(Translation)

Ref: BorPor 0459/079

19 April 2016

Re: Resolutions of the Annual General Meeting of Shareholders for the year 2016

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 2016, which was held on 19 April 2016 from 13.00 – 17.30 hours.

1. The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2015

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2. To acknowledge the performance of the Company for the year 2015 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2015.

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

Approved	1,001,585,457.00	votes	equivalent to	99.9923%
Objected	76,700 votes		equivalent to	0.0076%
Abstained	1,659,869	votes		

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

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3. The Meeting approved the audited balance sheet and the profit and loss statements for the year ended on 31 December 2015.

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

Approved	992,696,178	votes	equivalent to	99.9898%
Objected	101,700	votes	equivalent to	0.0102%
Abstained	10,572,449	votes		

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

4. The Meeting approved the distribution of annual profits and annual dividend payment at the rate of 1.00 Baht per share, which consists of the annual dividend for the period during January 1 to December 31, 2015 at the rate of 1.00 Baht per share, of which 0.5 Baht was paid as interim dividend on September 25,2015. Thus, the remaining 0.5 Baht dividend for 2015 performance would be further paid out of the retained earnings and the profits from the operations during the period of July 1, 2015 to December 31,2015. The dividends would be payable to the shareholders on May 13, 2016.

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

Approved	1,003,181,478	votes	equivalent to	99.9904%
Objected	96,250	votes	equivalent to	0.0096%
Abstained	96,300	votes		

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

5. The appointment of director,

5.1 Approved Mr. Anon Sirisaengtaksin in place of Mr. Krirk-Krai Jirapaet who resigned on the same date with Mr. Anothai Techamontrikul. Mr. Anon will stay on the position with Mr. Krirk-Krai 's remaining term (The resignation would be effective on April 20,2016.)

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

Approved	1,003,065,728	votes	equivalent to	99.9929%
Objected	71,150	votes	equivalent to	0.0071%
Abstained	242,150	votes		

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

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

5.2.1 Mr.Teerana Bhongmakapat Independent Director

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

Approved	1,003,054,828	votes	equivalent to	99.9988%
Objected	11,650	votes	equivalent to	0.0012%
Abstained	312,550	votes		

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

5.2.2 Mr. Sudiarso Prasetio Independent Director

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

Approved	1,003,096,328	votes	equivalent to	99.9929%
Objected	71,650	votes	equivalent to	0.0071%
Abstained	211,050	votes		

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

5.2.3 Mr. Rawi Corsiri Independent Director

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

Approved	997,577,698	votes	equivalent to	99.4620%
Objected	5,395,780	votes	equivalent to	0.5380%
Abstained	405,550	votes		

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

5.2.4 Mr. Chanin Vongkusolkit Independent Director

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

Approved	999,709,748	votes	equivalent to	99.6542%
Objected	3,469,430	votes	equivalent to	0.3458%
Abstained	199,850	votes		

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

6. Approval of the directors' remunerations.

1. Annual remunerations of 25 Million Baht for the year 2015 payable to all directors.

2. Remunerations to all committees of the Company for the year 2016 would be decreased for 10% from the year 2015 with the following details:

2.1. Remunerations to the Board comprising of

2.1.1. monthly compensation payable to the Chairman at the rate of 46,800 Baht/month, Vice- Chairman 41,400 Baht/month and each of other Board members 36,000 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 23,400 Baht, Vice-Chairman 20,700 Baht and each of other Non Executive Board members 18,000 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 28,080 Baht and each of the other committee members 21,600 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 23,400 Baht and each of the other committee members 18,000 Baht.

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

Approved	973,227,267	votes	equivalent to	99.8515%
Objected	1,032,952	votes	equivalent to	0.1060%
Abstained	414,850	votes	equivalent to	0.0426%

of the total votes of shareholders attending the Meeting.

