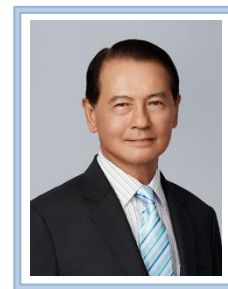


**Credentials and Backgrounds of the nominated persons to be elected as directors and the****Company's definition on independent director****1. Mr. Chanin Vongkusolkit**

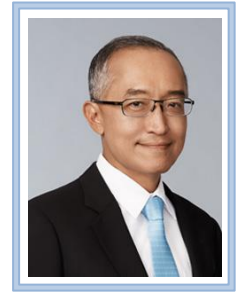
<b>Nominated to be elected as</b>	Non-Executive Director	
<b>Age</b>	66 years	
<b>Nationality</b>	Thai	
<b>Education</b>	<ul style="list-style-type: none"> <li>- M.B.A. (Finance), St. Louis University, Missouri, U.S.A.</li> <li>- B.Econ., Thammasat University</li> </ul>	
<b>Training</b>	<ul style="list-style-type: none"> <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> </ul>	
<b>Expertise</b>	Accounting & Finance, Management, Business Relations, Economics, Strategy, Power, Natural Resources & Environment	
<b>Present Positions</b>	<ul style="list-style-type: none"> <li>- Director/Member of Corporate Governance and Nomination Committee, Banpu Power Public Company Limited</li> <li>- Chairman, Banpu Public Company Limited</li> <li>- Advisor of Chairman, Thai Listed Companies Association</li> <li>- Director, Mitr Phol Sugar Corp. Ltd.</li> <li>- Director, The Erawan Group Public Company Limited</li> <li>- Director, Faculty of Architecture and Planning, Thammasat University</li> <li>- Director, Private Sector Collective Action Coalition Against Corruption Council (CAC)</li> <li>- Chairman, Thammasat Economics Association</li> <li>- Director, Faculty of Economics, Thammasat University</li> <li>- President, The Foundation for Better Life</li> </ul>	
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Commissioner, Securities and Exchange Commission, Thailand</li> <li>- Chairman, Sustainability Development Committee, Securities and Exchange Commission, Thailand</li> </ul>	
<b>Holding a position of Director</b>	<ul style="list-style-type: none"> <li>3 Listed Companies</li> <li>1 Non Listed Company</li> </ul>	
<b>Directorship in Banpu Power</b>	Director, From 12 December 1996 - Present	
<b>Meeting attendance</b>	<b>2018</b>	<b>2017</b>
Board	12/12	12/12
	<i>(100 percent of Meeting Attendance)</i>	<i>(100 percent of Meeting Attendance)</i>
Corporate Governance and Nomination Committee	3/3	3/4
	<i>(100 percent of Meeting Attendance)</i>	<i>(75 percent of Meeting Attendance)</i>





## 2. Mr. Rawi Corsiri

<b>Nominated to be elected as</b>	Non-Executive Director	
<b>Age</b>	69 years	
<b>Nationality</b>	Thai	
<b>Education</b>	<ul style="list-style-type: none"> <li>- M.B.A. Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> <li>- B.Sc.(Geology), Chulalongkorn University</li> </ul>	
<b>Training</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP) #32/2003 Thai Institute of Directors Association (IOD)</li> <li>- Capital Market Academy Leader Program (CMA.) #2/2006 Capital Market Academy</li> <li>- Executive Leadership Program NIDA-Wharton Faculty of Business Administration, National Institute of Development Administration (NIDA) and The Wharton School, University of Pennsylvania, U.S.A.</li> <li>- Top Executive Program (TEA#3), Thailand Energy Academy</li> </ul>	
<b>Expertise</b>	Management, Business Relations, Economics, Strategy, Power, Technical / Engineer, Risk Management, Natural Resources & Environment	
<b>Present Positions</b>	<ul style="list-style-type: none"> <li>- Director/Member of Corporate Governance and Nomination Committee, Banpu Power Public Company Limited</li> <li>- Director/Chairman of Corporate Governance and Nomination Committee, Banpu Public Company Limited</li> <li>- Director, BLCP Power Co., Ltd.</li> <li>- Director, Hongsa Power Co., Ltd.</li> <li>- Director, Phu Fai Mining Company Limited</li> </ul>	
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Advisor, Banpu Public Company Limited</li> <li>- Director, Centennial Coal Company Limited</li> </ul>	
<b>Holding a position of Director</b>	2 Listed Companies 3 Non Listed Companies	
<b>Directorship in Banpu Power</b>	Director, From 29 October 2001 - Present	
<b>Meeting attendance</b>	<b>2018</b>	<b>2017</b>
Board	12/12	12/12
	<i>(100 percent of Meeting Attendance)</i>	<i>(100 percent of Meeting Attendance)</i>
Corporate Governance and Nomination Committee	3/3	4/4
	<i>(100 percent of Meeting Attendance)</i>	<i>(100 percent of Meeting Attendance)</i>



