from cassava, molasses, and sugar, with a capacity of 150,000 liters per day.

### 3) BBGI Bio Ethanol Co., Ltd (BBGI-NP/BP)

Producing and selling ethanol derived from molasses as the key raw material, KGI commands a capacity of 450,000 liters/day. The Nam Phong plant, located in Amphoe Nam Phong, Khon Kaen, commands a capacity of 150,000 liters/day (around 49.50 million liters/year), which is currently being expanded by 200,000 liters/day. The

other plant, located in Amphoe Bo Phloi, Kanchanaburi, holds a capacity of 300,000 liters/day (99 million liters/year). KGI's capacity totaled 148.50 million liters/year.

4) **BBGI Utility and Power Co., Ltd (BUP)**

Produces and distributes bio-based energy, electricity, and utilities.

5) **Win Ingredients Co., Ltd**

Produces, distributes, imports, and exports various bio-based products and chemicals. The company's sweetener, Neotame, has won a food recipe certificate for distribution in Thailand and ASEAN.

6) **BIOM Co., Ltd**

Research and development of biotechnology, particularly synthetic biology, by BBGI has the exclusive commercial research right to BIOM.

Other investments are in Ubon Bio Ethanol Plc. (UBE): Located in Amphoe Na Yia, Ubon Ratchathani, UBE engages in ethanol production with a capacity of 400,000 liters per day from fresh cassava, cassava chips, and molasses. UBE also produces tapioca starch with a capacity of 700 tons per day, while generating power from the effluents of ethanol and tapioca starch processes.

### Natural Resources and New Business Group

1) **Petroleum exploration and production**

Through investment in OKEA ASA, BCP established BCPR Pte. Ltd. In Singapore for oil and gas production from oil fields named Draugen, Gjoa, Ivar Aasen, and Yme (with production starting in Q4 of 2021). BCPR is also developing or holding rights in Grevling, Aurora, and Falk oil and fields as well as a number of petroleum concessions in Norway. OKEA ASA, moreover, is the operator of various oil fields and is continually expanding its business along with M&As.

As of the end of 2022, the crude oil production capacity of OKEA ASA is 16,736 barrels per day, composed of 61,318 barrels of Natural Gasoline, NGL from six different sources, which OKEA ASA operates and invests as follows:

- **Draugen** oil field is located south of the Norwegian Sea and production began in 1993. In 2018, OKEA ASA will begin operations, enhance operational efficiency, and expand Draugen's potential. Draugen oil field has a crude oil production capability of 6,767 barrels per day at the end of 2022.
- **Gjoa** oil field production and operation began in 2010 by Neptune Energy Norge AS. Gjoa oil field has a crude oil production capability of 6,931 barrels per day at the end of 2022.
- **Ivar Aasen** oil field start production and operation in 2016 by Aker BP ASA. Ivar Aasen oil field has a crude oil production capability of 1,086 barrels per day at the end of 2022.
- **Yme** oil field start production and operation in 1996 by Neptune Energy Norge AS. Yme oil field has a crude oil production capability of 1,429 barrels per day at the end of 2022.

- **Brage** oil field located north of the Norwegian Sea start production and operation in 1993 by OKEA ASA. Brage oil field has a crude oil production capability of 383 barrels per day at the end of 2022.
- **Nova** oil field start production and operation in 2022 by Wintershall Dea. Nova oil field has a crude oil production capability of 139 barrels per day at the end of 2022.

Presently, the company develops the following crude oil and natural gas projects:

- **Hasselmus project** currently under develop by OKEA ASA to be subsea gas field, which connect with Draugen oil field step. Hasselmus project expect to operate in quarter 4 2023 with capacity of 4,400 barrels per day.
- **Halmet project and Aurora project** is under explore and evaluation by OKEA ASA and start investing in 2022. Expected to begin operations in 2025–2026.

OKEA ASA's operation plan adheres to the vision of a leading Mid-Late-Life Operator, which focuses on investing in low-risk projects, managing expenses and capital efficiently to preserve liquidity and generate consistent returns for shareholders.

## 2) **Natural resources business and new business development**

BCP established BCP Innovation Pte. Ltd. (BCPI) in Singapore to run and invest in the lithium business and innovation businesses outside Thailand. BCPI currently holds rights under a lithium purchase agreement with Lithium Americas Corp. to buy up to 6,000 tons per year from the Cauchari-Olaroz Project. BCPI has also invested in several other startups.

### **Innovation Management**

BCP established the BCP Initiative and Innovation Center (BiiC) to create a green ecosystem for driving various innovations with a focus on green energy and bio-based products to in turn grow its domestic and international businesses derived from R&D and corporate venture capital while engaging in business ecosystems and incubation. In short, BCP strives to be among Asia's leading green innovative companies.

#### 1) **Research & Development (R&D)**

This year, the R&D division erected and commissioned a prototype plant to produce high-value products generated from microalgae and to examine the effectiveness of high-value compounds derived from the plant. In addition, it engages in academic cooperation and project development with research institutions and universities, including the Faculty of Pharmaceutical Chulalongkorn University, which discovered that consuming Astaxanthin will help nourish eyes and skin, without adverse effects on the liver or kidneys, and that when applied topically, Astaxanthin does not cause skin irritation. In addition, R&D creates new products for preliminary market testing, such as supplemental foods and cosmetics, and studies the use of astaxanthin to develop existing products.

**BCP's Expenditure for R&D and Innovation**

Year	Action	Amount (Baht)
2018	Production of astaxanthin from algae and selection of algae strains for treating effluents of bioethanol plants so as to obtain astaxanthin	5,400,000
2019	Production of astaxanthin from algae, production of bioplastics, production of bio-base oil, wastewater treatment	9,200,000
2020	- Establishment of a microalgae nursery laboratory and construction of an astaxanthin pilot plant	10,000,000
	- Production of prototype bioplastics, plant-based protein substitutes, and treatment of wastewater from a gasoline service station.	5,450,000
2021	- Construction and commissioning of a prototype astaxanthin plant and product efficiency testing	7,400,000
	- Production of prototype bioplastics and plant-based protein substitutes	2,650,000
2022	Develop and improve production efficiency in the following areas: - The growth of algae and manufacture of Astaxanthin - Efficacy testing process - Develop new product - Preliminary market test	5,800,000

Note: <sup>1</sup> In 2019 BCP won Baht 2.8 million in tax privileges from TISTR along with Baht 2.3 million in supporting research fund from the Thailand Research Fund (TRF).

<sup>2</sup> In 2020 BCP won about Baht 1 million in tax privileges from TISTR.

**2) Corporate Venture Capital (CVC)**

BCP Group aims to be carbon neutral by 2030 and to emit zero greenhouse gases by 2050; thus, the company modifies its investment target in accordance with its new goals, including new technology to adapt and establish green businesses that have the New-S curve's four primary categories.

- 1) Green Energy Technology
- 2) Energy Transition Technology
- 3) Bio Based & Wellness
- 4) Digital Technology and others

This year CVC has invested 58% of its entire investment outlay, most of which focused on direct investment in startups, namely follow-on investment, and initial investment. One of the invested startups is Winnonie of BCP Group, which introduces a green energy innovation consumed by electric motorcycles to improve the quality of life of motorcycle taxi chauffeur. In addition, the company invests in start-ups that focus on hydrogen energy and create anode-free solid-state batteries.



### 3) Ecosystem and Incubation: E&I

BCP laid down a notion of employee stewardship under The Best Employer guidelines, with a goal to develop all employees to drive the company and sustain dynamic changes in the world. E&I under BiiC launched “The Intrapreneur” project as a forum for those wishing to participate in innovation development (involvement). Ideas were brainstormed among employees about extension of current businesses or choices of emerging businesses to pursue income. To this end, a presentation of business development projects by BCP and BCP Group employees was staged, leveraging the Design Thinking concept in designing products and services as well as supporting and improving components before entering the incubation process for greater commercial capability.

In 2021, BCP created the “Krathing” vending service station initiative to promote innovation to distant villages. In addition to fuel, current services include mobile phone top-ups and the payment of power and water bills; financial services are forthcoming. There are 110 vending service stations in 2022. In addition, E&I is raising funds for research on the Algae Cultivation Project of the R&D team in order to expand the production line to support the domestic market, and the company aims to be the leader in the cultivation and extraction of high-value essential substances from algae in the SEA market under the brand Asta A, which contains Astaxanthin, an antioxidant 500 times more potent than vitamin C, in supplementary food and cosmetics, and also plans to produce food and animal feed in the future.

In addition, E&I drives the establishment of a Thailand Synthetic Biology Consortium in collaboration with 17 agencies as a network of cooperation and the expansion of cooperation to 22 agencies, as well as the development of the Biosphere project aimed at fostering innovation and the domestic synthetic biotechnology industry, as well as linking cooperation and the exchange of knowledge between operators and researchers worldwide. The objective is commercial innovation, which aligns with the national strategy plan for enhancing industrial development in accordance with the BCG Model. The original phase of the network’s cooperation consisted of business and government entities in Thailand and abroad.

## 2.2 Revenue Structure

Operate by	% share holding	2020		2021		2022	
		Revenue (THB million)	%	Revenue (THB million)	%	Revenue (THB million)	%
<b>Refinery and sale of oil products<sup>1/</sup></b>							
Bangchak Corporation PLC	-	71,983	52.3	136,786	67.5	151,191	47.8
BCP Trading Pte. Ltd.	100.00	39,139	28.4	24,998	12.3	107,500	34.0
Bangkok Fuel Pipeline And Logistics Company Limited	100.00	-	-	-	-	184	-
<b>Total</b>		<b>111,122</b>	<b>80.7</b>	<b>161,784</b>	<b>79.8</b>	<b>258,875</b>	<b>81.8</b>
<b>Marketing Business</b>							
Bangchak Corporation PLC	-	6,896	5.0	7,295	3.6	9,293	2.9
Bangchak Green Net Co., Ltd.	49.00	895	0.7	811	0.4	795	0.3
Bangchak Retail Co., Ltd.	100.00	748	0.5	678	0.3	907	0.3
<b>Total</b>		<b>8,539</b>	<b>6.2</b>	<b>8,784</b>	<b>4.3</b>	<b>10,995</b>	<b>3.5</b>
<b>Power Business</b>							
BCPG Group	57.19	4,230	3.1	4,668	2.3	5,405	1.7
<b>Total</b>		<b>4,230</b>	<b>3.1</b>	<b>4,668</b>	<b>2.3</b>	<b>5,405</b>	<b>1.7</b>
<b>Revenue from Bio-Based Products</b>							
BBGI Group	45.00	12,558	9.1	14,085	7.0	13,325	4.2
<b>Total</b>		<b>12,558</b>	<b>9.1</b>	<b>14,085</b>	<b>7.0</b>	<b>13,325</b>	<b>4.2</b>
<b>กลุ่มธุรกิจทรัพยากรธรรมชาติและพัฒนา</b>							
OKEA ASA	45.46	-	-	10,068	5.0	23,349	7.4
BTSG Co., Ltd.	51.00	-	-	24	-	234	0.1
<b>Total</b>		<b>-</b>	<b>-</b>	<b>10,093</b>	<b>5.0</b>	<b>23,583</b>	<b>7.5</b>
Other		1	-	3	-	19	-
<b>Total revenue from sales and services</b>		<b>136,450</b>	<b>99.1</b>	<b>199,417</b>	<b>99.1</b>	<b>312,202</b>	<b>98.7</b>
Others <sup>2/</sup>		1,281	0.9	3,306	1.6	4,084	1.3
<b>Total revenue</b>		<b>137,731</b>	<b>100.0</b>	<b>202,723</b>	<b>100.0</b>	<b>316,286</b>	<b>100.0%</b>

Note: Revenues of BCP and its subsidiaries are net values derived from external parties.

<sup>1/</sup> Revenue from domestic fuel sales in 2020, 2021, and 2022 accounted for 81.2%, 68.5%, and 66.2% respectively.

<sup>2/</sup> Other revenues include investment, profit from derivatives, foreign exchange profit, the share of profit from investments in associates and joint ventures using the equity method, gain on fair value adjustments of investments and profit from the disposal of investment.

## 2.3 Product Data

BCP sells four product groups, namely:

(1) Fuel: comprising of

1.1) LPG

LPG is a mixture of hydrocarbons, that is, propane and butane, bottled in the form of liquid in high-pressured iron cylinders. LPG is mostly used as cooking gas in households and can also be used in the industrial sector, such

as for refrigerator-paint heating, tobacco heating, glass cutting, iron welding, and iron sheet cutting. Besides, it is an optional fuel for modified gasoline-engine vehicles.

#### 1.2) Odorless LPG

Resembling LPG, this hydrocarbon compound also contains propane and butane (at over 80% in volumetric ratio) and is derived from the hydro-desulfurization cracking unit, ridding it of the LPG odor. This odorless LPG is used for producing aerosol.

#### 1.3) Gasoline

Gasoline is classified by the octane number indicating anti-knock properties. Gasoline has the MTBE (methyl tertiary butyl ether) additive that raises the octane number, whereas gasohol employs ethanol for the same purpose. Gasohol consumption benefits the public in various ways, including air pollution reduction, foreign exchange saving from importing MTBE (Methyl Tertiary Butyl Ether), cushioning of impacts of high oil prices, improvement of agricultural produce prices, which implies investment decentralization and rural employment. Today BCP has developed gasohol formulas that fit GDIs (Gasoline Direct Injection Engine) and PFIs (Port Fuel Injection), known as “Bangchak S EVO Family”.

#### 1.4) Jet fuels

Catering to jet plans, BCP’s product is known as Jet A-1, suiting passenger plans or commercial plans in general. BCP’s crude oil and distillation process yields low-sulfur jet fuels for lower air pollution and environmental care.

#### 1.5) High-speed diesel

This fuel suits high-speed diesel engines of the EURO4 standard of the Department of Energy Business for automobiles, trucks, fishing vessels, passenger boats, and tractors, among others. BCP has improve diesel formulas known as “Hi Diesel S”, “Hi Premium Diesel S B7”, “Hi Diesel S B7”, and “Hi Diesel S B20” as premium-grade diesel with special additives to raise combustion efficiency, add engine power, lower combustion pollution, and preserve the environment. Besides, Hi Premium Diesel S B7 contains low sulfur meeting the EURO5 standard, so it suits new European car models.

### (2) Lubricants

Lubricants are used to coat engine surfaces to reduce friction so as to slow down the engine’s wear and tear while helping in cooling, power transmitting, and cleaning of soot and metal dirt caused by friction. BCP sells three types of lubricant products:

#### 2.1) Auto lubes

BCP sells “BCP Lubricants”, which include the GE SERIES for gasoline engines, D3 SERIES for diesel engines, lubes for motorcycles, transmission fluids, and brake fluids.

It also sells premium lubricants of the “FURiO” brand with Respoplex Technology, which contributes to molecules that coat engine parts, marked by power, anti-wear properties for heavy-duty engines, thus protecting engines under all conditions.

## 2.2) Industrial lubricants

Lubricants in this category include hydraulic oil, industrial gear oil, heat transfer oil, turbine oil, air compressor oil, and cutting fluid.

## 2.3) Grease

Grease products comprise of multi-purpose grease, heavy-duty and heat-resistant grease, and grease for food industry.

BCP lubricants meet API standards, European standards, and standards set by major car manufacturers. In 2008, BCP was awarded ISO 9001: 2008 from The United Kingdom Accreditation Service (UKAS) and Thailand's National Accreditation Council (NAC) for its integrated lubricant business (ranging from procurement, product development, and marketing), and ISO/TS 16949: 2009 International Automotive Task Force (IATF) for its product development and for being the first in Thailand entrusted for producing lubricants for the automotive industry. In 2016, BCP successfully achieved ISO 9001:2015, and in 2017, its product was met new standard IATF16949:2016 International Automotive Task Force (IATF) with additional regard for stakeholders, including suppliers, communities, and consumers, with impacts on its processes for standard quality.

### (3) Feedstock for refineries and petrochemical plants:

(3.1) Straight Run (Long Residue) is an intermediate raw material for feeding the refining process with a cracking unit.

(3.2) Unconverted Oil means heavy oil whose molecules are not cracked at HCU, thus high-quality fuel oil with low sulfur and nitrogen contents. UCO is a raw material for basic lube oil production.

(3.3) Reformate is petrochemical feedstock. It is extracted to produce aromatics or gasoline.

(3.4) Isomate is feedstock for petroleum refining processes in the production of gasoline.

### (4) By-product:

(4.1) Sulphur, which is naturally associated with oil, is considered a by-product. Sulphur can be extracted for several direct uses, such as for blending in the production of sulfuric acid, car tires, pesticides, bleaching, sugar, and shampoo, and for production of Sulphur compounds.

(4.2) Solvents are hydrocarbon compounds derived from BCP's processes through a variety of processes as needed by the market. BCP began solvent production by the BCP White Spirit 3040 market name, with applications as a blending agent in oil-based paints and other paints, lacquer, and varnish, in cleaning greasy patches, in cleaning machinery and metallic parts, and in lowering asphalt viscosity.

### 3. Major shareholders

The top 10 shareholders registered in the share register book as of March 7, 2023, were as follows:

No.	Major Shareholders	Number of Shares	% Shares
1.	Thai NVDR Co., Ltd.	220,159,810	15.99
2.	Social Security Office	198,441,397	14.41
3.	VAYUPAKSA MUTUAL FUND 1 MANAGED BY MFC	136,586,300	9.92
4.	VAYUPAKSA MUTUAL FUND 1 MANAGED BY KTAM	136,586,300	9.92
5.	Ministry of Finance	65,543,767	4.76
6.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	46,910,698	3.41
7.	BANGKOK LIFE ASSURANCE PUBLIC COMPANY LIMITED	24,154,700	1.75
8.	MRS. SOMSONG LAPANANRAT	22,373,700	1.62
9.	STATE STREET EUROPE LIMITED	12,956,721	0.94
10.	MORGAN STANLEY & CO. INTERNATIONAL PLC	9,756,300	0.71
Top 10 major shareholders		873,469,693	63.43
Other shareholders		503,453,464	36.57
Total		1,376,923,157	100.00

Source: SET

### 4. Board of Directors

List of 15 board of directors of company as on March 7, 2023, as follows:

ลำดับ	รายชื่อ	ตำแหน่ง
1.	Mr. Pichai Chunhavajira	CHAIRMAN, INDEPENDENT DIRECTOR
2.	Mr. Suthep Wongvorazathe	VICE CHAIRMAN
3.	Mr. Chaiwat Kovavisarach	GROUP CHIEF EXECUTIVE OFFICER AND PRESIDENT, DIRECTOR
4.	Mr. Chamroen Phothiyod	DIRECTOR
5.	Mr. Boonchob Suthamanuswong	DIRECTOR
6.	Mr. Chanvit Nakburee	DIRECTOR
7.	Gen. Songwit Noonpackdee	INDEPENDENT DIRECTOR
8.	Pol.Lt.Gen. Chaiwat Chotima	INDEPENDENT DIRECTOR
9.	Pol.Lt.Gen. Samran Nualma	INDEPENDENT DIRECTOR
10.	Dr. Poramettee Vimolsiri	INDEPENDENT DIRECTOR, CHAIRMAN OF THE AUDIT COMMITTEE
11.	Mr. Prasong Poontaneat	INDEPENDENT DIRECTOR
12.	Mrs. Prisana Praharnkhasuk	INDEPENDENT DIRECTOR, AUDIT COMMITTEE
13.	Mr. Achporn Charuchinda	INDEPENDENT DIRECTOR, AUDIT COMMITTEE
14.	Mr. Chaovalit Ekabut	INDEPENDENT DIRECTOR
15.	Mr. Narin Kalayanamit	INDEPENDENT DIRECTOR, AUDIT COMMITTEE

Source: SET

The names and number of the authorized directors who have authority to sign on behalf of the Company are: Mr. Pichai Chunhavajira jointly with Mr. Chaiwat Kovavisarach with affixation of the Company's seal or any one of these two directors' signs jointly with Mr. Suthep Wongvorazathe or Pol.Lt.Gen. Chaiwat Chotima or Adm. Sucheep Whoungmaitree or Mrs. Prisana Praharnkhasuk or Gen. Songwit Noonpackdee, being two persons, with affixation of the Company's seal.

