


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

1. Associate Professor Dr. Naris Chaiyasoot

Nominated to be elected as	Independent Director	
Age:	65 years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> - Ph.D Econ, University of Hawaii, USA - M.A. Econ, (English Program) Thammasat University, Thailand - B.A. Econ (Honors), Thammasat University, Thailand 	
Training:	<ul style="list-style-type: none"> - Chartered Director Class (CDC) # 3/2008 - Director Certification Program (DCP) # 82/2006 - Director Accreditation Program (DAP) # 32/2005 - Finance for Non-Finance Directors (FND) # 19/2005 - Advance Audit Committee Program (AACP) # 29/2018 - Role of the chairman program (RCP) # 45/2019 	
Expertise:	<ul style="list-style-type: none"> - Accounting & Finance, Management, Business Relations, Economics, Strategy 	
Present positions:	<ul style="list-style-type: none"> - Independent Director/Chairman of Board of Director /Chairman of Corporate Governance and Nomination / Member of Audit Committee of Banpu Power Public Company Limited. - Independent Director/ Chairman of Audit Committee/ member of Nomination Committee and the Compensation Committee of GMM Grammy Public Company Limit. - Chairman, AP (Thailand) Public Company Limited. 	
Experience:	<ul style="list-style-type: none"> - Director/ Chairman of Audit Committee of Fortune Parts Industry Public Company Limited. - Director, Bangkok Commercial Asset Management Public Company Limited - Chairman, Dhanarak Asset Development Company Limited. - Chairman, Deposit Protection Agency. - Director, Export-Import Bank of Thailand. - Director, Thai Oil Public Company Limited - Director, PTT Public Company Limited. - Director, Capital Market Supervisory Board of The Securities and Exchange Commission 	
Holding a position of Director:	<ul style="list-style-type: none"> 3 Listed Companies 3 Non-Listed Companies 	
Term of office:	<ul style="list-style-type: none"> 3 Years (Since 2017¹ - 2020) 6 Years in case of getting approval from the 2020 AGM (Since 2017 - 2023) 	
Meeting attendance:	2019	2018
Board	11/12 (91.66%)	12/12 (100%)
Audit Committee	10/11 (90.90)	8/8 (100%)
Corporate Governance Committee	4/4 (100%)	3/3 (100%) and Nomination

¹ Associate Professor Dr. Naris Chaiyasoot has been appointed as the independent director since 4 August 2015, however, he retired from the office in the second year after the registration as a public company by drawing lots in the 2017 Annual General Meeting of Shareholders according to Clause 17 of the Articles of Association, therefore, he has begun his first term of office as the independent director since then.

2. Mrs. Somruedee Chaimongkol



Nominated to be elected as	Executive Director
Age:	58
Nationality:	Thai
Education:	- B.Sc (Accounting), Bangkok University - Program for Global Leadership, Harvard University Graduate School of Business Administration, Boston, U.S.A.
Training:	- Director Certification Program (DCP) # 78/2006 - Top Executive Program, Capital Market Academy (CMA) # 18 - Top Executive Management Program on Industrial Development and Investment (Class 2), Institute of Business and Industrial Development (IBID)
Expertise:	- Accounting & Finance, Management, Business Relations, Economics, Strategy, Information Technology, Power, Risk Management
Present positions:	- Director and Compensation Committee of Banpu Power Public Company Limited. - Chief Executive Officer/ Director, Banpu Public Company Limited.
Experience:	- Assistant Chief Executive Officer – Finance - Director, BLCP Power Ltd. - Director, PT. Indo Tambangraya Megah Tbk. - Director, Banpu Australia Co., Pty Ltd.
Holding a position of Director:	2 Listed Companies 30* Non-Listed Companies
Term of office:	3 Years (Since 2017 ² - 2020) 6 Years in case of getting approval from the 2020 AGM (Since 2017 - 2023)
Meeting attendance:	2019 2018
Board	12/12 (100%) 12/12 (100%)
Compensation Committee	4/4 (100%) 4/4 (100%)

Remark:

*Holding a position of Director, Banpu Group and Banpu Power Group

² Mrs. Somruedee Chaimongkol has been appointed as the director of the Company since 30 July 2009, at that time being a limited company, however, she retired from the office in the second year after the registration as a public company by drawing lots in the 2017 Annual General Meeting of Shareholders according to Clause 17 of the Articles of Association, therefore, she has begun her first term of office as the director since then.



3. Dr. Kirana Limpaphayom

Nominated to be elected as Executive Director

Age: 46

Nationality: Thai

Education:

- Ph.D. Sociology, University of Warwick
- M.Sc. Industrial Relations, London School of Economics and Political Science (LSE), University of London
- MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University

Training:

- Bachelor of Economics, Chulalongkorn University
- Graduate of the Australian Institute of Company Directors (GAICD)
- Indonesian Institute of Corporate Directorship (Professional Director Program)

Expertise:

- Accounting & Finance, Management, Business Relations, Economics, Strategy, Information Technology, Risk Management, Natural Resources & Environment

Present positions:

- President Director, PT Indo Tambangraya Megah Tbk
- President Director, Thai Business Club Indonesia (TBCI)

Experience:

- Senior Vice President, Office of the President Director, PT Indo Tambangraya Megah Tbk
- Senior Vice President – Head of Australia Investment, Banpu Australia Co., Pty Ltd.
- Executive Director, Centennial Coal
- Senior Vice President – Head of Strategic Planning and Analysis, Banpu Public Company Limited
- Director (Head of Department), Strategy Management Department, Government Pension Fund (GPF)
- Business Development Manager, SGV Associates Limited
- Manager, Legal & Tax Consultants, PricewaterhouseCoopers

Holding a position of Director: 1 Listed Companies

6* Non-Listed Companies

Remark:

*Holding a position of Director, Banpu Group and Banpu Power Group

Information of Banpu Power PCL. Shareholding of nominated person (As of 31 December 2019)

Nominated persons	Number of shares	Percentage of issued shares
1. Associate Professor Dr. Naris Chaiyasoot	none	none
2. Mrs. Somruedee Chaimongkol	1,622,179	0.053
3. Dr. Kirana Limpaphayom	120,000	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. Associate Professor Dr. Naris Chaiyasoot	3	- Independent Director, Banpu Power PCL. - Independent Director, GMM Grammy PCL. - Independent Director, AP (Thailand) PCL.	3	- Director, R.X. Co., Ltd. - Director, Travelex (Thailand) Limited - Director, Function International Co.,LTD.	None
2. Mrs. Somruedee Chaimongkol	2	- Executive Director, Banpu Power PCL. - Executive Director, Banpu PCL.	30 ³	- Director	None
3. Dr. Kirana Limpaphayom	1	- Executive Director, Banpu Power PCL.	6 ⁴	None	None

³ Holding a position of Director, Banpu Group and Banpu Power Group

⁴ Holding a position of Director, Banpu Group and Banpu Power Group

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.