

Independent Director to be Re-Elected



Prof. Dr. Anya Khanthavit

Age	57
Nationality	Thai
Educational Background	<ul style="list-style-type: none"> - Ph.D. in International Business and Finance, Stern School of Business New York University, USA - Master of Philosophy (Hons.) in International Business and Finance, Stern School of Business New York University, USA - Master of Science (Hons.) in Transportation Management, State University of New York, Maritime College, USA - Bachelor of Business Administration (Accounting), Thammasat University
Director's Certificates	<ul style="list-style-type: none"> - Certificate of Director Certification Program, Thai Institute of Directors Association - Certificate of Advanced Audit Committee Program, Thai Institute of Directors Association - Risk Management: Issues for Boards Program, Thai Institute of Directors Association - Strategic Board Master Class Program, Thai Institute of Directors - Audit Committee Forum: "Strategic Audit Committee: Beyond Figure and Compliance", Thai Institute of Directors Association
Proposed Position	Independent Director
First Appointment	Annual General Meeting 2017 (April 19, 2017)
Latest Appointment	Annual General Meeting 2017 (April 19, 2017)
Year of Service	3 years
Term of Service*	1 st term: Annual General Meeting 2017 – 2020
Current Position in EGCO	Independent Director, Chairman of Risk Oversight Committee and Member of Audit Committee

Current Positions in Other Organization	
<ul style="list-style-type: none"> Listed Companies 	<p>2 organizations</p> <ul style="list-style-type: none"> Director, Kiatnakin Bank PCL. Member of Risk Management Committee, Kiatnakin Bank PCL.
<ul style="list-style-type: none"> Non-listed Companies and Other Organizations 	<p>9 organizations</p> <ul style="list-style-type: none"> Director and Chairman of Risk Management Committee, Thailand Science Research and Innovation Chairman of Audit Committee and Chairman of Risk Oversight Committee, Tobacco Authority of Thailand Member of Appeal Committee, Thailand Futures Exchange PCL. Member of Thailand Quality Award Committee, Thailand Quality Award Member of Public Services Subsidy Board, Ministry of Finance Member of the Risk Management Sub-committee, The Stock Exchange of Thailand Professor of Banking and Finance, Thammasat University Member of the Performance Assessment Committee for State Enterprises, Ministry of Finance Founding Director, Sangvien Foundation
<ul style="list-style-type: none"> Others that may cause conflict of interests to EGCO 	None
Experiences during the past 5 years	
2016 – 2017	Member of the Sub-committee on the Monitoring of Co-operative Financial Problems, Office of the National and Anti-Corruption Commission
2014 – 2018	Director, Thailand Tobacco Monopoly, Ministry of Finance
2014 – 2017	Director, Member of Audit Committee and Chairman of Risk Management Committee, Government Pharmaceutical Organization
2012 – 2018	Member of Policy and Public Debt Management Committee, Ministry of Finance
Skills / Expertise	Accounting, Internal Audit, Internal Control, Risk Management and Strategy Planning
Achievement in year 2019 – Feb 2020	Being an Independent Director and Member of Audit Committee, as well as appointed as the Chairman of Risk Oversight Committee which was a newly established sub-committee during the year. He also gave a training lecture which was highly beneficial to the management's project study and the directors' consideration. He supported the management's work by

	introducing new guidelines with deep concern about the Company and all stakeholders' benefits and closely follow-up the result.
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Meeting Attendance from January 1, 2019 until January 31, 2020	<ul style="list-style-type: none"> - Board of Directors: 13 out of 13 (100%) - Audit Committee: 13 out of 13 (100%) - Risk Oversight Committee: 4 out of 4 (100%)
Nomination Policy	<p>EGCO's policy on director nomination is based on the following:</p> <ol style="list-style-type: none"> 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	<p>After consideration, the Board resolved to recommend Prof. Dr. Anya Khanthavit to be re-elected as an independent director for another term, as Prof. Dr. Anya Khanthavit is proficient in finance, risk management and internal audit, and can efficiently utilize his expertise in governing the management's work. He also provided useful financial and risk management suggestions. Therefore, his re-election would bring about a secure investment and sustainable business operation which would contribute to all shareholders and stakeholders.</p>

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
<p>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</p> <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 	<p>No</p> <p>No</p> <p>No</p>
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

