

(Translation)

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

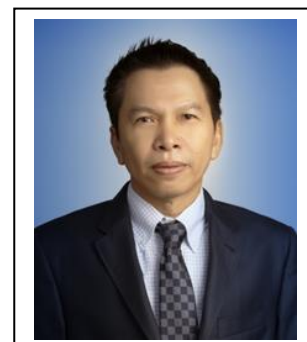
1. Credentials and Backgrounds of the nominated persons

Name : Mr. Buntoeng Vongkusolkit

Nominated to be elected as Director

Age 61 years

Nationality Thai



Education background

- B.S. in Political Science, Ramkhamhaeng University
- M.S in Political Science, Ramkhamhaeng University
- Ultra Wealth – Invest Like a Master (UW 2)
- Top Executive Program (TEA#5) Thailand Energy Academy
- 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 Management, Business Relations, Strategic, Marketing

Present Position

- Member of the Compensation Committee
- Director, Mitr Phol 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 1 company
Non listed company 1 company

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

| Meeting attendance: | Year 2017 | Year 2016 |
|----------------------------|------------------|------------------|
| Board Meetings | 11/12 times | 12/13 times |
| Board of Compensation | 5/5 times | 6/6 times |

Number of shares in Banpu : 2,660,000 shares (0.05% of issued shares)

The Company's interest or conflict of interest –None-

Enclosure No.3**1.2 Mr. Ongart Auapinyakul****Nominated to be elected as** Director**Age:** 61 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 2017 | Year 2016 |
|----------------------------|------------------|------------------|
| Board Meetings | 12/12 times | 13/13 |

Number of shares in Banpu : 9,581,700 shares (0.18% of issued shares)**The Company's interest or conflict of interest** –None-

Enclosure No.3

Nominated to be elected as Director

Age 53

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

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 3 companies

| Meeting attendance: | Year 2017 | Year 2016 |
|---|------------------|------------------|
| Board Meetings | 11/12 times | 13/13 |
| Corporate Governance and Nomination Committee | 5/5 | 4/4 |

Number of shares in Banpu : 6,075,536 shares (0.12% of issued shares)

The Company's interest or conflict of interest –None-

Enclosure No.3**Mrs. Somruedee Chaimongkol****Nominated to be elected as** Director**Age** 56 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
- Top Executive Program 2, Institute of Business and Industrial Development



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

Present Position

- Chief Executive Officer/ Director, Banpu Public Company Limited
- Director, Banpu Power Public Company Limited
- Director, BLCP Power Limited
- Director, Banpu Infinergy Co., Ltd.
- Director, BanpuMinerals Co.,Ltd.
- Director, Banpu International Limited
- Banpu Engineering Services Company Limited.
- Banpu Engineering Services (Thailand) Co., Ltd.

Experience Chief Financial Officer, Banpu Public Company Limited

Holding a position of Director: Listed company 2 companies
 - Non listed company 7 companies

Directorship in Banpu: Director, Banpu PCL. from 4 April 2015 – Present

Number of shares in Banpu : 5,255,910 shares (0.10% of issued shares)

The Company's interest or conflict of interest –None-

BANPU Definition of Independent Director

Banpu Public Company Limited has defined the definition of Independent Directors which is **more than** 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.