## 5. Summary of Financial Position and Performance of the Company

Summary of Financial Position and Performance of the Company for the year ended 2020 – 2022

### Statement of Financial Position

(Unit: THB Million)	For the year ended		
	31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	21,651	32,022	45,932
Short-term investments	25	808	1,237
Trade and other current receivables	6,402	15,234	22,199
Current tax assets	73	212	636
Current portion of long-term loan to related parties	-	-	91
Inventories	16,162	18,497	29,532
<b>Other current financial assets</b>	56	274	629
Oil fuel fund subsidies receivable	2,927	2,327	11,093
<b>Total current assets</b>	<b>47,296</b>	<b>69,372</b>	<b>111,349</b>
<b>Non-current assets</b>			
Other non-current financial assets	1,696	4,548	3,504
Investments in subsidiaries and joint ventures	14,331	13,670	1,852
Long-term loans	1,255	400	1,653
Investment properties	127	127	130
Property, plant, and equipment	54,567	69,233	73,018
Right-of-use assets	11,087	13,625	16,947
Goodwill	2,129	4,022	5,788
Intangible assets	11,180	11,591	11,738
Deferred tax assets	2,981	2,126	850
Indemnification assets	-	11,394	12,923
Other non-current assets	1,674	1,678	2,594
<b>Total non-current assets</b>	<b>101,027</b>	<b>132,413</b>	<b>130,995</b>
<b>Total assets</b>	<b>148,323</b>	<b>201,785</b>	<b>242,344</b>
<b>Liabilities and equity</b>			
<b>Current liabilities</b>			
Short-term loan from financial institutions	3,975	1,257	1,101
Trade and other current payables	12,277	15,651	28,948
Current portion of long-term loans	2,674	4,964	7,231
Current portion of lease liabilities	1,316	1,220	1,381
Current portion of debentures	2,500	4,499	2,400
Short-term loan from related parties	-	17	-
Excise tax and oil fuel fund payable	948	960	1,134
Current income tax payable	146	3,046	2,030
Other current financial liabilities	185	510	1,993

(Unit: THB Million)	For the year ended		
	31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
Other current liabilities	1,481	1,981	1,634
<b>Total current liabilities</b>	<b>25,502</b>	<b>34,105</b>	<b>47,852</b>
<b>Non-current liabilities</b>			
Long-term loans	30,615	21,883	16,489
Lease liabilities	6,581	7,518	10,400
Debentures	23,480	47,904	54,018
Deferred tax liabilities	795	2,617	6,561
Non-current provisions for employee benefits	2,336	2,388	2,287
Provision for the decommissioning cost	256	15,602	20,901
Other non-current financial liabilities	87	29	60
Other non-current liabilities	354	179	397
<b>Total non-current liabilities</b>	<b>64,504</b>	<b>98,121</b>	<b>111,114</b>
<b>Total liabilities</b>	<b>90,006</b>	<b>132,226</b>	<b>158,966</b>
<b>Equity</b>			
Share capital			
Authorized share capital	1,377	1,377	1,377
Issued and paid-up share capital	1,377	1,377	1,377
Share premium on ordinary shares	11,157	11,157	11,157
Other surpluses	3,441	3,332	3,823
Warrants	2	15	19
Expired warrants	-	-	2
Retained earnings			
Appropriated			
Legal reserve	153	153	153
Treasury shares reserve	505	505	248
Unappropriated	22,441	28,205	37,670
Treasury shares	(505)	(505)	(248)
Perpetual subordinated debentures	9,941	9,941	9,941
Other components of equity	(2,147)	(713)	(1,439)
<b>Equity attributable to owners of the parent</b>	<b>46,366</b>	<b>53,467</b>	<b>62,704</b>
Non-controlling interests	11,950	16,092	20,674
<b>Total equity</b>	<b>58,316</b>	<b>69,559</b>	<b>83,378</b>
<b>Total liabilities and equity</b>	<b>148,323</b>	<b>201,785</b>	<b>242,344</b>

Source: Statements of Profit and Loss of company for the year ended 2020 – 2022

**Consolidated Statement of Income**

(Unit: THB Million)	Statement of Income as of		
	31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
<b>Revenue</b>			
Revenue from sale of goods and rendering of services	136,450	199,417	312,202
Cost of sale of goods and rendering of services	(132,122)	(175,744)	(265,933)
<b>Gross Profit</b>	<b>4,328</b>	<b>23,673</b>	<b>46,269</b>
Other income	533	1,279	1,854
Selling expenses	(4,260)	(4,182)	(9,204)
Administrative expenses	(2,881)	(2,971)	
Exploration and evaluation expenses	-	(516)	(1,188)
Gain (loss) from derivatives	17	(1,274)	(5,136)
Gain (loss) on foreign exchange	732	251	1
Gain (loss) from fair value adjustment of investment	-	614	10
Gain from sale of investment	-	120	2,031
Loss from impairment of assets	(2,375)	(1,358)	(2,433)
<b>Profit (loss) from operating activities</b>	<b>(3,907)</b>	<b>15,635</b>	<b>32,204</b>
Finance costs	(1,969)	(2,540)	(3,977)
Impairment gains and reversal of impairment loss (impairment loss) determined in accordance with TFRS 9	(891)	(30)	(411)
Share of profit (loss) of associates and joint ventures accounted for using equity method	(592)	1,042	188
<b>Profit (loss) before income tax expense</b>	<b>(7,359)</b>	<b>14,108</b>	<b>28,004</b>
Tax income (expense)	1,589	(4,263)	(12,852)
<b>Profit (loss) for the period</b>	<b>(5,770)</b>	<b>9,845</b>	<b>15,152</b>
Owners of the parent	(6,967)	7,624	12,575
Basic earnings per share (Baht)	(5.50)	5.25	8.89

Source: Statements of Profit and Loss of company for the year ended 2020 – 2022

**Important Financial Ratio**

Financial Ratio	Unit	For the year ended		
		31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
<b>Profitability Ratios</b>				
Gross Profit Margin	%	3.17	11.87	14.82%
EBITDA Margin	%	3.01	12.95	14.33%
Net Profit Margin	%	(4.23)	4.94	4.85%
Return of Equity (ROE) <sup>1</sup>	%	(14.22)	15.27	21.65%
<b>Efficiency Ratio</b>				
Return on Assets (ROA)	%	(3.90)	9.51	14.40%
<b>Liquidity Ratios</b>				
Current Ratio	Times	1.85	2.03	2.33
Quick Ratio	Times	1.10	1.40	1.45



Financial Ratio	Unit	For the year ended		
		31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
AR Turnover	Times	18.33	26.29	27.42
Collection Period	Days	20	14	13
AP Turnover	Times	13.44	18.61	19.21
Payment Period	Days	27	20	19
<b>Leverage Ratios</b>				
Debt to Equity	Times	1.54	1.90	1.91
Interest bearing Debt to Equity	Times	1.22	1.28	0.97
Net Interest-bearing Debt to Equity	Times	0.85	0.81	0.41
<b>Release of Debenture Ratio</b>				
Net Debt to Equity	Times	0.66	0.70	0.37

Source: Statements of Profit and Loss of company for the year ended 2020 – 2022

Note: <sup>1</sup> Net profit and equity of parent company

## 6. Management's Discussion and Financial Analysis

### Income Statement

#### Performance of 2022 compared to 2021

Total revenue from sales and services was THB 312,202 million, increased 57% YoY, mainly from oil-related businesses revenue from higher average selling prices of crude and refined products in line with global prices as well as increase in sales volume. In addition, the Natural Resources business group benefited from higher average liquid and natural gas prices, which increased 51% YoY.

Gross profit was THB 46,269 million, increased 95% YoY, due to US\$ 9.81 /BBL increase of operating GRM of Refinery Business to achieve at US\$ 14.33 /BBL. This was mainly from higher crack spread of all products in line with the global market.

Selling and administrative expenses were THB 9,204 million, increased 29% YoY, mainly from expenses related to business growth and employee-related expenses.

Profit from derivatives was THB 5,136 million, mainly from the recognition of losses from crude oil and refined products futures contracts.

Extraordinary items (Unit: THB Million)	Financial statements as of	
	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
<b>Main items as follows:</b>		
Inventory Gain (including loss on net realizable value (NRV))	6,698	1,708
Loss on impairment of assets	(1,358)	(2,433)
Loss from unrealized of derivatives	(230)	(992)
Gain from sale of investment	120	2,031

Extraordinary items details are as follows:

- Gain from inventory gain (including loss on net realizable value (NRV)) decreased due to the lower global crude oil prices volatility and declining in the second half of 2022.
- Loss from impairment of assets from the impairment of OKEA's asset due to the revision of reserve volumes of Yme field.
- Unrealized gains from derivatives mainly from fair value measurement of crude and refined products futures contracts.
- Gain from sale of investment from sold all investments in SEGHPL, recognized in profit of THB 2,031 million.

Finance cost was THB 3,977 million, increased 57% YoY, from the company's debenture issuance in Q4/2022 together with higher interest rates in the market.

Income tax expense was THB 12,852 million, increased 201% YoY, in line with improved performance of the petroleum related business and natural resources businesses. In addition, the recognition of OKEA performance for the full year. The effective tax rate was 45.9%, increased from 30.2% in the previous year.

Net profit attributable to the owners of the parent was THB 12,575 million, increased 65% YoY, with basic earning per shares of THB 8.89, up from THB 5.25 per share in previous years.

Net profit from normal operation (excluding extraordinary items) was THB 11,547 million, increased 678% YoY.

#### Performance 2021 compare with 2020

Performance in 2021, the company and its subsidiaries recorded a profit for the period THB 9,845 million, an increase of THB 15,615 million when compared with 2020, of which the net profit attributable to the owners of the parent was THB 7,624 million, or basic earning per shares of THB 5.25 mainly due to the company group has changed the record of OKEA performance from share of profit (loss) to consolidated financial statement method since 1<sup>st</sup> July 2021. The difference of items in consolidated statement of income was significantly affected by the change as below.

Items in consolidated statement of income (THB Million)	Difference of consolidated statement of income (A)	OKEA's contribution (B)	% (B)/(A)
Revenue from sale of goods and rendering of services	62,967	10,068	16%
Cost of sale of goods and rendering of services	43,622	3,031	7%
Gross Profit	19,344	7,037	36%
Other income	746	203	27%
Selling and administrative expenses	12	308	>1,000%
Exploration and Evaluation expenses	516	477	92%
Impairment of assets	(1,017)	1,402	138%
Finance costs	570	308	54%
Tax expense	5,852	3,171	54%

**Revenue from sales and rendering services** was THB 199,417 million, an increase of 46% YoY. OKEA's contribution to revenue increase was 16%. Excluding OKEA's revenue, the company group's revenue increased from petroleum related business. The company's revenue increased 32% YoY, from the rise in average selling price due to the increase in crude oil price in line with economic recovery and expansion of oil demand as COVID-19 vaccination progress globally. In addition, total sales volume for oil products increased 4% YoY, mainly attributed to export of low-sulfur fuel oil and UCO. Moreover, BCPT realized an increase in sales revenue with main factors being the rise in average selling price per unit and increase in sales volume of external customers outside the company group.

**Gross profit** was recorded at THB 23,673 million, an increase of 447% YoY, where an increase of 36% was contributed by OKEA. Excluding OKEA, the company group's gross profit increased from petroleum related business, mainly from the company group recorded Inventory Gain of THB 6,700 million in 2021 compared to Inventory Loss of THB 4,748 million in 2020. In addition, Operating GRM of Refinery Business was 4.52 \$/BBL, an increase of 1.31 \$/BBL from the previous year, due to the rise in crack spreads for most finished products as well as the decline in crude premium. While the Marketing Business saw its net marketing margin declined 14% YoY, due to the increase in finished product, biodiesel, and ethanol prices. In addition, the government issued price control measure for retail diesel as a result the company was unable to adjust retail prices in line with cost of finished products. This led net marketing margin per unit declined when compared to the previous year.

**Other income** was recorded at THB 1,279 million, an increase of 140% YoY. OKEA's contribution to the increase was 27%. The remaining amount mainly came from construction delay claim which received from contractor.

**Selling and administrative expenses** was recorded at THB 7,153 million, attributed to OKEA was THB 308 million. The rest of the company's group (excluding OKEA) decreased due to the Marketing Business Group changing of its convenience store business model. As a result, expenses are comparable to the previous year.

**Exploration and Evaluation expenses** was recorded at THB 516 million entirely from OKEA, while in 2020 was from NIDO.

**Loss from derivatives** was recorded at THB 1,274 million, mostly from recognized loss from crude and product oil price hedging contract as well as forward foreign exchange contract.

**Gain from fair value adjustment of investment** was recorded at THB 614 million, result from recognized profit from changing investment status from investment in associate to other investment.

**Gain from sale of investment** was recorded at THB 120 million from disposal of investment in BCPE.

**Impairment of assets** was recorded at THB 1,358 million, mainly from OKEA's asset impairment result from the transfer of ownership of Yme field's asset.

**Refinance Finance costs** was recorded at THB 2,540 million, an increase of 29% YoY, an increase attributed to OKEA of 54%. Where the rest was mainly attributed to the company's construction of the Efficiency, Energy, and Environment Enhancement Project (3E) which was completed this year. As a result, the transfer of finance costs to project costs were reduced. In addition, BCPG has expenses related to refinance.

**Share of profit (loss) of associates and joint ventures accounted for using equity method** was recorded at THB 1,042 million mainly from Star Energy Group Holdings Pte. Ltd. in amount of THB 577 million and OKEA in amount of THB 371 million (before change status to investment in subsidiaries)

**Tax expense** was recorded at THB 4,263 million, consist of current tax expense in amount of THB 2,807 million and deferred tax expense in amount of THB 1,456 million. An increase in effective tax rate from the prior year mostly came from OKEA's tax which has total tax rate 78%, with 22% corporate income tax and 56% petroleum tax.

## Statement of Financial Position

- **As of December 31, 2022**

### Assets

BCP Group had total assets in the amount of THB 242,344 million, an increase of THB 40,559 million compared to 31<sup>st</sup> December 2021. Changes in assets are as follows:

- **Inventory** increased THB 11,036 million, mainly from higher volume of crude oil and finished products and higher average costs for crude oil and refined products.
- **Other current assets** increased by THB 17,032 million mainly from:
  - (1) Accrued oil fund compensation increased THB 8,766 million as the government raised subsidy for diesel fuel from average 2.43 baht/liter in 2021 to 3.99 baht/liter in 2022.
  - (2) Trade and other current receivables increased THB 6,965 million due to:
    - (+)Trade account receivables increased from higher volume and average selling prices of finished product.
    - (+)Other receivables of the Natural Resources business (OKEA) increased from the recognition of accrued income (Underlift).
- **Property, plant, and equipment** increased THB 3,785 million mainly from:
  - (+)The increase in shareholding and additional investment in OKEA's resources (Draugen, Ivar, Aasen, Brage, and Nova) of THB 11,174 million.
  - (-)Depreciation of property, plant, and equipment of THB 7,190 million.
  - (-)Asset impairment of THB 1,761 million from the adjustment in reserve volume of Yme field.
- **Investments in subsidiaries and associated companies** decreased THB 11,818 million, mainly due to the divestment of SEGHPL in Q1/2022.
- **Other non-current assets** increased by THB 6,614 million, mainly from an increase in leasehold assets of THB 3,300 million and an increase in goodwill of THB 1,765 million.

## Liabilities

As of 31<sup>st</sup> December 2022, the company and its subsidiaries had total liabilities THB 158,966 million, an increase of THB 26,740 million, changes in liabilities are as follows:

- **Trade and other current liabilities** increase THB 13,297 million mainly from:
  - (+) Trade account payable of oil business increased due to higher purchase volume of crude oil and finished products as well as higher average purchase prices.
  - (+) Other payables of natural resources business (OKEA) increased due to creditor contract from Joint Venture
- **Provisions related to decommission costs** increased by THB 5,300 million mainly due to the additional investment in OKEA's resources (Ivar, Aasen, Brage, and Nova).
- **Other liabilities** increase by THB 7,256 million, mainly from the Natural Resources business (OKEA) as a result of Special Petroleum Tax implemented by Norway as of January 1<sup>st</sup>, 2022, resulting in an increase in deferred tax liabilities of THB 4,000 million and an increase in lease liabilities of THB 3,000 million.

## Equity

As of 31<sup>st</sup> December 2022, the BCP Group had total equity in the amount of THB 83,378 million, an increase of THB 13,819 million mainly from:

- (+) Profit for the year of THB 15,153 million.
- (+) Changes in stakes in subsidiaries of THB 4,582 million
- (-) Dividend payment of THB 4,261 million
- (-) Interest expenses for perpetual subordinated bonds of THB 500 million

Total equity attributed to owners of the parent was THB 62,704 million and book value per share (excluding perpetual subordinated bonds) was THB 38.86.

- **As of December 31, 2021**

## Assets

The company and its subsidiaries had Total Assets in the amount of THB 201,785 million, an increase of THB 53,463 million when compared to the 31st December 2020, changes in assets are as follows:

- **Cash and cash equivalents** increased by THB 10,371 million, increased from OKEA's contribution was THB 7,680 million and the company group (excluding OKEA) by THB 2,690 million. Details are stated in Analysis of the Cash Flow Statement.
- **Inventories** increased by THB 2,335 million, mainly from increased in the company group (excluding OKEA) was THB 1,380 million, which came from the increase in cost of oil inventory per unit in line with global oil prices. The rest of inventories rose of THB 954 million was contributed by OKEA.

- **Other current assets** increased THB 9,371 million, increased from OKEA's contribution was THB 5,073 million which mainly from other current receivables. The rest of the increase in amount of THB 4,298 million mostly came from the company's trade account receivables due to the increase in export sales volume and average selling price of finished products, and BCPG's trade account receivable due to the longer duration of electricity payment period from The Electricite du Laos ("EDL"). However, BCPG closely monitored EDL debt collection and continues to receive payment.
- **Other non-current assets** main items consist of investments, right of use assets, intangible assets, and indemnification assets. Other non-current assets increased by THB 16,720 million, increased from OKEA's contribution was THB 15,214 million, which mainly from indemnification assets. These expenses related to close-down and removal of oil equipment for Draugen and Gjøa field, which could be collected from the seller. The rest of the increase was THB 1,506 million, mainly from
  - 1) **Other non-current financial assets** rose by THB 2,851 million from increase in other investment (1) BBGI changing investment status from associate company to other investment in amount of THB 1,164 million. (2) BCPG's investment in VRB Energy Inc in amount of THB 775 million and (3) the company invested in FPT and BAFS in amount of THB 583 million.
  - 2) **Right-of-use assets** increased by THB 1,656 million, mainly occur from BFPL granted the Right to Manage the Fuel Pipeline Systems (Bangkok - Bang Pa-in) from FPT.
  - 3) **Goodwill** decreased by THB 1,004 million, result from the purchase price allocation (PPA) on the investment in OKEA due to the change of OKEA's investment status to subsidiary.
- **Deferred tax assets** decreased by THB 855 million, majority from reversal of impairment in assets and investments.
- **Long term loan** decreased by THB 855 million, from Lithium Americas Corp. ("LAC") repaying the long-term loan to BCPI.
- **Property, plant, and equipment net** increased by THB 14,666 million which rose from OKEA's contribution (including depreciation) in amount of THB 17,690 million and the rest of contribution decreased in amount of THB 3,024 million, mostly from the PPA on the investment in OKEA by THB 6,280 million. In addition, the depreciation of the company group for the period (excluding OKEA) was THB 4,474 million. While the company group invested in amount of THB 7,366 million which consist of (1) the company invested by THB 3,063 million, mainly from major turnaround and Efficiency, Energy, and Environment Enhancement Project (3E) (2) Power Plant Business invested in solar power business in Japan by THB 3,565 million and (3) Bio-Based Product Business enhance the production capacity of the Ethanol plant and construct the power and steam generator plant by THB 574 million.

## Liabilities

As of the 31st December 2021, the company and its subsidiaries had Total Liabilities THB 132,226 million, an increase of THB 42,220 million, changes in liabilities are as follows:

- **Current liabilities** (exclude current portion of long-term loans and debentures) increased by THB 4,313 million. The increase was from OKEA's contribution by THB 6,591 million which mainly from trade and other current payables and current income tax payable. While the company group (excluding OKEA) decreased THB 2,277 million mainly from decreased in short-term loan from financial institutions of BCPG and BBGI.
- **Long-term loans and debentures** (included current portion of long-term loans and debentures) increased by THB 19,982 million. OKEA's contribution to debentures increase was THB 10,504 million. The rest was from (1) issuance of debentures by THB 20,300 million which were the company by THB 7,000 million, BCPG by THB 12,000 million and BBGI by THB 1,300 million (2) loan drawdown increased by THB 3,352 million which mainly from BCPG. While there was loan repayment by THB 13,055 million and debenture repayment of the company by THB 2,500 million. Besides, the company group had the effects of foreign exchange rate led to the increase in liabilities value of THB 1,333 million.
- **Other non-current liabilities** increased by THB 17,925 million. OKEA's contribution to the increase was THB 23,079 million, which was mainly from the provision for decommissioning cost. The rest decreased by THB 5,155 million from the PPA on the investment in OKEA, resulting in deferred tax liabilities decline of THB 4,887 million.

