

(Translation)

Ref: 0162/070

3 April 2019

Re: Resolutions of the Annual General Meeting of Shareholders for the year 2019

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 2019, which was held on 3 April 2019 from 13.00 – 16.17 hours.

1. The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2018
2. To acknowledge the performance of the Company for the year 2018 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2018.

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

Approved	2,155,776,726.00	votes	equivalent to	<input type="checkbox"/>	99.9968%
Objected	68,703	votes	equivalent to		0.0032%
Abstained	1,088,550	votes			
Voided Ball	-	votes			

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 2018.

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

Approved	2,156,201,560	votes	equivalent to	99.9973%
Objected	59,253	votes	equivalent to	0.0027%
Abstained	967,276	votes		
Voided Ball	5,600	votes		

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

- The Meeting approved the annual dividend payment at the rate of 0.75 Baht per share, which consists of the annual dividend for the period during January 1 to December 31, 2018, of which 0.35 Baht was paid as interim dividend on September 28, 2018. Thus, the remaining 0.35 Baht dividend for 2018 performance would be further paid out of the retained earnings and the profits from the operations during the period of July 1, 2018 to December 31, 2018. The dividends would be payable to the shareholders on Apr 30, 2019.

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

Approved	2,157,080,910	votes	equivalent to	99.9970%
Objected	65,753	votes	equivalent to	0.0030%
Abstained	233,726	votes		
Voided Ball	-	votes		

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

- The appointment of director,

Approved the appointment of 4 directors retiring by rotation, namely Mr. Chanin Vongkusolkit, Mr. Teerana Bhongmakapat, Mr. Rawi Corsiri, Mr. Sudiarso Prasetyo be the directors for another term.

5.1.1 Mr. Chanin Vongkusolkit Director

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

Approved	2,100,745,240	votes	equivalent to	97.4273%
Objected	55,472,148	votes	equivalent to	2.5727%
Abstained	1,163,001	votes		
Voided Ball	-	votes		

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

5.1.2 Mr. Teerana Bhongmakapat Independent Director

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

Approved	2,156,912,112	votes	equivalent to	99.9966%
Objected	73,689	votes	equivalent to	0.0034%
Abstained	419,101	votes		
Voided Ball	-	votes		

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

5.1.3 Mr. Rawi Corsiri Director

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

Approved	2,095,502,187	votes	equivalent to	97.1510%
Objected	61,451,588	votes	equivalent to	2.8490%
Abstained	451,127	votes		
Voided Ball	-	votes		

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

5.1.4 Mr. Sudiarso Prasetio Independent Director

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

Approved	1,819,816,746	votes	equivalent to	84.4067%
Objected	336,194,155	votes	equivalent to	15.5933%
Abstained	1,394,001	votes		
Voided Ball	-	votes		

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

6. Approve the appointment of 2 directors.

6.1 To appoint Mr. Pichai Dusdeekulchai to be a director replacing the resigned director ,Mr.Rutt Phaniijphand.

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

Approved	2,156,782,680	votes	equivalent to	99.9968%
Objected	68,653	votes	equivalent to	0.0032%
Abstained	583,713	votes		
Voided Ball	-	votes		

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

6.2 To appoint Mr.Teerapat Sanguankotchakorn to be a new director which the number of Company's directors from the previous total numbers of 12 persons to be 13 persons

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

Approved	2,156,506,480	votes	equivalent to	99.9841%
Objected	343,853	votes	equivalent to	0.0159%
Abstained	584,713	votes		
Voided Ball	-	votes		

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

7. Approval of the directors' remunerations.

1. Annual remunerations of 36 Million for the year 2018 which increase 3 Million Baht from the year 2017 Baht payable to all directors.

2. Remunerations to all committees of the Company for the year 2019 The directors' remuneration has been proposed at the same rate as those of the year 2018.

2.1. Remunerations to the Board comprising of

2.1.1. Monthly compensation payable to the Chairman at the rate of 78,000 Baht/month, Vice- Chairman 69,000Baht/month and each of other Board members 60,000 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 39,000 Baht, Vice-Chairman 34,500 Baht and each of other Non Executive Board members 30,000 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 46,800 Baht and each of the other committee members 36,000 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 39,000 Baht and each of the other committee members 30,000 Baht.

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

Approved	2,095,375,506	votes	equivalent to	99.9403%
Objected	895,853	votes	equivalent to	0.0427%
Abstained	356,877	votes	equivalent to	0.0170%
Voided Ball	-	votes	equivalent to	0.0000%

of the total votes of shareholders attending the Meeting.

Remark: The directors holding an aggregate of 60,820,910 votes, were having special interest in this agenda. Thus, the total of eligible shares present in the Meeting for voting on this agenda were 2,096,628,236 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. Mr. Pongthavee Ratanakoses C.P.A. (Thailand) No. 7795 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 2019. The audit remuneration was fixed at 2,505,838 Baht which increase 3% from the previous year

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

Approved	1,966,075,179	votes	equivalent to	91.3886%
Objected	185,260,790	votes	equivalent to	8.6114%
Abstained	6,114,327	votes		
Voided Ball	-	votes		

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

9. Approve the amendment Article 31 of the Articles of Association regarding calling for shareholders’ meeting. According to the Order of Head of the National Council for Peace and Order No. 21/2560 (A.D. 2016) Re: Amendment to the Laws to Accommodate Business Operation, Section 100 of the Public Limited Companies Act B.E. 2535 regarding calling for shareholders’ meeting by shareholders has been amended.

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

Approved	2,157,180,622	votes	equivalent to	99.9857%
Objected	25,000	votes	equivalent to	0.0012%
Abstained	284,227	votes	equivalent to	0.0132%
Voided Ball	-	votes	equivalent to	0.0000%

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

10. Approve the amendment of the Company's Seal and the amendment of Clause 53 of the Articles of Association of the Company to be in line with the amendment of the Company's Seal. According to the new brand strategy which included the adjustment of logo and corporate identity. To align of the new brand, logo and corporate identity

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

Approved	2,157,040,960	votes	equivalent to	99.9792%
Objected	145,000	votes	equivalent to	0.0067%
Abstained	303,951	votes	equivalent to	0.0141%
Voided Ball	-	votes	equivalent to	0.0000%

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

11. Approve the reduction of the Company's registered capital of 3,331,585 Baht from 5,165,257,100 Baht to 5,161,925,515 Baht by cancelling 3,331,585 authorised but unissued shares of the Company at 1 Bath par value per share and amendment to the Article 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

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

Approved	2,157,030,734	votes	equivalent to	99.9787%
Objected	28,000	votes	equivalent to	0.0013%
Abstained	410,177	votes	equivalent to	0.0190%
Voided Ball	21,000	votes	equivalent to	0.0010%

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

12. Other businesses (if any)

- None -

Please be informed accordingly. Sincerely yours,

-Signature-

(Mrs. Somruedee Chaimongkol)

Chief Executive Office