

**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. Chanin Vongkusolkrit**  
Nominated to be elected as Director
- Age: 69 years
- Nationality: Thai



<b>Education</b>	<ul style="list-style-type: none"> <li>- M.B.A. (Finance), St. Louis University, Missouri, U.S.A.</li> <li>- B.Econ., Thammasat University</li> <li>- DCP Refresher Course #3/2006, Thai Institute of Directors Association (IOD)</li> <li>- Director Certification Program (DCP) #20/2002, Thai Institute of Directors Association (IOD)</li> <li>- TLCA Leadership Development Program (LDP) – Enhancing Competitiveness #0/2012, Thai Listed Companies Association</li> <li>- B.S. in Political Science, Ramkhamhaeng University</li> </ul>
<b>Expertise</b>	Finance/Accounting, Marketing /Logistic, Management, Business Relation, Economic, Strategic/International, Mining, Power
<b>Current Position</b>	<ul style="list-style-type: none"> <li>- Chairman , Banpu Public Company Limited</li> <li>- Director / Member of the Corporate Governance and Nomination Committee, Banpu Power Public Company Limited</li> <li>- Director , Mitr Phol Sugar Corp., Ltd.</li> <li>- Chairman , The Erawan Group Public Company Limited</li> <li>- Advisor , Thammasat Economics Association</li> <li>- Director , Private Sector Collective Action Coalition Against Corruption Council (CAC)</li> <li>- President , The Foundation for Better Life</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Director , Thai Listed Companies Association</li> <li>- Senior Executive Officer , Banpu Public Company Limited</li> <li>- Chief Executive Officer , Banpu Public Company Limited</li> <li>- Commissioner , The Securities and Exchange Commission, Thailand</li> <li>- Task Force Chairperson , Task Force for Sustainability in Listed Companies ,The Securities and Exchange Commission, Thailand</li> </ul>
<b>Holding a position of Director</b>	<p><b>Listed Company 3 Company</b></p> <ul style="list-style-type: none"> <li>- Banpu Public Company Limited</li> <li>- Banpu Power Public Company Limited</li> </ul>

	- The Erawan Group Public Company Limited  <b>Non listed company 1 Company</b>  - Mitr Phol Sugar Corp., Ltd.
<b>Directorship in Banpu:</b>	Director, Banpu PCL. from 16 May 1983 - Present (39 years in total)

<b>Meeting attendance:</b>	<b>Year 2021</b>	<b>Year 2020</b>	<b>Year 2019</b>
BOD Meeting	13/13 times	13/13 times	12/12 times

**Shareholding in Banpu :** 18,182,901 shares (0.27% of issued shares)

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



<b>Experience</b>	-Chairman of the Research Support Committee , National Anti–Corruption Commission (NACC) -Eminent Member , Anti–Money Laundering Office (AMLO)
<b>Holding a position of Director</b>	<b>Listed Company 2 Companies</b> - Banpu Public Company Limited -Tisco Financial Group Public Company Limited  <b>Non listed company 1 Company</b> -Mitr Phol Sugar Corp., Ltd.
<b>Directorship in Banpu:</b>	Director, Banpu PCL. from 5 April 2012 - Present (10 years in total)

<b>Meeting attendance:</b>	<b>Year 2021</b>	<b>Year 2020</b>	<b>Year 2021</b>
Board Meetings	13/13times	13/13 times	12/12 times
Audit Committee	9/9 times	9/9 times	9/9 times
Compensation Committee	6/6 times	8/8 times	6/6 times

**Shareholding in Banpu :** -None-

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

**\*Nomination of Mr. Teerana Bhongmakapat**

1. The Company has determined that independent directors have a term of office of 9 years or not more than 3 consecutive terms in accordance with Banpu Public Company Limited’s Code of Conduct Article 6.2 Section 6. Term of Office and Retirement: 19 December 2014
2. Mr. Teerana Bhongmakapat has been an independent director of Banpu Public Company Limited since April 5, 2012 to the present (10 years in total). If he is appointed on this agenda, the term of tenure will be 13 years.
3. The Board of Director considered that Mr. Teerana Bhongmakapat is qualified and appropriated as an Independent Director with more than three consecutive terms in his independent directorship, by considering his performance and duty during his directorship in the past term, he had been able to freely express his opinions and recommendations while complying with the relevant rules or criteria.

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## 3. Name : Mr. Teerapat Sanguankotchakorn



Nominated to be elected as Independent Director

Age 56

Nationality Thai

<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>-Doctor of Philosophy Program in Information Processing, Tokyo Institute of Technology.</li> <li>-Master of Engineering Program in Information Processing, Tokyo Institute of Technology</li> <li>-Bachelor of Engineering Program in Electrical Engineering, Chulalongkorn University</li> <li>-Director Certification Program (DCP) #148/2011, Thai Institute of Directors Association (IOD)</li> <li>-Advance Audit Committee Program (AACP) #14/2014, Thai Institute of Directors Association (IOD)</li> <li>- Board Matters and Trends (BMT) #8/2019, Thai Institute of Directors Association (IOD)</li> <li>- National Director Conference 2021(NDC 2021) “Leadership behind closed door”, Thai Institute of Directors Association (IOD)</li> </ul>
<b>Expertise</b>	Management, Technical/ Engineer, Business Relation, Technology
<b>Experience</b>	Member of the Committee for Sustainable Development and Planning of National Education , Ministry of Education
<b>Current position</b>	<ul style="list-style-type: none"> <li>-Independent Director / Member of the Compensation Committee / Member of the Environment, Social and Governance Committee , Banpu Public Company Limited</li> <li>-Executive Director , Technology Promotion Association (Thailand- Japan)</li> <li>-Chairman of the Audit Committee / Board of Governors , Thai Public Broadcasting Service (Thai PBS)</li> <li>- Associate Professor , Telecommunications Field of Study, School of Engineering and Technologies Asian Institute of Technology (AIT)</li> </ul>
<b>Holding a position of Director</b>	<p><b>Listed Company 1 Company</b></p> <ul style="list-style-type: none"> <li>- Banpu Public Company Limited</li> </ul> <p><b>Non Listed Company – None-</b></p> <p>-</p>
<b>Directorship in Banpu:</b>	Director, Banpu PCL. from 3 April 2019 - Present (3 years in total)

