

(Translation)

Ref: 2062/008

21 February 2019

Re: Resolutions of the Board of Directors' Meeting No. 2/2019 regarding the declaration of dividend, the amendment of the Company's Articles of Association and the calling of the Annual General Meeting of Shareholders of the Year 2019

To: The President of the Stock Exchange of Thailand

Banpu Power Public Company Limited (the "Company") would like to inform the resolutions passed by the Board of Directors' Meeting No. 2/2019 which was held on 21 February 2019 as follows:

1. Resolved to proposed to the Annual General Meeting of Shareholders of the Year 2019 (the "AGM") to consider and approve the appropriation of profits and distribution of annual dividend as follows:
 - 1.1 the appropriation of annual profits at the rate of 5 percent 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
 - 1.2 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 3,051,021,700¹ shares at the rate of Baht 0.30 per share.

¹ Number of the Company shares at present, which has not yet included the ordinary shares that may 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.

The above 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 26 April 2019. In this regard, the Record Date was fixed on 11 April 2019 in order to determine the eligible shareholders who shall be entitled to have the right to receive such dividend.

2. Resolved to propose to the 2019 AGM to consider the amendment of the Company's Articles of Association in the clause of 31 in relation to the order of the Head of the National Council for Peace and Order No. 21/2560 on the Amendment of Laws to Facilitate the Ease of Doing Business which has amended Section 100 of the Public Limited Companies Act B.E. 2535 regarding the right of shareholders to call the extraordinary general meetings, which has been considered and agreed by the Board of Directors' Meeting No. 1/2019 held on 25 January 2019.
3. Resolved to propose to the 2019 AGM to consider the amendment of the Company's Articles of Association in the clause of 59 in relation to the changing of the company seal which has been considered and agreed by the Board of Directors' Meeting No. 1/2019 held on 25 January 2019.
4. Resolved to call the AGM of the Year 2019 on Tuesday, 2 April 2019 at 14.00 hours at Royal Paragon Hall 3, 5th Floor of Siam Paragon No. 991, Siam Paragon Shopping Center, Rama I Road, Pathumwan District, Bangkok 10330, the eligible shareholders attending the AGM shall be those whose names are recorded on 7 March 2019 (Record Date), to consider and approve the following matters:

Agenda 1 To acknowledge the minutes of the Annual General Meeting of Shareholders for the Year 2018;

Agenda 2 To acknowledge the performance of the Company for the Year 2018 and adopt the directors' report for the performance of the Company for the year ended on 31 December 2018;

Agenda 3 To consider and approve the audited Statements of financial position and Statement of Income for the year ended on 31 December 2018;

- Agenda 4 To consider and approve the distribution of annual profits and annual dividend payment;
- Agenda 5 To consider and approve the appointment of directors in place of those retiring by rotation;
- Agenda 6 To consider and approve the directors' remunerations;
- Agenda 7 To consider and approve the appointment of the Company's auditor and fix his/her remuneration;
- Agenda 8 To consider and approve the amendment of the Company's Articles of Association in the clause of 31 in relation to the Meetings of Shareholders
- Agenda 9 To consider and approve the amendment of the Company's Articles of Association in the clause of 59 in relation to the changing of the company seal
- Agenda 10 Other businesses (if any).

Please be informed accordingly.

Yours sincerely

-signature-

(Mr. Sutee Sukruan)

Chief Executive Officer