

(Translation)

Credentials and Backgrounds of the nominated persons to be elected as directors and the Company's definition on independent director

1. Credentials and Backgrounds of the nominated persons

1.1 Mr. Krirk-Krai Jirapaet

Nominated to be elected as Independent Director

Age: 70 years

Nationality: Thai

Education:

- B.A.(Hons) Political Science, Chulalongkorn University
- Master of Economics, Sydney University, Australia
- Certificate in Economic Developments, Japan
- Certificate in Project Appraisal, Oxford University , UK
- Certificate in Commercial Counsellor Practices Federal, Republic of Germany
- National Defence College (Class 37)
- Role of Chairman (RCP) # 11/2005, Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) # 61/2005 , Thai Institute of Directors Association (IOD)
- Audit Committee Program # 8/2005 , Thai Institute of Directors Association (IOD)
- Capital Market Academy Leader Program (CMA) # 9 Capital Market Academy
- Executive Program, Thailand Energy Academy (TEA), Class 4

Expertise Marketing, Logistics, Management, Law, Business Relations, Economics and Strategy, International Relations and Economic

Present positions:

- Independent Director/Chairman ,Banpu Public company Limited
- Member , Council of the University of the Thai Chamber of Commerce
- President and a board of directors, Thai Apparel Industry
- Chairman of the Board of Directors, The Thai Institute of Directors Association (IOD)

Experience

- Minister of Ministry of Commerce
- Deputy Minister tourism and sports
- Permanent Secretary Ministry of Commerce
- Ambassador, Permanent Representative of Thailand to the WTO

Holding a position of Director:

1 Companies

Directorship in Banpu: Director, Banpu PCL. from 4 April 2008 – Present

Meeting attendance:	Year 2013	Year 2012
Board Meetings	14/14 times	14/14 times





1.2 Mr. Rutt Phanijphand

Nominated to be elected as Independent Director

Age: 66 years

Nationality: Thai

Education:

- M.S. in Business Ad., Fort Hay Kansas State University ,Hays Kansas,USA
- B.S., Kasetsart University
- Directors Accreditation Program (DAP) : Governance Training for Listed Company,#4/2003, Thai Institute of Directors Association (IOD)
- Directors Certification Program (DAP) # 61/2005, Thai Institute of Directors Association (IOD)
- Financial Institutes Governance Program (FGP) # 1/2010 , Thai Institute of Directors Association (IOD)
- National Defence College (Class 388)

Expertise: Finance/Account, Management, Business Relations, Strategic/International and Power

Present positions:

- Independent Director/Chairman of the Compensation Committee,Banpu Public Company Limited
- Chairman of Executive Directors /Director , LH Financial Group of Public Company Limited
- Chairman of Nomination and Compensation Committee/Executive Director, Home Product Centre Public Company Limited
- Director, Land and House Bank Public Company Limited
- President/Chief Executive Officer/Director , Quality Houses Public Company Limited
- Chairman / Director, Land and Houses Fund Management Co.,Ltd.
- Director, CIMB Securities International (Thailand) Public Company Limited

Experience - Director, IRPC Public Company Limited

Holding a position of Director: Listed Company 5 Companies
Non- Listed Company 2 Companies

Directorship in Banpu: Director, Banpu PCL. from 27 April 2005 - Present

Meeting attendance:	Year 2013	Year 2012
Board Meetings	14/14 times	11/14
Compensation Committee Meetings	7/7 times	6/7



1.3 Mr. Metee Auapinyakul

Nominated to be elected as Director

Age: 60 years

Nationality: Thai

Education:

- B.SC. (Management), St. Louis University, Missouri, U.S.A.
- Infrastructure for the Market Economy, Harvard University John F. Kennedy School of Government, Boston, U.S.A.
- Doctor of Business, Engineering and Technology, St. Louis University, Missouri, U.S.A.
- National Defence College (Class 377) # 7
- National Defence College, College of Management, (Class# 1)
- Director Certification Program (DCP) # 61/2005, Thai Institute of Directors Association (IOD)

Expertise Management, Business Relations, Strategic/International, Mining and Power

Present positions:

- Director/ Advisor, Banpu Public Company Limited
- Advisor, the National Accreditation Council, Ministry of Industry

Experience - Honorary Advisor, Energy Committee House of Representatives

Holding a position

of Director: Listed Company 1 Company
Non Listed Company –None-

Directorship in Banpu: Director, Banpu PCL. from 29 July 1983 - Present

Meeting attendance:

Meeting attendance:	Year 2013	Year 2012
Board Meetings	14/14	13/14



1.4 Name : **Mr. Suthad Setboonsarng**

Nominated to be elected as Independent Director

Age 62 years

Nationality Thai

Education background

- B.A. in Economics , Thammasat University
- M.A. in Agricultural Economics , University of Hawaii (USA)
- Ph.D. in Economics , University of Hawaii (USA)

Expertise Economics, Management, Business Relations, Strategic, International

Present Position

- Chairman NawaChiOne Foundation (promotion of organic agriculture technique and healthy living), Thailand
- Member Board of Trustee International Rice Research Institute (IRRI) Los Banos, Philippines.
- Member Board Cambodia Development Research Institute (CDRI) Phnom Penh, Cambodia
- Advisor, AEC Prompt, Board of Trade, Thailand.