## Equity

As of 31st December 2021, the company and its subsidiaries had Total Equity in the amount of THB 69,559 million, an increase of THB 11,243 million. Mainly from (1) the net profit for the period of THB 9,845 million (2) changes in ownership interests in subsidiary of THB 760 million (3) increased in other comprehensive income by THB 2,311 million, which mostly occurred from exchange rate differences on translating financial statements by THB 1,984 million due to the depreciation of THB against USD (4) share-based payment transactions by THB 1,476 million (5) dividend paid by THB 2,672 million and (6) coupon payment on perpetual subordinated debentures by THB 500 million. There was total equity attributable to owners of the parent was THB 53,467 million, and book value per share (exclude perpetual subordinated debentures) was THB 32.06.

## Cash Flows

Cash Flows (THB Million)	2020	2021	2022
Net Cash received from operating activities	6,340	16,980	19,443
Net Cash used in investing activities	(6,353)	(5,840)	(962)
Net Cash used in financing activities	14,567	(1,019)	(5,146)
Effect of exchange rate changes on cash and cash equivalents	(178)	249	575
<b>Net increase in cash and cash equivalents</b>	<b>14,375</b>	<b>10,371</b>	<b>13,910</b>
Cash and cash equivalents as of 1 <sup>st</sup> January	7,276	21,651	32,022
<b>Cash and cash equivalents as of 31<sup>st</sup> December</b>	<b>21,651</b>	<b>32,022</b>	<b>45,932</b>

- **As of December 31, 2022**

The company and its subsidiaries had cash and cash equivalents in the amount of THB 45,932 million, details for each activity are as follows:

- **Net Cash received from operating activities** was THB 19,443 million, main items consist of EBITA of THB 44,724 million and change in working capital. The main items that increased cash flow included the increase in trade and other payables increasing THB 13,533 million and main items that decreased cash flow included trade accounts receivable and other current receivables which increased THB 17,590 million, increase in inventory of THB 11,283 million, and income tax paid in the amount of THB 10,465 million.
- **Net Cash used in investing activities** was THB 962 million, mainly from cash paid for (1) property, plant, and equipment THB 7,526 million as detailed in the assets section (2) business acquisition of THB 4,306 million (3) intangible assets of THB 1,379 million (4) right-of-use asset THB 997 million (5) investments in subsidiaries and associated companies net of cash received THB 988 million while cash received from the sale of investment in associated companies of THB 14,551 million.
- **Net Cash used in financing activities** was THB 5,146 million, mainly from (1) repayment of debentures THB 9,634 million (2) repayment of long-term loans THB 8,258 million (3) dividend payment THB 4,261 million (4) finance costs THB 2,819 million and (5) payment in accordance with lease agreement THB 2,083 million. Cash received from (1) bond issuance THB 13,000 million (2) long-term loans from financial institution THB 5,144 million, and (3) issuance of ordinary share of subsidiary THB 3,991 million.

- **As of December 31, 2021**

The company and its subsidiaries had Cash and cash equivalents in the amount of THB 32,022 million, details are as follows:

- **Net cash received from operating activities** in the amount of THB 16,980 million which was derived from (1) profit for the period by THB 9,845 million (2) adjustments the gain transactions by THB 15,497, in which the main activities that affected an increase in cash flow were depreciation and amortization by THB 8,074 million, tax expense by THB 4,263 million, finance costs by THB 2,540 million, impairment loss on assets by THB 1,358 million and unrealized loss on foreign exchange by THB 640 million. Whereas, the main items that affected a decrease in cash flow were share of profit of associates and joint ventures by THB 1,042 million



and gain from fair value adjustment of investment by THB 614 million (3) change in net operating assets and operating liabilities resulted in cash flow declining by THB 8,097 million, and (4) taxes paid by THB 265 million.

- **Net Cash used in investing activities** of THB 5,840 million, mainly from cash paid for (1) property, plant and equipment in the amount of THB 7,972 million which details are aforementioned in assets section of financial position statement. (2) right-of-use assets of THB 2,198 million and (3) other investment of THB 1,708 million. Whereas, cash received from (1) acquisition of OKEA in amount of THB 5,011 million and (2) loans repayment of THB 1,024 million.
- **Net Cash used in financing activities** of THB 1,019 million, mostly from cash paid for (1) repayment of long-term loans from financial institutions by THB 13,055 million (2) redemption of debentures by THB 3,323 million (3) short-term loans from financial institutions by THB 2,720 million (4) dividends by THB 2,672 million and (5) finance costs by THB 2,392 million. Whereas, cash received from (1) issuance of debentures by THB 20,284 million and (2) long-term loans by THB 3,352 million.

## 7. Marketing and Competition

### World Economy 2022

The global economy in 2022 Since the onset of the Covid-19 pandemic Omicron species, many nations have increased their efforts to prevent the spread of the disease, particularly China, which employs a Zero Covid policy continuously. In the meantime, the war between Ukraine and Russia has a huge impact on the global supply chain, and the trade war has resulted in increased prices for energy and consumer products, causing inflation to remain elevated in many countries, particularly those with major economies. In addition, in 2023, the global economy will be impacted by the unpredictability of the price wall between the U.S. and China, economic recession fears, and other factors. The International Monetary Fund (IMF) predicted that the average economic growth would be 3.2% in 2022, down from 6.0% in 2021, primarily due to high inflation. To combat high inflation, however, many central banks use monetary policy to slow inflation. For example, the Fed has raised interest rates seven times from 0.25% to 7%, the European Central Bank has raised interest rates and implemented the Pandemic Emergency Purchase Programme (PEPP), while the Central bank of China has loosened monetary policy to stimulate the economy.

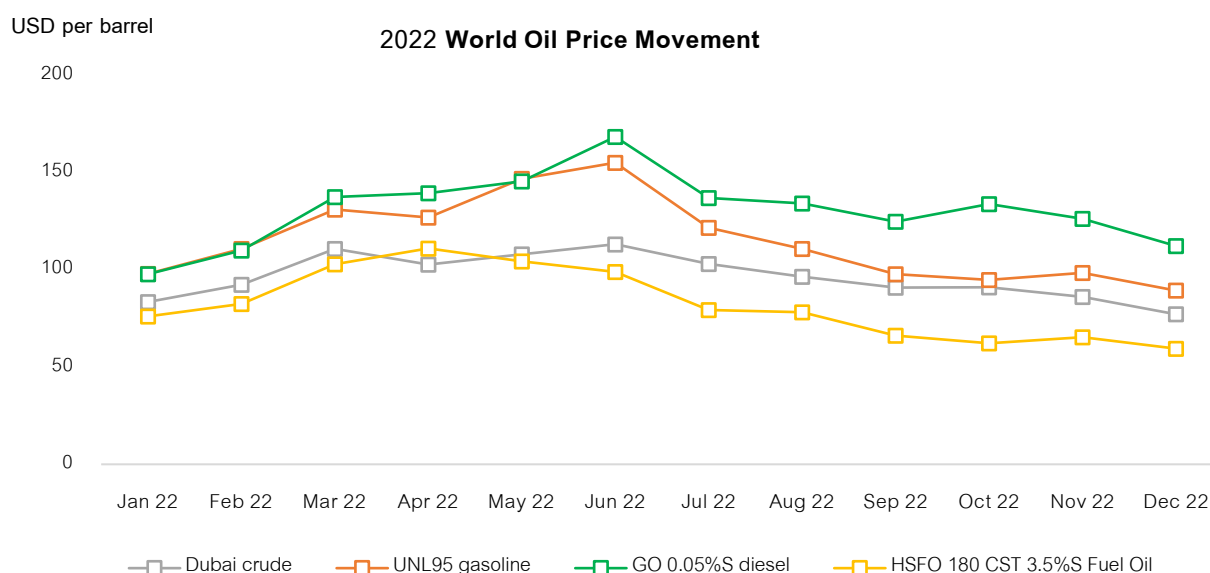
In 2023, inflation uncertainty will have a slowing effect on economic growth, with inflation exceeding expectations. Nonetheless, several central banks loosen monetary policy. The International Monetary Fund (IMF) predicted that the economy would decelerate at a pace of 2.7% due to assistance from the management and tourism sectors and investment from the private sector, as well as the continued recovery of China's economy as a result of the relaxation of Zero-Covid policy. Yet, there are negative effects from the Russia war and high oil prices, a high level of global public debt, and recession concerns in the Eurozone and the United States as a result of tightening monetary policy.

As for the economic scenario in Asia-Pacific in 2022, growth would be 4.0%, which is less than the previous year's 6.5% due to economic uncertainties and high inflation levels. According to the International Monetary Fund's (IMF) assessment, the Asia-Pacific region's economy would continue to expand by 4.3% despite China's decision to make Covid-19 endemic.

### Oil Market 2022

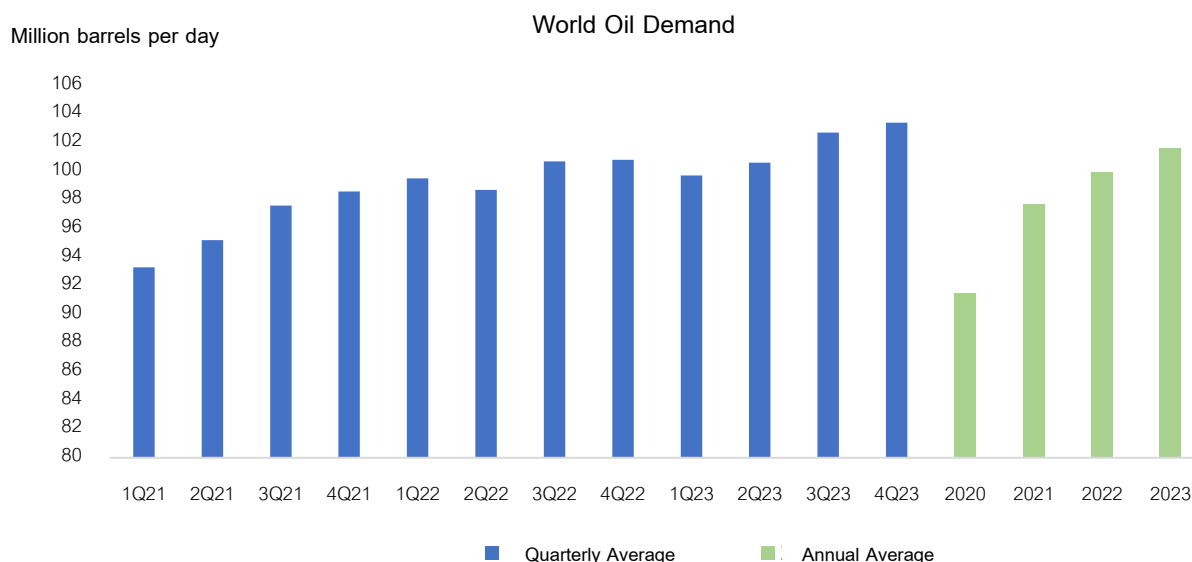
Dubai oil prices averaged USD 96.38 per barrel in 2022, a USD 26.99 per barrel increase from the previous year's USD 69.39 per barrel. In the first half of the year, crude prices began to rise due to the loosening of COVID-19 policies in a number of nations, which loosened restrictions on international travel, resulting in an increase in economic activity and the number of tourists. However, Russia's war affects oil supply, and there are concerns about the war's effects due to European sanctions and the inability of OPEC+ to increase oil production capacity to meet expectations. In the second half of the year, crude oil prices fall due to fears that the global economy will enter a recession and China's Zero Covid-19 policy for epidemic control, which has a negative impact on oil demand. Yet, OPEC+ has decreased oil output by 2 million barrels per day since November 2022 in order to keep the oil price level, and Russia has threatened to reduce oil production in the event of western sanctions.

Crude oil prices fluctuate throughout the year due to the uncertainty of sanctions from Europe to Russia, and OPEC+ adjusts production to support the price. In the meantime, a number of Central Banks raise interest rates to combat inflation, and the Chinese economy results in a decline in demand. However, by the end of 2022, crude oil prices will have benefited from China's decision to relax its Covid-19 policy in December and to open broader and cancel its quarantine policy by 2023, resulting in a recovery of oil demand in China and a decline in inflation year-over-year, causing the Federal Reserve to delay raising interest rates.



Item (Unit: USD per barrel)	2021	2022			%Change (YoY)
	Average	High	Low	Average	
Dubai Crude Oil	69.39	113.24	77.20	96.38	+38.90%
Gasoline 95 UNL	80.50	115.18	89.40	115.12	+43.01%
Diesel GO	76.12	168.51	97.40	130.87	+71.93%
Fuel oil HSFO	64.51	111.09	59.52	82.15	+27.34%

**Oil Market Outlook 2022**

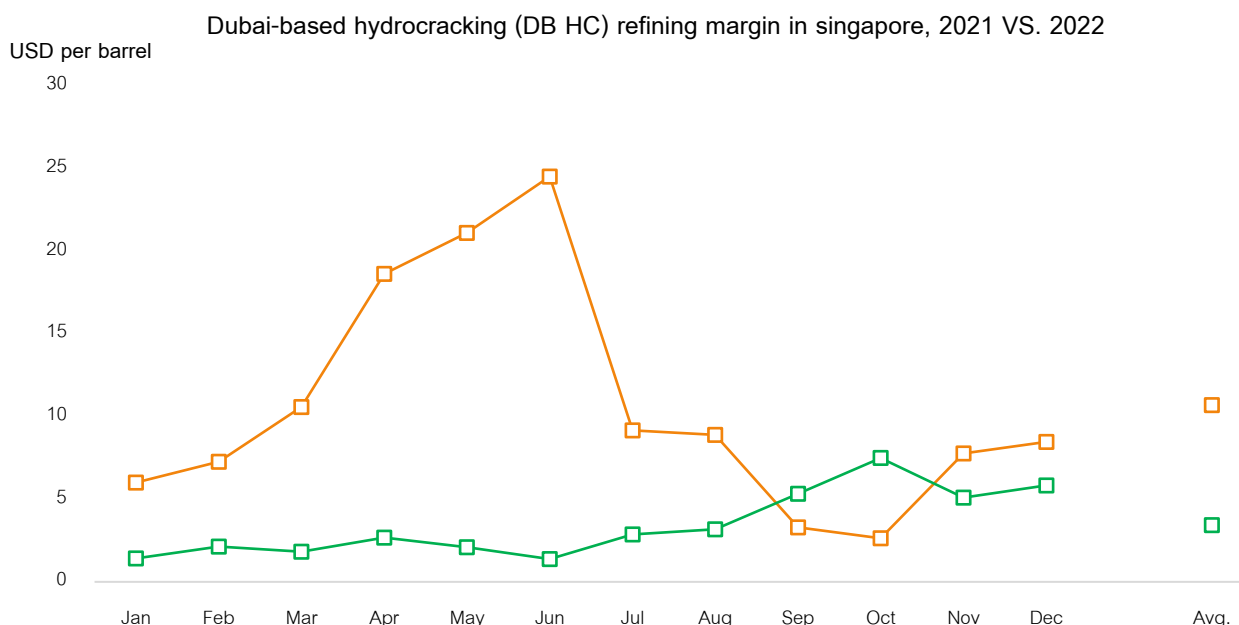


Source: International Energy Agency (IEA)

The IEA predicted that by 2023, global oil demand would increase by 1.7 million barrels per day to 101,6 million barrels per day. The agency forecasts that the global oil market will experience an increase in demand due to China's economic recovery, while Russia's oil production will decrease by 14% to 9.6 million barrels per day by the end of the first quarter of 2023 as a result of sanctions and a cap on oil prices in Europe, which will take effect at the end of 2022, and an OPEC+ policy that alters production levels to maintain prices.

According to one estimate, the average price of Dubai crude in December 2022 will be 77.2 USD per barrel, and in 2023, the price will fluctuate between USD 75 and USD 85 per barrel, as a result of increased demand since China began to open its economy, as well as the spread of Covid infection in China and global economic pressure.

**Refining Margin Overview 2021**



Source: Refinitiv

Refining margins at cracking refineries in Singapore averaged USD 10.7 per barrel, up from USD 3.0 per barrel the previous year due to the improvement of refined product demand, the lifting of lockdown measures, and the global economic recovery. In the meantime, tensions between Russia and Ukraine are causing supply concerns, as Russia is the primary producer and exporter of oil. After the rapid recovery in demand caused by Europe's sanctions against Russian oil, the spread between gasoline and Dubai prices increased. Against the backdrop of reviving economic activity and the reopening of local and international flights, the price differential between fuel and Dubai rose marginally. Yet, heavy oil has increased the demand for fuel oil since Russia began exporting to Asia, resulting in an excess demand in Europe.

Price Spread (Unit: USD per barrel)	2021 Average	2022			%Change (YoY)
		High	Low	Average	
UNL95 - DB	11.11	41.94	3.76	18.74	+68.68%
GO - DB	6.73	55.27	14.38	34.49	+412.48%
HSFO - DB	-4.88	8.30	-28.93	-14.23	-191.60%

### Refining Margin Outlook 2023

Singapore's cracking refineries are projected to experience a decline in their refining margins relative to their levels in 2022, due to the increased supply of Middle Distillates oil and the refineries' efforts to maintain and maximize output capacity, as well as the emergence of new refineries. Nonetheless, there is economic concern uncertainty. In China, however, the end of the lockdown strategy and the reopening of the country has led to a decrease in refining profits as a result of sanctions imposed by Europe on Russia, an adjustment in the price of light distillates, and a recovery from the Covid-19 virus.

### Thai Economic Overview 2022

In 2022, the revival of the tourism sector is anticipated to contribute to a minor expansion of the Thai economy. As the Covid-19 policy was relaxed, there was a huge surge in demand for private consumption. In terms of private investment and export, the first half of the year demonstrates improvement. Nonetheless, the economy has not returned to its pre-Covid-19 level due to substantial inflation resulting mostly from the cost of energy, consumer goods, and family debt, as well as the continued existence of Covid-19 policies. The Bank of Thailand forecasts that Thai economic growth will remain at 3.2%, a slight increase over last year's 1.5%.

The Bank of Thailand expects that Thai inflation will be 6.3% in 2022, reflecting the fact that the price of energy and consumer goods is higher than the global average. In response to strong inflation, the Bank of Thailand will raise interest rates three times by the end of 2022, from 0.5% to 1.25%. However, Bank of Thailand raises interest rates more slowly than other nations in order to maintain the stability of the domestic economic recovery, causing the THB to weaken relative to the USD. In contrast, inflation expectations have already reached their peak and will decline in 2023.

It is anticipated that the Thai economy would continue to grow in 2023, although this growth will not cover some of fragile businesses. The tourism industry will primarily drive the Thai economy. The Bank of Thailand anticipates that the Thai economy will return to pre-Covid-19 levels, but there is a possibility that the export sector may resemble the end of 2022 as the global economy continues to decelerate due to the high cost of energy.

Thailand's Economics Projection (Unit: % per year)	2021	2022 <sup>1</sup>	2023 <sup>1</sup>
Economics growth	1.5	3.2	3.7
General inflation	1.2	6.3	3.0

Source: Bank of Thailand

Note: <sup>1</sup> Estimated

### Domestic Oil Industry Competition

Domestic demand for oil products in 2022 (January to December) raised by 18.38 million liters per day (by 12.04%) from last year to 170.95 million liters per day because of relax of COVID-19 pandemic as well as lockdown and other measures designed to cancel, thus abundance oil product demand. As a result, demand for the gasohol and diesel groups increase 4.45% and 15.72% respectively while demand for jet fuels was most demanded, raising by 88.02%.

### Domestic Demand for Refined Products

Product	Demand (Million liters/day)		
	Jan-Dec 2021	Jan-Dec 2022	Growth
Gasoline Group	29.49	30.63	3.88%
<i>Regular Gasoline</i>	1.12	1.00	-10.76%
<i>Gasohol</i>	28.37	29.63	4.45%
Diesel Group	63.13	73.05	15.72%
Jet fuel	4.86	9.14	88.02%
Fuel oil	5.53	6.40	15.73%
Liquefied Petroleum Gas <sup>1</sup>	20.08	21.10	5.07%
<b>Total</b>	<b>152.57</b>	<b>170.95</b>	<b>12.04%</b>

Source: Department of Energy Business

Note: <sup>1</sup> Excluding the amount used by the refinery as feedstock for its own petrochemical industry, market share table

### Market share of Refinery Throughput

Product	Demand (Million liters/day)		
	Jan-Dec 2021	Jan-Dec 2022	Growth
PTT	37.9%	39.6%	1.6
Bangchak	10.1%	10.8%	0.7
Esso	11.1%	10.6%	-0.5
Thai Oil	7.1%	7.0%	-0.1
Shell	7.1%	6.7%	-0.3
Other	26.6%	25.3%	-1.3

Source: Department of Energy Business

As for domestic supply, the six domestic refineries (Thai Oil, IRPC, PTT Global Chemical, Esso, Star Petroleum, and BCP) commanded a total output of 1,018 KBD (January – November 2022 data), a 4.4 % raise from that of last year.

