

## Criteria for Minority Shareholders to propose Nominated Directors

### Banpu Power Public Company Limited

Banpu Power Public Company Limited (“the Company”) believes that the good corporate governance is an important factor to bring not only success to its business but also maximum benefits to its shareholders as well as fairness to all stakeholders.

To grant the minority shareholders the right to propose nominated directors is a part of the Company’s good corporate governance with the purpose to pertain to the equal and fair treatment to all shareholders. To keep the procedures and methods for consideration crystal clear and transparent, the Company has set up the criteria to propose the directors nomination, the details of which are as follows:

#### **1. Criteria for proposing the Directors Nomination to the Board of Directors for consideration**

##### 1.1. Minimum shareholding of the Shareholders who wish to propose an agenda:

A shareholder or a group of shareholders eligible to propose the Directors Nomination to the Board of Directors for consideration shall be the Company’s shareholders who have continuously held shares of not less than 0.25 percent of the Company’s issued shares, for a period of at least 12 months from the date of holding such shares to the date of proposing the Directors Nomination to the said meeting.

##### 1.2. Evidence of shareholdings must be presented, e.g. certificate issued by securities company or any other evidence issued by the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.

##### 1.3. The Nominee qualification documents, i.e. the education and work experience (Curriculum Vitae).

##### 1.4. The shareholders who meet all required qualifications specified under Clauses 1.1 and 1.2 shall completely fill only in No. (1) and (2) in “Form of Nominated Director of the Company” (Form B.).

##### 1.5. The evidence of nominated consent i.e. copy of identification card which is certified true copy with candidate’s written consent to the nomination in No. (3) of “Form of Nominated Director of the Company” (Form B.).

## 2. Criteria for consideration of the nominated director

2.1. Duly qualified in accordance with the Section 89/3 of the Securities and Exchange Law B.E.1992, the Section 68 of the Public Limited Company Act B.E.1992 including the Notification of Capital Market Supervisory Board, the Company's Articles of Association and the good corporate governance practice.

2.2. Required director qualifications accordance with the criteria as follows:

- General Qualifications

- 1) Shall not be a person of unsound mind or a person who has mental infirmity;
- 2) Shall never been imprisoned by the final judgment of a court, provided that the offences committed through negligence;
- 3) Shall never been under judgment or court order to enforce the asset belonging to the State;
- 4) Shall not be or never been a bankrupt;
- 5) Shall be able to dedicate adequate time to the Company;
- 6) Shall have integrity and accountability;
- 7) Shall make judgment based on fact and reason;
- 8) Shall be a prudent person who is able to advance constructive debates and independent opinions;
- 9) Shall be a person working as professional based on principles and proper standard;
- 10) Other qualifications as the Corporate Governance and Nomination Committee deems necessary.

- Specific Competencies considered necessary are accounting and finance, law, industry knowledge and marketing, etc.

- The independent directors shall have the general qualifications and specific competencies, and shall also have qualifications of "Independent Directors" under the Notification of Capital Market Supervisory Board.

### 3. Period and channels available for receiving the Agenda Proposal

- 3.1. The Company will inform shareholders on its website at [www.banpupower.com](http://www.banpupower.com) to propose nominated directors in advance during December 1 to December 30, 2018. Then the proposed nominated directors will be presented to the Board of Directors for consideration in February 2018.
- 3.2. The shareholders may informally submit the required documents and evidences by facsimile at 02 007 6060 or via E-mail address of the Company Secretary at [bpp\\_comsec@banpupower.co.th](mailto:bpp_comsec@banpupower.co.th) before posting the original by a registered mail to:

The Company Secretary Division,  
Banpu Power Public Company Limited, 26<sup>th</sup> Floor,  
Thanapoom Tower, 1550 New Petchburi Road, Makkasan,  
Ratchathewi, Bangkok 10400

In this regard, the Company Secretary Division will initially review the proposal of the shareholders before proposing it to the Board of Directors, provided that:

- 3.2.1. A shareholder who provides incomplete or incorrect information shall not be entitled to propose the nominated director.
- 3.2.2. The following documents and evidences shall be required and submitted to the Company together with the Form B.:
- (a) Evidence of shareholding, i.e. a certificate issued by securities company or any other evidence issued by the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.;
  - (b) Evidence of the shareholders' identity:
    - For individual shareholders:
      - A certified true and correct photocopy of valid identification card, governmental officer identification card, driver license, passport, or alien identification card, of the shareholders.