Experience

- Advisor, National ASEAN Summit Committee, Brunei Darussalam
- Senior Advisor, BowerGroupAsia, Washington DC. USA
- Thailand Trade Representative, Office of Thailand Trade Representative, Office of Prime Minister
- Deputy Secretary General of ASEAN (Operation) and Director of AFTA Unit, ASEAN Secretariat, Jakarta, Indonesia

Holding a position of Director: Listed company -None-
Non listed company -None-

1.5 Name : Mr. Buntoeng Vongkusolkrit**Nominated to be elected as** Director**Age** 57 years**Nationality** Thai

Education background

- B.S. in Political Science, Ramkhamhaeng University
- M.S in Political Science, Ramkhamhaeng University
- TLCA Leadership Development Program (LDP), Thai Listed Companies Association
- Top Executive Program in Commerce and Trade (TEPCOT) ,University of the Thai Chamber of Commerce
- Director Certificate Program (DCP) # 161/2012 Thai Institute of Directors Association (IOD)
- The Senior Executive Program , Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Management Problem Solving and Decision Making Program Kepner – Tregoe, International, Princeton, New Jersey, U.S.A

Expertise Strategic Marketing, Management ,Business Relations,

Present Position

- Director, Mitr Phol Company Limited
- Director, Panal Plus MDF Company Limited
- Director , Mitr Phol Bio Fuel Company Limited
- Director , Mitrl Phol Pattana Company Limited
- Director , Mitrl Phol Energy Services Company Limited

Experience

- Group Managing Director – ASEAN Business of Mitr Phol Group)
- Senior Vice President - Sugarcane Management (Northeast area) and acting Managing Director - Rai E-Sarn)
- Senior Vice President - Sugarcane Management (Northeast area) and acting Vice President - Sugarcane Management (Mitr Kalasin Mill)
- Senior Vice President - Sugarcane Management (Northeast area)

Holding a position of Director: Listed company -None-
Non listed company 5 companies

1.6 Name : Mr. Sudiarso Prasetyo

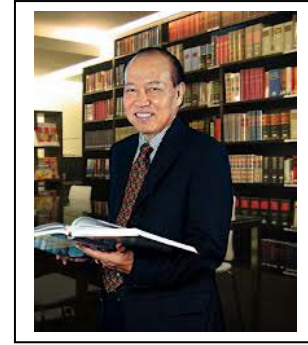
Nominated to be elected as Independent Director

Age 66 years

Nationality Indonesia

Education background Civil Engineering, Brawijaya University Malang Indonesia

Expertise Marketing, Management ,Business Development, Business Relations



Present Position

- Commissioner PT Pamapersada Nusantara
 - Commissioner PT United Tractors Tbk. (listed company)
 - Vice President Commissioner PT Pama Indo Kodeco
 - President Commissioner PT Asmin Bara Bronang
 - Commissioner PT Anugrah Bumi Saka Persada
 - President Director PT Unitras Energy
- Experience**
- General Manager Plant Hire & Mining Division PT United Tractors
 - President Director PT Pamapersada Nusantara
 - Vice President Commissioner PT Pama-Indokodeco
 - Director PT United Tractors
 - Managing Director PT Pamapersada Nusantara

Holding a position of Director: Listed company 1 companies (In Indonesia)
 - Non listed company 5 companies

1. Information of BANPU shareholding of the nominated persons (As of 31 December 2013)

Nominated persons	Number of shares	Percentage of issued shares
1.Mr. Krirk-Krai Jirapaet	-None-	
2.Mr. Rutt Phanijphand	-None-	
3.Mr. Metee Auapinyakul	3,408,000	0.13
4.Mr. Suthad Setboonsarng	15,000	0.00055
5.Mr. Buntoeng Vongkusolkit	330,000	0.012
6. Mr. Sudiarmo Prasetio	-None-	
Total	3,753,000.00	

2. Information of holding a directorship in listed company or other rival incorporation/ any related business with the Company

Nominated persons	Listed Company		Non Listed Company		Other rival incorporation / any related business with the Company
	Number	Type of Director	Number	Type of Director	
1.Mr. Krirk-Krai Jirapaet	1	Independent Director/Chairman ,Banpu Public company Limited	None		None
2.Mr. Rutt Phanijphand	5	-Independent Director/Chairman of the Compensation ,Banpu PCL -Director,LH Financial Group PCL. -Chairman of Nomination and Compensation Committee/Executive Director Home Product Centre PCL. -Director, Land and House Bank PCL -President/Chief Executive Officer/Director , Quality Houses Public Company Limited	2	-Chairman / Director, Land and Houses Fund Management Co.,Ltd - Director,CIMB Securities International (Thailand) PCL	None
3.Mr. Metee Auapinyakul	1	Director,Banpu Public company Limited	None		None