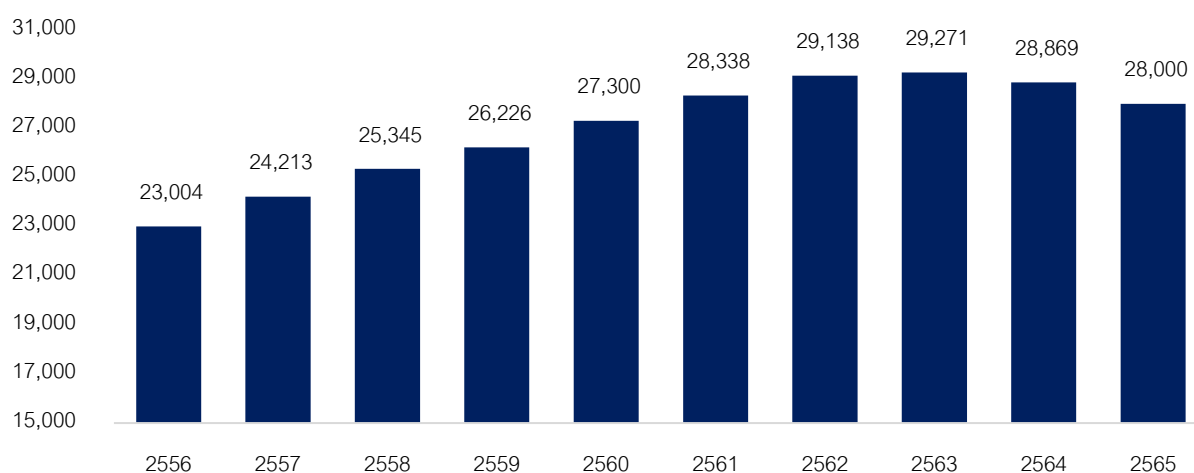
## Average Refining Volume of Domestic Oil Refineries

Product	Demand (Million liters/day)		
	Jan-Dec 2021	Jan-Dec 2022	Growth
Thai Oil	263.465	286.617	8.8%
IRPC	194.234	173.954	-10.4%
Esso	124.098	133.136	7.3%
Star Petroleum	136.531	151.432	10.9%
PTT Global Chemical	159.814	153.106	-4.2%
Bangchak	97.32	120.307	23.6%
<b>Total</b>	<b>975.462</b>	<b>1,018.552</b>	<b>4.4%</b>

Source: Department of Energy Business

As a result of the pandemic, the number of minor service stations fell. The total count of domestic Article 11 service stations as of December 31, 2022, and December 31, 2021, reduced by 876, (3%) although all key Article 7 traders' stations grew by 289. The service stations offering gasohol E20 and E85 numbered 5,477 and 1,204 respectively.

## Number of Service Stations (Unit: Station)



Source: Department of Energy Business

As far as oil industrial competition in 2023 is concerned, the outlook is for continuing fierce competition from last year despite a positive outlook for economic and tourist sector recovery. Meanwhile, more key traders are coming in, based on the rising number of service stations, image revamp for modernization, and development of new services to meet users' needs, with non-oil businesses introduced to raise competitiveness and create investment returns.

## Clear Fuel Sale through Service Stations, January - December 2020-2021

Company	Average Sales volume (Million liters / month)			Market share (%)		
	2564	2565	△	2564	2565	△
PTT	798.8	905.1	13.3%	38.0%	38.5%	0.5%
Bangchak	339.7	385.2	13.4%	16.2%	16.4%	0.2%
Esso	244.9	321.0	31.1%	11.6%	13.6%	2.0%

Company	Average Sales volume (Million liters / month)			Market share (%)		
	2564	2565	△	2564	2565	△
Shell	204.8	193.5	-5.5%	9.7%	8.2%	-1.5%
Thai Oil	212.2	211.0	-0.6%	10.1%	9.0%	-1.1%
Caltex	89.3	95.3	6.7%	4.2%	4.1%	-0.2%
PTTRM	72.6	80.1	10.4%	3.4%	3.4%	-0.0%
IRPC	56.5	50.2	-11.3%	2.7%	2.1%	-0.6%
PTG Energy	51.0	62.0	21.4%	2.4%	2.6%	0.2%
Susco Group	32.3	38.2	18.3%	1.5%	1.6%	0.1%
PTTGC	0	10.1			0.4%	0.4%
Other	1.1	1.6	40.8%	0.1%	0.1%	0.0%
Total	2,103.2	2,353.3	11.9%			

Source: Department of Energy Business

As for the lubricating oil (through Article 7 traders) market, the numbers from the Department of Energy Business as of December 31, 2022, indicated that domestic sales amounted to 3.95 million liters per month, growing by 5% from last year, as opposed to the domestic market for ready-made (bottled) lubricating oil, which shrank 2.2% amid the economy recovery from COVID-19.

**Attachment 2: General Information of Esso (Thailand) Public Company Limited****1. General Information**

<b>Company's Name</b>	: Esso (Thailand) Public Company Limited
<b>Registered Office</b>	: 3195/17-29 Rama 4 Road, Klong Ton, Klong Toey District, Bangkok 10110
<b>Type of Business</b>	: Integrated petroleum refining and marketing company, and manufactures and markets aromatics and other chemicals.
<b>Telephone Number</b>	: (02) 407 4000
<b>Fax Number</b>	: (02) 407 4800
<b>Company's Registration Number</b>	: 0107539000073
<b>Securities Registrar</b>	: Stock Exchange of Thailand, SET
<b>Industry</b>	: Resource
<b>Sector</b>	: Energy and Utilities
<b>Headquarters Location</b>	: 3195/17-29 Rama 4 Road, Klong Ton, Klong Toey District, Bangkok 10110
<b>Registered Capital</b>	: THB 17,110,007,246.71  Divided into ordinary shares 3,467,916,666 shares at Par Value THB 4.9338 per share.
<b>Paid-Up Capital</b>	: THB 17,075,181,200.40  Divided into ordinary shares 3,460,858,000 shares at Par Value THB 4.9338 per share.
<b>Company's Website</b>	: <a href="http://www.esso.co.th">www.esso.co.th</a>



## 2. Business Overview

### 2.1 Nature of Business

Esso (Thailand) Public Company Limited or ESSO is an integrated petroleum refining and marketing company with a full range of downstream operations - a refinery with chemical/ aromatics units in Sriracha, a network of distribution terminals, nationwide service stations, and a strong lubricants presence under the Esso and Mobil brands.

ESSO and our predecessors have operated businesses in Thailand for more than 127 years. We sell refined petroleum products to retail consumers through an extensive network of Esso branded retail service stations as well as directly to commercial customers in the industrial, wholesale, aviation, and marine sectors. Our aromatics and chemical products are supplied to domestic commercial customers; we also export the products in some cases. We have strong network of Mobil Auto Care outlets which comprise of Mobil 1 Center, Mobil Express sites, and car care centers supplying our lubricants.

Our refined petroleum products, which are primarily produced in Thailand, include LPG, gasoline, jet fuel/kerosene, diesel, fuel oil, and asphalt. We also sell lubricants. Prior to paraxylene production suspension in April 2021, we sold paraxylene, which is used as feedstock for the production of purified terephthalic acid (PTA), the raw material used for polyester film, packaging, resins, and fabrics. Our other chemical products include solvents and plasticizers.

ESSO own and operate a complex refinery with a capacity of 174,000 barrels per day of crude oil. Chemical facilities include an aromatics plant with a capacity of 500,000 tons per annum of paraxylene and a solvent production unit with a capacity of 50,000 tons per annum, each of which is fully integrated with our refinery operations. Our production facilities are strategically located near the Laem Chabang deep sea port in Sriracha, Chonburi province, approximately 120 kilometers southeast of Bangkok, which is a major market for our refined petroleum products. The location of our production facilities allows the flexibility to deliver our refined petroleum products via pipeline, truck, and coastal vessel.

### 2.2 Income structure

Sales revenue from Downstream Segment and Petrochemical Segment, which sales prices for our products include the applicable excise taxes and oil fuel fund contributions. Income structure of ESSO as follows:

Operate by	2019		2020		2021	
	Revenue (THB Million)	%	Revenue (THB Million)	%	Revenue (THB Million)	%
<b>Downstream Segment:</b>						
<u>Light Products</u>						
LPG	3,573	2.1	3,131	2.5	5,280	3.1
Gasoline <sup>1/</sup>	47,194	27.9	34,573	27.3	52,936	30.6
<b>Total light products</b>	<b>50,767</b>	<b>30.0</b>	<b>37,704</b>	<b>29.8</b>	<b>58,316</b>	<b>33.7</b>
<u>Middle distillates</u>						
Jet fuel/kerosene	12,339	7.3	3,823	3.0	4,602	2.6
Diesel	78,478	46.3	66,623	52.6	85,166	49.3
<b>Total middle distillates</b>	<b>90,817</b>	<b>53.6</b>	<b>70,446</b>	<b>55.6</b>	<b>89,768</b>	<b>51.9</b>

Operate by	2019		2020		2021	
	Revenue (THB Million)	%	Revenue (THB Million)	%	Revenue (THB Million)	%
<b>Heavy Products</b>						
Fuel oil	8,300	4.9	5,119	4.0	9,027	5.2
Asphalt	2,227	1.3	2,665	2.1	4,694	2.7
<b>Total heavy products</b>	<b>10,527</b>	<b>6.2</b>	<b>7,784</b>	<b>6.1</b>	<b>13,721</b>	<b>7.9</b>
Lubricants	2,781	1.6	2,584	2.0	2,825	1.6
Others <sup>2/</sup>	543	0.4	813	0.7	2,165	1.4
Net income from services <sup>3/</sup>	713	0.4	429	0.3	464	0.2
<b>Total downstream segment</b>	<b>156,148</b>	<b>92.2</b>	<b>119,760</b>	<b>94.5</b>	<b>167,259</b>	<b>96.7</b>
<b>Petrochemical Segment</b>						
Paraxylene	8,352	4.9	3,709	2.9	1,461	0.8
Benzene concentrates	1,269	0.8	729	0.6	475	0.3
Solvents	2,385	1.4	1,774	1.4	2,367	1.4
Plasticizers	1,092	0.6	699	0.6	1,228	0.7
Others <sup>4/</sup>	86	0.1	0	0.0	88	0.1
Net income from services	16	0.0	0	0.0	0	0.0
<b>Total Petrochemical Segment</b>	<b>13,200</b>	<b>7.8</b>	<b>6,911</b>	<b>5.5</b>	<b>5,619</b>	<b>3.3</b>
<b>Total</b>	<b>169,348</b>	<b>100.0</b>	<b>126,671</b>	<b>100.0</b>	<b>172,878</b>	<b>100.0</b>

**Note:** <sup>1/</sup> Gasoline also includes sales of naphtha and reformate.

<sup>2/</sup> Others include sales of crude oil purchased from an affiliate but resold before processing and products sold in retail stores

<sup>3/</sup> Net income from services comprises mainly license fees from dealers, product handling and storage fees from aviation customers which are a part of aviation sales, and rental income

<sup>4/</sup> Others include mainly income from sales of sulfur, hydrogen, and low sulfur waxy residue

## 2.3 Products and Services

ESSO primary products are:

- (1) **Refined petroleum products** from the fractionation and refining of crude oil, primarily gasoline, jet fuel/kerosene, diesel, LPG, fuel oil and asphalt.
- (2) **Aromatics and other chemical products** include paraxylene (prior to paraxylene production suspension from Aromatics plant at Esso Sriracha refinery from April 2021), benzene concentrate, solvents, and plasticizers.

### Refined Petroleum Products

ESSO refinery is capable of processing a wide range of crude oil, which we source globally, including from the Middle East, Far East, South East, USA, and West Africa. Our choice of feedstock and product slates at any time depends on relative prices and yields. We decide on our product slate with input from sales and marketing personnel, based on our assessment of demand and projected prices for the various products that we can produce, typically around three months in advance of expected orders.

ESSO sell lubricant products, for use in vehicles and industrial applications under the Mobil brand and supply products under private brands to key alliance partners. Our lubricant products are either imported or blended domestically through a third-party blender. The products are sold to authorized distributors and directly to customers.

#### Aromatics and other Chemical Products

Prior to paraxylene production suspension, ESSO produce aromatics primarily in the form of paraxylene, as well as benzene concentrate. ESSO also produce various types of solvents and ESSO purchase plasticizers from a third party through a buy-sales agreement for the raw materials we supply to the third party.

##### ○ Paraxylene and Benzene Concentrate

Prior to paraxylene production suspension, our aromatics plant produces aromatics primarily in the form of paraxylene, using reformat, mixed xylene, and hydrogen as feedstock, and has a capacity of 500,000 tons per annum. Paraxylene is an aromatic product used to make PTA, the raw material for producing polyester film, packaging resin, and fabrics.

ESSO also sells Benzene concentrate which is from Benzene heart cut stream, blended with current Isom Benzene. The target markets are both domestic and overseas customers. After paraxylene production suspension in April 2021, refinery continues to sell benzene concentrate which is produced as part of normal refining process.

##### ○ Solvents

ESSO solvent production unit has a production capacity of 50,000 tons per annum, and produces (1) hydrocarbon solvents, primarily hexane, which is used mainly in edible oil seed extractions and as a carrier in petrochemical production, (2) rubber solvents used as adhesives and rubber cement used in the manufacture of tires, (3) white spirit used primarily in the coating and paint industry, and (4) Exxosol D80 used primarily in household and industrial and metal working applications. We also import and market for resale high aromatic solvents, which are used in the automotive paint coating industry and pesticides industry.

##### ○ Plasticizers

ESSO sell phthalate ester plasticizers that are used as raw material to increase the flexibility of polyvinyl chloride.

### 3. Shareholders

The top 10 shareholders registered in the share register book as of September 22, 2022, were as follows:

No.	Major Shareholders	Number of Shares	% Shares
1.	EXXONMOBIL ASIA HOLDINGS PTE.LTD.	2,283,750,000	65.99
2.	Thai NVDR Company Limited	322,627,820	9.32
3.	Vayupak Fund 1 by MFC Asset Management Public Co., Ltd	128,610,450	3.72
4.	Vayupak Fund 1 by Krung Thai Asset Management Public Co., Ltd	128,610,450	3.72
5.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	58,926,277	1.70
6.	Bualuang Long-Term Equity Fund	29,505,500	0.85
7.	Tisco Master Pooled Registered Provident Fund	27,704,900	0.80

No.	Major Shareholders	Number of Shares	% Shares
8.	Tisco Strategic Fund	26,500,000	0.77
9.	Mr. Charn Sophonpanich	14,680,000	0.42
10.	SE ASIA (TYPE B) NOMINEES LLC	12,797,540	0.37
The top 10 shareholders		3,033,712,937	87.66
Other shareholders		427,145,063	12.34
Total		3,460,858,000	100.00

Source: SET

#### 4. Board of Directors

List of 11 board of directors of Esso (Thailand) Public Company Limited as on March 1, 2023, as follows:

No.	Name	Position
1.	Mrs. Suda Ninvoraskul	Chairman
2.	Ms. Ratrimani Pasiphol	Managing Director and Director
3.	Mr. Manoch Munjitjuntra	Director
4.	Mr. Taweesak Bunluesin	Director
5.	Ms. Jirapun Paowarut	Director
6.	Mr. Anuwat Rungruangrattanagul	Director
7.	Mr. Wattana Chantarasorn	Independent Director and Chairman of the Audit Committee
8.	Ms. Prachit Hawat	Independent Director and Audit Committee
9.	Mr. Buranawong Sowapruj	Independent Director and Audit Committee
10.	Mr. Pornchai Thiraveja	Independent Director

Source: SET

The director who is authorized to sign of the Company is Dr. Adisak Jangkamolkulchai together with the Company's seal affixed. The directors who are authorized to sign on behalf of the Company are 2 out of 5: Mr. Taweesak Bunluesin, Mr. Suchart Phowattanasathian, Mr. Manoch Munjitjuntra, Ms. Ratrimani Pasiphol, and Mr. Jetsada Chancheingkrit.

#### 5. Summary of Financial Position and Performance of the Company

Summary of Financial Position and Performance of the Company for the year ended 2020 – 2022.

##### Statement of Financial Position

(Unit: THB Million)	For the year ended as of		
	31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	262	802	586
Trade receivables, net	5,083	8,171	8,430
Amounts due from related parties	36	0	0
Inventories, net	13,144	18,786	23,893
Other receivables, net	2,888	4,152	15,873

(Unit: THB Million)	For the year ended as of		
	31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
Other current assets	1,507	1,874	3,140
<b>Total current assets</b>	<b>22,921</b>	<b>33,784</b>	<b>51,922</b>
<b>Non-current assets</b>			
Financial assets at fair value through other comprehensive income	1,071	1,148	1,094
Available-for-sale investments	-	-	-
Investments in an associate	2,137	2,095	2,197
Property, plant and equipment, net	24,750	23,706	22,982
Right-of-use asset, net	4,287	4,305	3,823
Intangible assets, net	181	152	126
Deferred income tax assets, net	3,512	2,361	673
Prepaid rental and deferred charges	265	150	90
Other non-current assets	2,253	2,355	2,633
<b>Total non-current assets</b>	<b>38,457</b>	<b>36,270</b>	<b>33,619</b>
<b>Total assets</b>	<b>61,378</b>	<b>70,055</b>	<b>85,541</b>
<b>Liabilities and equity</b>			
<b>Current liabilities</b>			
Short-term borrowings from financial institutions	6,081	7,900	9,739
Trade and other payables	2,253	5,117	5,872
Amounts due to related parties	7,894	10,588	10,692
Current portion of long-term liabilities from financial institutions	1,933	1,717	1,667
Current portion of long-term liabilities from related parties	3,233	3,950	3,667
Short-term loans from related parties	10,621	11,423	16,696
Current income tax payable	1	0	0
Current portion of lease liabilities	358	439	319
Short-term provisions for employee benefits	872	873	972
<b>Total current liabilities</b>	<b>35,446</b>	<b>42,008</b>	<b>49,624</b>
<b>Non-current liabilities</b>			
Long-term borrowings from financial institutions	1,717	1,249	1,416
Long-term loans from related parties	4,617	2,750	2,750
Lease liabilities	2,439	2,399	2,118
Long-term provisions for employee benefits	2,799	2,439	2,429
Other non-current liabilities	0	0	0
<b>Total non-current liabilities</b>	<b>11,573</b>	<b>8,839</b>	<b>8,713</b>
<b>Total liabilities</b>	<b>47,019</b>	<b>50,846</b>	<b>58,337</b>
<b>Equity</b>			
Share capital	17,110	17,110	17,110
Issued and paid-up share capital	17,075	17,075	17,075
Share premium	4,032	4,032	1,032
Retained earnings (deficits)			
Legal reserve	1,001	1,001	1,001
Unappropriated	(8,081)	(3,638)	4,145

(Unit: THB Million)	For the year ended as of		
	31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
Other components of equity	325	731	691
Equity attributable to owners of the parent	14,352	19,201	27,197
Non-controlling interests	7	7	7
<b>Total Equity</b>	<b>14,360</b>	<b>19,208</b>	<b>27,204</b>
<b>Total liabilities and equity</b>	<b>61,378</b>	<b>70,055</b>	<b>85,541</b>

Source: Financial Position and Performance of company for the year ended 2020-2022

### Statements of Profit and Loss

(Unit: THB Million)	For the year ended as of		
	31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
Revenue from sales and services	123,649	167,151	246,487
Subsidy from oil fuel fund	3,022	5,727	16,514
Cost of sales	(131,408)	(162,261)	(245,707)
<b>Gross profit (loss)</b>	<b>(4,736)</b>	<b>10,618</b>	<b>17,293</b>
Selling expenses	(4,948)	(4,834)	(5,205)
Administrative expenses	(268)	(234)	(235)
<b>Profit (loss) from sales</b>	<b>(9,953)</b>	<b>5,550</b>	<b>11,853</b>
Other income	67	26	23
Interest income	3	3	18
Finance costs	(360)	(311)	(376)
Share of profit from an associate	285	227	312
<b>Profit (loss) before income tax</b>	<b>(9,958)</b>	<b>5,495</b>	<b>11,829</b>
Income tax credit (expense)	2,048	(1,051)	(2,320)
<b>Profit (loss) for the year</b>	<b>(7,910)</b>	<b>4,444</b>	<b>9,510</b>

Source: Statements of Profit and Loss of company for the year ended 2020-2022

### Important Financial Ratio

Financial Ratio	Unit	For the year ended		
		31-Dec-2020 (Audited)	31-Dec-2021 (Audited)	31-Dec-2022 (Audited)
<b>Profitability Ratios</b>				
Gross Profit Margin	%	(3.7%)	6.1%	6.6%
Net Profit Margin	%	(6.2%)	2.6%	3.6%
Interest Coverage Ratio	Times	(20.1)	28.3	39.0
<b>Liquidity and Leverage Ratios</b>				
Current Ratio	Times	0.6	0.8	1.0
Quick Ratio	Times	0.2	0.2	0.2
Debt to Equity	Times	2.0	1.5	1.3
Long-Term Debt to Equity Ratio	Times	0.4	0.2	0.2
Net Interest-bearing Debt to Equity	Times	1.9	1.5	1.3

Source: Statements of Profit and Loss of company for the year ended 2020-2022

## 6. Management's Discussion and Analysis (MD&A)

### Financial and Operating Highlights

	2020	2021	2022
Crude intake (Kbpd)	115	123	131
Paraxylene production (Ktons)	200	53	0
Average forex rate (Baht/US\$)	31.3	32.0	35.1
Accounting gross refining margin (US\$/Bbl) <sup>1/</sup>	(3.6)	7.5	9.4
Total revenue (million Baht)	126,672	172,878	263,000
Gross profit (million Baht)	(4,736)	10,618	17,293
EBITDA (million Baht)	(7,245)	8,783	14,659
Profit (loss) for the period (million Baht)	(7,910)	4,444	9,509
Earnings (loss) per share (Baht) <sup>2/</sup>	(2.29)	1.28	2.75

**Note:** <sup>1/</sup> Reflects production volume at market reference price and crude consumption at current replacement cost basis

<sup>2/</sup> Based on December 31, 2022, number of shares: 3,461 million shares

### Benchmark Prices for Crude Oil and Refined Petroleum Products

Average Platts Singapore quoted prices for crude oil and refined products

Unit: US\$/Bbl	2020	2021	2022
Dubai	42.2	69.2	96.3
Gasoline (95 Ron)	46.6	80.3	115.2
Jet fuel / kerosene	44.7	75.1	126.6
Diesel (50 ppmS)	49.2	77.3	134.5
Fuel oil (180 cs)	38.3	62.9	80.4
LPG	35.4	56.0	64.8

**Source:** PCI Mean of Platts Singapore and PCI

### 2021 versus 2020

Dubai prices in the fourth quarter of 2021 averaged \$78.3/Bbl, an increase of \$33.7/Bbl from the same period last year, or an increase of \$6.6/Bbl compared to the third quarter of 2021. Dubai prices continued to increase from the third quarter of 2021 mainly due to rising oil demand during winter and gas-to-liquid switching from higher natural gas prices globally despite some concerns over the potential impact of the new Omicron variant of COVID-19 on global oil demand during the end of 2021. The average monthly price for Dubai in December 2021 was \$73.2/Bbl, which was higher than September 2021 average price of \$72.6/Bbl, and higher than December 2020 average price of \$49.8/Bbl.

