

Enclosure 2**For Agenda 4****(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. Buntoeng Vongkusolkit
Nominated to be elected as**

Director

Age: 64 years**Nationality:** Thai**Education**

- 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 in Energy (TEA) #5, Thailand Energy Academy
- TLCA Leadership Development Program (LDP) #1, Thai Listed Companies Association
- Top Executive Program in Commerce and Trade (TEPCOT) #5, University of the Thai Chamber of Commerce (UTCC)
- Director Certification Program (DCP) #161/2012, Thai Institute of Directors Association (IOD)
- Senior Executive Program #9, 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 Problem Solving and Decision Making Program Kepner – Tregoe, International, Princeton, New Jersey, U.S.A

Experience

- Chairman/Chairman of Executive Director , Mitr Phol Group
- Chief Operating Officer - Cane Management Business , Mitr Phol Group
- Senior Executive Vice President, Sugarcane Development & Management Group, Mitr Phol Group

Holding a position of Director**Listed Company 1 Company**

- Banpu Public Company Limited

Non Listed Company 3 Companies

- Mitr Phol Sugar Corp., Ltd.
- Mitr Siam Sugar Corp., Ltd.
- United Farmer and Industry Co., Ltd.

Directorship in Banpu:

Director, Banpu PCL. From 3 April 2014 – Present (7 years)

Meeting attendance:

	Year 2020	Year 2019
Board Meetings	11/13 times	12/12 times
Compensation Committee	8/8 times	4/6 times

Shareholding in Banpu : 4,329,228 shares or 0.09%**Business which may cause the conflict of interest to the Company**

-None-

For agenda 4

2. Name : Mr. Ongart Auapinyakul

Nominated to be elected Director

Age 65 year

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 of Thailand (Class 4414)
- Director Certification Program (DCP) #23/2002, Thai Institute of Directors Association (IOD)
- Capital Market Academy Leader Program #8, Capital Market Academy (CMA)
- Bangkok Metropolitan Administration Executive Program (Mahanakorn Class 1), Urban Green Development Institute Bangkok
- Top Executive Program in Energy (TEA) #1, Thailand Energy Academy
- Top Executive Program #17, Judicial Training Institute
- Executive Management with Business Development and Investment #1, Institute of Business and Industrial Development
- Top Executive Program in Commerce and Trade (TEPCOT) #4, University of the Thai Chamber of Commerce (UTCC)
- Business Revolution and Innovation Network (BRAIN) #1, (UTCC)
- Business Revolution and Innovation Network (BRAIN) #1, The Federation of Thai Industries
- Tourism Management Program for Executives (TME) #1, TAT Academy
- Academy of Business Creativity (ABC) #8/2018, Sripatum University
- Top Executive Program for Creative and Amazing Thai Services (ToPCATS) #2, The University of the Thai Chamber of Commerce

Expertise Finance/Account , Management , Business Relations , Strategic/International and Power

Present positions Director, Banpu Public Company Limited

Holding a position of Director **Listed Company 1 Company**
- Banpu Public Company Limited

Non Listed Company –None-

Directorship in Banpu: - Independent Director, Banpu PCL. from 29 July 1983 – Present (38 years)

Meeting attendance:	Year 2020	Year 2021
- Board Meetings	13/13	12/12

Shareholding in Banpu : 5,595,200 shares or 0.11%

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

For agenda 4

3. Name : Mr. Verajet Vongkusolkit

Nominated to be elected as Director

Age 56

Nationality Thai



Education Bachelor of Science (Finance) Babson College, Massachusetts, U.S.A.

Training

- Director Certification Program (DCP) # 24/2002, Thai Institute of Directors Association (IOD)
- TLCA Executive Development Program #13, Thai Listed Companies Association
- TLCA Leadership Development Program (LDP) #2, Thai Listed Companies Association and International Institute for Management
- Strategy and Innovation for Businesses in ASIA (SIBA) 2016, Mahidol University
- Leadership Communication Certification Program 2018, Thailand Management Association (TMA)
- Senior Executive Program 2019 (SEP) #33, Sasin Graduate Institute of Business Administration of Chulalongkorn University and The Kellogg School of Management and the Wharton School
- Board that Make a Difference (BMD) #10/2020, Thai Institute of Directors Association (IOD)

Expertise Finance, Account, Marketing, Logistics, Management, Business Relations and Economics

Experience

- Director Panel Plus Co.,Ltd.
- Director United Standard Terminal Public Company Limited

Holding a position of Director **Listed Company 1 Company**

- Banpu Public Company Limited

Non Listed Company 3 Companies

- Mitr Phol Sugar Corp., Ltd.
- Mitr Siam Sugar Corp., Ltd.
- United Farmer and Industry Co., Ltd.

Directorship in Banpu: Director, Banpu PCL. from 1 June 2010 – Present (10 years)

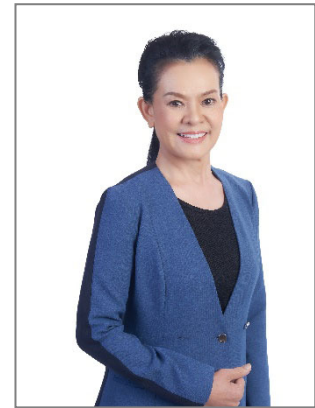
Meeting attendance:	Year 2020	Year 2019
BoD Meeting	12/13	12/12
Corporate Governance and Nomination Committee	4/4	4/4

Shareholding in Banpu : 8,008,209 shares or 0,16%

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

For agenda 4**4. Name: Mrs. Somruedee Chaimongkol**

Nominated to be elected as Director
Age 59 years
Nationality Thai



Education B.Sc. (Accounting), Bangkok University

Training

- 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)
- Capital Market Academy Leader Program #18, Capital Market Academy (CMA)
- Executive Management with Business Development and Investment #2, Institute of Business and Industrial Development

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

Present positions Chief Financial Officer, Banpu Public Company Limited

Holding a position of Director

Listed company 2 companies

- Banpu Public Company Limited
- Banpu Power Public Company Limited

Non listed company 6 companies

- BLCP Power Ltd.
- Banpu NEXT Co., Ltd.
- Banpu Minerals Co., Ltd.
- Banpu International Ltd.
- Power Vietnam Co.,Ltd.
- Banpu Innovation & Ventures Co., Ltd.

Directorship in Banpu: Director, Banpu PCL. from 4 April 2015 – Present (6 years)

Meeting attendance:	Year 2020	Year 2019
- Board Meetings	13/13	12/12

Shareholding in Banpu 5,885,910 shares (0.12% of issued shares)

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

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.

Relationship characteristics of nominated persons qualified as an independent director

Relationship characteristics	Name		
	No Independent Director proposed for this year		
Holding of Banpu's ordinary share - Amount - The ratio of voting Rights	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
- 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