	Listed Company		Non Listed Company		Other rival incorpora tion / any related business with the Company
	Number	Type of Director	Number	Type of Director	
4.Mr.Suthad Setboonsarng	None				None
5.Mr. Buntoeng Vongkusolkit	None		5	-Director, Mitr Phol Company Limited - Director, Panal Plus MDF Company Limited - Director, Mitr Phol Bio Fuel Company Limited - Director, Mitr Phol Energy Services Company Limited	None
6.Mr. Sudiarso Prasetio	1	Commissioner PT United Tractors Tbk	5	-Commissioner PT Pamapersada Nusantara -Vice President Commissioner PT Pama Indo Kodeco -President Commissioner PT Asmin Bara Bronang - Commissioner PT Anugrah Bumi Saka Persada -President Director PT Unitras Energy	None

4. Relationship characteristics of nominated persons qualified as an independent director

Relationship characteristics	Name of nominated persons as an independent director	
	Mr. Krirk-Krai Jirapaet	Mr. Rutt Phanijphand
Holding of Banpu's ordinary share - Amount - The ratio of voting Rights	None None	None None
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None	None
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years - Being a director and Participate in day-to-day business, or being an officer, employee or consultant who receives regular salary - Being a professional service provider (such as Auditor or Legal Consultant) - Having business relationship (such as buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)	None None	None None

Relationship characteristics	Name of nominated persons as an independent director	
	Mr. Suthad Setboonsarng	Mr. Sudiarso Prasetio
Holding of Banpu's ordinary share - Amount - The ratio of voting Rights	15,000 0.00055%	None None
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None	None
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years - Being a director and Participate in day-to-day business, or being an officer, employee or consultant who receives regular salary - Being a professional service provider (such as Auditor or Legal Consultant) - Having business relationship (such as buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)	None	None

5. BANPU Definition of Independent Director

Banpu Public Company Limited has defined the definition of Independent Directors which is **equal** to those defined by Securities and Exchange Commission and the Stock Exchange of Thailand in accordance with the rules regarding the qualification of Independent Directors under the Notification of Capital Market Supervisory Board No. TorJor. 4/2552 dated 20 February B.E.2552. Therefore, “**Independent Director**” of the Company means the director who possesses the following qualifications:

1. Holds shares not exceeding 1% of the total shares with voting right of the applicant, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the applicant, provided that the shares held by the related parties of such independent director shall be included.
2. Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC), provided that such prohibition shall not include the case that such independent director has ever been official or advisor of the government sector that is the major shareholder or controlling party of the applicant.
3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the applicant or its subsidiary.
4. Have no or never had business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

The business relationship mentioned under the first paragraph shall include business transaction in ordinary business manner of rent, or lease the immovable property, transaction related to assets or services, or the financial support regardless of being lent or borrowed, guaranteed, secured, by assets, debt, and any otherwise similar performance which causes liability or obligation to the applicant or counter party, have provided that such liability is equal to or exceed 3% of the net tangible assets of the applicant or equal or above 20 million baht, whichever is lower. In this regard, the calculation of such liability shall be in accordance with the calculation method of the value of connected transaction under the Notification of Capital Market Supervisory Board governing the conditions of connected transaction mutatis mutandis. The liabilities incurred during a period of 1 year prior to the date of having business relationship with the above party shall be included on calculation of such liabilities.

5. Is not or has never been the auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of applicant, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received the service fee more than 2 million per year from the applicant,

its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

7. Is not the director who is nominated to be the representative of directors of the applicant, major shareholders, or any other shareholder related to the major shareholders.
8. Do not operate the same and competitive business with the business of the applicant, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds share for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the applicant, or its subsidiaries.
9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the applicant.

After being appointed as the independent director in accordance with the conditions under the article (1) - (9), such independent director may be assigned by the board of directors to make decision in respect of collective decision on business operation of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of applicant.

The provision under the article (2), (4), (5) and (6) related to the consideration of qualification of independent director of the applicant during the period of 2 years prior to the date of submitting the application to the SEC shall be applied to the application submitting as from 1 July 2010 onwards.

Where the person appointed by the applicant to be the independent director is the person who has or ever had the business relationship with or ever rendered professional service with higher service fees specified under the article (4) and (6), the applicant shall be relaxed from such prohibition related to the conditions of having the business relationship with or ever rendered professional service with higher specified service fees if only the applicant has provided the opinion of the board of directors of the company showing that the board has considered the issue in accordance with the Section 89/7 and found that there is no interference in the independent opinion, and the following information shall be disclosed in the notice of shareholders meeting under the agenda considering the appointment of independent director.

- (a) the business relationship or the professional service providing which cause such person being unqualified
- (b) reasons and necessity to insist the appointment of such person as the independent director
- (c) the opinion of the board of directors of the applicant to propose such person to be the independent director

For the benefit of the article (5) and (6), wording “partner” shall mean the person who is assigned by the auditing firm, or the professional service provider to be the signatory in the audit report or the report of rendering the professional services (as the case may be) on the behalf of the firm.