Following the same trend as crude prices, all product prices continued to move upwards in the fourth quarter of 2021 when compared with the same period last year and the previous quarter as a result of rising oil demand during winter with additional support from gas-to-liquid switching.

**2022 versus 2021**

Full year 2022 Dubai prices averaged \$96.3/Bbl, an increase of \$27.1/Bbl compared to last year mainly due to demand recovery from overall improved COVID-19 situation, the Russia-Ukraine conflict, and rising oil demand from gas-to-liquid switching as a result of higher natural gas price. However, concerns over bearish sentiment of global economy had pressured crude prices to be volatile throughout the year.

In tandem with crude prices, all product prices continued to move in upward trend as a result of higher demand from resumed economic activities supported by recovery in global tourism industry as well as gas-to-liquid switching in power generation industry.

**Production and Refining cost**

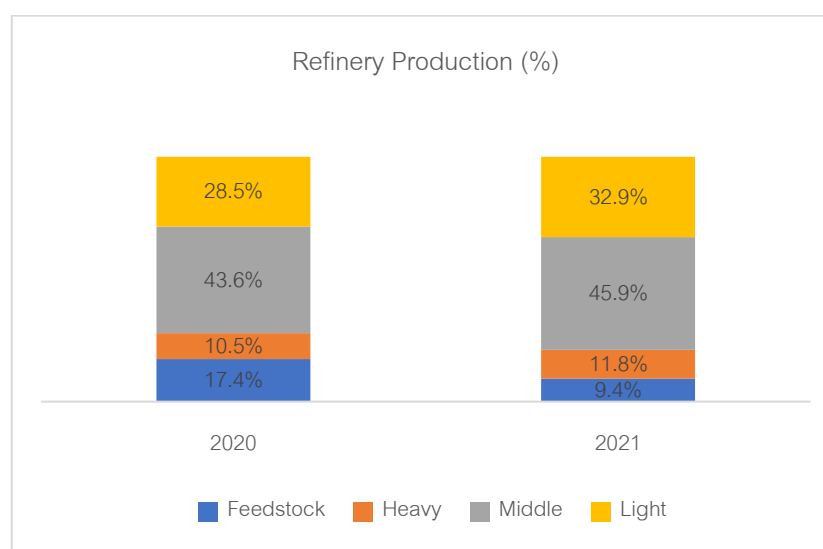
	2020	2021	2022
Refining capacity (Kbpd)	174	174	174
Crude intake (Kbpd)	115	123	131
Paraxylene production (Knots)	200	53	0
Accounting gross refining margin (US\$/Bbl.)	(3.6)	7.5	9.4
Total Fuel Product Sales (Kibble)	45,050	46,933	51,342
- LPG	2,310	2,657	2,853
- - Gasoline	11,218	12,984	15,401
- Naphtha	1,500	1,234	454
- Jet Fuel/Kerosene	2,272	1,878	2,389
- Diesel	22,404	22,255	24,472
- Fuel Oil	3,921	4,047	4,370
- - Asphalt	1,425	1,878	1,403

**2021 versus 2020**

Refinery crude intake in the fourth quarter of 2021 was 124 KBD, 5 KBD higher than the same period last year mainly due to rising demand from gasoline demand recovery and gas-to-liquid switching in the power generation industry. Furthermore, crude intake for this quarter was higher than previous quarter reflecting improved demand from country reopening. Full year 2021 crude intake was reported at 123 KBD. Paraxylene production has been suspended since April 2021.

The fourth quarter Gross Refining Margin (GRM) was \$7.4/Bbl., improved \$1.7/Bbl. from the same period last year. The improvement was primarily driven by stronger industry margins. Full year 2021 GRM was \$7.5/Bbl., an increase of \$11.1/Bbl. compared to 2020, essentially driven by favorable inventory effects and higher industry margins.

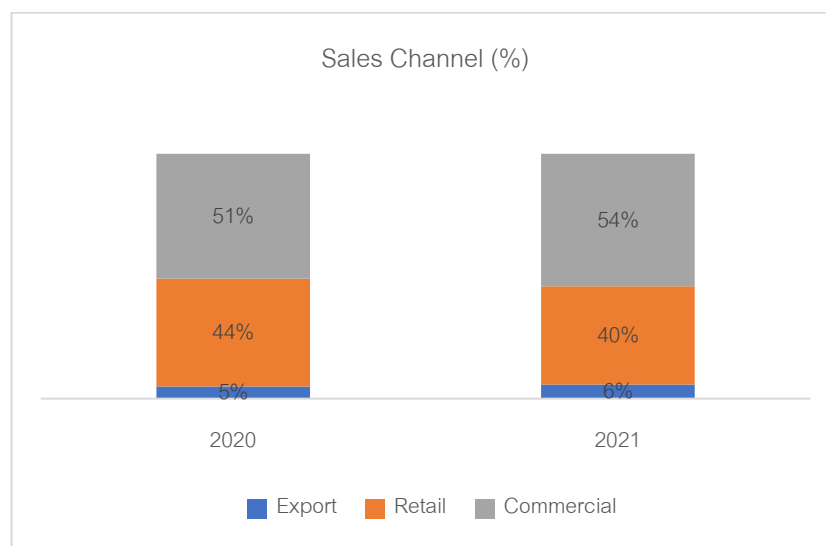




Refinery production yields in the fourth quarter of 2021 as well as the full year 2021, when compared with the same period last year, reflected production to capture strong margin opportunity and improved demand from COVID-19 pandemic. Lower feedstock yields from paraxylene production suspension resulted in higher gasoline yields. Middle distillate production in the fourth quarter increased from the previous quarter in response to improved demand of jet fuel as a result of the country reopening and diesel from gas-to-liquid switching in the power generation industry. In 2021, refinery promptly adjusted its production to capture high-margin asphalt and achieved asphalt production in March at 5.5 KBD which was record high in a decade.

Total product sales volume in the fourth quarter of 2021 was 12,170 Kibble, 7% higher than the same period last year which mainly reflected improved demand for gasoline, fuel oil and jet fuel. Compared with the previous quarter, gasoline and jet fuel sales volume improved following the efforts to capture margins opportunity and the easing of partial lockdown measures as well as country reopening. Meanwhile, diesel and fuel oil sales volume rose to capture opportunistic sales in the power generation industry from gas-to-liquid switching.

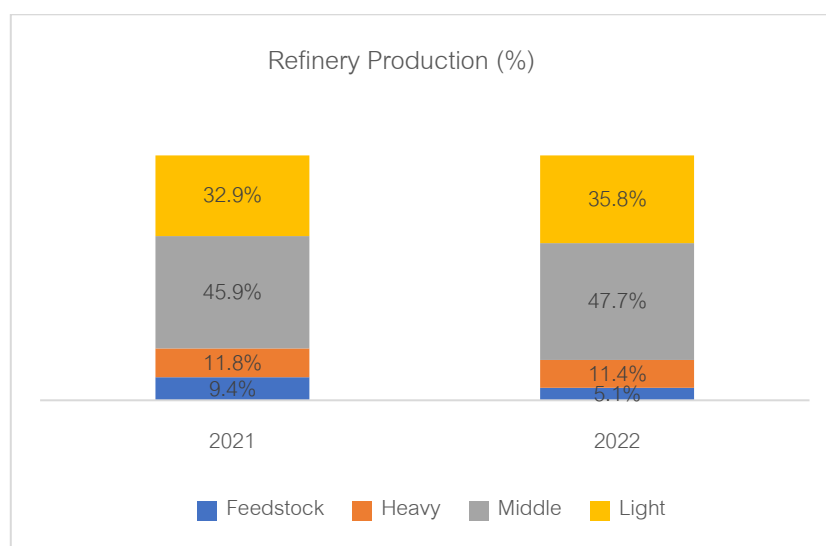
In 2021, the company successfully achieved sales volume growth relative to industry demand, leveraging the strength of integration to optimize crude run and maximize portfolio margins. Commercial channel made a remarkable support to capture growth opportunity in domestic sales and cross-border business, which reflected the company's business resilience. While Retail business was impacted by country's partial lockdown measures, the company continued to maintain market position and grow footprint via service station expansion. At year-end 2021, there were 731 service stations nationwide, or net increase of 29 service stations from year-end 2020.



### 2022 versus 2021

2022 crude intake was reported at 131 KBDL or 75% utilization, 8 KBDL higher than the last year mainly due to demand recovery following domestic COVID-19 reclassification to a communicable disease under surveillance and gas-to-liquid switching in the power generation industry. Paraxylene production has been suspended since April 2021.

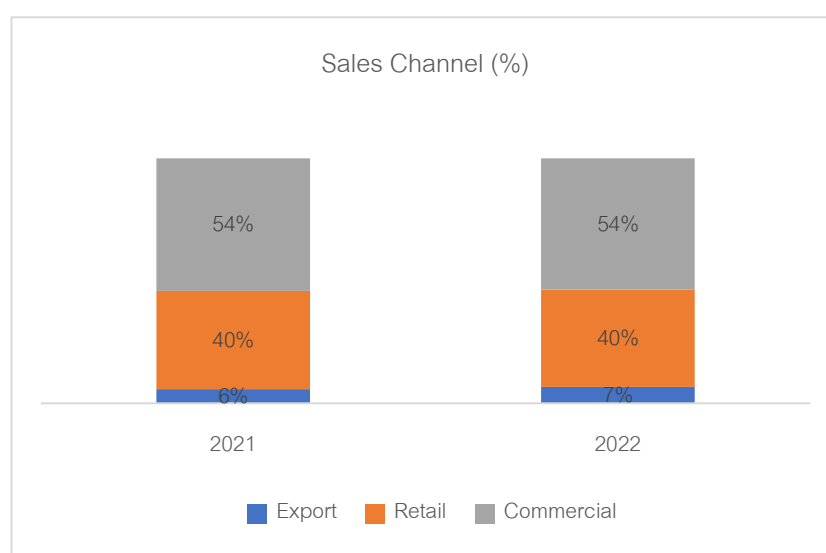
Accounting Gross Refining Margin (GRM) in 2022 was \$9.4/Bbl., \$1.9/Bbl. higher than last year. The improvement was primarily driven by higher industry margins partially offset by higher crude premium and energy cost. While Operating Gross Refining Margin (GRM) in 2022 was \$9.0/Bbl., \$5.9/Bbl. higher than last year, essentially driven by strong industry margins partially offset by higher crude premium.



Refinery yields in 2022 reflected production in response to improved COVID-19 situation. Compared with last year, higher light product yields were mainly contributed by higher gasoline production as a result of the effort to alleviate logistic constraints and paraxylene production suspension. Middle distillate yields also increased from last year primarily contributed by higher diesel production from product high-grading and gas-to-liquid switching in the power generation industry. The company continued to maximize gasoline and diesel production to capture strong margin opportunity.

Overall product sales volume in 2022 was 142.6 kid, 9% higher than last year mainly due to industry demand recovery from the relaxation of travel restrictions as seen in gasoline, diesel, and jet fuel sales volume. Commercial channel made an outstanding business result to capture growth opportunity in domestic sales from product high-grading, gas-to-liquid switching in power generation industry and entering private jet and domestic airlines segment. Retail business also delivered a remarkable performance to grow volume, expand network, improve brand awareness, and enhance customer experiences through mobile EDC payment integration with Esso Smiles. In 2022, the company remained at the 4th position among oil companies as well as first position among international oil companies and maintained market penetration of 11.6%.

At year-end 2022, there were 802 service stations nationwide which had exceeded the target or net increase of 73 service stations from year-end 2021.



### Financial Performance

Unit: million Baht	2020	2021	2022
Total revenue	126,672	172,878	263,000
Cost of sales	(131,408)	(162,260)	(245,707)
<b>Gross profit</b>	<b>(4,736)</b>	<b>10,618</b>	<b>17,293</b>
Selling expenses	(4,949)	(4,834)	(5,205)
Administrative expenses	(268)	(234)	(235)
<b>Profit (loss) from sales</b>	<b>(9,953)</b>	<b>5,550</b>	<b>11,853</b>
Other income	67	26	23
Finance costs, net	(357)	(308)	(359)
Share of profit from an associate	380	227	312
<b>Profit (loss) before income tax</b>	<b>(9,958)</b>	<b>5,495</b>	<b>11,829</b>
Income tax (expense) credit	2,048	(1,051)	(2,320)
<b>Profit (loss) for the period</b>	<b>(7,910)</b>	<b>4,444</b>	<b>9,509</b>
Other comprehensive income	152	406	218
<b>Total comprehensive income (loss) for the period</b>	<b>(7,758)</b>	<b>4,850</b>	<b>9,727</b>

**2021 versus 2020**

In 2021, the Downstream segment made profit from sales of Baht 6,352 million, which was Baht 14,679 million higher than last year, mainly due to favorable inventory effects, sales volume growth and improved industry margins. Petrochemical segment made a loss of Baht 802 million inclusive of asset impairment, compared to a loss of Baht 1,626 million in 2020, reflecting paraxylene production suspension.

Compared to the same period last year, net finance costs decreased by Baht 15 million in the fourth quarter of 2021 and decreased by Baht 49 million for the year primarily driven by lower interest rates.

**2022 versus 2021**

Total revenue of 2022 was higher than last year, largely due to higher market selling prices and sales volume. In 2022, profit from sales was Baht 11,853 million which was Baht 6,303 million higher than last year as a result of the effort to increase sales volume and stronger industry margins. Compared to last year, net finance costs increased by Baht 51 million primarily driven by higher interest rates and higher loan balance.

**Statement of Financial Position**

Unit: million Baht	As of 31-Dec-2020	As of 31-Dec-2021	As of 31-Dec-2022
<b>Assets</b>			
Current assets	22,921	33,784	51,922
Non-current assets	38,457	36,271	33,619
<b>Total assets</b>	<b>61,378</b>	<b>70,055</b>	<b>85,541</b>
<b>Liabilities</b>			
Current liabilities	35,446	42,008	49,624
Non-current liabilities	11,573	8,839	8,713
<b>Total liabilities</b>	<b>47,019</b>	<b>50,847</b>	<b>58,337</b>
<b>Equity</b>			
Issued & paid-up share capital	17,075	17,075	17,075
Premium on share capital	4,032	4,032	4,032
Legal reserve	1,001	1,001	1,001
Unappropriated retained earnings (deficits)	(8,081)	(3,638)	4,145
Other components of equity	325	731	691
Non-controlling interests	7	7	7
<b>Total equity</b>	<b>14,359</b>	<b>19,208</b>	<b>27,204</b>
<b>Total liabilities and equity</b>	<b>61,378</b>	<b>70,055</b>	<b>85,541</b>

**2021 versus 2020**

Current assets as of December 31, 2021, increased by Baht 10,863 million from year-end 2020, mainly from higher inventory balances as well as trade receivables due to price escalation and subsidy claims. Non-current assets decreased by Baht 2,186 million mainly from decrease in deferred income tax assets related to utilization of tax loss carried forward.

Total liabilities of Baht 50,847 million, an increase of Baht 3,828 million, were primarily driven by higher crude payables from rising crude prices.

Total debt was Baht 28,990 million (long term loans of Baht 3,999 million and short-term loans of Baht 24,991 million) as of December 31, 2021, compared to Baht 28,203 million at year-end 2020. The company continued to maintain adequate financing sources to support payment obligations.

Total equity increased by Baht 4,849 million reflecting profits for the year 2021, an increase from the re-measurement of provision for employee benefits and unrealized gain from the re-measurement of Bangkok Aviation Fuel Services Public Company Limited investment.

### 2022 versus 2021

Current assets as of December 31, 2022, increased by Baht 18,138 million from year-end 2021, mainly from higher oil fuel fund subsidy claims as well as higher inventory balance from higher crude and product prices. Non-current assets decreased by Baht 2,652 million mainly from decrease in deferred income tax assets related to tax loss carried forward which was fully utilized in 2022.

Total liabilities of Baht 58,337 million, an increase of Baht 7,490 million, were primarily contributed by higher short-term loans.

Total debt was Baht 35,935 million (long term loans of Baht 4,166 million and short-term loans of Baht 31,769 million) as of December 31, 2022, compared to Baht 28,990 million at year-end 2021. The company continued to maintain adequate financing sources to support payment obligations.

Total equity increased by Baht 7,996 million reflecting profits for full year 2022 and unrealized gain from the re-measurement of Bangkok Aviation Fuel Services Public Company Limited (BAFS) investment partially offset by dividend payment.

### Statement of Cash Flows

Unit: million Baht	2020	2021	2022
Cash flow from (used in) operating activities	409	1,541	(3,858)
Cash flow from (used in) investing activities	(1,251)	(1,341)	(1,085)
Cash flow from (used in) financing activities	827	340	4,728

Cash flow generated from operating activities was Baht 1,541 million for the full year 2021, which reflected positive earnings for the period offset by unfavorable working capital effects mainly from higher inventory as a result of significant price escalation. Cash flow used in investing activities was Baht 1,341 million mainly for refinery and retail projects, and payments for right-of-use assets, partly offset by dividends received from investments. Cash flow generated from financing activities was Baht 340 million, mainly reflected net proceeds from borrowings.

Cash flow used in operating activities was Baht 3,858 million for 2022, which reflected positive earnings for the period offset by unfavorable working capital effects and income tax paid. Cash flow used in investing activities was Baht 1,085 million mainly for retail and refinery projects including investment for Euro 5 compliance, partly offset

by dividends received and proceeds from disposal of a portion of equity investments. Cash flows from financing activities was Baht 4,728 million, mainly reflected net proceeds from borrowings partially offset by dividend payment.

