

(Translation)

Ref: 2062/014

2 April 2019

Subject: Resolution of the Annual General Meeting of Shareholders for the Year 2019

To: President of the Stock Exchange of Thailand

Banpu Power Public Company Limited (“the Company”) would like to inform the Stock Exchange of Thailand of the following resolutions passed by the Annual General Meeting of Shareholders for the Year 2019, which was held on 2 April 2019 from 14.00 – 16.12 hours.

1. The Meeting acknowledged of the minutes of the Annual General Meeting of Shareholders for the year 2018 which was held on 2 April 2018.

The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2018.

2. The Meeting acknowledged the performance of the Company for the year 2018 and adopted the directors’ report for the performance of the Company for the year ended on December 31, 2018.

The Meeting acknowledged and adopted this agenda by simple majority with the voting comprising:

Approved	2,790,992,974 votes,	equivalent to	99.9967 %
Objected	90,325 votes,	equivalent to	0.0032 %
Abstained	419,601 votes,	equivalent to	-
Voided Ballot	0 votes,	equivalent to	-

of the total votes of shareholders attending the Meeting and casting their votes.

3. The Meeting approved the audited statements of financial position and Statement of Income for the year ended on December 31, 2018.

The Meeting approved this agenda by simple majority with the voting comprising:

Approved	2,790,999,359 votes,	equivalent to	99.9967 %
Objected	89,325 votes,	equivalent to	0.0032 %
Abstained	425,129 votes,	equivalent to	-
Voided Ballot	0 votes,	equivalent to	-

of the total votes of shareholders attending the Meeting and casting their votes.

4. The Meeting approved the distribution of annual profits and annual dividend payment as follows:

- 4.1 the appropriation of annual profits at the rate of 5 per cent as legal reserve for a total amount of Baht 115 million, following this allocation, the Company will have a total legal reserve of Baht 1,363 million; and
- 4.2 the declaration of the total annual dividend for the Company's performance of the Year 2018 at the rate of Baht 0.60 per share, of which Baht 0.30 was paid as an interim dividend to the shareholders holding 3,051,021,700 shares in the amount of Baht 915 million. Therefore, the remaining of dividend payment for the Year 2018 performance will be paid to the shareholders holding 3,051,021,700<sup>1</sup> shares at the rate of Baht 0.30 per share, which is considered to be the declaration of dividend at the rate of 48 percent of the Company's net profit, payable from the corporate income tax – exempted profit on which shareholders are not entitled to tax credits. The dividend payment is scheduled to be on April 26, 2019. In this regard, the Record Date was fixed on April 11, 2019 in order to determine the eligible shareholders who shall be entitled to have the right to receive such dividend.

The Meeting approved this agenda by simple majority with the voting comprising:

Approved	2,763,881,096 votes,	equivalent to	99.0099 %
Objected	27,637,604 votes,	equivalent to	0.9900 %
Abstained	101 votes,	equivalent to	-
Voided Ballot	0 votes,	equivalent to	-

of the total votes of shareholders attending the Meeting and casting their votes.

5. The Meeting approved the appointment of 3 directors in place of those retiring by rotation and reelected those 3 directors to be directors for another term, namely 1) Mr. Chanin Vongkusolkit 2) Mr. Rawi Corsiri 3) Mr. Voravudhi Linananda

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<sup>1</sup> Number of the Company shares at present, which has not yet included the ordinary shares that maybe increasing from the exercising of the right to purchase the ordinary share No. 8 on 29 March 2019 of warrants representing the right to purchase the newly issued ordinary shares of the Company, issued and offered to the directors and employees of Banpu Group and the issue and offering of newly issued ordinary shares of the Company under the Employee Stock Option Plan for Directors and Employees of the Company.

5.1 Mr. Chanin Vongkusolkit to be the Director

The Meeting approved this agenda by simple majority with the voting comprising:

Approved	2,791,155,847 votes,	equivalent to	99.9873 %
Objected	352,325 votes,	equivalent to	0.0126 %
Abstained	10,640 votes,	equivalent to	-
Voided Ballot	0 votes,	equivalent to	-

of the total votes of shareholders attending the Meeting and casting their votes.

5.2 Mr. Rawi Corsiri to be the Director

The Meeting approved this agenda by simple majority with the voting comprising:

Approved	2,790,481,948 votes,	equivalent to	99.9632 %
Objected	1,026,325 votes,	equivalent to	0.0367 %
Abstained	10,539 votes,	equivalent to	-
Voided Ballot	0 votes,	equivalent to	-

of the total votes of shareholders attending the Meeting and casting their votes.

5.3 Mr. Voravudhi Linananda to be the Director

The Meeting approved this agenda by simple majority with the voting comprising:

Approved	2,791,208,247 votes,	equivalent to	99.9892 %
Objected	299,925 votes,	equivalent to	0.0107 %
Abstained	10,640 votes,	equivalent to	-
Voided Ballot	0 votes,	equivalent to	-

of the total votes of shareholders attending the Meeting and casting their votes.

