

Independent Director to be Re-Elected



Mrs. Jaruwan Ruangswadipong

Age	63
Nationality	Thai
Educational Background	<ul style="list-style-type: none">- MBA (Financial Studies), University of Nottingham, UK- Master of Accountancy, Thammasat University- Bachelor of Accountancy, Thammasat University
Director's Certificates	<ul style="list-style-type: none">- Certificate of Director Certification Program, Thai Institute of Directors Association- IT Governance for Directors Program, Thai Institute of Directors Association- Risk Management: Issues for Boards Program, Thai Institute of Directors Association
Proposed Position	Independent Director
First Appointment	April 20, 2016
Latest Appointment	April 20, 2016
Year of Service	3 years
Term of Service*	1 st term: April 20, 2016 – 2019 AGM
Current Position in EGCO	Lead Independent Director and Chairman of Audit Committee
Current Positions in Other Organization	
<ul style="list-style-type: none">● Listed Companies	None
<ul style="list-style-type: none">● Non-listed Companies and Other Organizations	2 organizations <ul style="list-style-type: none">- Director and Secretary General, Federation of Accounting Professions- Senior Auditing Expert, German Society for International Cooperation (GIZ)

- Others that may cause conflict of interests to EGCO

None

Experiences during the past 5 years

2017 – 2018

Senior Capacity Development Consultant, German Society for International Cooperation (GIZ)

2015

Inspector General, Office of the Auditor General of Thailand

2013 – 2015

Executive Director and Member of Audit Committee, Asian Institute of Technology (AIT)

Skills / Expertise

Accounting, Internal Control, Internal Audit, HR Development

Achievement in year 2018 – Feb 2019

Being the Lead Independent Director and Chairman of Audit Committee, and devoting time with full attention to the Company's development. She has regularly attended the Company's meetings and provided useful comments and suggestions in all aspects taking into account shareholders' benefits and stakeholders' impacts based on the good corporate governance principles.

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

Meeting Attendance from January 1, 2018 until February 28, 2019

- Board of Directors: 14 out of 14 (100%)
- Audit Committee: 17 out of 17 (100%)

Nomination Policy

EGCO's policy on director nomination is based on the following:

1. Qualifications of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO;
2. Requirement of skills and experiences to support the achievement of EGCO's strategy;
3. Mixture of director diversity, namely age, gender, nationality, race, knowledge and skills;
4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix

Nomination Rationale

The Board considered and recommended proposing for the shareholder's approval that Mrs. Jaruwat Ruangswadipong be re-elected as an independent director for another term, given that she has expertise in accounting, internal control and internal audit. Placing an importance to the self-development, she regularly attends the training courses and applies the acquired knowledge to the oversight of the Company. In

addition, she fully devotes herself to the Company's corporate governance and provides useful comments and suggestion independently in accordance with related obligatory rules taking into account the transparency and fairness on the good corporate governance basis. Therefore, her re-election will bring the benefits to the shareholders and the sustainable growth to the Company.

Additional Information to Consider for Independent Director Election

Relationship Characteristics	Qualifications
Holding EGCO's shares not more than <u>0.5%</u> of the paid-up capital with the voting right	Holding None of EGCO's shares
Having the following relationship with EGCO, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 years <ul style="list-style-type: none"> ● Being an executive director, an employee, an advisor who receives regular salary ● Providing any professional services namely auditors, financial advisors or legal advisors ● Having material business relationship which affects directors' independence 	No No No
Having maternity or registration relationship with directors, management, EGCO's major shareholders, controlling persons or persons to be nominated as management or controlling persons of EGCO and its subsidiaries	No

Director to be Re-Elected



Mr. Nikul Silasuwan

Age	59
Nationality	Thai
Educational Background	Bachelor of Mechanical Engineering, Chiang Mai University
Director's Certificates	- Certificate of Director Certification Program, Thai Institute of Directors Association
Proposed Position	Director
First Appointment	May 1, 2018
Latest Appointment	May 1, 2018
Year of Service	11 months
Term of Service*	1 st term: May 1, 2018 – 2019 AGM
Current Position in EGCO	Director and Member of Investment Committee
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies and Other Organizations	2 organizations - Deputy Governor-Office of the Governor, Electricity Generating Authority of Thailand - Director, District Cooling System and Power Plant Co., Ltd (DCAP)
● Others that may cause conflict of interests to EGCO	None