### Financial Ratios

#### Profitability ratios

	2020	2021	2022
Gross profit margin (%)	(3.7%)	6.1%	6.6%
Net profit margin (%)	(6.2%)	2.6%	3.6%
Interest coverage ratio (times)	(20.1)	28.3	39.0

#### Liquidity and debt to equity ratios

	2020	2021	2022
Current ratio (times)	0.6	0.8	1.0
Quick ratio (times)	0.2	0.2	0.2
Total debt to equity ratio (times)	2.0	1.5	1.3
Long term debt to equity ratio (times)	0.4	0.2	0.2
Net debt to equity ratio (times)	1.9	1.5	1.3

#### Financial ratios calculation:

Gross profit margin	= Gross profit / Sales
Net profit margin	= Net profit / Sales
Interest coverage ratio	= EBITDA / Interest expense
Current ratio	= Current assets / Current liabilities
Quick ratio	= (Cash and cash equivalents + Short term investments + Trade receivables) / Current liabilities
Total debt to equity ratio	= Total debt / Total shareholders' equity
Long term debt to equity ratio	= non-current borrowings / Total shareholders' equity
Net debt to equity ratio	= (Total debt – Cash and cash equivalents) / Total shareholder's equity

**Appendix 3 Additional information of Opinion of the Independent Financial Advisor regarding the disclosure on additional information of Bangchak Corporation Public Company Limited regarding determination of purchase price for the acquisition of shares in Esso (Thailand) Public Company Limited by referencing the financial statements ended on 31 December 2022 and the dividend payment announcement of Esso (Thailand) Public Company Limited on 16 March 2023**

No. IB 012/2566

16 March 2023

**Subject:** Opinion of the Independent Financial Advisor regarding the the disclosure on additional information of Bangchak Corporation Public Company Limited on 16 March 2023 regarding determination of purchase price for the acquisition of shares in Esso (Thailand) Public Company Limited by referencing the financial statements ended on 31 December 2022 and the dividend payment announcement of Esso (Thailand) Public Company Limited

**To:** Board of directors and shareholders of Bangchak Corporation Public Company Limited

**Refer to:** Disclosure on additional information of Bangchak Corporation Public Company Limited regarding the determination of purchase price for the acquisition of shares in Esso (Thailand) Public Company Limited by referencing the financial statements ended on 31 December 2022 and the dividend payment announcement of Esso (Thailand) Public Company Limited

According to Bangchak Corporation Public Company Limited (the "Company") disclosed on additional information regarding the determination of purchase price for the acquisition of shares in Esso (Thailand) Public Company Limited ("ESSO") by referencing the financial statements ended on 31 December 2022 and the dividend payment announcement of Esso (Thailand) Public Company Limited via the website of the Stock Exchange of Thailand ("SET") ([www.set.or.th](http://www.set.or.th)) on 16 March 2023, which the details are as follows:

On 24 February 2023, ESSO published its financial statements for the year 2022 and announced additional dividend payment for the operating results of the year 2022 according to the information disclosed to the Stock Exchange of Thailand ("SET") on 13 March 2023. The Company has prepared the estimation of the purchase price based on the public information disclosed by ESSO and the estimate of (i) hydrocarbon inventories and (ii) inventories of the finished lubricants and chemical marketing businesses which are excluded businesses of the Transaction (the "Excluded Businesses") as at 31 December 2022, according to the price adjustment disclosed in the Information Memorandum on Asset Acquisition Concerning the Acquisition of Shares of ESSO (Thailand) Public Company Limited. However, actual information on the inventories of ESSO may differ from the estimate prepared by the Company.

Based on the assumptions described above, together with the reference to the information from the financial statement ended 31 December 2022 and the additional dividend payment announcement for the operating results for the fiscal year 2022 on 13 March 2023, the total value of the Sale Share calculated in accordance with the purchase price adjustment mechanism will be at THB 20,956 million or THB 9.18 per share.

For illustration only			
Balance Sheet Date (THB million)	Based on information obtained from ESSO		Based on public information disclosed by ESSO and the Company's estimate
	30 Jun 2022	30 Sep 2022	31 Dec 2022
(1) Enterprise value	55,500	55,500	55,500
(2) (-) Net debt and debt equivalent items	(25,584)	(41,637)	(41,194)
(3) (+) Other financial items	2,838	2,914	2,997
(4) (+) Select working capital adjustments	2	13,178	14,888
(+ Financial statement date working capital	(8,902)	1,399	7,739
(-) Reference working capital	9,457	9,457	9,457
(-) Volume and price linked hypercarbon	(554)	2,322	(2,308) <sup>(1)</sup>
(5) (+) Other adjustments in accordance with the Share Purchase Agreement	557	654	(433) <sup>(1)(2)</sup>
<b>= Equity value</b>	<b>33,312</b>	<b>30,608</b>	<b>31,758</b>
∴ Nu,ber of the ESSO shares (million share)	3,461	3,461	3,461
<b>= Purchase price per share (THB/share)</b>	<b>9.63</b>	<b>8.84</b>	<b>9.18</b>
x Number of Sale Shares (million shares)	2,284	2,284	2,284
<b>= Total value of the Sale Shares</b>	<b>21,982</b>	<b>20,198</b>	<b>20,956</b>

Note: (1) The information on volume and price hydrocarbon inventories and the inventories of the Excluded Businesses as at 31 December 2022, are the estimates prepared by the Company. The actual information on inventories of ESSO may differ from the estimate prepared by the Company.

(2) This comprises the estimate of the inventory value of the inventories of the Excluded Businesses in the sum of THB 605 million less the dividend payment (at the rate of THB 0.30 per share) as resolved by ESSO's board meeting on 13 March 2023 or THB 1,038 million

The total value of the Sale Shares as shown above at THB 20,956 million or THB 9.18 per share is for illustration purpose only and not the final purchase price for the Transaction. The total value of the Sale Shares on the closing date of the Transaction may increase or decrease subject to the basis shown in the above table.



## Opinion of the Independent Financial Advisor

Since the Company disclosed on additional information regarding the determination of purchase price for the acquisition of shares in ESSO by referencing the financial statements ended on 31 December 2022 and the announced additional dividend payment for the operating results of the year 2022 according to the information disclosed to the SET on 13 March 2023, together with the Company's the estimate of (i) hydrocarbon inventories and (ii) inventories of the Excluded Businesses as at 31 December 2022 (collectively, the "Company's assumption") in order to inform BCP's shareholders, Krungthai XSpring Securities Company Limited (the "Independent Financial Advisor" or "IFA"), as independent financial advisor of the transaction, has provided an additional IFA's opinion regarding information on the purchase price by referencing the financial statements ended on 31 December 2022 and the additional dividend payment announcement for the operation results for the fiscal year 2022 on 13 March 2023, together with the Company's assumption as follows:

Referring to the IFA report dated 10 March 2023, IFA has an opinion that the Price Adjustment Mechanism is appropriate. Therefore, the calculation of Indicative Purchase Price in accordance with the Price Adjustment Mechanism by referencing the financial statements ended on 31 December 2022 and the announced additional dividend payment for the operating results of the year 2022 according to the information disclosed to the SET on 13 March 2023, together with the Company's assumption should be appropriate as well based on the assumption that the information that the Company used for calculating is correct and trustworthy. But since the IFA did not get the details of the calculation and did not perform due diligence on the details of the information, the IFA cannot certify that the information used for the calculation is correct and trustworthy.

When considering the Indicative Purchase Price by referencing the financial statements ended on 31 December 2022 and the announced additional dividend payment for the operating results of the year 2022 according to the information disclosed to the SET on 13 March 2023, together with the Company's assumption of THB 9.18 per share, it is appropriate since it is within the range of ESSO's fair price of THB 8.13 – 12.36 per share evaluated by using the appropriate valuation approach, which is the Discounted Cash Flow approach, (These prices may not be directly comparable due to the different projection periods between the prices.)

From the additional information that the Company disclosed this time, the IFA does find the issues that would affect the opinion of the IFA provided in the report Opinion of the Independent Financial Advisor dated March 10, 2023.

Note: The Final Purchase Price on the closing date of the transaction may differ from the Indicative Purchase Price by referencing the financial statements ended on 31 December 2022 and the announced additional dividend payment for the operating results of the year 2022 according to the information disclosed to the SET on 13 March 2023, together with the Company's assumption, which the Company disclosed on 16 March 2023.

Please be informed accordingly.

Sincerely

Krungthai XSpring Securities Company Limited

- *Prachitpol Himathongkam* -

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(Mr. Prachitpol Himathongkam)

Chief of Investment Banking Group

- *Busaraporn Chanchucherd* -

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(Ms. Busaraporn Chanchucherd)

Chief of Investment Banking Group

Supervisor



**Table Comparing the Current Articles of Association (AOA) with the Proposed AOA Amendment**

Current AOA	Proposed AOA Amendment	Rationale
<p><u>Clause 16</u> In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matter to be proposed to the meeting with reasonable detail by indicating whether it is the matter proposed for information, approval or consideration, including the Board of Directors' opinion in the said matters, and the said notice shall be sent to the shareholders and the Registrar not less than seven (7) days prior to the meeting date. The notice calling for the meeting shall be published in newspaper at least for three (3) consecutive days and not less than three (3) days prior to the meeting date.</p> <p>The place of the meeting may be other places than the province where the Company's head office is located at or nearby province as may be fixed by the Board of Directors.</p>	<p><u>Clause 16</u> In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matter to be proposed to the meeting with reasonable detail by indicating whether it is the matter proposed for information, approval or consideration, including the Board of Directors' opinion in the said matters, and the said notice shall be sent to the shareholders and the Registrar not less than seven (7) days prior to the meeting date. The notice calling for the meeting shall be published <del>in newspaper</del> <u>in accordance with the criteria specified by the law</u> at least for three (3) consecutive days and not less than three (3) days prior to the meeting date.</p> <p>The place of the meeting may be other places than the province where the Company's head office is located at or nearby province as may be fixed by the Board of Directors.</p> <p><u>The meeting notice under paragraph one may be delivered via electronic means or by the criteria specified by the law.</u></p>	<p>To align with the Public Limited Companies Act.</p> <ul style="list-style-type: none"> <li>- <u>Article 6</u> Notices can be sent via electronic means</li> <li>- <u>Article 7/1</u> Documents can be sent via electronic means</li> </ul>
<p><u>Clause 19</u> In a shareholder meeting, a shareholder may appoint any other person who is sui juris as proxy to attend the meeting and vote on his or her behalf. An instrument appointing the proxy shall be dated and signed by the shareholder who appoints proxy and be in accordance with the form set by the Registrar.</p> <p>The instrument appointing the proxy shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.</p>	<p><u>Clause 19</u> In a shareholder meeting, a shareholder may appoint any other person who is sui juris as proxy to attend the meeting and vote on his or her behalf. An instrument appointing the proxy shall be dated and signed by the shareholder who appoints proxy and be in accordance with the form set by the Registrar.</p> <p>The instrument appointing the proxy shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.</p> <p><u>Appointment of a proxy may be conducted via electronic means or by the criteria specified by the law.</u></p>	<p>To align with the Public Limited Companies Act.</p> <p><u>Article 102</u> Proxies for shareholders meeting can be given via electronic means.</p>

Current AOA	Proposed AOA Amendment	Rationale
<p><u>Clause 29</u> The Chairman of the Board of Directors shall be the person who calls the meeting of the Board of Directors.</p> <p>Two (2) or more directors may request the Chairman of the Board of Directors to call a meeting. In case two (2) or more directors request for a meeting of the Board of Directors, the Chairman of the Board of Directors shall determine the date of the meeting within fourteen (14) days of the date of receipt of such request.</p> <p>The secretary of the Board of Directors shall be the person who informs of the meeting of the Board of Directors as assigned by the Chairman of the Board of Directors.</p>	<p><u>Clause 29</u> The Chairman of the Board of Directors shall be the person who calls the meeting of the Board of Directors.</p> <p><del>Two (2) or more directors may request the Chairman of the Board of Directors to call a meeting. In case two (2) or more directors request for a meeting of the Board of Directors, the Chairman of the Board of Directors shall determine the date of the meeting within fourteen (14) days of the date of receipt of such request.</del></p> <p><u>When there is reasonable cause or in order to preserve the rights or benefits of the Company, at least two directors may jointly request that the Chairman summons the Board of directors' meeting, whereby the agenda and reason(s) therefor that will be proposed for consideration must be specified. In such a case, the Chairman shall summon and fix the date of the meeting within fourteen days as of the date of receipt of the request.</u></p> <p><u>In the case where the Chairman of the Board does not act in accordance with the provision in paragraph two, the requesting directors may jointly call and schedule a Board of Directors meeting to discuss the proposed agenda items within fourteen days of the end of the period mentioned in the paragraph two.</u></p> <p><u>In case there is no Chairman of the Board for any reason, the Vice-Chairman shall summon the meeting of the Board of Directors. In case there is no Vice-Chairman for any reason, at least two directors may jointly summon the Board of Directors' Meeting.</u></p> <p>The secretary of the Board of Directors shall be the person who informs of the meeting of the Board of Directors as assigned by the Chairman of the Board of Directors.</p>	<p>To align with the Public Limited Companies Act.</p> <ul style="list-style-type: none"> <li>- <u>Article 81</u> the Chairman summons the Board of directors' meeting</li> <li>- <u>Article 81/1</u> Summon the meeting of the Board of Directors in case no Chairman</li> </ul>

Current AOA	Proposed AOA Amendment	Rationale
<p><u>Clause 31</u> In calling a meeting of the Board of Directors, the notice of the meeting shall be served to the directors or his/her representative not less than seven (7) days prior to the meeting date. In case it is necessary or urgent to preserve the rights or benefits of the Company the meeting may be called by other methods and an earlier meeting date may be chosen.</p> <p>In delivering an invitation to the Board of Directors' meeting and the meeting documents the Company may send them e-mail.</p>	<p><u>Clause 31</u> In calling a meeting of the Board of Directors, the notice of the meeting shall be served to the directors or his/her representative not less than <u>three (3) days</u> prior to the meeting date. In case it is necessary or urgent to preserve the rights or benefits of the Company the meeting may be called by other methods and an earlier meeting date may be chosen.</p> <p>In delivering an invitation to the Board of Directors' meeting and the meeting documents the Company may send them <del>e-mail</del> <u>via electronic means or in accordance with the criteria specified by the law.</u></p>	<p>To align with the Public Limited Companies Act.</p> <ul style="list-style-type: none"> <li>- <u>Article 8.2</u> The notice of the Board of Directors meeting shall be served not less than three days before the meeting date.</li> <li>- <u>Article 7/1</u> Documents can be sent via electronic means.</li> </ul>

Current AOA	Proposed AOA Amendment	Rationale
<p><u>Clause 41</u> Annual dividends can be made only upon the resolution of the shareholder meeting.</p> <p>Subject to the provision in Clause 42., dividend shall not be paid other than out of profits. If the Company still has accumulated loss, no dividends shall be distributed.</p> <p>The dividend on ordinary shares shall be paid according to its number at equal amount per share.</p> <p>The Board of Directors may pay interim dividends to the shareholders from time to time if the Board of Directors sees that the Company's profits justify such payment. The resolution of the Board of Directors thereof shall consist of not less than three-fourth (3/4) of the number of directors present at the meeting, and same shall be reported to the shareholders at the next shareholder meeting.</p> <p>Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholder meeting or the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such dividend payment and the notice shall also be published in a newspaper within one (1) month of the date of the resolution of the shareholder meeting or the meeting of the Board of Directors, as a case may be.</p>	<p><u>Clause 41</u> Annual dividends can be made only upon the resolution of the shareholder meeting.</p> <p>Subject to the provision in Clause 42., dividend shall not be paid other than out of profits. If the Company still has accumulated loss, no dividends shall be distributed.</p> <p>The dividend on ordinary shares shall be paid according to its number at equal amount per share.</p> <p>The Board of Directors may pay interim dividends to the shareholders from time to time if the Board of Directors sees that the Company's profits justify such payment. The resolution of the Board of Directors thereof shall consist of not less than three-fourth (3/4) of the number of directors present at the meeting, and same shall be reported to the shareholders at the next shareholder meeting.</p> <p>Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholder meeting or the meeting of the Board of Directors, as the case may be. The shareholders shall be notified <del>in writing</del> <u>in accordance with the law</u> of such dividend payment and the notice shall also be published <del>in a newspaper</del> <u>in accordance with the law</u> within one (1) month of the date of the resolution of the shareholder meeting or the meeting of the Board of Directors, as a case may be.</p>	<p>To align with the Public Limited Companies Act.</p> <ul style="list-style-type: none"> <li>- <u>Article 6</u> Notices can be sent via electronic means.</li> <li>- <u>Article 7/1</u> Documents can be sent via electronic means.</li> </ul>

Current AOA	Proposed AOA Amendment	Rationale
<p>Clause 47 The Company's seal is as affixed below.</p> 	<p>Clause 47 The Company's seal is as affixed below.</p> 	<p>To align with the change of the Corporate Logo by the vision and strategy of the Company.</p>

**Profiles of Independent Directors for Proxy**



1. Name : **Mr. Pichai Chunhavajira**  
 Position in the Company : Independent Director  
 Age : 73 years old  
 Address : Bangchak Corporation Public Company Limited  
 2098 M Tower Building, 8th Floor, Sukhumvit Rd.,  
 Phra Khanong Tai, Phra Khanong, Bangkok 10260  
 Vested interest in the : -none-  
 Agenda



2. Name : **Dr. Poramettee Vimolsiri**  
 Position in the Company : Independent Director  
 Age : 62 years old  
 Address : Bangchak Corporation Public Company Limited  
 2098 M Tower Building, 8th Floor, Sukhumvit Rd.,  
 Phra Khanong Tai, Phra Khanong, Bangkok 10260  
 Vested interest in the : -none-  
 Agenda



3. Name : **Mrs. Prisana Praharnkhasuk**  
 Position in the Company : Independent Director  
 Age : 68 years old  
 Address : Bangchak Corporation Public Company Limited  
 2098 M Tower Building, 8th Floor, Sukhumvit Rd.,  
 Phra Khanong Tai, Phra Khanong, Bangkok 10260  
 Vested interest in the : -none-  
 Agenda



4. Name : **Mr. Narin Kalayanamit**  
 Position in the Company : Independent Director  
 Age : 64 years old  
 Address : Bangchak Corporation Public Company Limited  
 2098 M Tower Building, 8th Floor, Sukhumvit Rd.,  
 Phra Khanong Tai, Phra Khanong, Bangkok 10260  
 Vested interest in the : -none-  
 Agenda

- Remarks: - Shareholders may appoint more than one Proxy to ensure flexibility in cases where any of the Proxies are unable to attend the Meeting, another Proxy can attend the Meeting on his/her behalf.
- Details of the profiles of the 4 independent directors appear in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report).



## The Company's Articles of Association with regard to Shareholders' Meetings

### Meeting

- Clause 14 The Board of Directors shall call a shareholder meeting which is an annual general meeting within four (4) months of the last day of the Company's fiscal year.
- Shareholder meetings other than the one referred to above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders at any time the Board of Directors considers it expedient to do so.
- Any shareholder or shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold may at any time subscribe their names and clearly state the purpose in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors shall call the shareholders' meeting within forty five (45) days from the date of receipt of such letter from the shareholder(s).
- Clause 15 The purposes of an annual ordinary general meeting of shareholders are as follows:
- (1) To consider and acknowledge the report of the Board of Directors concerning the Company's business during the previous year.
  - (2) To consider and approve the balance sheet and profit and loss account of the past accounting year.
  - (3) To consider and approve the appropriation of profits, dividend payment, and the appropriation of a reserve fund.
  - (4) To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office.
  - (5) To consider and determine the directors' remuneration.
  - (6) To consider and appoint an auditor and fix his/her remuneration.
  - (7) To transact other businesses.
- Clause 16 In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matter to be proposed to the meeting with reasonable detail by indicating whether it is the matter proposed for information, approval or consideration, including the Board of Directors' opinion in the said matters, and the said notice shall be sent to the shareholders and the Registrar not less than seven (7) days prior to the meeting date. The notice calling for the meeting shall be published in newspaper at least for three (3) consecutive days and not less than three (3) days prior to the meeting date.
- The place of the meeting may be other places than the province where the Company's head office is located at or nearby province as may be fixed by the Board of Directors.
- Clause 17 In the shareholder meeting, there shall be shareholders and proxies (if any) attending at a meeting amounting to not less than twenty five (25) persons or not less than one half (1/2) of the total number of shareholders and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company to constitute a quorum.
- At any shareholder meeting, if one (1) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined, and if such shareholder meeting was called as a result of request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the

shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Clause 18 In all shareholder meetings the Chairman of the Board of Directors shall be the chairman of shareholder meeting. If the Chairman of The Board of Directors is not present at a meeting or cannot perform his duty for any reason, the Vice-chairman present at the meeting shall be the chairman of the meeting. If the Vice-chairman is not present at the meeting or cannot perform his duty as well, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

#### **Proxy for Meeting Participation**

Clause 19 In a shareholder meeting, a shareholder may appoint any other person who is sui juris as proxy to attend the meeting and vote on his or her behalf. An instrument appointing the proxy shall be dated and signed by the shareholder who appoints proxy and be in accordance with the form set by the Registrar.

