



Corporate Governance and Nomination
Committee Charter B.E.2558
Amendment No.1 B.E. 2562

Revision	Date
	21 August 2015
1	30 August 2019

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**Corporate Governance and Nomination Committee Charter B.E. 2558
(Amendment No.1 B.E. 2562)**

The Board of Directors of Banpu Power Public Company Limited deemed appropriate to formulate the Corporate Governance and Nomination Charter B.E. 2558 in order to gather the compositions, duties, responsibilities and practice guidelines of the Corporate Governance and Nomination Committee entrusted by the Board of Directors. In addition, it is also to be in line with one of the best practices under the Principles of Good Corporate Governance for Listed Companies 2006 by the Stock Exchange of Thailand, specified that “the board of directors should appoint committee for the good corporate governance”. Therefore, the Board of Directors formulated the above mentioned Charter as follows:

- Clause 1 This Charter shall be called the “Corporate Governance and Nomination Committee Charter B.E. 2558 (Amendment No.1 B.E. 2562)”
- Clause 2 This Charter shall be enforced as from the executed date of the Chairman of the Board of Directors.
- Clause 3 Compositions and Criteria of the Corporate Governance and Nomination Committee.
- 3.1. The Corporate Governance and Nomination Committee shall consist of at least three directors appointed by the Board of Directors.
 - 3.2. The Chairman of the Corporate Governance and Nomination Committee shall be the independent director.
 - 3.3. The Chairman of the Corporate Governance and Nomination Committee can be a member of only another sub-committee.
 - 3.4. The member of the committee shall be non-executive director.
 - 3.5. The Manager of the Corporate Governance and Compliance Division shall be the secretary to the Corporate Governance and Nomination Committee.
- Clause 4 Term of Office and Retirement.
- 4.1. The Committee members shall serve a term of office of three years as from the date on which they are appointed from the Board of Directors.

- 4.2. The committee member who retired by his rotation is eligible for re-election by considering the criteria and procedure for nomination of directors set by the Governance and Nomination Committee.
- 4.3. The committee member who wishes to resign before the expiration of his term of office shall give a notice thereof to the Board of Directors 1 month in advance with the reason.

Clause 5 Duties and Responsibilities of the Corporate Governance and Nomination Committee.

The Corporate Governance and Nomination Committee has two major duties; firstly, to review the Corporate Governance policy and the Code of Conduct and to monitor compliance of the policy and practices so that it remain within an ethical framework and secondly, to nominate directors, Chief Executive Officer and Executive Officers, to review a succession plan, and to report to the Board of Directors for approval or for submission to the shareholders' meeting, as the case may be. The Corporate Governance and Nomination Committee has the following duties and responsibilities:

- 5.1. To consider and review whether the Company's Corporate Governance policy and its Code of Conduct are appropriate and adequate and to regularly update the Corporate Governance policy.
- 5.2. To monitor and supervise directors and staff's compliance with the Corporate Governance policy and the Code of Conducts so that it is in line with those determined by the Board of Directors and to arrange a system where Banpu Power can receive grievance with regards to the Corporate Governance and Code of Conduct from stakeholders.
- 5.3. To review the structure and components of the Board of Directors, to monitor the term of office of its directors, Chief Executive Officer and Executive Officers, and to prepare a succession plan of senior executives (starting from Department Vice President and over).
- 5.4. To determine the director qualifications to be align with company strategy and the nomination process should be considering with the diversity of board composition in terms of skills, experience, gender, knowledge and competency that complement to the company strategy.
- 5.5. To provide measure of performance evaluation of the Board of Directors as a group and individual director to the Board of Directors; to participate in the evaluation and to monitor improvements based on results of such evaluation.

- 5.6. To provide measure of performance evaluation of the Board of Directors as a group and individual director; to participate in the evaluation, summarize the assessment result to the Board of Directors annually and monitor the result of such evaluation director's performance improvement and strengthen the director's capability.
- 5.7. To submit an operation report to the Board of Directors at least once a year.
- 5.8. To do any other tasks as designated by the Board of Directors.

