

(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. Rutt Phanijphand

Nominated to be elected as Independent Director

Age: 69 years

Nationality: Thai

Education

- /training**
- M.S. in Business Ad., Fort Hay Kansas State University ,
 - B.S., Kasetsart University
 - Directors Accreditation Program (DAP) : Governance Training for Listed Company,#4/2003, Thai Institute of Directors Association (IOD)
 - Directors Certification Program (DCP) # 61/2005, Thai Institute of Directors Association (IOD)
 - Financial Institutes Governance Program (FGP) # 1/2010 , Thai Institute of Directors Association (IOD)
 - Corporate Governance for Capital Market intermediaries (CGI) #14/2016

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

Present positions:

- (Listed Com)**
1. Independent Director/Vice Chairman/Chairman of the Compensation Committee,Member of Audit Committee Banpu Public Company Limited
 - 2.Chairman /Director , Land and Houses Securities Public Company Limited
 - 3.Chairman of Executive Directors /Director , LH Financial Group of Public Company Limited
 - 4.Chairman of Nomination and Compensation Committee/Executive Director, Home Product Centre Public Company Limited
 5. Director, Land and House Bank Public Company Limited

(Non listed Com)

-Chairman / Director, Land and Houses Fund Management Co.,Ltd.

Experience - Director, IRPC Public Company Limited

Holding a position of Director: Listed Company 5 Companies
Non- Listed Company 1 Companies

Directorship in Banpu: Director, Banpu PCL. from 27 April 2005 - Present (12 years)
Independent Director 2 years from 2015 AGM

According to The Practices for the Board of Directors of Banpu Public Company Limited B.E. 2552 (Amendment no.3 B.E. 2557) : Independent directors shall serve term of office for no more than nine years or 3 consecutive terms as amended by Board of Directors Meeting session 15/2014 dated 19 December, 2014

Meeting attendance:	Year 2016	Year 2015
Board Meetings	13/13 times	13/13
Audit Committee Meetings	9/9 times	9/9
Compensation Committee Meetings	6/6 times	6/6



1.2 Name : Mr. Suthad Setboonsarng**Nominated to be elected as** Independent Director**Age** 65**Nationality** Thai

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

Training Director Certification Program (DCP) 194/2014 from IOD

Expertise Management, Business Relations, Economic, Strategic, International

Present Position - Independent Director/ Member of the Audit Committee, Banpu
 - Director/ Member of the Audit Committee, Bank of Thailand

Experience - Thailand Trade Office of Thailand Trade
 - Senior Advisor Bower Group Asia, Washington DC. U.S.A

Holding a position of Director: 1 Listed company

Directorship in Banpu: Director, Independent Director ,Banpu PCL.
 from 3 April 2014 - Present (3 years)

Meeting attendance:	Year 2016	Year 2015
- Board Meetings	13/13	10/13
- Audit Committee Meetings	9/9	9/9

1.3 Mr. Anon Sirisaengtaksin

Nominated to be elected as Director

Age 64 years



Nationality Thai

Education - M.B.A., Thammasat University

- B.Sc. (Geology), Chulalongkorn University

Training

- Certificate in Project Investment Appraisal and Management and Global Leadership, Harvard University, U.S.A.

- Director Accreditation Program (DAP) Class 52/2006 ,Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP) Class 73/2006, Thai Institute of Directors Association (IOD)

Expertise

Business Relation, Economics, Strategic/International, Oil and Gas

Present Position

- Director, Banpu Public Company Limited

- Member of Governance and Nomination Committee, Banpu Public Company Limited

- Director , PTTGlobal Chemical Public Co., Ltd.

- Independent Director, Bangkok Commercial Asset Management Company Limited

- Chairman, Director, PTT Chemical International Private Limited

- Chairman, Director, PTT Chemical International (Asia Pacific ROH) Limited

- Chairman, Director, Energy Oleochemicals (M) Sdn. Bhd.

- Chairman , Natureworks LLC

- Chairman , Venecorex Holding

- Director, Myriant Technologies, Inc.

- Director, PTTGC International (USA) Inc.