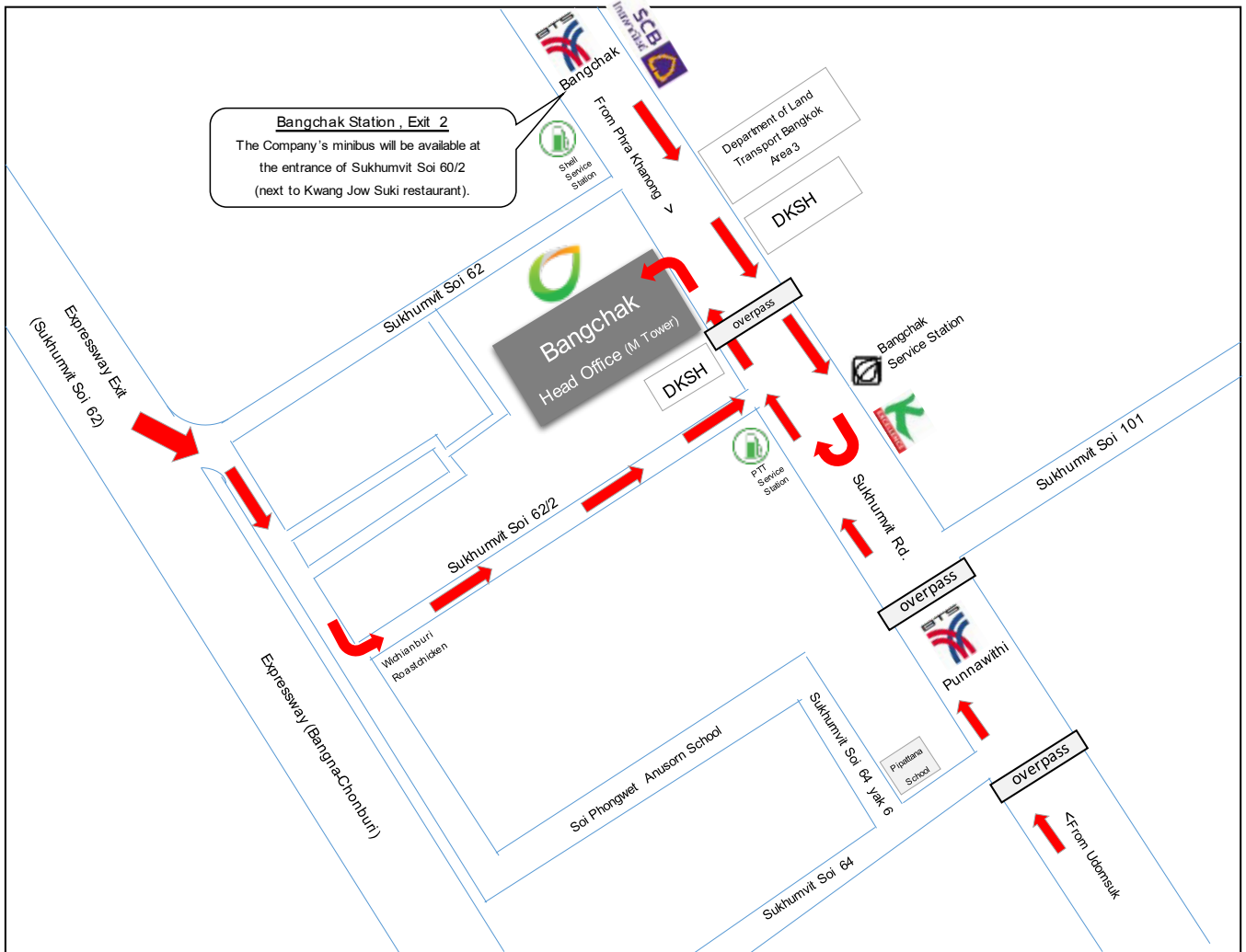
The instrument appointing the proxy shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.

#### **Shareholders' Rights to vote in the Meeting**

Clause 20 In voting, one (1) share equals to one (1) vote and a resolution of the shareholder meeting shall consist of the following votes:

- (1) In any ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events a vote of not less than three-quarters (3/4) of the total number of votes of the shareholders who attend the meeting and are entitled to vote:
  - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
  - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - (c) the making, amending, or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of management of the business of the Company to any other person or the amalgamation of the business of the Company with other persons for purpose of profit and loss sharing;
  - (d) the amendment of the Memorandum and Articles of Association;
  - (e) the increase or reduction of the Company's capital or the issuance of debentures;
  - (f) the amalgamation or dissolution of the Company.

**Map for the Venue of the Annual General Meeting of Shareholders**



**At Bai Mai 1-4 Meeting Room**

2098 M Tower Building, 8<sup>th</sup> Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok

**Transportation**

1. **By BTS :** Bangchak Station
  - Exit 3 walk straight about 150 m. and take the flyover, then u – turn under the flyover and walk straight about 30 m. M Tower Building is on the left-hand side
  - Exit 4 cross the road at the entrance of Sukhumvit Soi 62 and walk straight about 150 m. M Tower Building is on the right-hand side.
2. **By Personal Vehicle :** Shareholders who travel by personal vehicle may park at M Tower Building, 6<sup>th</sup>-7<sup>th</sup> Floor.
3. **By Public Bus :** No. 2, 23, 25, 38, 45, 46, 48, 116, 132, 180, 184, 507, 508, 511, 513, 544, 545, 552

หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.

(ปิดอากรแสตมป์ 20 บาท)  
(Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.

เขียนที่ \_\_\_\_\_  
Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า  
I/We  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address  
สัญชาติ  
Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)  
being a shareholder of **Bangchak Corporation Public Company Limited (“the Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม holding the total amount of	หุ้น shares	และออกเสียงลงคะแนนได้เท่ากับ and are entitled to vote equal to	เสียง ดังนี้ votes as follows:
<input type="checkbox"/> หุ้นสามัญ ordinary share	หุ้น shares	ออกเสียงลงคะแนนได้เท่ากับ and are entitled to vote equal to	เสียง votes
<input type="checkbox"/> หุ้นบุริมสิทธิ preference share	หุ้น shares	ออกเสียงลงคะแนนได้เท่ากับ and are entitled to vote equal to	เสียง votes

(3) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระตามรายชื่อด้านล่าง โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7)  
Hereby appoint (May appoint the representatives who are of juristic age or independent director as listed below of which details as in Enclosure 7)

1. นายพิชัย ชุมหวาจิร อายุ 73 ปี ที่อยู่ : บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ  
Mr. Pichai Chunhavajira age 73 years Address : Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or
2. ดร.ปรเมธี วิมลศิริ อายุ 62 ปี ที่อยู่ : บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ  
Dr.Porametee Vimolsiri age 62 years Address : Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or
3. นางปริศนา ประหารข้าศึก อายุ 68 ปี ที่อยู่ : บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ  
Mrs. Prisana Prahmkhasuk age 68 years Address : Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or
4. นายนรินทร์ กัลยาณมิตร อายุ 64 ปี ที่อยู่ : บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ  
Mr. Narin Kalayanamit age 64 years Address : Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or
5. ชื่อ (Name) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_ หรือ (or)
6. ชื่อ (Name) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_ หรือ (or)
7. ชื่อ (Name) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 13.30 น. ในรูปแบบการประชุมระบบ Hybrid (เข้าร่วมประชุม ณ สถานที่จัดประชุม (Physical) และผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563) หรือที่จะเปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Tuesday April 11, 2023 at 13.30 hours in the form of Hybrid system, attend at meeting avenue and via electronic media, according to the Emergency Decree on Electronic Meeting B.E. 2563 or on such other date and at such other place as may be adjourned or changed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้นให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects.

ลงชื่อ/Signature _____	ผู้มอบฉันทะ/Proxy Grantor
( )	
ลงชื่อ/Signature _____	ผู้รับมอบฉันทะ/Proxy Holder
( )	
ลงชื่อ/Signature _____	ผู้รับมอบฉันทะ/Proxy Holder
( )	
ลงชื่อ/Signature _____	ผู้รับมอบฉันทะ/Proxy Holder
( )	

**หมายเหตุ / Remark**

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข.  
Proxy Form B.

(ปิดอากรแสตมป์ 20 บาท)  
(Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น

Shareholder's Registration No.

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of **Bangchak Corporation Public Company Limited (“the Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม

holding the total amount of

หุ้นสามัญ

ordinary share

หุ้นบุริมสิทธิ

preference share

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares and are entitled to vote equal to

หุ้น ออกเสียงลงคะแนนได้เท่ากับ

shares and are entitled to vote equal to

หุ้น ออกเสียงลงคะแนนได้เท่ากับ

shares and are entitled to vote equal to

เสียง ดังนี้

votes as follows:

เสียง

votes

เสียง

votes

(3) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระตามรายชื่อด้านล่าง โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7)

Hereby appoint (May appoint the representatives who are of juristic age or independent director as listed below of which details as in Enclosure 7)

1. นายพิชัย ชุนหวาจิร อายุ 73 ปี ที่อยู่: บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ Mr. Pichai Chunhavajira age 73 years Address: Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or

2. ดร.ปรเมธี วิมลศิริ อายุ 62 ปี ที่อยู่: บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ Dr.Porametee Vimolsiri age 62 years Address: Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or

3. นางปริศนา ประหารข้าศึก อายุ 68 ปี ที่อยู่: บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ Mrs. Prisana Prahamkhasuk age 68 years Address: Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or

4. นายรินทร์ กัลยาณมิตร อายุ 64 ปี ที่อยู่: บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ Mr. Narin Kalayanamit age 64 years Address: Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or

5. ชื่อ (Name) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_ หรือ (or)

6. ชื่อ (Name) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_ หรือ (or)

7. ชื่อ (Name) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 13.30 น. ในรูปแบบการประชุมระบบ Hybrid (เข้าร่วมประชุม ณ สถานที่จัดประชุม (Physical) และผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Tuesday April 11, 2023 at 13.30 hours in the form of Hybrid system, attend at meeting avenue and via electronic media, according to the Emergency Decree on Electronic Meeting B.E. 2563 or on such other date and at such other place as may be adjourned or changed.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We therefore would like to vote for each agenda item as follows:

**วาระที่ 1** **รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2565**

**Agenda 1** **To acknowledge the Board of Directors report on 2022 performance statement.**

**วาระที่ 2** **พิจารณาอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565**

**Agenda 2** **To consider and approve audited financial statements for the year ended December 31, 2022.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 3** **พิจารณาอนุมัติจัดสรรกำไรเพื่อจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2565**

**Agenda 3** **To consider and approve the allocation of profit for dividend payments for 2022 performance.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 4** **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**

**Agenda 4** **To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:
- การแต่งตั้งกรรมการทั้งชุด  
To elect directors as a whole  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล  
To elect each director individually
- 1) ชื่อกรรมการ (Name) พลเอก ทรงวิทย์ หนูนุกถ์ดี (Gen. Songwit Noonpackdee)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 2) ชื่อกรรมการ (Name) นายบุญชอบ สุทธมนัสวงษ์ (Mr. Boonchob Suthamanusong)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 3) ชื่อกรรมการ (Name) นางวรรณุช ภู่อิม (Mrs. Woranuch Phu-Im)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 4) ชื่อกรรมการ (Name) นายสุรินทร์ จิระวิชัย (Mr. Surin Chiravisit)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 5) ชื่อกรรมการ (Name) นางวิไล ฉัตรตันตรีศรี (Mrs. Vilai Chattanrassamee)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 5** **พิจารณากำหนดค่าตอบแทนกรรมการ**

**Agenda 5** **To consider and determine the directors' remuneration.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 6** **พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี**

**Agenda 6** **To consider and approve the appointment and determination of the fee for the Auditor.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 7** พิจารณามติการเข้าซื้อหุ้นสามัญและการทำค้ำเสนอซื้อหลักทรัพย์ที่เหลือทั้งหมดใน บริษัท เอสโซ่ (ประเทศไทย) จำกัด (มหาชน) ซึ่งเป็นรายการได้มาซึ่งสินทรัพย์ของบริษัทฯ

**Agenda 7** **To consider and approve the acquisition of ordinary shares and tender offer for all remaining securities of Esso (Thailand) Public Company Limited, which is considered an assets acquisition transaction of the Company.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 8** พิจารณามติวงเงินในการออกและเสนอขายหุ้นกู้ ระยะเวลา 5 ปี (ปี 2566 – 2570)

**Agenda 8** **To consider and approve the issuance and offering of the Debentures within 5 years (Year 2023 - 2027).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 9** พิจารณามติแก้ไขข้อบังคับบริษัทฯ

**Agenda 9** **To consider and approve the amendment to the Articles of Association of the Company.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 10** พิจารณามติแก้ไขหนังสือบริคณห์สนธิข้อ 3 (วัตถุประสงค์ของบริษัท)

**Agenda 10** **To consider and approve the amendment to the Company's Memorandum of Association Article 3 (The Company's Objective).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 11** เรื่องอื่น ๆ (ถ้ามี)

**Agenda 11** **Other business (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ/Signature \_\_\_\_\_ ผู้มอบฉันทะ/Proxy Grantor

( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder

( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder

( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder

( )

**หมายเหตุ / Remark**

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.



**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.**

**Attachment to Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน)

Granting of power to a proxy as a shareholder of Bangchak Corporation Public Company Limited in respect of

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 13.30 น. ในรูปแบบการประชุมระบบ Hybrid (เข้าร่วมประชุม ณ สถานที่จัดประชุม (Physical) และผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2023 Annual General Meeting of shareholders on Tuesday April 11, 2023 at 13.30 hours in the form of Hybrid system, attend at meeting avenue and via electronic media, according to the Emergency Decree on Electronic Meeting B.E. 2563 or on such other date and at such other place as may be adjourned or changed.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
**Agenda No** **Subject:**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
**Agenda No** **Subject:**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
**Agenda No** **Subject:**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
**Agenda No** **Subject:**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง **เลือกตั้งกรรมการ**  
**Agenda No** **Subject: Election of Directors**

- (1) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain
- (2) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain
- (3) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain
- (4) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain
- (5) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

หนังสือมอบฉันทะ แบบ ค.  
Proxy Form C.(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)  
(For foreign shareholders who have custodians in Thailand only.)(ปิดอากรแสตมป์ 20 บาท)  
(Duty Stamp 20 Baht)เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.เขียนที่ \_\_\_\_\_  
Written atวันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year(1) ข้าพเจ้า  
I/We  
อยู่บ้านเลขที่  
Addressสัญชาติ  
Nationality

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

in our capacity as the Custodian for \_\_\_\_\_

ซึ่งเป็นผู้ถือหุ้นของ บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of **Bangchak Corporation Public Company Limited (“the Company”)**โดยถือหุ้นจำนวนทั้งสิ้นรวม  
holding the total amount of หุ้นสามัญ  
ordinary share หุ้นบุริมสิทธิ  
preference shareหุ้น และออกเสียงลงคะแนนได้เท่ากับ  
shares and are entitled to vote equal toหุ้น ออกเสียงลงคะแนนได้เท่ากับ  
shares and are entitled to vote equal toหุ้น ออกเสียงลงคะแนนได้เท่ากับ  
shares and are entitled to vote equal toเสียง ดังนี้  
votes as follows:เสียง  
votesเสียง  
votes(2) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระตามรายชื่อด้านล่าง โดยมีรายละเอียดตามที่ส่งมาด้วย 7)  
Hereby appoint (May appoint the representatives who are of juristic age or independent director as listed below of which details as in Enclosure 7) 1. นายพิชัย ชุนหวจร อายุ 73 ปี ที่อยู่: บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์  
ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ  
Mr. Pichai Chunhavajira age 73 years Address: Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th  
Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or 2. ดร.ปรเมธี วิมลศิริ อายุ 62 ปี ที่อยู่: บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์  
ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ  
Dr.Porametee Vimolsiri age 62 years Address: Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th  
Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or 3. นางปริศนา ประหารข้าศึก อายุ 68 ปี ที่อยู่: บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์  
ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ  
Mrs. Prisana Prahmkhasuk age 68 years Address: Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th  
Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or 4. นายรินทร์ กัลยาณมิตร อายุ 64 ปี ที่อยู่: บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์  
ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 หรือ  
Mr. Narin Kalayanamit age 64 years Address: Bangchak Corporation Public Company Limited 2098 M Tower Building, 8th  
Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or 5. ชื่อ (Name) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_  
หรือ (or) 6. ชื่อ (Name) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_  
หรือ (or) 7. ชื่อ (Name) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 13.30 น. ในรูปแบบการประชุมระบบ Hybrid (เข้าร่วมประชุม ณ สถานที่จัดประชุม (Physical) และผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Tuesday April 11, 2023 at 13.30 hours in the form of Hybrid system, attend at meeting avenue and via electronic media, according to the Emergency Decree on Electronic Meeting B.E. 2563 or on such other date and at such other place as may be adjourned or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote.

มอบฉันทะบางส่วน คือ

Grant partial shares of

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share shares and are entitled to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share shares and are entitled to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด \_\_\_\_\_ เสียง

Total : \_\_\_\_\_ votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote for each agenda item as follows:

**วาระที่ 1** **รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2565**

**Agenda 1** **To acknowledge the Board of Directors report on 2022 performance statement.**

**วาระที่ 2** **พิจารณาอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565**

**Agenda 2** **To consider and approve audited financial statements for the year ended December 31, 2022.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

**วาระที่ 3** **พิจารณาอนุมัติจัดสรรกำไรเพื่อจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2565**

**Agenda 3** **To consider and approve the allocation of profit for dividend payments for 2022 performance.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

**วาระที่ 4** **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**

**Agenda 4** **To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

การแต่งตั้งกรรมการทั้งหมด

To elect directors as a whole

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

- 1) ชื่อกรรมการ (Name) พลเอก ทรงวิทย์ หนูนุกัถ์ (Gen. Songwit Noonpackdee)  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes
- 2) ชื่อกรรมการ (Name) นายบุญชอบ สุทธมนัสวงษ์ (Mr. Boonchob Suthamanuswong)  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes
- 3) ชื่อกรรมการ (Name) นางวรรณุช ภู่อิม (Mrs. Woranuch Phu-Im)  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes
- 4) ชื่อกรรมการ (Name) นายสุรินทร์ จิรวิศิษฐ์ (Mr. Surin Chiravisit)  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes
- 5) ชื่อกรรมการ (Name) นางวิไล ฉัททันต์รัศมี (Mrs. Vilai Chattanrassamee)  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

**วาระที่ 5 พิจารณากำหนดค่าตอบแทนกรรมการ**

**Agenda 5 To consider and determine the directors' remuneration.**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

**วาระที่ 6 พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี**

**Agenda 6 To consider and approve the Appointment and Determination of the fee for the Auditor.**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

**วาระที่ 7 พิจารณานุมัติการเข้าซื้อหุ้นสามัญและการทำคำเสนอซื้อหลักทรัพย์ที่เหลือทั้งหมดใน บริษัท เอสโซ่ (ประเทศไทย) จำกัด (มหาชน) ซึ่งเป็นรายการได้มาซึ่งสินทรัพย์ของบริษัทฯ**

**Agenda 7 To consider and approve the acquisition of ordinary shares and tender offer for all remaining securities of Esso (Thailand) Public Company Limited, which is considered an assets acquisition transaction of the Company.**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

**วาระที่ 8 พิจารณานำมติวงเงินในการออกและเสนอขายหุ้นกู้ ระยะเวลา 5 ปี (ปี 2566 – 2570)**

**Agenda 8 To consider and approve the issuance and offering of the Debentures within 5 years (Year 2023 – 2027).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

**วาระที่ 9 พิจารณานำมติแก้ไขข้อบังคับบริษัทฯ**

**Agenda 9 To consider and approve the amendment to the Articles of Association of the Company.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

**วาระที่ 10 พิจารณานำมติแก้ไขหนังสือบริคณห์สนธิข้อ 3 (วัตถุประสงค์ของบริษัท)**

**Agenda 10 To consider and approve the amendment to the Company's Memorandum of Association Article 3 (The Company's Objective).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

**วาระที่ 11 เรื่องอื่น ๆ (ถ้ามี)**

**Agenda 11 Other business (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve \_\_\_\_\_ votes Disapprove \_\_\_\_\_ votes Abstain \_\_\_\_\_ votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ/Signature \_\_\_\_\_ ผู้มอบฉันทะ/Proxy Grantor  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