To ensure that the Corporate Governance and Nomination Committee effectively performs its tasks, the Committee must do the following:

- (1) Within the scopes of its authority, inviting executive officer or supervisor to attend its meeting for clarification purpose or to submit relevant documents.
- (2) Hiring consultants or spend money in any other ways relating to its job at the Company's costs.

Clause 6 Criteria and Qualifications of the selection of the Company's directors:

In the director selection process, prior to proposing to the Board of Directors for nominating to the Board of Directors for nominating to the shareholders for appointment approval at the shareholders meeting, the Corporate Governance and Nomination Committee shall set nomination criteria and qualifications of the Board of Directors by taking processes as follows:

- 6.1. To consider the proper required knowledge, experience and expertise of the directors in accordance with the requirement of the Board of Directors.
- 6.2. To consider the independence of the independent directors, including whether or not it is necessary of independent director nomination in case of their vacancy according to the practices.

The Corporate Governance and Nomination Committee set up the three criteria to consider the director qualifications which are as follows¹:

- (1) General Qualifications
 - (1.1) Shall not be a person of unsound mind or A person who has mental infirmity;
 - (1.2) Shall never been imprisoned by the final judgment of a court, provided that the offences committed through negligence;

¹ Clauses 1.5 – 1.9 are the information from “the Director Nomination Best Practices” of the Thai Institute of Directors Association.

- (1.3) Shall never been under judgement or court order to enforce the asset belonging to the State;
 - (1.4) Shall not be or never been a bankrupt;
 - (1.5) Should be able to dedicate adequate time to the company and shall not simultaneously serve in more than 5 listed companies;
 - (1.6) Shall have integrity and accountability;
 - (1.7) Shall make judgment based on fact and reason;
 - (1.8) Shall be a prudent person who is able to advance constructive debates and independent opinions;
 - (1.9) Shall be a person working as professional based on principles and proper standard;
 - (1.10) Other qualifications as the Corporate Governance and Nomination Committee deems necessary.
- (2) Specific competencies and expertise considered with skill mix, gender, experience and specialized skills required for the Board of Directors including the knowledge of the company's business, accounting and finance management, strategic planning, business decisions making, marketing, corporate governance and legal.
 - (3) The independent directors shall have the general qualifications and specific competencies and shall also have qualifications of "Independent Directors" stipulated in the "Practices for the Board of Directors of Banpu Power Public Company Limited B.E.2558 (Amendment no.2 B.E. 2562)".

Clause 7 In the process of the director selection, a list of nominated persons once considered by the Corporate Governance and Nomination Committee will be proposed to the Board of Directors for consideration prior to propose the name list for shareholders' approval at the Annual General Meetings. The Corporate Governance and Nomination Committee will be proposed to the Board of directors for consideration prior to propose the name list for shareholders' approval at the Annual General Meetings. The Corporate Governance and Nomination Committee shall proceed the following:

- 7.1. In case of the retirement of directors who retired by their rotation are eligible to be proposed for re-election.

- 7.2. In case of the vacancy of director, the Corporate Governance and Nomination Committee may invite the existent directors to propose the appropriate persons to the Board of Directors.
- 7.3. Such persons in both aforementioned cases shall meet qualifications according to the related criteria.
- 7.4. The persons who are proposed to be the directors shall not have the prohibited qualifications according to related laws and regulations.
- 7.5. The persons who meet qualification criteria to be directors in order to ensure that they will be pleasant if they are appointed from the shareholders.
- 7.6. To propose the persons who meet qualification criteria to the Board of Directors for consideration prior to propose at the Annual General Meeting for shareholders' consideration.

Notified on 30th August 2019

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(Associate Professor Dr. Naris Chaiyasoot)
Chairman of the Board of Directors