Independent Director to be Re-Elected



Mr. Paisan Mahapunnaporn

Age	56
Nationality	Thai
Educational Background	<ul style="list-style-type: none"> - Master of Laws (Business Laws), Chulalongkorn University - Bachelor of Laws, Chulalongkorn University
Director's Certificates	<ul style="list-style-type: none"> - Certificate of Director Certification Program, Thai Institute of Directors Association - Risk Management: Issues for Boards Program, Thai Institute of Directors Association - ID Forum Program (Tough boardroom situations–ID share lessons learned), Thai Institute of Directors
Proposed Position	Independent Director
First Appointment	Annual General Meeting 2017 (April 19, 2017)
Latest Appointment	Annual General Meeting 2017 (April 19, 2017)
Year of Service	3 years
Term of Service*	1 st term: Annual General Meeting 2017 – 2020
Current Position in EGCO	Independent Director, Member of Audit Committee and Member of Risk Oversight 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 	3 organizations <ul style="list-style-type: none"> - Director and Member of Audit Committee, Masstec Link Co. Ltd. - Consultant, V Food Group - Consultant, Piyasombat Group
<ul style="list-style-type: none"> ● Others that may cause conflict of interests to EGCO 	None

Experiences during the past 5 years	
2011 – 2016	Consultant, EMC PCL.
2011 – 2016	Consultant, Green Road Co., Ltd.
2011 – 2016	Consultant, Metro Group
2011 – 2016	Consultant, Best Care International Co., Ltd.
2011 – 2016	Specialist in the Senate
2011 – 2016	Specialist in the Parliament
2011 – 2016	Specialist in the National Legislative Assembly
Skills / Expertise	Law, Internal Audit, Internal Control, Risk Management, Strategy Planning and HR Development
Achievement in year 2018 – Feb 2019	Being an Independent Director and Member of Audit Committee and nominated as a Member of Risk Oversight Committee which was a newly established sub-committee in 2019. Mr. Paisan Mahapunnaporn devoted his time with full attention to the Company's development. He attended all Company's meetings and provided help and useful legal advices to the Company, as well as regularly participated in the Company's trainings and activities.
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Meeting Attendance from January 1, 2019 until January 31, 2020	<ul style="list-style-type: none"> - Board of Directors: 13 out of 13 (100%) - Audit Committee: 13 out of 13 (100%) - Risk Oversight Committee: 4 out of 4 (100%)
Nomination Policy	<p>EGCO's policy on director nomination is based on the following:</p> <ol style="list-style-type: none"> 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	After consideration, the Board recommended proposing for the shareholder's approval that Mr. Paisan Mahapunnaporn be re-elected as an independent director for another term, as he is proficient in law,

	<p>internal audit, risk management, strategy planning and HR management and development; and can efficiently utilize his expertise to develop the Company. His advices and suggestions are independent and in accordance with related obligatory rules, taking into account the transparency and fairness on the good corporate governance basis. Therefore, his re-election will support the Company's business operation to be rightful and comply with corporate governance policies.</p>
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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
<p>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</p> <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 	<p>No</p> <p>No</p> <p>No</p>
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. Toshiro Kudama

Age	62
Nationality	Japanese
Educational Background	<ul style="list-style-type: none"> - Master of Mechanical Engineering, Tokyo Institute of Technology, Japan - Bachelor of Mechanical Engineering, Tokyo Institute of Technology, Japan
Director's Certificates	None
Proposed Position	Director
First Appointment	June 1, 2019
Latest Appointment	June 1, 2019
Year of Service	8 months
Term of Service*	1 st term: June 1, 2019 – Annual General Meeting 2020
Current Position in EGCO	Director and Chairman 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"> - Chief Executive Officer, JERA Asia Pte. Ltd. - Managing Executive Officer, JERA Co., Inc.
<ul style="list-style-type: none"> ● Others that may cause conflict of interests to EGCO 	None
Experiences during the past 5 years	
2018 – 2019	Director and Chief Executive Officer, JERA Americas Inc.
2016 – 2019	Chief Power Development Officer, Senior Executive Vice President, JERA Co., Inc.

2016 2015 – 2016	Managing Director Head of Overseas and Domestic Operation, TEPCO Fuel & Power, Incorporated Corporate Executive Officer, Vice President, Fuel & Power Company, Tokyo Electronic Power Company
Skills / Expertise	Energy Business, Strategy Planning and HR Development
Achievement in year 2019 – Feb 2020	To be a director and a Chairman of Nomination and Remuneration Committee with full devotion and contribution. As a chairman, he efficiently conducted the meeting, investigated minor details and considered both directors and management's opinions. He gave priority to the well-being and development of the Company's personnel and provided comments and suggestions that were helpful for the management, taking into account all stakeholders' benefits and the corporate governance principles.
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Meeting Attendance from June 1, 2019 until January 31, 2020	- Board of Directors: 8 out of 8 (100%) - Nomination and Remuneration Committee: 5 out of 5 (100%)
Nomination Policy	EGCO's policy on director nomination is based on the following: <ol style="list-style-type: none"> 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	After consideration, the Board resolved to propose for the shareholders' approval that Mr. Toshiro Kudama be re-elected as a director for another term, as his proficiency in HR development contributes greatly to the Company's growth. Moreover, he has an abundance of experiences and knowledge in international energy business. Therefore, his re-election would contribute to EGCO's all-round development and strategic plan achievement and bring about the benefits to the shareholders and stakeholders.

