

Criteria and Procedures for Directors Nomination 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 in advance Directors Nomination of Annual General Meeting of Shareholders (“AGM”) 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 for minority shareholders to propose Directors Nomination in advance, 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 5 percent of the total voting rights of the Company, 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 part of (1) and (2) in “Directors Nomination to 2023 AGM Form” (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 “Director Nomination Form”

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, the Notification of Capital Market Supervisory Board, the Company’s Articles of Association and the good corporate governance practice of the Company.

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 to propose nominated director in advance during 1-30 December 2022. Then the proposed nominated director will be presented to the Board of Directors for consideration in February 2023.
- 3.2 The shareholders may informally submit the required documents and evidences via email address of the Company Secretary at bpp_comsec@banpupower before posting the original by a registered mail to

Company Secretary Department

Banpu Power Public Company Limited
26th Floor, Thanapoom Tower,
1550 New Petchburi Road, Makkasan,
Ratchathewi, Bangkok 10400.

In this regard, the Company Secretary Department 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 licence, 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 Board of Directors will consider the proposal of the shareholders during the Board of Directors meeting in February 2023.
- 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

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 address (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 (SET). 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. via E-mail of the Company Secretary at 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 2023 for consideration of the Board of Directors based on the Company’s criteria before proposing to the 2023 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.