Remark: The directors holding an aggregate of 28,704,460 votes, were having special interest in this agenda. Thus, the total of eligible shares present in the Meeting for voting on this agenda were 974,675,069 votes.

7. 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. Ms. Sukhumaporn Wong-ariyaporn C.P.A. (Thailand) No. 4843 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 2016. The audit remuneration was fixed at 2,206,500 Baht.

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

Approved	1,003,082,477	votes	equivalent to	99.9884%
Objected	116,252	votes	equivalent to	0.0116%
Abstained	180,800	votes		

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

8. Approved the reduction of the Company's registered capital of Baht 823,026,240 from Baht 3,404,904,790 to Baht 2,581,878,550 by cancelling 823,026,240 authorised but unissued ordinary shares of the Company at Baht 1 par value per share, as well as the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the registered capital as follow:

Clause 4	Registered capital of	2,581,878,550	Baht
	Divided into	2,581,878,550	Shares
	Par value of	1	Baht each
	Categorized into		
	Ordinary shares of	2,581,878,550	Shares
	Preference shares of	-None-	shares

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

Approved	956,526,818	votes	equivalent to	95.3304%
Objected	46,425,061	votes	equivalent to	4.6269%
Abstained	428,650	votes	equivalent to	0.0427%

of the total votes of shareholders attending the Meeting.

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9. Approved the increase of the Company's registered capital of Baht 2,581,878,550 from Baht 2,581,878,550 to Baht 5,163,757,100 by issuing 2,581,878,550 new ordinary shares at Baht 1 par value per share (the "New Shares"), with details as set out in the Capital Increase Form (F 53-4) in Enclosure 2, as well as to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase of the registered capital as follow:

Clause 4	Registered capital of	5,163,757,100	Baht
	Divided into	5,163,757,100	Shares
	Par value of	1	Baht each
	Categorized into		
	Ordinary shares of	5,163,757,100	Shares
	Preference shares of	-None-	shares

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

Approved	955,211,628	votes	equivalent to	95.1993%
Objected	47,954,751	votes	equivalent to	4.7793%
Abstained	214,150	votes	equivalent to	0.0213%

of the total votes of shareholders attending the Meeting.

10. To approve the distribution of shares of the Company and ordinary capital shares for the issuance of warrant.

10.1 Approved the issuance and allocation of warrants representing the right to purchase ordinary shares of the Company No. 3 ("Warrants BANPU-W3") in the amount of not exceeding 1,290,939,275 units to existing shareholders of the Company who subscribe for and are allocated with new ordinary shares offered to them in proportion to their respective shareholdings (Right

Offering) at the ratio of 1 newly issued ordinary shares to 1 unit of warrants at no cost and with the exercise price specified in Warrants BANPU-W3 of Baht 5.00 per share.

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

Approved	953,544,517	votes	equivalent to	95.0332%
Objected	49,590,462	votes	equivalent to	4.9423%
Abstained	245,550	votes	equivalent to	0.0245%:

of the total votes of shareholders attending the Meeting.

10.2 Approved the allocation of 2,581,878,550 new shares with details as follows:

a) Allocation of newly issued ordinary shares of the Company in the amount of not exceeding 1,290,939,275 shares with Baht 1 par value per share to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering)

b) allocation of newly issued ordinary shares of the Company in the amount of not exceeding 1,290,939,275 shares with Baht 1 par value per share to accommodate the exercise of Warrants BANPU-W3 to be issued by the Company to the existing shareholders who subscribe for and are allocated with the New Shares offered to them in proportion to their respective shareholdings (Right Offering) as previously approved in Agenda 10.1

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

Approved	953,420,267	votes	equivalent to	95.0454%
Objected	49,700,212	votes	equivalent to	4.9546%
Abstained	260,050	votes		

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

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11. Other businesses (if any).

Please be informed accordingly.

Sincerely yours,

-Signature-

(Mrs. Somruedee Chaimongkol)

Chief Executive Office

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