

**Esso (Thailand) Public Company Limited
Board Governance Guidelines**

Board Structure

Board Size and Composition. The size of the Esso Thailand Board will provide for sufficient diversity among Directors and Independent Directors, while also facilitating substantive discussions in which each Director can participate meaningfully. Normally, the Board intends to have approximately ten to thirteen members, with no less than one-third of the Board being comprised of Independent Directors.

Independent Directors. The Board will include Directors whom the Board has determined to be independent per the definitions set forth by the Securities & Exchange Committee (SEC) and Stock Exchange of Thailand (SET). In general, an Independent Director must have no material relationship with Esso Thailand, directly or indirectly.

Employee Directors. The Board will include Company Management who can effectively represent material aspects of Esso Thailand's operations and areas of functional expertise. Employee Directors will be held to the same standards as Independent Directors in terms of election, standards of conduct and commitment to Board activities.

Election of Directors. Directors will stand for election at the annual general meeting of shareholders, with no less than one-third of the Directors standing for election in each calendar year to serve for their terms. Directors will be approved by a majority vote of shareholders participating in the annual general meeting of shareholders, either directly or via proxy. If a Director's resignation is submitted to the Company prior to the end of their current term, the Board may fill any resulting vacancy, reduce the size of the Board, or take other appropriate action in accordance with applicable law and the provisions of Esso Thailand's Articles of Association.

Chairman and Managing Director. At this time, the Board believes it is appropriate and efficient for Esso Thailand's Managing Director (MD) also to serve as Chairman of the Board. However, the Board retains the authority to separate those functions if it deems such action appropriate in the future.

Term Limits. The Board believes that experience as an Esso Thailand Director is a valuable asset, especially in light of the size and scope of the Company's operations. Therefore, Directors are not subject to term limits or a mandatory retirement age. Eligibility to continue to serve as a Director will be based on experience, commitment, performance within the Board and ability to effectively contribute to the Board and Company shareholders. The Chairman, specifically, and the Board, generally, will assess performance and the ability of a Director to stand for election on a case by case basis including the independence of an independent director candidate, as part of the nomination process prior to the annual general meeting of shareholders.

Other Directorships. Recognizing the time commitment required of Directors, it is expected that Directors will serve on the boards of other companies only to the extent that, in the judgment of the Board, such services do not detract from the Directors' ability to devote the necessary time and attention to Esso Thailand. The Chairman will, at least annually, review all Directors' service on the boards of other companies.

Change in Status. To avoid any potential conflict of interest, Directors will not accept a seat on any additional company board without first reviewing the matter with the Chairman.

Director Selection and Qualifications

Selection. The Board, acting on the recommendation of the Chairman, will nominate a slate of Director candidates for election at each annual general meeting of shareholders and will elect Directors to fill vacancies, including vacancies created as a result of resignation, between annual general meetings.

Qualifications. Candidates for Director of Esso Thailand should be individuals who have achieved prominence in their fields, with experience and demonstrated expertise in managing large, relatively complex organizations or in a professional or scientific capacity, and be accustomed to dealing with complex situations preferably those with international breadth. All candidates must be free from any relationship with management or the Company which would interfere with the exercise of independent judgment. Candidates should be committed to representing the interests of all shareholders and not any particular constituency.

The Board believes a Director should be able to serve for at least several years. Candidates should bring integrity, insight, energy, and analytical skills to Board deliberations, and must have a commitment to devote the necessary time and attention to oversee the affairs of a company of the size and complexity as Esso Thailand. The Company recognizes the strength and effectiveness of the Board reflects the experience and diversity of Directors; their commitment to the success of Esso Thailand and its shareholders; and the ability of Directors to work effectively as a group to carry out their responsibilities. Esso Thailand seeks candidates with diverse personal experiences and backgrounds who possess complementary knowledge and skills in areas of importance to the Company. These may include knowledge of the oil & gas industry, refining, petrochemicals, finance, and international operations.

Orientation. New non-Employee Directors will receive a comprehensive orientation from appropriate management regarding Esso Thailand's business and affairs.

Board Meetings; Director Responsibilities

Number of Regular Meetings. The Board normally holds five to seven regular meetings per year. Additional meetings may be scheduled as required.

Agenda and Briefing Material. An agenda for each Board meeting will be distributed to each director at least 7 clear days in advance while briefing materials will, to the extent practicable, be distributed to each Director approximately 5 working days prior to each meeting. The Chairman, in consultation with the Company Secretary and other Directors as required, will normally set the agenda for Board meetings. Any Director may request the inclusion of specific items.

Meeting Attendance. It is expected that each Director will make every effort to attend each Board meeting and each meeting of any committee on which he or she sits. Attendance in person is preferred but attendance by teleconference is permitted if necessary, under the rules set forth by relevant laws and regulations for procedure, quorum and voting.

Director Preparedness. Each Director should be familiar with the agenda for each meeting, have carefully reviewed all other materials distributed in advance of the meeting, and be prepared to participate meaningfully in the meeting, and to discuss all scheduled items of business.

Confidentiality. The proceedings and deliberations of the Board and its committees are confidential. Each Director will maintain confidentiality of information received in connection with his or her service as a Director, including discussions and information on processes of the Board and its Committees.

Board Self-Evaluation

At least annually, the Board will evaluate its performance and effectiveness.

Committees

Committees. The Board will appoint from among its members any committees it determines are necessary or appropriate to conduct its business. Currently, the standing committees of the Board are the Audit Committee and the Performance Evaluation Committee.

Committee Composition. The Board Audit Committee will consist solely of Independent Directors. The Performance Evaluation Committee shall be comprised of both Directors and Independent Directors.

Managing Director Performance Review

At least annually, the Performance Evaluation Committee shall, with support of the Board excluding the Chairman, review the performance of the MD in light of the Company's goals and objectives.

Succession Planning

At least once every two years, the Board will review succession plans for the MD and other senior management positions within the Company. Succession planning will address both succession in the ordinary course of business and contingency planning in case of unexpected events.

Standards of Business Conduct

Esso Thailand has adopted comprehensive standards of business conduct. Each Director is expected to be familiar with and to follow these standards, as well as these Board Governance Guidelines. The Company Secretary and Controller will review any issues arising under the applicable standards of business conduct with respect to an executive officer or Director and will report its findings to the full Board. The Board does not envision that any waivers will be authorized.

Non-Employee Director Compensation

Compensation for non-Employee Directors will be proposed by the Board on the recommendation of the Chairman, and will be reviewed and approved by 2/3 of shareholders present at the annual general meeting. Non-Employee Director compensation will be set at a level that is consistent with market practice, taking into account the size and scope of the Company's business and the responsibilities of its Directors.

Shareholder Matters

Annual Meeting Attendance. It is expected that each Director will make every effort to attend each annual meeting of shareholders and any special shareholder meetings if and when required.

Board Governance Guidelines Revision

The Chairman and the Board will review and revise these Board Governance Guidelines and related documents as and when appropriate.