Experiences during the past 5 years

2017 – 2018	Director, EGAT Diamond Service Co., Ltd.
2016 – 2018	Deputy Governor-Generation, Electricity Generating Authority of Thailand
2014 – 2016	Assistant Governor-Generation, Electricity Generating Authority of Thailand

Skills / Expertise

Engineering, Energy Business, Internal Control, Strategy Planning

**Achievement in year 2018 –
Feb 2019**

Being a director and a member of Investment Committee, he devotes himself to attend the Company's meeting regularly and places importance on the corporate governance, taking into account the impacts on the Company and all stakeholders with fairness and transparency upon the principles of good corporate governance. Moreover, with his expertise in energy business, he has provided useful recommendations for the Company's business.

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

**Meeting Attendance from May 1, 2018
until February 28, 2019**

- Board of Directors: 10 out of 10 (100%)
- Investment Committee: 9 out of 9 (100%)

Nomination Policy

EGCO's policy on director nomination is based on the following:

1. Qualifications of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO;
2. Requirement of skills and experiences to support the achievement of EGCO's strategy;
3. Mixture of director diversity, namely age, gender, nationality, race, knowledge and skills;
4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix

Nomination Rationale

The Board considered and recommended proposing for the shareholders' approval that Mr. Nikul Silasuwan be re-elected as a director for another term due, given that he has an engineering skill and extensively experiences in energy business in a leading power organization. Therefore, his re-election will support the Company's business operation with efficiency and stability as well as bringing benefits to all shareholders and stakeholders.

Director to be Re-Elected



Mr. Patana Sangsriroujana

Age	58
Nationality	Thai
Educational Background	<ul style="list-style-type: none"> - Master of Public and Private Management Program, National Institute of Development Administration - Bachelor of Engineering (Electrical Engineering), 2nd Class Honors, King Mongkut's Institute of Technology Thonburi
Director's Certificates	Certificate of Director Certification Program, Thai Institute of Directors Association
Proposed Position	Director
First Appointment	October 1, 2018
Latest Appointment	October 1, 2018
Year of Service	6 months
Term of Service*	1 st term: October 1, 2018 – 2019 AGM
Current Position in EGCO	Director and Member of Nomination and Remuneration Committee
Current Positions in Other Organization	
<ul style="list-style-type: none"> ● Listed Companies 	None
<ul style="list-style-type: none"> ● Non-listed Companies and Other Organizations 	2 organizations <ul style="list-style-type: none"> - Deputy Governor-Strategy, Electricity Generating Authority of Thailand - Director, District Cooling System and Power Plant Co., Ltd (DCAP)
<ul style="list-style-type: none"> ● Others that may cause conflict of interests to EGCO 	None

Experiences during the past 5 years

2017 – 2018	Deputy Governor-Policy and Planning, Electricity Generating Authority of Thailand
2016 – 2017	Assistant Governor-Transmission System Maintenance, Electricity Generating Authority of Thailand
2013 – 2016	Director-Transmission System Business Management Division, Electricity Generating Authority of Thailand

Skills / Expertise

Engineering, Energy Business, Innovation

Achievement in year 2018 – Feb 2019

Being a director and a member of Nomination and Remuneration Committee (NRC), he puts the importance to the Company's corporate governance, the efficiency of HR development. He has provided useful comments and suggestions to the Management for the Company's business operation with a concern over all stakeholders' benefits and the corporate governance principles.

