

(Translation)

Ref: BorPor 0458 / 071

3 April 2015

Re: Resolutions of the Annual General Meeting of Shareholders for the year 2015

To: President of the Stock Exchange of Thailand

Banpu Public Company Limited would like to inform the Stock Exchange of Thailand of the following resolutions passed by the Annual General Meeting of Shareholders for the Year 2015, which was held on 3 April 2015 from 13.00 – 16.45 hours.

1. The Meeting acknowledged the minutes of the Extraordinary General Meeting of Shareholders No.1/2014

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2. To acknowledge the performance of the Company for the year 2014 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2014

The Meeting acknowledged and adopted this agenda by simple majority with the voting comprising:

approved	1,126,800,658	votes, equivalent to	0.9999
objected	137,800	votes, equivalent to	0.0001
abstained	1,099,600		

of the total votes of shareholders attending the Meeting and entitled to vote.

3. The Meeting approved the audited balance sheet and the profit and loss statements for the year ended on 31 December 2014.

The Meeting approved this agenda by simple majority with the voting comprising:

approved	1,126,291,859	votes, equivalent to	0.9984
objected	679,100	votes, equivalent to	0.0006
abstained	1,130,300		

of the total votes of shareholders attending the Meeting and entitled to vote.

4. The Meeting approved the distribution of annual profits and annual dividend payment at the rate of 1.2 Baht per share, which consists of the annual dividend for the period during January 1 to December 31, 2014 at the rate of 1.2 Baht per share, of which 0.5 Baht was paid as interim dividend on September 26, 2014. Thus, the

remaining 0.7 Baht dividend for 2014 performance would be further paid out of the retained earnings and the profits from the operations during the period of July 1, 2014 to December 31, 2014. The dividends would be payable to the shareholders on April 29, 2015. No appropriation of the profits to the legal reserve was required since the legal reserve has already reached 10% of the registered capital as stipulated by laws.

The Meeting approved this agenda by simple majority with the voting comprising:

approved	1,127,338,752	votes, equivalent to	0.9993
objected	344,757	votes, equivalent to	0.0003
abstained	434,700		

of the total votes of shareholders attending the Meeting and entitled to vote.

5. The appointment of directors in place of those retiring by rotation.
The shareholders approve the appointment of 4 directors retiring by rotation, namely Mr. Anothai Techamontrikul, Mr. Ongart Auapinyakul, Mr. Buntoeng Vongkusolkit and Mr. Verajet Vongkusolkit to be the directors for another term.

5.1 Mr. Anothai Techamontrikul Independent Director

The Meeting approved this agenda by simple majority with the voting comprising:

approved	1,076,049,878	votes, equivalent to	0.9538
objected	49,660,800	votes, equivalent to	0.0440
abstained	2,422,532		

of the total votes of shareholders attending the Meeting and entitled to vote.

5.2 Mr. Ongart Auapinyakul Director

The Meeting approved this agenda by simple majority with the voting comprising:

approved	1,121,390,591	votes, equivalent to	0.9940
objected	4,233,930	votes, equivalent to	0.0038
abstained	2,502,632		

of the total votes of shareholders attending the Meeting and entitled to vote.

5.3 Mr. Buntoeng Vongkusolkit Director

The Meeting approved this agenda by simple majority with the voting comprising

approved	1,055,232,575	votes, equivalent to	0.9354
objected	70,495,703	votes, equivalent to	0.0625
abstained	2,404,932		

of the total votes of shareholders attending the Meeting and entitled to vote.

5.4 Mr. Verajet Vongkusolkrit

Director

The Meeting approved this agenda by simple majority with the voting comprising:

approved	1,109,021,101	votes, equivalent to	0.9831
objected	16,611,177	votes, equivalent to	0.0147
abstained	2,500,932		

of the total votes of shareholders attending the Meeting and entitled to vote.

6. Approval the increasing member of Company's directors from the previous total numbers of 12 persons to be 13 persons and appoint Mrs. Somruedee Chaimongkol to be a new director

The Meeting approved this agenda by simple majority with the voting comprising:

approved	1,123,378,421	votes, equivalent to	0.9958
objected	5,041,900	votes, equivalent to	0.0045
abstained	414,123		

of the total votes of shareholders attending the Meeting and entitled to vote.

7. Approval of the directors' remunerations.

1. Annual remunerations of 30 Million Baht for the year 2014 payable to all directors.
2. Remunerations to all committees of the Company for the year 2015 would be maintained compared with the year 2014 with the following details:
 - 2.1. Remunerations to the Board comprising of
 - 2.1.1. monthly compensation payable to the Chairman at the rate of 52,000 Baht/month, Vice- Chairman 46,000 Baht/month and each of other Board members 40,000 Baht/month.
 - 2.1.2. meeting allowances to the Board payable only attending the meeting in person per meeting to the Chairman at the rate of 26,000 Baht, Vice-Chairman 23,000 Baht and each of other Non-Executive Board members 20,000 Baht;
 - 2.2. Meeting allowances to the Audit Committee payable only attending the meeting in person per meeting to the Chairperson at the rate of 31,200 Baht and each of the other committee members 24,000 Baht;
 - 2.3. Meeting allowances to the Corporate Governance and Nomination Committee and the Compensation Committee payable only attending the meeting in person per meeting to the Chairperson at the rate of 26,000 Baht and each of the other committee members 20,000 Baht.

The Meeting approved this agenda by votes not less than two-thirds with the voting comprising:

approved	1,088,075,688	votes, equivalent to	0.9967
objected	1,121,357	votes, equivalent to	0.0010
abstained	2,447,400		

of the total votes of shareholders attending the Meeting and entitled to vote.

Remark: The directors holding an aggregate of 35,769,480 votes, were having special interest in this agenda. Thus, the total of eligible shares present in the Meeting for voting on this agenda were 1,091,644,445 votes.

8. The Meeting approved to appoint the auditors from PricewaterhouseCoopers ABAS (or "PwC") namely;

1. Ms. Amornrat Pearmpoonvatanasuk C.P.A. (Thailand) No. 4599 and/or
2. Ms.Sukhumaporn Wong-ariyaporn C.P.A. (Thailand) No. 4843 and/or
3. Mr. Vichien Khingmontri C.P.A. (Thailand) No. 3977

to be the auditors of the Company for the accounting year ended on 31 December 2015. The audit remuneration was fixed at 2,206,500 Baht.

The Meeting has approved this agenda by simple majority with the voting comprising:

approved	1,114,314,528	votes, equivalent to	0.9871
objected	1,807,057	votes, equivalent to	0.0016
abstained	12,724,130		

of the total votes of shareholders attending the Meeting and entitled to vote.

9. Other business (if any)
- None -

Please be informed accordingly.

Sincerely yours,

-signature-

(Mr. Chanin Vongkusolkit)
Chief Executive Officer