

Agenda 5

(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. Mr. Chanin Vongkusolkit

Nominated to be elected as Director

Age: 66 years

Nationality: Thai

Education

/training

- M.B.A. (Finance), St. Louis University, Missouri, U.S.A.
- B.Econ., Thammasat University
- DCP Refresher Course #3/2006, Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) #20/2002, Thai Institute of Directors Association (IOD)
- TLCA Leadership Development Program (LDP) – Enhancing Competitiveness #0/2012 , Thai Listed Companies Association

Expertise: Finance/Account, Marketing /Logistics, Management, Business Relations,Economics,Strategic,International,Power

Present positions:

- (Listed Com)**
- Chairman ,Banpu Public Company Limited
 - Director , Banpu Public Company Limited
 - Chairman ,The Erawan Group Public Company Limited

(Non listed Com) - Director, Mitr Phol Sugar Corp., Ltd.

- Other organization**
- Advisor to Chairman, Thai Listed Companies Association
 - Director, Faculty of Architecture and Planning, Thammasat University
 - Director, Private Sector Collective Action Coalition Against Corruption Council (CAC)
 - Chairman, Thammasat Economics Association
 - Director, Faculty of Economics, Thammsat University
 - President, The Foundation for Better Life Experience

Holding a position of Director: Listed Company 3 Companies
Non- Listed Company 1 Companies

Directorship in Banpu: Director, Banpu PCL. from 16 May 1983 - Present (35 years 10 months)

Shareholding in Banpu 31,146,376 shares (0.60%)

| | | |
|----------------------------|------------------|------------------|
| Meeting attendance: | Year 2018 | Year 2017 |
| Board Meetings | 12/12 times | 12/12 times |

Business which may cause the conflict of interest to the Company -None-



Agenda 5**2 Name : Mr.Teerana Bhongmakapat****Nominated to be elected as** Independent Director**Age** 62**Nationality** Thai**Education background****/Training**

- Ph.D. (Econ), University of Wisconsin at Madison, U.S.A.
- M.Econ., Thammasat University
- B.Econ. (Quantitative Economics), Chulalongkorn University
- Capital Market Academy Leader Program #14/2012, Capital Market Academy (CMA)
- Director Certification Program (DCP) #161/2012, Thai Institute of Directors Association (IOD)
- Financial Institutions Governance Program (FGP) #7/2013, Thai Institute of Directors Association (IOD)
- Director Certification Program Update (DCPU) #2/2014, Thai Institute of Directors Association (IOD)
- IT Governance Program (ITG) #2/2016, Thai Institute of Directors Association (IOD)
- Audit Committee Forum 2016, Federation of Accounting Professions Under The Royal Patronage of His Majesty The King and Thai Institute of Directors Association (IOD)
- Audit Committee Effectiveness Seminar 2012, Federation of Accounting Professions Under The Royal Patronage of His Majesty The King
- Audit Committee Forum 2017, Thai Institute of Directors Association (IOD)
- Cyber Incident Management for Executive Committees of Listed Companies, The Securities and Exchange Commission
- Board that Make a Difference (BMD) 8/2018, Thai Institute of Directors Association (IOD)
- Risk Management for Corporate Leaders (RCL) 15/2019 Thai Institute of Directors Association (IOD)

Expertise

Finance /Accounting, Management, Business Relation, Strategic/International



Present Position**(Listed Com)**

- Independent Director/ Chairman of the Audit Committee, Banpu/
Chairman of Audit Committee/ Member of Compensation
Committee
- Director/ Member of Corporate Governance Tisco Financial Group
Public Company Limited

Other position**(Non listed Com)**

None

Other organization

- Professor of Economics, Chulalongkorn University
- Chairman of Evaluation Board, Thai Health Promotion Foundation
- Chairman of the Research Support Committee, National Anti-
Corruption Commission (NACC)

Holding a position of Director: 2 Listed company
-None- Listed company

Directorship in Banpu: Director, Independent Director ,Banpu PCL.
from 4 April 2012 - Present (7 years)

Shareholding in Banpu -None-

| Meeting attendance: | Year 2018 | Year 2017 |
|----------------------------|------------------|------------------|
| - Board Meetings | 12/12 | 12/12 |
| - Compensation Meetings | 9/9 | 5/5 |
| -Audit Meeting | 10/10 | 9/9 |

Business which may cause the conflict of interest to the Company -None-

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3 Mr. Rawi Corsiri

Nominated to be elected as Director

Age 69 years

Nationality Thai

**Education Training**

- M.B.A., Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor Degree (Geology), Chulalongkorn University
- Director Certification Program (DCP) #32/2003, Thai Institute of Directors Association (IOD)
- Capital Market Academy Leader Program #2/2006, Capital Market Academy (CMA)
- Nida-Wharton Executive Leadership Program, co-program between National Institute of Development Administration (NIDA) and The Wharton School, University of Pennsylvania, U.S.A.
- Top Executive Program (TEA#3), Thailand Energy Academy

Expertise

Marketing /Logistic, Management, Technical, Engineer, Business Relations, Strategic, International, Mining , Power

Present Position

- Listed Company
- Director, Banpu Public Company Limited
 - Director ,Banpu Power Public Company Limited
- Non Listed Company
- Director, Honsa Power Co.,Ltd.
 - Director, BLCP Power Co.,Ltd.
 - Director, Phu Fai Mining Co.,Ltd.

