

Subject: Corporate Governance and Nomination Committee Charter B.E.2552
(Amendment no. 1 B.E.2561)

The Board of Directors deemed appropriate to gather and formulate the practice guidelines for the Corporate Governance and Nomination Committee of Banpu Public Company Limited in order to clarify the compositions and responsibilities of the Corporate Governance and Nomination Committee.

In addition, to provide those practice guidelines would be in line with the rules and regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and the Capital Market Supervisory Board. Therefore, the Board of Directors Meeting No. 11/2018 which was arranged on 29 November 2018 has determined to revise “the Corporate Governance and Nomination Committee Charter B.E. , Amendment no. 1 B.E.2561” with the purpose of being the substitute the practice guidelines of the Corporate Governance and Nomination Committee.

Please be notified accordingly

Notify on 12 December 2018

A handwritten signature in black ink, appearing to read "Chanin Vongkusolkrit".

(Mr. Chanin Vongkusolkrit)

Chairman of the Board of Directors

Corporate Governance and Nomination Committee Charter B.E. 2552
(Amendment no.1 B.E. 2561)

The Board of Directors deemed appropriate to formulate the Corporate Governance and Nomination Charter B.E. 2552 in order to gather the compositions, duties, responsibilities and practice guidelines of the Corporate Governance and Nomination Committee entrusted by the Board of Directors. In addition, it is also to be in line with one of the best practices under the Principles of Good Corporate Governance for Listed Companies B.E. 2549 and 2560 of the Securities and Exchange Commission and the Stock Exchange of Thailand, specified that “the board of directors should appoint committees for the good corporate governance”. Therefore, the Board of Directors formulated the abovementioned Charter as follows:

Clause 1. This Charter shall be called the “Corporate Governance and Nomination Committee Charter B.E.2552” Amendment no.1 B.E. 2561

Clause 2. This Charter shall be enforced as from the executed date of the Chairman of the Board of Directors

Clause 3. Compositions and Criteria of the Corporate Governance and Nomination Committee

- 3.1. The Corporate Governance and Nomination Committee shall consist of at least three directors appointed by the Board of Directors.
- 3.2. The Chairman of the Corporate Governance and Nomination Committee shall be the independent director.
- 3.3. The Chairman of the Corporate Governance and Nomination Committee can be a member of only another sub-committee.
- 3.4. The member of the committee shall be non-executive director.
- 3.5. The Manager of the Corporate Governance and Compliance Division shall be the secretary to the Corporate Governance and Nomination Committee.

Clause 4. Term of Office and Retirement

- 4.1. The committee members shall serve a term of office of three years as from the date on which being appointed from the Board of Directors.
- 4.2. The committee member who retired by his rotation is eligible for re-election by considering the criteria and procedure for director nomination set by the Corporate Governance and Nomination Committee
- 4.3. The committee member who wishes to resign before the expiration of his term of office shall give a notice thereof to the Board of Directors 1 month in advance with the reason.

Clause 5. Duties and Responsibilities of the Corporate Governance and Nomination¹ Committee

¹ The Duties and Responsibilities of the Corporate Governance and Nomination Committee are in accordance with the Notification of the Board of Directors No. 3/2004.

The Corporate Governance and Nomination Committee has two major duties; firstly, to review the Corporate Governance policy and the Code of Conduct and to monitor compliance of the policy and practices so that it remains within an ethical framework and, secondly, to nominate directors, Chief Executive Officer and Executive Officers, to review a succession plan, and to report to the Board of Directors for approval or for submission to the shareholders' meeting, as the case may be. The Corporate Governance and Nomination Committee has the following duties and responsibilities:

