

**(Translation)****Credentials and Backgrounds of the nominated persons to be elected as directors and the Company's definition on independent director****Credentials and Backgrounds of the nominated persons****1. Mr. Metee Auapinyakul**

**Nominated to be elected as** Director

**Age:** 66 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.  
-National Defence College (Class 377) # 7  
-National Defence College, College of Management, (Class# 1)

**Training** -Director Certification Program (DCP) # 61/2005, Thai Institute of Directors Association (IOD)

**Expertise** -Management, Business Relations, Strategic/International, Mining and Power

**Present positions** Banpu Group:  
-Director/ Advisor, Banpu Public Company Limited  
-Director Banpu Power Public Company Limited

**Other Company Experience** -Chairman of Advisors, GENCO Public Company Limited  
-Honorary consultant of The Senate Standing Committee on Energy, House of Representative  
-Senior Expert, Thai Industrial Standards Institute , Ministry of Industry  
Chairman, Thai Agro Energy Co.,Ltd.

**Holding a position of Director** -Listed Company 2 Company  
-Non Listed Company –None-

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

<b>Meeting attendance:</b>	<b>Year 2019</b>	<b>Year 2018</b>
Board Meetings	11/12	11/12

**Shareholding in Banpu :** 4,301,200 shares or 0.08%

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

**For agenda 4****2. Name : Pichai Dusdeekulchai**

**Nominated to be elected**      Independent Director

**Age**                                      59 year

**Nationality**                              Thai

**Education**                              - Master of Business Administration (MBA), Ashland University, Ohio, USA : 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 positions**                    - Independent Director / Member of the Audit Committee , Banpu Public Company Limited  
 - Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee , Land and Houses Bank Public Company Limited

**Experience**                              - General Manager & Deputy Country Head of Thailand, Sumitomo Mitsui Banking Corporation  
 - Head of Business Promotion (Non-Japanese Corporate), Sumitomo Mitsui Banking Corporation

**Holding a position of Director**                    - Listed Company 2 Companies  
 - Non Listed Company –None-  
**Directorship in Banpu:**                    - Independent Director, Banpu PCL. 4 April 2019 - Present (1 year)

**Shareholding in Banpu**                    -None-

<b>Meeting attendance:</b>	<b>Year 2019</b>	<b>Year 2018</b>
- Board Meetings	8/9	-
- Audit Meeting	6/6	-

**Shareholding in Banpu :**                    -None-

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

**For agenda 4****3. Name : Mr. Suthad Setboonsarng**

**Nominated to be elected as** Independent Director

**Age** 69

**Nationality** Thai

**Education**

- 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
- Boards that Make a Difference (BMD) #8/2018, Thai Institute of Directors Association (IOD)
- Cyber Resilience Leadership Mission in Action 2019, Bank of Thailand

**Expertise**

- Management, Business Relations, Economic, Strategic, International

**Present positions**

- Independent Director/ Member of the Audit Committee/Member of the Compensation Committee, Banpu PCL.
- Independent Director/Member of the Audit Committee, Somboon Advanced Technology Public Company Limited
- Board of Bank of Thailand/Chairman Audit Committee/member of the Risk Oversight Committee, Bank of Thailand
- Special Subcommittee for Public Sector Audit and Evaluation #2, (Eastern Economic Corridor), Public Sector Development Commission
- Board of Trustee/Chairman of the Finance Committee/member of the Audit Committee, International Rice Research Institute (IRRI), Los Banos, Philippines

**Experience**

- Trade Representative, Thailand Trade Representative Office, Office of Prime Minister, Thailand
- Chairman, Sub-Committee on External Economic Relationship, National Reform Council of Thailand, Parliament, Thailand
- Deputy Secretary General, ASEAN Secretariat, Jakarta, Indonesia.

**Holding a position of Director**

- Listed Company 2 Company
- Non Listed Company –None-

**Directorship in Banpu:**

Independent Director, Banpu PCL. 3 April 2014 - Present (6 years)

**Meeting attendance:**

	<b>Year 2019</b>	<b>Year 2018</b>
- Board Meetings	12/12	12/12
- Audit Committee Meetings	9/9	9/10
- Compensation Committee Meetings	3/3	-

**Shareholding in Banpu :** 50,188 shares or 0.001%

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

**For agenda 4****4. Name: Mr. Anon Sirisaengtaksin**

<b>Nominated to be elected as</b>	Independent Director
<b>Age</b>	67 years
<b>Nationality</b>	Thai



<b>Education</b>	<ul style="list-style-type: none"> <li>- Honorary Doctor of Public Administration, Bangkok Thonburi University</li> <li>- M.B.A., Thammasat University</li> <li>- B.Sc. (Geology), Chulalongkorn University</li> <li>- Certificate in Project Investment Appraisal and Management and Certificate in Global Leadership, Harvard University, U.S.A.</li> <li>- Capital Market Academy Leadership Program, Class 1, Capital Market Academy</li> <li>- Director Accreditation Program (DAP) Class 52/2006 and Director Certification Program (DCP) Class 73/2006, Thai Institute of Directors Association (IOD)</li> </ul>
<b>Training</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP) 194/2014 from IOD</li> <li>- Boards that Make a Difference (BMD) #8/2018, Thai Institute of Directors Association (IOD)</li> </ul>
<b>Expertise</b>	<ul style="list-style-type: none"> <li>- Business Relation, Economics, Strategic/International, Mining, Power</li> </ul>
<b>Present positions</b>	<ul style="list-style-type: none"> <li>- Director/Member of the Corporate Governance and Nomination Committee Banpu PCL.</li> <li>- Audit Committee / Independent Director / Nomination and Remuneration Committee, Saha-Union PCL.</li> <li>- Director, Emery Oleochemicals (M) Sdn. Bhd.</li> <li>- Director, Emery Specialty Chemical Sdn. Bhd.</li> <li>- Chairman, Thai Eastern Group Holdings Co., Ltd</li> <li>- Chairman, Natureworks LLC</li> <li>- Chairman, Venecorex Holding</li> <li>- Chairman, PTTGC International Private Limited</li> <li>- Chairman, PTTGC Innovation America Corp.</li> <li>- Chairman, PTTGC International (USA) Inc.</li> <li>- Chairman, PTTGC International (Netherlands) B.V</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- CEO, PTT Exploration and Production Public Company Limited</li> <li>- CEO, PTT Global Chemical Public Company Limited</li> </ul>
<b>Holding a position of Director</b>	<ul style="list-style-type: none"> <li>- Listed Company 2 Companies</li> <li>- Non Listed Company 9 companies</li> </ul>
<b>Directorship in Banpu:</b>	Director, Banpu PCL. from 19 April 2016 - Present

**Name: Mr. Anon Sirisaengtaksin**

<b>Meeting attendance:</b>	<b>Year 2019</b>	<b>Year 2018</b>
- Board Meetings	12/12	4/4
- Governance and Nomination	12/12	4/4

**Shareholding in Banpu** 20,000 shares or 0.0004

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

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

Relationship characteristics	Name	
	Mr. Suthad Setboonsarng	Mr.Pichai Dusdeekulchai
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	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 **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.