**3. Mr. Voravudhi Linananda**

<b>Nominated to be elected as</b>	Executive Director	
<b>Age</b>	61 years	
<b>Nationality</b>	Thai	
<b>Education</b>	<ul style="list-style-type: none"> <li>- M.B.A. Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> <li>- B.Eng. (Mechanical Engineering), Faculty of Engineering, Kasetsart University</li> </ul>	
<b>Training</b>	<ul style="list-style-type: none"> <li>- Advanced Management Program (AMP173) Harvard Business School, U.S.A.</li> <li>- Directors Certificate Program (DCP) #149/2011 Thai Institute of Directors Association (IOD)</li> <li>- Orchestrating Winning Performance Program #OWPII/2013 International Institute of Management Development (IMD SE Asia)</li> </ul>	
<b>Expertise</b>	Management, Business Relations, Economics, Strategy, Power, Technical / Engineer, Risk Management, Natural Resources & Environment	
<b>Present Positions</b>	<ul style="list-style-type: none"> <li>- Director, Banpu Power Public Company Limited</li> <li>- Advisor, Banpu Public Company Limited</li> <li>- Director, BLCP Power Co., Ltd.</li> <li>- Director, Hongsa Power Co., Ltd.</li> <li>- Director, Phu Fai Mining Company Limited</li> </ul>	
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Chief Executive Officer, Banpu Power Public Company Limited</li> <li>- Chief Operating Officer, Banpu Public Company Limited</li> <li>- Director, Banpu Coal Power Co., Ltd.</li> </ul>	
<b>Holding a position of Director</b>	1 Listed Company 3 Non Listed Companies	
<b>Directorship in Banpu Power</b>	Director, From 10 April 2015 - Present	
<b>Meeting attendance</b>	<b>2018</b>	<b>2017</b>
Board	12/12	12/12
	<i>(100 percent of Meeting Attendance)</i>	<i>(100 percent of Meeting Attendance)</i>

**Information of Banpu Power PCL. Shareholding of nominated person (As of 31 December 2018)**

Nominated persons	Number of shares	Percentage of issued shares
1. Mr. Chanin Vongkusolkit	1,495,711	0.049
2. Mr. Rawi Corsiri	60,000	0.002
3. Mr. Voravudhi Linananda	100,000	0.003

**Information of holding a directorship in listed company or other rival incorporation/any related business with the Company**

Nominated persons	Listed Company		Non Listed Company		Other rival incorporation / any related business with the Company
	Number	Type of Director	Number	Type of Director	
1. Mr. Chanin Vongkusolkit	3	- Non-Executive Director, Banpu Power PCL. - Chairman, Banpu PCL. - Chairman, The Erawan Group PCL.	1	- Director, Mitr Phol Sugar Corp. Ltd.	None
2. Mr. Rawi Corsiri	2	- Non-Executive Director, Banpu Power PCL. - Director, Banpu PCL.	3	- Director, BLCP Power Co., Ltd. - Director, Hongsa Power Co., Ltd. - Director, Phu Fai Mining Company Limited	None
3. Mr. Voravudhi Linananda	1	- Executive Director, Banpu Power PCL.	3	- Director, BLCP Power Co., Ltd. - Director, Hongsa Power Co., Ltd. - Director, Phu Fai Mining Company Limited	None

### **Relationship characteristics of nominated persons qualified as an independent director**

- Is not related persons or close relatives to management or major shareholders of the company and its subsidiaries
- Has no 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
  - Is not a director and Participate in day- to-day business, or being an officer, employee or consultant who receives regular salary
  - Is not a professional service provider (such as Auditor or Legal Consultant)
  - Has no business relationship (such as buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)

In the Year 2019, there are no directors who will be nominated as independent directors

### **BANPU POWER Definition of Independent Director**

Banpu Power Public Company Limited has defined the definition of Independent Directors, which is **equal** to 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. 4/2552 dated 20 February B.E.2552. Therefore, “**Independent Director**” of the Company means the director who possesses the following qualifications:

1. Holds shares not exceeding 1% 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.