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

Meeting Attendance from October 1, 2018 until February 28, 2019

- Board of Directors: 3 out of 5 (60%)
- Nomination and Remuneration Committee: 3 out of 4 (75%)

Nomination Policy

EGCO's policy on director nomination is based on the following:

1. Qualifications of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO;
2. Requirement of skills and experiences to support the achievement of EGCO's strategy;
3. Mixture of director diversity, namely age, gender, nationality, race, knowledge and skills;
4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix

Nomination Rationale

The Board considered and recommended proposing for the shareholders' approval that Mr. Patana Sangsrirojana be re-elected as a director for another term, given that he is an engineering professional with the innovation creativity and organization management as well as HR development. He provides comments and recommendations based on practical practices under the good corporate governance framework, which will generate a high benefit for the Company's business operation.

As a result, his re-election will bring a sustainable growth to the Company and achievement towards the Company's strategies perfectly.

Director to be Re-Elected



Mr. Jakgrich Pibulpairoj

Age	57
Nationality	Thai
Educational Background	Bachelor of Mechanical Engineering, Chulalongkorn University
Director's Certificates	<ul style="list-style-type: none">- Certificate of Director Certification Program, Thai Institute of Directors Association- Certificate of Director Accreditation Program, Thai Institute of Directors Association
Proposed Position	Director
First Appointment	October, 1 2017
Latest Appointment	October 1, 2017
Year of Service	1 year 6 months
Term of Service*	1 st term: October 1, 2017 – 2019 AGM
Current Position in EGCO	Director, Member of Investment Committee, Member of Corporate Governance and Social Responsibility Committee, and President
Current Positions in Other Organization	
<ul style="list-style-type: none">● Listed Companies	None
<ul style="list-style-type: none">● Non-listed Companies and Other Organizations	5 companies <ul style="list-style-type: none">- Chairman, Gulf Electric PCL.- Chairman, Khanom Electricity Generating Co., Ltd.- Chairman, EGCO Engineering and Service Co., Ltd.- Director, Xayaburi Power Co., Ltd.- Director, BLCP Power Co., Ltd.

- Others that may cause conflict of interests to EGCO

None

Experiences during the past 5 years

2016 – 2017	Deputy Governor – Business Development, Electricity Generating Authority of Thailand
2016 – 2017	Director, EGAT Diamond Service Co., Ltd., Electricity Generating Authority of Thailand
2015 – 2016	Assistant Governor-Operation and Maintenance Business, Electricity Generating Authority of Thailand
2013 – 2015	Director, Workshop and Spare Parts Division, Electricity Generating Authority of Thailand

Skills / Expertise

Engineering, Energy Business, CSR

Achievement in year 2018 – Feb 2019

Being a director, a member of Investment Committee, a member of Corporate Governance and Social Responsibility Committee and the Company's President, he devotes himself to the corporate governance, the implementation of innovative idea in the organization and the HR development to serve the current and future situations. He has also fully provided advices to the Management for the Company's business operation and always attended the Company's meetings. Furthermore, he has put importance on the sustainable growth with the concern over community and environment as well as the impacts on the Company and all stakeholders.

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

Meeting Attendance from January 1, 2018 until February 28, 2019

- Board of Directors: 14 out of 14 (100%)
- Investment Committee: 13 out of 13 (100%)
- Corporate Governance and Social Responsibility Committee 6 out of 6 (100%)

Nomination Policy

EGCO's policy on director nomination is based on the following:

1. Qualification of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO;
2. Requirement of skills and experiences to support the achievement of EGCO's strategy;
3. Mixture of director diversity, namely age, gender, nationality, race, knowledge and skills;
4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix

Nomination Rationale

The Board considered and recommended proposing for the shareholder's approval that Mr. Jakgrich Pibulpairoj be re-elected as a director for another term, given that he is professional and keen in engineering with extensively experience in power business. With respect to this, he can provide useful suggestions for the Company's business. He places importance on the continuous employee development, innovation creativity and doing business on the good corporate governance principles and CRS basis. Therefore, his re-election will bring the benefits to the Company's investment strategy and the business management for the sustainable growth.

