

(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.Anothai Techamontrikul**

Nominated to be elected as Independent Director

Age: 71 years

Nationality: Thai

Education: - B.A. (Accounting), Chulalongkorn University

- Diploma in Advanced Vocational Training, Germany

- Director Accreditation Program (DAP) # 5/2003, Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP) # 89/2007, Thai Institute of Directors Association (IOD)

- Role of the Nomination and Governance Committee #4/2013 , Thai Institute of Directors Association (IOD)



Expertise Finance/Account, Management, Business Relations, Strategic/International

Present positions: - Independent Director/ Vice Chairman/ Chairman of the Corporate Governance and Nomination Committee of Banpu Public Company Limited

Experience

- Member of the Audit Committee/ Member of the Corporate Governance and Nomination Committee of Banpu Public Company Limited
- Chairman (Executive Board) D.T.C. Industries Public Company Limited
- Vice Chairman of Amcor Flexible Bangkok Public Company Limited
- Vice Chairman of United Auditing PKF Limited
- Director of Safety Steel Industry Company Limited

Holding a position of Director:

Listed Company 1 Companies
Non- Listed Company -None-

Directorship in Banpu: Director, Banpu PCL. from 31 January 2006 – Present

Meeting attendance:

Board Meetings

Year 2014

15/15 times

Year 2013

14/14 times

Governance and Nomination Committee

4/4

5/5



1.2 Mr. Ongart Auapinyakul

Nominated to be elected as Director

Age: 58 years

Nationality: Thai

Education:

- B.S. (Mechanical Engineering), University of Missouri, Columbia, U.S.A.
- Senior Executive Program 3, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- National Defence College (Class 4414)
- Director Certification Program (DCP) # 23/2002, Thai Institute of Directors Association (IOD)
- Capital Market Academy Leader Program (CMA) # 8, Capital Market Academy
- Top Executive Program 1 , Urban Green Development Institute
- Top Executive Program (TEA#1) Thailand Energy Academy
- Top Executive Program 17 , Indicial Training Institute
- Top Executive Program 1 , Institute of Business and Industrial Development
- Top Executive Program in Commerce and Trade (TEPCoT) # 4

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

Present positions: Director/Executive Officer Banpu Public Company Limited
Experience

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: | Year 2014 | Year 2013 |
|----------------------------|------------------|------------------|
| Board Meetings | 15/15 times | 13/14 |



1.3 Mr.Buntoeng Vongkusolkit

Nominated to be elected as Director

Age: 58 years

Nationality: Thai

Education:

- B.S. in Political Science, Ramkhamhaeng University
- M.S. in Political Science, Ramkhamhaeng University
- Top Executive Program (TEA#5) Thailand Energy Academy
- TLCA Leadership Development Program (LDP 1), Thai Listed Companies Association
- Top Executive Program in Commerce and Trade (TEPCoT) #5
- Director Certification Program (DCP) #161/2012, Thai Institute of Directors Association (IOD)
- Senior Executive Program #9, Sasin Graduate Institute of Business
- Management Problem Solving and Decision Making Program Kepner – Tregoe, International, Princeton, New Jersey, U.S.A

Expertise Strategic Marketing, Management , Business Relation

Present positions:

- 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 , Mitr Phol Group

Holding a position

of Director: Listed Company 1 Company
Non Listed Company 5 Company

Directorship in Banpu: Director, Banpu PCL. from 3 April 2014 - Present

Meeting attendance:

| Meeting attendance: | Year 2014 | Year 2013 |
|----------------------------|------------------|------------------|
| Board Meetings* | 6/9 | - |
| Compensation Committee** | 2/4 | |

* Mr..Buntoeng Vongkusolkit has been appointed to be Board of Director on April 2014

** Mr..Buntoeng Vongkusolkit has been appointed to be Board of Compensation on May 2014

1.4 Mr. Verajet Vongkusolkit**Nominated to be elected as** Director**Age** 50**Nationality** Thai

Education background -Bachelor of Science (Finance) Babson College, Massachusetts, U.S.A.
 - Director Certification Program
 (DCP) # 24/2002, Thai Institute of Directors Association (IOD)

Expertise Finance, Account, Marketing, Logistics, Management, Business Relations, Economics

Present Position - Director/Member of the Corporate Governance and Nomination Committee Banpu Public Company Limited
 - Director Mitr Siam Sugar Corp.,Ltd.
 - Director Mitr Phol Sugar Corp., Ltd.
 - Director United Farmer and Industry Co., Ltd
 - Member of the Audit Committee Mitr Phol Group
 - Director TME Capital Co.,Ltd.
 - Director Advanced Medical Center Co., Ltd.
 - Director Saimai Hospital Co., Ltd.