6. The Meeting approved the remunerations to the directors as follows:

1. Annual remunerations of Baht 12 million for the year 2018, in addition the part of the remuneration of the directors nominated from the major shareholder in the amount of Baht 7,741,938 of which the said directors have expressed their intentions not to receive the annual remunerations. Therefore, the total annual remunerations for the year 2018 will be paid in the total of Baht 4,258,065.
2. Allocation of the newly issued ordinary shares of the Company under the Employee Stock Option Plan for Directors and Employees of the Company and its subsidiaries (BPP-ESOP) in the amount of 300,000 shares to a director, namely Mr. Sutee Sukruan which has been approved by the Compensation Committee Meeting No. 4/2018 held on 12 December 2018

3. Remunerations for the year 2019 to the Board of Directors and sub-committees, namely the Audit Committee, the Corporate Governance and Nomination Committee and the Compensation Committee would be equal rate with the year 2018 with the following details:

3.1. Remunerations to the Board comprising of

3.1.1 monthly compensation payable to the Chairman at the rate of 52,000 Baht/month, and each of other Board members 40,000 Baht/month

3.1.2 meeting allowances to the Board payable only attending the meeting in person per meeting to the Chairman at the rate of 26,000 Baht and each of other Non Executive Board members 20,000 Baht.

3.2 Meeting allowances to the Audit Committee payable only attending the meeting in person per meeting to the Chairperson at the rate of 31,200 Baht and each of the other committee members 24,000 Baht.

3.3 Meeting allowances to the Corporate Governance and Nomination Committee and the Compensation Committee payable only attending the meeting in person per meeting to the Chairperson at the rate of 26,000 Baht and each of the other committee members 20,000 Baht.

The Meeting approved this agenda by votes not less than two-thirds with the voting comprising:

Approved	2,768,884,517 votes,	equivalent to	99.3259 %
Objected	18,769,175 votes,	equivalent to	0.6732 %
Abstained	21,052 votes,	equivalent to	0.0007 %
Voided Ballot	0 votes,	equivalent to	0.0000 %

of the total votes of shareholders present at the Meeting

**Remark:** The directors holding an aggregate of 3,863,390 votes, were having special interest in this agenda. Thus, the total of eligible shares present in the Meeting for voting on this agenda were 2,787,674,744 votes.

7. The Meeting approved the appointment of the Company's auditors from PricewaterhouseCoopers ABAS (or "PwC") and fix his/her remuneration namely;

1. Ms. Amornrat Pearmpoonvatanasuk C.P.A. (Thailand) No. 4599 and/or
2. Mr. Pongthavee Ratanakoses C.P.A. (Thailand) No. 7795 and/or
3. Mr. Vichien Khingmontri C.P.A. (Thailand) No. 3977

to be the auditors of the Company for the year 2019 and fix the audit remuneration at 1,703,363 Baht, including acknowledging the audit remuneration for the quarterly review and yearly audit of the financial statements of the company and its subsidiaries in the total of Baht 12,624,358.

The Meeting approved this agenda by simple majority with the voting comprising:

Approved	2,782,269,540 votes,	equivalent to	99.6686 %
Objected	9,250,253 votes,	equivalent to	0.3313 %
Abstained	19,284 votes,	equivalent to	-
Voided Ballot	0 votes,	equivalent to	-

of the total votes of shareholders attending the Meeting and casting their votes.

8. The Meeting approved the amendment of the clause no. 31 of the Company's Articles of Association to be consistent with the Order of the Head of the National Council for Peace and Order No. 21/2560 "Re: On Amendment of Laws to Facilitate the Ease of Doing Business", to amend Section 100 of the Public Limited Companies Act B.E. 2535

The Meeting approved this agenda by votes not less than three-fourths with the voting comprising:

Approved	2,790,021,823 votes,	equivalent to	99.9456 %
Objected	900 votes,	equivalent to	0.0000 %
Abstained	1,516,354 votes,	equivalent to	0.0543 %
Voided Ballot	0 votes,	equivalent to	0.0000 %

of the total votes of shareholders present at the Meeting and eligible to vote.

9. The Meeting approved the amendment of the company' seal and the amendment of Clause 59 of the Company's Articles of Association in order to be consistent with the amendment of the company seal

The Meeting approved this agenda by votes not less than three-fourths with the voting comprising:

Approved	2,791,528,100 votes,	equivalent to	99.9996 %
Objected	0 votes,	equivalent to	0.0000 %
Abstained	10,977 votes,	equivalent to	0.0003 %
Voided Ballot	0 votes,	equivalent to	0.0000 %

of the total votes of shareholders present at the Meeting and eligible to vote.

10. Other business (if any)

-None-

Sincerely yours,

- Signature -

(Mr.Sutee Sukruan)

Chief Executive Officer