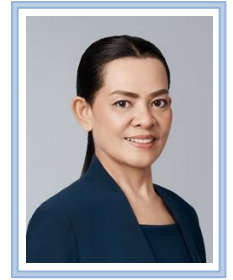


## (Translation)

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

**1. Credentials and Backgrounds of the nominated persons****1.1 Associate Professor Dr. Naris Chaiyasoot**

<b>Nominated to be elected as</b>	Independent Director		
<b>Age:</b>	62 years		
<b>Nationality:</b>	Thai		
<b>Education:</b>	<ul style="list-style-type: none"> <li>- Ph.D Econ, University of Hawaii, USA</li> <li>- M.A. Econ, (English Program) Thammasat University, Thailand</li> <li>- B.A. Econ (Honors), Thammasat University, Thailand</li> </ul>		
<b>Training:</b>	<ul style="list-style-type: none"> <li>- Chartered Director Class Program (CDC) #3/2008</li> <li>- Director Certification Program (DCP) # 82/2006</li> <li>- Director Accreditation Program (DAP) # 32/2005</li> <li>- Financial for Non-Finance Directors (FND) # 19/2005</li> </ul>		
<b>Expertise:</b>	<ul style="list-style-type: none"> <li>- Economics, Management and International</li> </ul>		
<b>Present positions:</b>	<ul style="list-style-type: none"> <li>- Independent Director/Chairman of Board of Director /Chairman of Corporate Governance and Nomination / Member of Audit Committee of Banpu Power Public Company Limited.</li> <li>- Independent Director/ Chairman of Audit Committee/ member of Nomination Committee and the Compensation Committee of GMM Grammy Public Company Limit.</li> <li>- Director/ Chairman of Audit Committee of Fortune Parts Industry Public Company Limited.</li> <li>- Chairman, AP (Thailand) Public Company Limited.</li> <li>- Chairman, Small and Medium Enterprise Development Bank of Thailand.</li> </ul>		
<b>Experience:</b>	<ul style="list-style-type: none"> <li>- Director, Bangkok Commercial Asset Management Public Company Limited.</li> <li>- Chairman, Dhanarak Asset Development Company Limited.</li> <li>- Chairman, Deposit Protection Agency.</li> <li>- Director, Export-Import Bank of Thailand.</li> <li>- Director, PTT Public Company Limited.</li> <li>- Director, Capital Market Supervisory Board of The Securities and Exchange Commission</li> </ul>		
<b>Holding a position of Director:</b>	4 Listed Companies 1 Non Listed Company		
<b>Directorship in Banpu Power:</b>	Independent Director, Banpu PCL.from 4 August 2015 - Present		
<b>Meeting attendance:</b>	<b>Year 2016</b>	<b>Year 2015</b>	
- Board	12/12	7/7	(Appointed since 4 August 2015)
- Audit Committee	12/12	5/5	(Appointed since 4 August 2015)
- Corporate Governance and Nomination Committee	*1st Meeting of January 2017*		



## 1.2 Mr. Somruedee Chaimongkol

**Nominated to be elected as**

Director

**Age:**

55

**Nationality:**

Thai

**Education background:**

- B.Sc (Accounting), Bangkok University  
- Program for Global Leadership, Harvard University  
Graduate School of Business Administration Boston, USA

**Training :**

- Director Certification Program (DCP) # 78/2006, Thai  
Institute of Directors Association (IOD)  
- Top Executive Program, Capital Market Academy (CMA) # 18

**Expertise:**

- Management, New Business Technology, Financial.

**Present Position:**

- Director and Compensation Committee of Banpu Power  
Public Company Limited.

**Experience:**

- Chief Executive Officer/ Director, Banpu Public Company Limited.  
- 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  
23 Non Listed Companies\*

**Directorship in Banpu Power:**

Director, from 30 July 2009 - Present

**Meeting attendance:**

**Year 2016**      **Year 2015\*\***

- Board

12/12

14/16

- Compensation Committee

3/3

-

### Remark

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

\*\* The Company has appointed the compensation Committee according to the resolution of the Board of Directors No. 11/2015 on 21 August 2015. There was no Compensation Committee meeting during the period from 1 January to 31 December 2015



**1.3 Mr. Akaraphong Dayananda  
Nominated to be elected as**

**Age:** 58 years  
**Nationality:** Thai  
**Education:**  
- M.B.A., Bowling Green State University, Ohio, U.S.A  
- B. Sc. (Engineering), Chulalongkorn University  
**Training:**  
- Executive Program in Strategy and Organization, Stanford University, California, U.S.A.  
- Director Certification Program (DCP) # 91/2007, Thai Institute of Directors Association (IOD)  
- Director Diploma Examination # 22/2007, Thai Institute of Directors Association  
**Expertise:**  
- Strategic Planning, Management, New Business  
**Present positions:**  
- Director, Banpu Power Public Company Limited.  
- Assistant Chief Executive Officer – Strategy and Business Development, Banpu Public Company Limited.  
**Experience:**  
- Director, Banpu North America Corporation  
- Director, Banpu Renewable Energy Co., Ltd.  
- Director, Banpu Power (Japan) Co., Ltd.  
**Holding a position of Director:** 1 Listed Company  
23 Non listed Companies\*  
**Directorship in Banpu Power:** Director, Banpu Power PCL. from 30 July 2009 - Present  
**Meeting attendance:**  

	<b>Year 2016</b>	<b>Year 2015</b>
Board	11/12	15/16

Remark

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

**2. Information of BANPU POWER shareholding of the nominated persons (As of 31 December 2016)**

Nominated persons	Number of shares	Percentage of issued shares
1. Associate Professor Dr. Naris Chaiyasoot	None	None
2. Mrs. Somruedee Chaimongkol	272,179	0.01
3. Mr. Akaraphong Dayananda	5,000	0.00

**3. 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	4	-Director, Banpu Power Public Company Limited - Director, GMM Grammy Public Company Limit. - Director, AP (Thailand) Public Company Limited. - Director, Fortune Parts Industry Public Company Limited.	1	- Director, Small and Medium Enterprise Development Bank of Thailand.	None
2. Mrs. Somruedee Chaimongkol	2	-Director, Banpu Power Public Company Limited -Director, Banpu Public Company Limited	23*	Director	None
3. Mr. Akaraphong Dayananda	1	-Director, Banpu Power Public Company Limited	23*	Director	None

Remark : \* Holding a position of director, Banpu Group and Banpu Power Group

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

Relationship characteristics	Name of nominated persons as an independent director		
	Associate Professor Dr. Naris Chaiyasoot	Mr. Yokporn Tantisawetrat	Professor Dr. Bundhit Eua-arporn
Holding of Banpu Power’s ordinary share - Amount - The ratio of voting Rights	None None	None None	None None
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None	None	None
Having 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  - Being a director and Participate in day-to-day business, or being an officer, employee or consultant who receives regular salary  - Being a professional service provider (such as Auditor or Legal Consultant)  - Having business relationship (such as buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)	None  None  None  None	None  None  None  None	None  None  None  None

#### **5. 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.