Experience - Director Panel Plus Co.,Ltd.
 - Director United Standard Terminal Public Company Limited

Directorship in Banpu: Director, Banpu PCL. from 1 June 2010 - Present

Holding a position of Director: Listed company 1 company
 - Non listed company 6 companies

Ms. Somruedee Chaimongkol**Nominated to be elected as** Director**Age** 53 years**Nationality** Thai

Education background

- B.Sc. (Accounting), Bangkok University
- Program for Global Leadership, Harvard University Graduate School of Business Administration, Boston, U.S.A.
- Director Certification Program (DCP) # 78/2006, Thai Institute of Directors Association (IOD)
- Top Executive Program, Capital Market Academy (CMA) #18

Expertise Finance/Account, Management, Business Relation, Economics, Strategic/International,

Present Position

- Chief Financial Officer , Banpu Public Company Limited
- Director Banpu Singapore Pte.Ltd.
- Director Minerals Co.,Ltd.
- Centennial Coal Company Limited
- Biofuel Development Holdings Co.,Ltd.
- Hunnu Coal Pty. Ltd.
- Banpu Power Ltd.
- PT. Indo Tambangraya Megah Tbk

Experience - Senior Vice President – Finance, Banpu Public Company Limited

Holding a position of Director: Listed company -None-
Non listed company 7 companies

1. Information of BANPU shareholding of the nominated persons (As of 31 December 2014)

| Nominated persons | Number of shares | Percentage of issued shares |
|------------------------------|------------------|-----------------------------|
| 1. Mr.Anothai Techamontrikul | None | None |
| 2. Mr.Ongart Auapinyakul | 4,734,250.00 | 0.18 |
| 3. Mr.Buntoeng Vongkusolkit | 330,000.00 | 0.01 |
| 4 Mr.Verajet Vongkusolkit | None | None |
| 5. Ms. Somruedee Chaimongkol | 1,431,790.00 | 0.06 |
| Total | 6,496,040.00 | |

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.Anothai Techamontrikul | 1 | Independent Director/ Vice Chairman/ Chairman of the Corporate Governance and Nomination Committee , Banpu PCL | None | - | None |
| 2. Mr.Ongart Auapinyakul | 1 | -Director,Banpu PCL | None | - | None |
| 3. Mr.Buntoeng Vongkusolkit | 1 | Director,Banpu Public company Limited | 5 | -Director, Mitr Phol Company Limited - Director, Panal Plus MDF Company Limited - Director,Mitr Phol Biofuel Company Limited - Director,Mitr Phol Pattana Company Limited -Director, Mitr Phol Energy Services Company Limited | None |
| 4. Mr. Verajet Vongkusolkit | 1 | Director,Banpu Public company Limited | 6 | - Director Mitr Siam Sugar Corp.,Ltd. - Director Mitr Phol Sugar Corp., Ltd. - Director United Farmer and Industry Co., Ltd - Director TME Capital Co.,Ltd. - Director Advanced Medical Center Co., Ltd. - Director Saimai Hospital Co., Ltd. | None |

| | Listed Company | | Non Listed Company | | Other rival incorpora tion / any related business with the Company |
|------------------------------|----------------|------------------|--------------------|--|--|
| | Number | Type of Director | Number | Type of Director | |
| 5. Ms. Somruedee Chaimongkol | None | None | 7 | -Centennial Coal Company Limited - PT Indo Tambangraya Megah Tbk - Banpu Power Co.,Ltd. - Hunnu Coal Pty. Ltd - Banpu Minerals Co.,Ltd - Banpu Singapore Pte.Ltd. | None |

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

| Relationship characteristics | Name of nominated persons as an independent director |
|---|--|
| | Mr.Anothai Techamontrikul |
| Holding of Banpu's ordinary share - Amount - The ratio of voting Rights | None None |
| Being related persons or close relatives to management or major shareholders of the company and its subsidiaries 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 | None |

| | |
|---|------|
| <ul style="list-style-type: none"> - 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 |
|---|------|

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.