Director to be Re-Elected



Mr. Shunichi Tanaka

Age	53
Nationality	Thai
Educational Background	Master of Agricultural Civil Engineering, Kyushu University Graduate School, Japan
Director's Certificates	None
Proposed Position	Director
First Appointment	May 1, 2014
Latest Appointment	2016 AGM (April 20, 2016)
Year of Service	4 years 11 months
Term of Service*	1 st term: May 1, 2014 – 2016 AGM 2 nd term: 2016 AGM – 2019 AGM
Current Position in EGCO	Director and Chairman of Nomination and Remuneration Committee
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies and Other Organizations	2 companies - Chief Executive Officer, Diamond Generating Asia, Ltd. - Managing Director, TEPDIA Generating B.V.
● Others that may cause conflict of interests to EGCO	None

Experiences during the past 5 years

2012 - 2014

Power Project Development in Domestic Market, New Energy Business Development Japan Team, New Energy & Power Generation Division, Mitsubishi Corporation

Skills / Expertise

Engineering, Power and Energy Business, International Business and Strategy Planning

Achievement in year 2018 – Feb 2019

Being a director and the Chairman of Nomination and Remuneration Committee, he has nominated qualified directors and executives with due care and fairness in accordance with the Company's nomination process, and realizes the importance of a succession plan for top executives. Furthermore, he has devoted his time to the corporate governance and placed importance on the Company and all stakeholders' benefits.

Legal Dispute

No legal dispute during the past 5 years

EGCO Shareholding

None

Meeting Attendance from January 1, 2018 until February 28, 2019

- Board of Directors: 14 out of 14 (100%)
- Nomination and Remuneration Committee: 8 out of 9 (88%)

Nomination Policy

EGCO's policy on director nomination is based on the following:

1. Qualification of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO;
2. Requirement of skills and experiences to support the achievement of EGCO's strategy;
3. Mixture of director diversity, namely age, gender, nationality, race, knowledge and skills;
4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix

Nomination Rationale

The Board considered and recommended proposing for the shareholder's approval that Mr. Shunichi Tanaka be re-elected as a director for another term, given that he has expertise in engineering, power and energy business, including the experiences in international business and management. As a result, his re-election will bring extremely the benefits to the overseas investment and growth of the Company.

Definition of Independent Directors

The Company has defined the qualifications of independent directors which is stricter than the requirement of the SET in accordance with the Capital Market Supervisory Board. Under the new definition, EGCO independent director shall have the following qualifications.

1. Holding shares not more than 0.5% of the paid-up capital with the voting right of EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest (including the connected persons as stipulated in section 258 of securities laws)
2. Not being a director that takes part in the management (executive director, director who has the same responsibility as management except for the signature in transactions approved by the Board and the joint signing with other directors), employees, advisors who receive regular salary, and controlling person of EGCO, parent company, subsidiary company, associate company and fellow subsidiary (subsidiary of the same holding company) or any entity that may have a conflict of interest during the period of two years before his/her appointment.
3. Not being a person who is related by maternity and by registration as parents, spouse, brother, sister, and son and daughter including their spouses of the management, or major shareholders, controlling persons or persons who will be nominated to be the Management or controlling persons of EGCO or its subsidiaries.
4. Not having business relationship with and not being a major shareholder, non-independent director or management of EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest in a way that would affect the giving of independent opinions during the period of two years before the filing date.
5. Not being an auditor or a major shareholder, director, management or partner of the audit firm that provides auditing services to EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest during the period of two years before the filing date
6. Not providing any professional service or being a major shareholder, non-independent director, management or partner of the company that provide professional service which include financial and legal advices with the fee higher than 2 million baht per year during the period of two years before the filing date
7. Not being appointed as a representative to safeguard interests of EGCO director, majority shareholders or shareholders who are related to EGCO's majority shareholders.
8. Not having any constraint that would affect the performance of giving independent judgement on EGCO.

If a person having qualifications stated in item 1 to 8 above is appointed as an independent director of the Company, such independent director may be assigned by the Company's Board of Directors to make decision in respect of business operation of EGCO, parent company, the subsidiary or associated company, the major shareholder of EGCO, or the person having controlling power over EGCO, provided that such decision making is made as a collective decision.

The terms of independent directors

Independent Director can hold his/her directorship not exceeding 2 terms or 6 years, with effect from the Shareholders' 2016 Annual General Meeting.