- For juristic shareholders:
  - A photocopy of the juristic entity's Affidavit which was issued not later than three months and certified true and correct by authorized person(s) of that juristic entity;
  - A certified true and correct photocopy of valid identification card, governmental officer identification card, driver license, passport, or alien identification card, of authorized person(s) of that juristic entity.

**4. Post - submission process of the Board of Directors:**

- 4.1. The Corporate Governance and Nomination Committee will consider the proposal of the shareholders based on the director nomination criteria of the Company and will propose to the Board of Directors meeting in February 2019.
- 4.2. A proposal that the Board of Directors considers appropriate to be nominated director will be included in the Notice of Invitation to the Meeting and identified as proposed by the shareholder.
- 4.3. A proposal that the Board of Directors considers inappropriate to be nominated director will immediately be notified to the proposing shareholder(s) together with reason(s) through the Company's website at [www.banpupower.com](http://www.banpupower.com)



Form B.

Form of Nominated Director of Banpu Power Public Company Limited

(1) I, (Mr./Mrs./Miss).....
being the shareholder of Banpu Power Public Company Limited, holding..... shares,
residing at ..... Road ..... Sub-District.....
District..... Province..... Mobile phone number.....
Home/Office telephone number..... E-mail (if any).....

(2) I would like to nominate (Mr./Mrs./Miss).....
Age..... who is duly qualified in accordance with the provision of the Company to be the director. The
candidate's written consent to the nomination, candidate's curriculum support documents (if any) have been
enclosed and duly certified at every page..... pages in total.

I certified that all information and all support documents are correct and affix name which is certified.

..... Shareholder

(.....)

Date.....

(3) I am (Mr./Mrs./Miss)....., a candidate proposed to be nominated for election as a
director, hereby consent to my nomination for election as a director, certify that I am fully qualified in accordance
with the provision in (2) of the Directors Nomination Form, and agree to adhere to the good corporate governance
practice of the Company by my signature below.

..... Candidate's Signature

(.....)

Date.....

**Remarks:**

1. The shareholder must enclose the evidence of shareholding, i.e. certificate issued by securities company or any other evidences issued by the Stock Exchange of Thailand. For a juristic shareholder, a photocopy of the juristic entity's Affidavit which was issued not later than three months and certified true and correct by authorized person(s) of that juristic entity and a certified true and correct photocopy of valid identification card, governmental officer identification card, driver license, passport, or alien identification card, of authorized person(s) of that juristic entity shall be attached.
2. The shareholders may informally submit a Form B. by facsimile at 02 007 6060 or via E-mail of the Company Secretary at [bpp\\_comsec@banpupower.co.th](mailto:bpp_comsec@banpupower.co.th) before submitting the original.
3. The original of a Form B. shall be submitted to the company within 5 January 2019 for consideration of the Board of Directors based on the Company's criteria before proposing to the 2019 Annual General Meeting of Shareholders.
4. Form B. shall be prepared as follows:
  - For nominated director proposed by a group of shareholders, all named shareholders shall fill and sign in (1) and (2)
  - The shareholders who propose many nominated directors, Form B. must be filled and signed separately per one nominated director; certified true copy shall be enclosed.
5. In case shareholders change their title, name, or surname, a certified true and correct photocopy of evidence of the change shall be enclosed.
6. A shareholder who provides incomplete or incorrect information, or is unable to be contacted or unqualified shall not be entitled to propose the nominated director.