Holding a position of Director: Listed company 2 companies
 - Non listed company 3 companies
 -

Directorship in Banpu: Director, Banpu PCL. from 5 April 2012 - Present
 (6 years 11 months)

Shareholding in Banpu

-None-

| Meeting attendance: | Year 2018 | Year 2017 |
|----------------------------|------------------|------------------|
| Board Meetings | 12/12 | 12/12 |
| Governance and Nomination | 4/4 | 5/5 |

Business which may cause the conflict of interest to the Company -None-

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4 Mr. Sudiarso Prasetyo**Nominated to be elected as** Independent Director**Age:** 71 years**Nationality:** Thai

Education:/Training

- Civil Engineering, Brawijaya University Malang Indonesia
- Astra Middle Management Program, INSEAD
- Astra Executive Program, INSEAD
- Professional Director Program
- Leadership, Focus & Execution

Expertise Marketing, Management, Business Development, Business Relations**Present positions:** - Director, Banpu Public Company Limited
(Listed Company)

Non Listed Company in Thailand -None-

Holding a position of Director: Listed company (in Thailand) 1 company
- Non listed company (in Thailand) -none-

Directorship in Banpu: Director, Banpu PCL. from 3 April 2014 - Present
(5 years)**Shareholding in Banpu** -None-**Meeting attendance:**

| Meeting attendance: | Year 2018 | Year 2017 |
|----------------------------|------------------|------------------|
| Board Meetings | 9/12 | 11/12 |
| Governance and Nomination | 2/4 | 3/5 |

Business which may cause the conflict of interest to the Company -None-

Agenda 6.1

Propose to appoint new directors**Name** Mr. Pichai Dusdeekulchai**Nominated to be elected** Independent Director**Age** 58 year**Nationality** Thai

Education background - Master of Business Administration (MBA), Ashland University, Ohio, USA :
1984-1986
- B.A. Mathematics and Statistic, Thammasat University, Bangkok:
1980-1984

Training - Strategic Planning, APTD 2009
- Leadership Development Program (LDP 2013), Thai Listed Companies Association
- Global Management Program, APTD 2015

Expertise Banking Finance, Account, Management, International Business, Business Relation, Economics, Strategic Planning

Present Position General Manager & Deputy Country Head of Thailand, Sumitomo Mitsui Banking Corporation, Bangkok Branch: May 2018-Present

Experience Head of Business Promotion (Non-Japanese Corporate), Sumitomo Mitsui Banking Corporation, Bangkok Branch: April 2002-May 2018

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

Business which may cause the conflict of interest to the Company -None-



Agenda 6.2

Propose to appoint new directors**Name :** Mr.Teerapat Sanguankotchakorn**Nominated to be elected as** Independent Director**Age** 53 years**Nationality** Thai

Education background

- Doctor of Engineering, Ph.D.: March 1993 (Japanese Government Scholarship) Department of Information Processing, Interdisciplinary Graduate School of Science and Engineering, Tokyo Institute of Technology, Tokyo, Japan
- Master of Engineering, M.Eng: March 1990 (Japanese Government Scholarship) Department of Information Processing, Interdisciplinary Graduate School of Science and Engineering, Tokyo Institute of Technology, Tokyo, Japan
- Bachelor of Engineering, B.Eng: March 1987 Department of Electrical Engineering, Faculty of Engineering, Chulalongkorn University, Bangkok, Thailand

Training

- Director Certificate Program (DCP class 148/2011) from Thai Institute of Directors (IOD)
- Advanced Audit Committee Program (class 14/2014) from Thai Institute of Directors (IOD)

Expertise Organization management, Internal audit , Digital Terrestrial Television Broadcasting and Mobile Communication

Present Position

- Chairman of Audit Committee , Thai Public Broadcasting Service (Thai PBS)
- Associate Professor , Asian Institute of Technology (AIT)
- Board of Governors , Thai Public Broadcasting Service (Thai PBS)

Experience

- Member of the Committee for Sustainable Development and Planning of National Education, Ministry of Education
- Audit Committee , Thai Public Broadcasting Service (Thai PBS)
- Board of Governors , Thai Public Broadcasting Service (Thai PBS)
- Committee Member of National Digital Terrestrial Television and Radio Planning and Policy Commission, NBTC

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

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

| Relationship characteristics | Name of nominated persons as an independent director | | | |
|---|--|-----------------------|------------------------------|--------------------------------|
| | Mr. Teerana Bhongmakapat | Mr. Sudiarso Prasatio | Mr. Mr. Pichai Dusdeekulchai | Mr. Teerapat Sanguankotchakorn |
| Holding of Banpu's ordinary share - Amount - The ratio of voting Rights | None None | None None | None None | 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 | None | 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 | None | None |

5. BANPU Definition of Independent Director

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