Experience

- CEO, PTT Exploration and Production Public Company Limited

- CEO, PTT Global Chemical Public Company Limited

Holding a position of Director: Listed company 2 companies

- Non listed company 8 companies

Directorship in Banpu:

Director, Banpu PCL. from 19 April 2016 - Present (1 year)

Meeting attendance:	Year 2016	Year 2015
Board Meetings	9/9	Appointed in 19 April 2016
Governance and Nomination	2/2	Appointed in 28 April 2016

1.4 Mr. Metee Auapinyakul



Nominated to be elected as Director

Age: 63 years

Nationality: Thai

Education:

- Doctor of Business, Engineering and Technology, honoris causa by St. Louis University, Missouri, U.S.A.
- B.S.C. (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.

Training

- 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
- Director Banpu Power Public Company Limited

Experience

- Honorary Advisor, Energy Committee House of Representatives
- Advisor, the National Accreditation Council
- Director Thai Agro Energy Public Company Limited

Holding a position of Director:

Listed Company 2 Company
Non Listed Company –None-

Directorship in Banpu: Director, Banpu PCL. from 16 May 1993 - Present

Meeting attendance:

Meeting attendance:	Year 2016	Year 2015
Board Meetings	13/13	13/13

1. Information of BANPU shareholding of the nominated persons (As of 31 December 2016)

Nominated persons	Number of shares	Percentage of issued shares
1.Mr. Rutt Phanijphand	-	-
2. Mr. Suthad Setboonsarng	30,188	0.001
3.Mr. Anon Sirisaengtaksin	20,000	0.0004
4.Mr. Metee Auapinyakul	5,436,000	0.11
Total	5,486,188	0.111

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. Rutt Phanijphand	5	1. Independent Director/Vice Chairman/Chairman of the Compensation Committee, Member of Audit Committee Banpu Public Company Limited 2.Chairman /Director , Land and Houses Securities Public Company Limited 3.Chairman of Executive Directors /Director , LH Financial Group of Public Company Limited 4.Chairman of Nomination and Compensation Committee/ Executive Director, Home Product Centre Public Company Limited 5. Director, Land and House Bank Company Limited	1	Chairman / Director, Land and Houses Fund Management Co.,Ltd.	None
2.Mr. Suthad Setboonsarng	1	Independent Director/ Member of the Audit Committee, Banpu	1	Director/ Member of the Audit Committee, Bank of Thailand	None
3.Mr. Anon Sirisaengtaksin	2	1.Director, Banpu Public Company Limited ,Member of Governance and Nomination Committee, Banpu Public Company Limited 2. Director / Chairman of the Risk Management Committee, PTT Global Chemical Public Co., Ltd	8	1.Director, Bangkok Commercial Asset Management Company Limited	None

Nominated persons	Listed Company		Non Listed Company		Other rival incorporation / any related business with the Company
	Number	Type of Director	Number	Type of Director	
3.Mr. Anon Sirisaengtaksin	2	1. Director, Banpu Public Company Limited ,Member of Governance and Nomination Committee, Banpu Public Company Limited 2. Director / Chairman of the Risk Management Committee, PTT Global Chemical Public Co., Ltd	8	2. Director, PTT Chemical International Private Limited 3. Director, PTT Chemical International (Asia Pacific ROH) Limited 4. Director, Energy Oleochemicals (M) Sdn. Bhd. 5. Chairman Natureworks LLC 6. Chairman of Venecorex Holding 7. Director, Myriant Technologies, Inc 8. Director, PTTGC International (USA) Inc.	
Mr. Metee Auapinyakul	2.	1. Director/ Advisor, Banpu Public Company Limited 2. Director Banpu Power Public Company Limited	-	-	Banpu Power is Banpu's subsidiary

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

Relationship characteristics	Name of nominated persons as an independent director	
	Mr. Rutt Phanijphand	2.Mr. Suthad Setboonsarng
Holding of Banpu's ordinary share - Amount - The ratio of voting Rights	None None	30,188 0.001
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	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	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. 39/2559 dated 30 September B.E.2559. Therefore, "**Independent Director**" of the Company means the director who possesses the following qualifications:

1. Holds shares not exceeding 0.5% 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.