



(Translation)

Ref: No. 2061/023

2 April 2018

Subject: Resolution of the Annual General Meeting of Shareholders for the Year 2018

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 2018, which was held on 2 April 2018 from 14.00 – 16.36 hours.

1. The Meeting acknowledged of the minutes of the Annual General Meeting of Shareholders for the year 2017 which was held on 3 April 2017.

The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2017.

2. The Meeting acknowledged the performance of the Company for the year 2017 and adopted the directors’ report for the performance of the Company for the year ended on December 31, 2017.

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

Approved	2,778,971,206	votes,	equivalent to	99.9992%
Objected	20,024	votes,	equivalent to	0.0007%
Abstained	424,199	votes,	equivalent to	0.0000%
Voided Ballot	0	votes,	equivalent to	0.0000%

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, 2017.

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

Approved	2,778,990,263	votes,	equivalent to	100.0000%
Objected	0	votes,	equivalent to	0.0000%
Abstained	425,499	votes,	equivalent to	0.0000%
Voided Ballot	0	votes,	equivalent to	0.0000%

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 102 million, following this allocation, the Company will have a total legal reserve of Baht 1,248 million; and

4.2 the declaration of the total annual dividend of Baht 1,829 million for the Company's performance of the Year 2017 at the rate of Baht 0.60 per share, of which Baht 0.30 was paid as an interim dividend to the shareholders holding 3,048,235,000 shares in the amount of Baht 914.47 million. Therefore, the remaining of dividend payment for the Year 2017 performance will be paid to the shareholders holding 3,050,881,700¹ shares at the rate of Baht 0.30 per share, totaling Baht 915.26 million, which is considered to be the declaration of dividend at the rate of 44 per cent 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 26 April 2018. In this regard, the Record Date was fixed on 11 April 2018 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	2,773,920,085	votes,	equivalent to	99.7859%
Objected	5,950,825	votes,	equivalent to	0.2140%
Abstained	1,532	votes,	equivalent to	0.0000%
Voided Ballot	0	votes,	equivalent to	0.0000%

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 the directors for another term, namely 1) Mr. Yokporn Tantisawetrat 2) Professor Dr. Bundhit Eua-arporn 3) Mr. Metee Auapinyakul.

5.1 Mr. Yokporn Tantisawetrat to be the Independent Director

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

Approved	2,779,700,477	votes,	equivalent to	99.9948%
Objected	144,424	votes,	equivalent to	0.0051%
Abstained	28,999	votes,	equivalent to	0.0000%
Voided Ballot	172	votes,	equivalent to	0.0000%

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

¹ Number of the Company shares at present, which has not yet included the ordinary shares that may increase from the exercising of the right to purchase the ordinary share No. 4 on 30 March 2018 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.

5.2 Professor Dr. Bundhit Eua-arporn to be the Independent Director

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

Approved	2,779,718,731	votes,	equivalent to	99.9946%
Objected	147,424	votes,	equivalent to	0.0053%
Abstained	7,745	votes,	equivalent to	0.0000%
Voided Ballot	172	votes,	equivalent to	0.0000%

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

5.3 Mr. Metee Auapinyakul to be the Director

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

Approved	2,779,720,031	votes,	equivalent to	99.9948%
Objected	144,424	votes,	equivalent to	0.0051%
Abstained	9,445	votes,	equivalent to	0.0000%
Voided Ballot	172	votes,	equivalent to	0.0000%

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 10 million for the year 2017, in addition the part of the remuneration of the directors nominated from the major shareholder in the amount of Baht 6,451,614 of which the said directors have expressed their intentions not to receive the annual remunerations. Therefore, the total annual remunerations for the year 2017 will be paid in the total of Baht 3,548,386.
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. 2/2018 held on 16 February 2018
3. Remunerations for the year 2018 to the Board of Directors and sub-committees, namely the Audit Committee, the Corporate Governance and Nomination Committee and the Compensation Committee would be increased at the rate of 11.11 per cent compared to the year 2017 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	2,765,507,260	votes,	equivalent to	99.6209%
Objected	10,496,272	votes,	equivalent to	0.3781%
Abstained	27,150	votes,	equivalent to	0.0009%
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 3,843,390 votes, were having special interest in this agenda. Thus, the total of eligible shares present in the Meeting for voting on this agenda were 2,776,030,682 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 2018 and fix the audit remuneration at 1,653,750 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 16,580,058.

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

Approved	2,779,858,895	votes,	equivalent to	99.9997%
Objected	5,569	votes,	equivalent to	0.0002%
Abstained	9,608	votes,	equivalent to	0.0000%
Voided Ballot	0	votes,	equivalent to	0.0000%

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

8. The Meeting approved the amendment of the clause no. 24, 25 and 29 of the Company's Articles of Association to be consistent with the announcement of the National Council for Peace and Order No. 74/2557 "Re: The Electronic Meeting" of which stipulate that any meeting could be proceeded through electronic media and would be enforceable.

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

Approved	2,777,875,608	votes,	equivalent to	99.9281%
Objected	3,842	votes,	equivalent to	0.0001%
Abstained	1,994,622	votes,	equivalent to	0.0717%
Voided Ballot	0	votes,	equivalent to	0.0000%

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

9. Other businesses (if any)

-None-

Sincerely yours,

- signature -

(Mr. Sutee Sukruan)
Chief Executive Officer