**Name: Mr. Teerapat Sanguankotchakorn**

<b>Meeting attendance:</b>	<b>Year 2021</b>	<b>Year 2020</b>	<b>Year 2019</b>
BoD Meeting	13/13 times	13/13 times	9/9 times
Corporate Governance and Nomination Committee	6/6 times	8/8 times	3/3 times
Environment, Social and Governance Committee	3/3 times		

**Number of shares in Banpu: -None-**

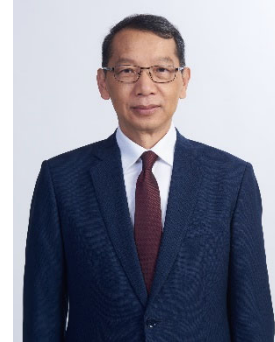
**The Company's interest or conflict of interest -None-**

**For agenda 4****4. Name: Mr. Piriya Khempon**

**Nominated to be elected as** Independent Director

**Age** 63 years

**Nationality** Thai



<b>Education /Training</b>	<ul style="list-style-type: none"> <li>- Master of Science (International Relations), London School of Economics University of London, UNITED KINGDOM</li> <li>- Bachelor of Arts (Political Science), Chiangmai University</li> <li>- Director Certification Program (DCP) #298/2020, Thai Institute of Directors Association (IOD)</li> <li>- Top Executive Program in Energy (TEA) #7, Thailand Energy Academy</li> </ul>
<b>Expertise</b>	Management, Business Relation, Economics, Strategic/International
<b>Current position</b>	<ul style="list-style-type: none"> <li>- Independent Director / Chairman of the Environment, Social and Governance Committee / Member of the Corporate Governance and Nomination Committee , Banpu Public Company Limited</li> <li>- Director , Saha Pathana Inter-Holding Public Company Limited</li> <li>- Advisor , The Federation of Thai Industries</li> <li>- Special Advisor on Foreign Affairs , Office of Eastern Economic Corridor (EEC)</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Executive Director and Member of the Risk Oversight Committee , Export-Import Bank of Thailand (EXIM)</li> <li>- Ambassador Extraordinary and Plenipotentiary of Thailand to the People's , Royal Thai Embassy in Beijing, China</li> <li>- Deputy Permanent Secretary , Office of the Permanent Secretary, Ministry of Foreign Affairs</li> </ul>
<b>Holding a position of Director</b>	<p><b>Listed company</b> 2 companies</p> <ul style="list-style-type: none"> <li>- Banpu Public Company Limited</li> <li>- Saha Pathana Inter-Holding Public Company Limited</li> </ul> <p><b>Non listed company</b> – None-</p>
<b>Directorship in Banpu:</b>	Director, Banpu PCL. from 8 April 2020 - Present (2 years in total)

**Name: Mr. Piriya Khempon**

<b>Meeting attendance:</b>	<b>Year 2021</b>	<b>Year 2019</b>
BoD Meeting	13/13 times	9/9 times
Corporate Governance and Nomination Committee	9/9 times	2/2 times
Environment, Social and Governance Committee	3/3 times	

**Shareholding in Banpu** -None-

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



**For agenda 5****Profiles of the Nominated Persons to be the New Director****1. Name: Mr. Sarayuth Saengchan****Nominated to be elected as** Director**Age** 59 years**Nationality** Thai

<b>Education /Training</b>	<ul style="list-style-type: none"> <li>- Ph.D. in Economics, Faculty of Economics, Chulalongkorn University</li> <li>- Master of Management (M.M.) in Management Policy, Managerial Economics and Operations Northwestern University, Kellogg School of Management, Evanston, U.S.A.</li> <li>- Bachelor of Art in Economics (First-class Honors) in Monetary Policy and Public Finance, Faculty of Economics, Chulalongkorn University</li> </ul>
<b>Current position</b>	<ul style="list-style-type: none"> <li>- Senior Executive Vice President – Finance and Administration Mitr Phol Sugar Corp., Ltd.</li> <li>- Independent Director / Audit Committee Bangkok Dec-Con Public Company Limited.</li> <li>- Director and Treasurer, Chulalongkorn University Alumni Association</li> <li>- Association Director, Thai Sugar and Bio-Energy Producers Association</li> <li>- Audit Committee, Vajiravudh College</li> <li>- Director, Fund Management Committee, Office of The Cane and Sugar Fund</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Senior Executive Vice President – Finance and Acting Chief Operating Officer – Administration , Mitr Phol Sugar Corp., Ltd.</li> <li>- First Vice President, Financial Planning , Kasikorn Bank Plc.</li> <li>- Assistant Corporate Treasurer , Siam Cement Plc.</li> </ul>
<b>Holding a position of Director</b>	<p><b>Listed company</b> 1 company</p> <ul style="list-style-type: none"> <li>- Bangkok Dec-Con Public Company Limited</li> </ul> <p><b>Non listed company</b> – None-</p>

**Shareholding in Banpu** -None-**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		
	Mr.Teerana Bhongmakapat	Mr.Teerapat Sanguankotchakorn	Mr.Piriya Khempon
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