- 5.1. To consider and review whether the Company's Corporate Governance policy and its Code of Conduct are appropriate and adequate and to regularly update the Corporate Governance policy.
- 5.2. To monitor and supervise directors and staff's compliance with the Corporate Governance policy and the Code of Conduct so that it is in line with those determined by the Board of Directors and to arrange a system where Banpu can receive grievance with regards to the Corporate Governance and Code of Conduct from stakeholders.
- 5.3. To review the structure and components of the Board of Directors, to monitor the term of office of its directors, Chief Executive Officer and Executive Officers, and to prepare a succession plan of senior executives (starting from Department Vice President and over).
- 5.4. To determine the director qualifications to be align with company strategy and the nomination process should be considering with the diversity of board composition in terms of skills, experience, gender, and knowledge and competency that complement to the company strategy.
- 5.5. To recruit and nominate persons as Directors, Chief Executive Officers and Executive Officers when the term is due or whenever there is a vacancy as entrusted by the Board.
- 5.6. To provide measure of performance evaluation of the Board of Directors as a group and individual director; to participate in the evaluation, summarize the assessment result to the Board of Directors annually and monitor the result of such evaluation for director's performance improvement and strengthen the director's capability.
- 5.7. To review and recommend an amendment to scopes of work, duties and responsibilities of the Corporate Governance and Nomination Committee to respond to changing circumstances.
- 5.8. To submit an operation report to the Board of Directors at least once a year.
- 5.9. To do any other tasks as designated by the Board of Directors.

To ensure that the Corporate Governance and Nomination Committee effectively performs its tasks, the Committee must do the following:

- (1) Within the scopes of its authority, inviting executive officer or supervisor to attend its meeting for clarification purpose or to submit relevant documents.
- (2) Hiring consultants or spend money in any other ways relating to its job at the Company's costs.

Clause 6. Criteria and Qualifications of the selection of the Company's directors:

In the director selection process, prior to proposing to the Board of Directors for nominating to the shareholders for appointment approval at the shareholders meeting, the Corporate Governance and Nomination Committee shall set nomination criteria and qualifications of the directors to ensure the transparency according to the expectation of the Board of Directors by taking processes as follows:

- 6.1. To consider the proper required knowledge, experience and expertise of the directors in accordance with the requirement of the Board of Directors.
- 6.2. To consider the independence of the independent directors, including whether or not it is necessary of independent director nomination in case of their vacancy according to the practices.

The Corporate Governance and Nomination Committee set up the three criteria to consider the director qualifications which are as follows:²

(1) General Qualifications

- (1.1) Shall not be a person of unsound mind or a person who has mental infirmity;
- (1.2) Shall never been imprisoned by the final judgment of a court, unless it is an offences committed with negligence;
- (1.3) Shall never been under judgment or court order to enforce the asset belonging to the State;
- (1.4) Shall not be or never been a bankrupt;
- (1.5) Should be able to dedicate adequate time to the Company and shall not simultaneously serve in more than 5 listed companies;
- (1.6) Shall have integrity and accountability;
- (1.7) Shall make judgment based on fact and reason;
- (1.8) Shall be a prudent person who is able to advance constructive debates and independent opinions;
- (1.9) Shall be a person working with professional standard and principles;
- (1.10) Other qualifications as the Corporate Governance and Nomination Committee deems necessary.

(2) Specific Competencies and expertise considered with skill mix, gender, experience and specialized skills required for the Board of Directors including the knowledge of the company's business, accounting and finance management, strategic planning , business decisions making, marketing, corporate governance and legal.

(3) The independent directors shall have the general qualifications and specific competencies, expertise and shall also have qualifications of "Independent Directors" stipulated in the "Practices for the Board of Directors of Banpu Public Company Limited B.E. 2552 (Amendment no. 5 B.E.2560)" The independent directors entitle to hold shares not exceeding 0.5%_of the total shares with voting right of the applicant, its parent company, subsidiaries,

² Clauses 1.5 – 1.9 are the information from "the Director Nomination Best Practices" of the Thai Institute of Directors Association.

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.

Clause 7. In the process of the director selection, a list of nominated persons once considered by the Corporate Governance and Nomination Committee will be proposed to the Board of Directors for consideration prior to propose the name list for shareholders' approval at the Annual General Meetings. The Corporate Governance and Nomination Committee shall proceed the following:

- 7.1. In case of the retirement of directors who retired by their rotation are eligible to be proposed for re-election.
- 7.2. In case of the vacancy of director, the Corporate Governance and Nomination Committee may invite the existent directors to propose the appropriate persons to the Board of Directors.
- 7.3. Such persons in both aforementioned cases shall meet qualifications according to the related criteria.
- 7.4. The persons who are proposed to be the directors shall not have the prohibited qualifications according to related law and regulations.
- 7.5. The persons who meet qualification criteria to be directors in order to ensure that they will be pleasant if they are appointed from the shareholders.
- 7.6. To propose the persons who meet qualification criteria to the Board of Directors for consideration prior to propose at the Annual General Meeting for shareholders' consideration.