Director to be Re-Elected



Mr. Naoki Tsutsumi

Age	48
Nationality	Japanese
Educational Background	- Master of Civil Engineer, University of Kyoto, Japan - Bachelor of Civil Engineer, University of Kyoto, Japan
Director's Certificates	None
Proposed Position	Director
First Appointment	June 1, 2019
Latest Appointment	June 1, 2019
Year of Service	8 months
Term of Service*	1 st term: June 1, 2019 – Annual General Meeting 2020
Current Position in EGCO	Director and Member of Investment Committee
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies and Other Organizations	1 organization - Executive Officer, Overseas Power and Energy Infrastructure Development Group, Business Development Department, JERA Co., Inc.
● Others that may cause conflict of interests to EGCO	None
Experiences during the past 5 years	
2018 – 2019	General Manager, Overseas Power Business Unit 3 (Americas), Energy Infrastructure Group, JERA Co., Inc.
2016 – 2018	Deputy General Manager, Comprehensive Alliance Promotion Office,

	TEPCO Fuel & Power, Incorporated
Skills / Expertise	Energy Business, Strategy Planning and HR Development
Achievement in year 2019 – Feb 2020	To be a director and a member of Investment Committee who provided thorough consideration and comments for each agenda. He attended all meetings and showed interests and supports towards the Company's activities. Moreover, he gave importance to the Company's sustainable growth by monitoring the management's work and providing necessary suggestions with regard to the effects on the Company and all stakeholders.
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Meeting Attendance from June 1, 2019 until January 31, 2020	- Board of Directors: 8 out of 8 (100%) - Investment Committee: 6 out of 6 (100%)
Nomination Policy	EGCO's policy on director nomination is based on the following: <ol style="list-style-type: none"> 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	After consideration, the Board resolved to propose for the shareholders' approval that Mr. Naoki Tsutsumi be re-elected as a director for another term, due to his expertise in engineering and experiences in energy business from Japan's leading companies. He can also efficiently utilize his professions to improve EGCO by providing useful recommendations and governing the management's work. Thus, his re-election would contribute to the Company's stability in investment and business operation.

Director to be Re-Elected



Mr. Tomoyuki Ochiai

Age	54
Nationality	Japanese
Educational Background	<ul style="list-style-type: none"> - Master of System Design and Management, Keio University, Japan - Bachelor of Laws, Keio University, Japan - University of Guadalajara, Mexico (One-year student dispatched from the Government of Japan)
Director's Certificates	None
Proposed Position	Director
First Appointment	June 1, 2019
Latest Appointment	June 1, 2019
Year of Service	8 months
Term of Service*	1 st term: June 1, 2019 – Annual General Meeting 2020
Current Position in EGCO	Director and Member of Risk Oversight 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 	1 organization <ul style="list-style-type: none"> - Chief of Division, Project Development Division, Kyuden International Corporation (KIC)
<ul style="list-style-type: none"> ● Others that may cause conflict of interests to EGCO 	None
Experiences during the past 5 years	
2017 – 2018	General Manager, Project Development Department 2, Kyuden International Corporation (KIC)

2016 – 2017	Assistant Senior Manager, Business Planning Group, International Business Division, Kyushu Electric Power Co., Inc.
2014 – 2016	Advisor, Policy and Strategy Office, Japan Bank for International Cooperation (JBIC)
Skills / Expertise	Energy Business, Law, Strategy Planning, Finance and HR Development
Achievement in year 2019 – Feb 2020	To be a director and nominated as a member of Risk Oversight Committee which is a new sub-committee established in 2019. He devoted his time to attend the Company's meeting, gave thorough consideration and provided comments which supported the management's work. In addition, he gave importance to the Company's activities and relationship-building between the Board and the management.
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Meeting Attendance from June 1, 2019 until January 31, 2020	- Board of Directors: 8 out of 8 (100%) - Risk Oversight Committee: 3 out of 4 (75%)
Nomination Policy	EGCO's policy on director nomination is based on the following: <ol style="list-style-type: none"> 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	After consideration, the Board resolved to recommend the shareholders to approve the re-election of Mr. Tomoyui Ochiai as a director for another term, as Mr. Tomoyuki Ochiai has professions in law, finance and strategy planning which are essential for the Company. He is also experienced in financial and energy business; therefore, he can provide useful guidelines to the management. As a result, his re-election will help create an achievement in the strategic plan as well as bring about a sustainable growth to 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.