**หมายเหตุ / Remark**

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Form C. is used only if the shareholders whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The necessary evidence to be enclosed with this proxy form is:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

(1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

(2) A certification that the authorised signatory of the proxy form is licensed to operate the custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ก.**  
**Attachment to Proxy Form C.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน)  
Granting of power to a proxy as a shareholder of Bangchak Corporation Public Company Limited in respect of

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 13.30 น. ในรูปแบบการประชุมระบบ Hybrid (เข้าร่วมประชุม ณ สถานที่จัดประชุม (Physical) และผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2023 Annual General Meeting of shareholders on Tuesday April 11, 2023 at 13.30 hours in the form of Hybrid system, attend at meeting avenue and via electronic media, according to the Emergency Decree on Electronic Meeting B.E. 2563 or on such other date and at such other place as may be adjourned or changed.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

**Agenda No** \_\_\_\_\_ **Subject :** \_\_\_\_\_

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย/Approve \_\_\_\_\_ เสียง/votes  ไม่เห็นด้วย/Disapprove \_\_\_\_\_ เสียง/votes  งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

**Agenda No** \_\_\_\_\_ **Subject :** \_\_\_\_\_

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย/Approve \_\_\_\_\_ เสียง/votes  ไม่เห็นด้วย/Disapprove \_\_\_\_\_ เสียง/votes  งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

**Agenda No** \_\_\_\_\_ **Subject :** \_\_\_\_\_

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย/Approve \_\_\_\_\_ เสียง/votes  ไม่เห็นด้วย/Disapprove \_\_\_\_\_ เสียง/votes  งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

**Agenda No** \_\_\_\_\_ **Subject :** \_\_\_\_\_

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย/Approve \_\_\_\_\_ เสียง/votes  ไม่เห็นด้วย/Disapprove \_\_\_\_\_ เสียง/votes  งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_ **เลือกตั้งกรรมการ**

**Agenda No** \_\_\_\_\_ **Subject: Election of Directors**

- (1) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย/Approve \_\_\_\_\_ เสียง/votes  ไม่เห็นด้วย/Disapprove \_\_\_\_\_ เสียง/votes  งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes
- (2) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย/Approve \_\_\_\_\_ เสียง/votes  ไม่เห็นด้วย/Disapprove \_\_\_\_\_ เสียง/votes  งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes
- (3) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย/Approve \_\_\_\_\_ เสียง/votes  ไม่เห็นด้วย/Disapprove \_\_\_\_\_ เสียง/votes  งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes
- (4) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย/Approve \_\_\_\_\_ เสียง/votes  ไม่เห็นด้วย/Disapprove \_\_\_\_\_ เสียง/votes  งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes
- (5) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย/Approve \_\_\_\_\_ เสียง/votes  ไม่เห็นด้วย/Disapprove \_\_\_\_\_ เสียง/votes  งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

### Documents for the Rights to Attend the Meeting

The following documents must be presented prior to attend the Annual General Meeting (as the case may be):

**1. In the event that the shareholder is an ordinary person:**

- 1.1 Attendance in person: A valid official ID card wherein a photograph is shown, e.g. personal ID card, driver license, or passport.
- 1.2 Attendance by proxy:
  - (A) A completed Proxy Form as enclosed signed by the proxy grantor (the shareholder) and the proxy;
  - (B) A copy of the proxy grantor's ID card as referred to in 1.1, with authorized certification by the proxy grantor; and
  - (C) An original of the proxy's ID card as referred to in 1.1

**2. In the event that the shareholder is a juristic person:**

- 2.1 Attendance by an authorized representative of the shareholder:
  - (A) An original of such authorized representative's ID card as referred to in 1.1; and
  - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf, with authorized certification by such authorized representative, together with affixing its Common Seal (if any).
- 2.2 Attendance by proxy:
  - (A) A completed Proxy Form as enclosed signed by the proxy grantor (the shareholder) and the proxy;
  - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's, with authorized certification by such authorized representative together with affixing its Common Seal (if any).
  - (C) A copy of such authorized representative's ID card as referred to in 1.1, with authorized certification by such authorized representative.
  - (D) An original of the proxy's ID card as referred to in 1.1

**3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:**

Paragraph no. 1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

- (A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- (B) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its Common Seal (if any).

Documents verification and registration start at 11.30 hours

The attached proxy form or Enclosure 10 is the form detailing how the shareholders want their proxies to vote on each agenda (Form B). In case the shareholders prefer simpler, standard proxy form (Form A) or proxy form for foreign investors and custodian appointment (Form C), the forms can be downloaded from the Company's web site, [www.bangchak.co.th](http://www.bangchak.co.th) : Menu > Investor Relations > Shareholders Information > Annual General Meeting



## Documents for Attending the Meeting and Proxy Appointment via Electronic Means

### Attendance in Person

#### 1. Shareholder being a natural person

- 1.1 Notice of Meeting with barcode.
- 1.2 A copy of the shareholder's identification card or driving license or passport (in case of foreign shareholder) must be signed and certified true copy by the shareholder. All in all, the shareholder's information and image must be clear and unexpired before the meeting date for the registration process of the Inventech Connect system.

#### 2. Shareholder being a juristic person

- 2.1 Notice of Meeting with barcode.
- 2.2 A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf, with authorized certification by such authorized representative, together with affixing its common seal (if any).
- 2.3 A copy of the representative's identification card or driving license or passport (in case of foreign representative) must be signed and certified true copy by the representative. All in all, the representative's information and image must be clear and unexpired before the meeting date for the registration process of the Inventech Connect system.

### Proxy Appointment

1. A Shareholder who wishes to assign a proxy, not the Company's Independent Directors, must appoint only one proxy to attend and vote at the Meeting in accordance with the Proxy Forms attached hereto.
2. If a Shareholder wishes to appoint the Company's Independent Directors to be his/her Proxy, he/she may appoint:
  - 1) Mr. Pichai Chunhavajira or
  - 2) Dr.Porametee Vimolsiri or
  - 3) Mrs. Prisana Praharnkhasuk or
  - 4) Mr. Narin Kalayanamit

Profiles of Independent Directors for proxy appear in Enclosure 7.

**Supporting Documents for Proxy**

1. **For Individual Shareholder** (The Company recommends that the shareholders to use Proxy Form B. and pre-cast the votes for each agenda.)
  - 1.1 Notice of Meeting with barcode.
  - 1.2 The Proxy Form signed by the shareholder granting proxy and the proxy.
  - 1.3 A copy of the shareholder's identification card or driving license or passport (in case of foreign grantor) must be signed and certified true copy by the shareholder. All in all, the shareholder's information and image must be clear and unexpired before the meeting date.
  - 1.4 The Proxy must present the copy of his/her original identification card or driving license or passport (in case of foreign proxy). All in all, the Proxy's information and image must be clear, unexpired and to be certified by a proxy for the registration process of the Inventech Connect system.
  
2. **For Juristic Person Shareholder** (The Company recommends that the Shareholders to use Proxy Form B. and pre-cast the votes for each agenda.)
  - 2.1 Notice of Meeting with barcode.
  - 2.2 The filled Proxy Form signed by a person authorized to sign to bind the juristic person according to its affidavit, with the seal of the juristic person affixed (if any) and the proxy.
  - 2.3 In case that the shareholder is a juristic person registered in Thailand, please submit a copy of affidavit certified by the Department of Business Development, Ministry of Commerce before the meeting date for the registration within 6 months as well as certified true copy by a person authorized to sign to bind such juristic person according to its affidavit, with the seal of the juristic person affixed (if any).
  - 2.4 In case of the Shareholder is a juristic person registered abroad, please submit a copy of the constitutional document issued by competent authority in the country where the juristic person is located, and certified true copy by a notary public or other competent authority before the Meeting date for the registration for no longer than 1 year.
  - 2.5 For a foreign juristic person, if an original of any document is not in English, the English translation thereof must be provided. Such translation must also be certified true and correct by a person authorized to sign to bind the juristic person.
  - 2.6 The Proxy must present the copy of his/her original identification card or driving license or passport (in case of foreign proxy). All in all, the Proxy's information and image must be clear, unexpired and to be certified by a proxy for the registration process of the Inventech Connect system.


**3. Proxy Form C.** (for Foreign Shareholders Who have Custodians in Thailand Only)

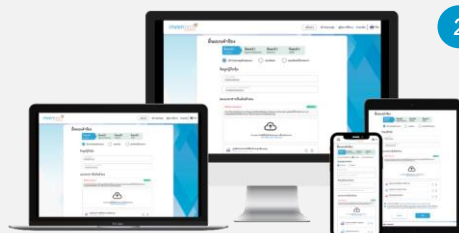
- 3.1 Notice of Meeting with barcode.
- 3.2 The Proxy presents Power of Attorney from the shareholders who is a foreign investor authorizes the custodian to execute the proxy on his/her behalf.
- 3.3 The Proxy presents confirmation letter showing that signatory of the Proxy is authorized to operate custodian business.
- 3.4 The filled Proxy Form signed by a person authorized to sign to bind the juristic person according to its affidavit, with the seal of the juristic person affixed (if any) and the proxy.
- 3.5 In case that the shareholder is a juristic person registered in Thailand, please submit a copy of Affidavit certified by the Department of Business Development, Ministry of Commerce before the meeting date for the registration within 6 months as well as certified true and correct by a person authorized to sign to bind such juristic person according to its Affidavit, with the seal of the juristic person affixed (if any).
- 3.6 In case that the shareholder is a juristic person registered abroad, please submit a copy of the constitutional document issued by competent authority in the country where the juristic person is located and certified by a notary public or other competent authority before the Meeting date for the registration for no longer than 1 year.
- 3.7 If any of the aforementioned documents is not in English, the English translation thereof must be provided. The translation must also be certified true and correct by a person referring to such document or a person authorized to act on behalf of such person.
- 3.8 The Proxy must present the copy of his/her original identification card or driving license or passport (in case of foreign proxy). All in all, the Proxy's information and image must be clear, unexpired and to be certified by a proxy for the registration process of the Inventech Connect system.

## Guidelines for attending

➤ In case shareholders and proxies to attend the meeting via electronic media as follows :

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inv.inventech.co.th/BCP142510R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**\*\* Merge user accounts, please using the same email and phone number \*\***

- 1** Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2** Choose type request for request form to 4 step
  - Step 1 Fill in the information shown on the registration page
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3** Please wait for an email information detail of meeting and Password


2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 30 March 2023 at 8:30 a.m. and shall be closed on 11 April 2023 Until the end of the meeting.

3. The electronic conference system will be available on 11 April 2023 at 11:30 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the

### Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures and shall be closed on 10 April 2023 at 5.00 p.m.

### If you have any problems with the software, please contact Inventech Call Center

 02-931-9131

 @inventechconnect

The system available during 30 March – 11 April 2023 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**



**Report a problem**


@inventechconnect



## Installation Guide for Webex Meetings

For Shareholders use via PC/Laptop is not install application, for use via Mobile are install steps as follows.

### For IOS Operating System

- 1 Go to Application **App Store** 
- 2 Search **Webex Meetings**



- 3 Click **"GET"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone

### For Android Operating System

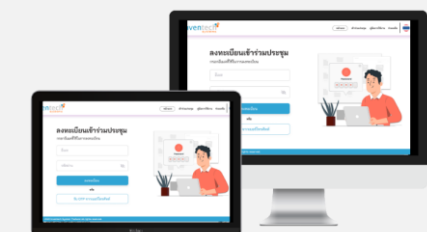
- 1 Go to Application **Play Store** 
- 2 Search **Webex Meetings**



- 3 Click **"INSTALL"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone

## Step for registration for attending the meeting (e-Register)

- 1 Click registration link URL for join meeting from email approve
- 2 Get Username and password or request OTP to login
- 3 Click "Register" button the system has already registered and counted
- 4 Then click "Join Attendance" button
- 5 Click "Watch Meeting" button



- 6 Click "Open Webex" button
- 7 Use Cases PC/Laptop: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
  - 7.1 Fill in the Name and Email Address to match the information you submitted the request form.
  - 7.2 Click on "Next" button
- 8 Click on "Join" button to get in to meeting.

- 6 Use Cases Mobile/iPad: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows

- 6.1 Fill in the Name and Email Address to match the information you submitted the request form.
- 6.2 Click on "OK" button

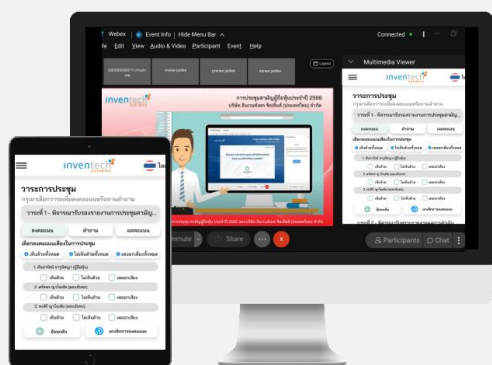
- 7 Click on "Allow" for accept access for application
- 8 Click on "Join" button to get in to meeting.





## Step voting process (e-Voting)

### Use Cases PC/Laptop

- 1 Click "Continue" button on menu "Multimedia Viewer".
- 2 Get email and password that you received from your email or request OTP
- 3 Click on "Login" button
- 4 Then click on "Join Attendance" button
- 5 Select which agenda that you want to vote
- 6 Click on "Vote" button
- 7 Click the voting button as you choose
- 8 The system will display status your latest vote



### Use Cases Mobile/iPad

- 1 Click on "Participants" or symbol 
- 2 Click on menu "Chat" and choose message from Inventech Connect (Android) or click on "Chat" or Symbol  (iOS)
- 3 Click link in the chat message.
- 4 Click on "Continue" button
- 5 Get email and password that you received from your email or request OTP
- 6 Click on "Login" button
- 7 Then click on "Join Attendance" button
- 8 Select which agenda that you want
- 9 Click on "Vote" button
- 10 Click the voting button as you choose
- 11 The system will display status your latest vote

To cancel the last vote, please press the button "Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

## Step to ask questions via Inventech Connect



- Select which agenda
  - Click on "Question" button
- 1 Ask a question
    - Type the question then click "Send"
  - 2 Ask the question via video
    - Click on "Conference"
    - Click on "OK" for confirm your queue
    - Please wait for the queue for you then your can open
    - microphone and camera

## Installation Guide for Webex Meetings and How to use Inventech Connect



User Manual e-Request



User Manual e-Vote

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**\*\* The system does not supported internet explorer.**

You can check the supported device versions at <https://help.webex.com/en-us/article/nki3xrq/Webex-Meetings-Suite-System-Requirements> or scan the QR Code



➤ Incase shareholders and proxies to attend the meeting via meeting room as follows :

## Step for requesting via register

1. Incase in person

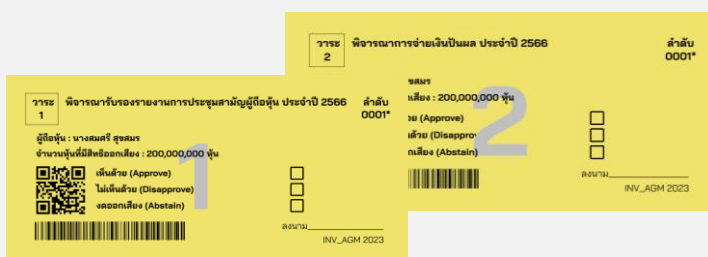
- 1 Document for register
- 2 Wait for inspector and register
- 3 Received a ballot

2. Incase in proxy

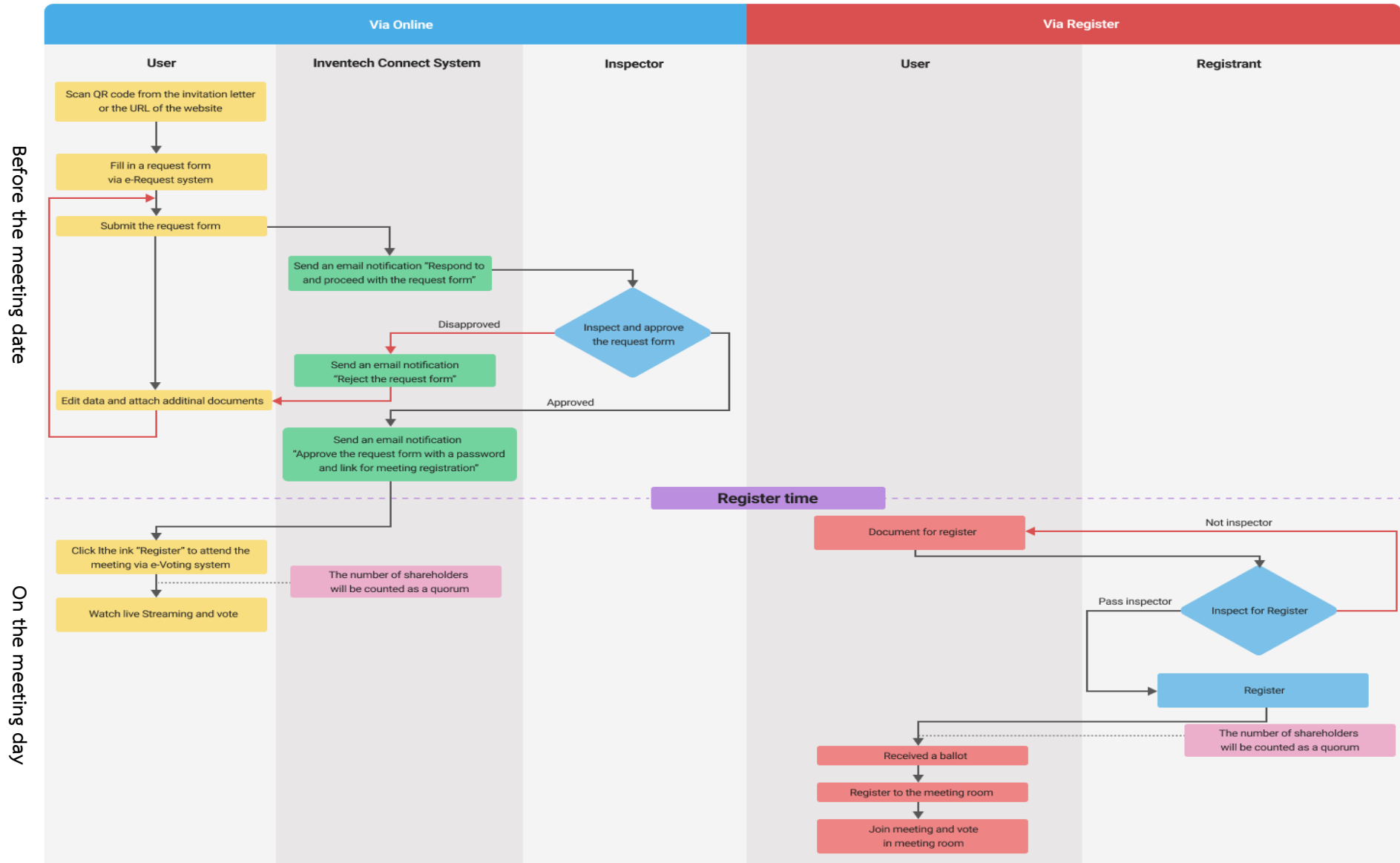
- 1 Document for inspector
- 2 Wait for inspector
- 3 Document for register
- 4 Wait for register
- 5 Received a ballot

3. Join meeting in meeting room

4. vote as they wish in ballot



## Guidelines for attending of Electronic Meeting or Join meeting in meeting room



**In case of merging / changing accounts**

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user a has more than 1 account , he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

**In case of leaving the meeting**

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinishedagenda items meeting base.



**Book Request Form**

As Bangchak Corporation Public Company Limited operates business under the vision “Crafting a Sustainable World with Evolving Greenovation”

Bangchak has prepared the 2023 Notice of the Annual General Meeting (with meeting agenda and summarized opinions of the directors) and Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) can be accessed via QR Code in accordance with the Company’s vision, the global warming reduction campaign, and the announcement of the Department of Business Development.

Nevertheless, any shareholder who would still like to receive the document in book form can submit his/her intention as follows:

1. Scan the QR Code below to fill in the form online or
2. Fill in the form below and send it back to Bangchak via E-mail at: shareholder@bangchak.co.th, or facsimile number: 0 2335 8000, or the enclosed reply envelope for our further action.

**Shareholder Name** .....

would like to receive the document in the Thai version as follows: (Please mark ✓ in the block)

- Notice of the AGM, full version**
- Form 56-1 One Report**



Requisition via  
QR Code

Delivered to:

- Address in Shareholders' Register** or
- Other address** (Please complete the form below.)

No. .... Moo. .... Village .....

Soi. .... Road .....

Sub-District ..... District .....

Province ..... Zip Code .....