



Definition of Independent Director and its Comparison between Governance Criteria

The Electricity Generating Public Company Limited (“EGCO”) has defined qualifications of the Company’s independent director more strictly than the definition stated by the Stock Exchange of Thailand (“SET”) and in the Capital Market Supervisory Board’s Notification regarding Application for and Approval of Offer for Sale of Newly Issued Shares. When comparing the qualifications of EGCO’s directors with the independent directors’ definitions stated by EGCO, the SET and the standards of the Dow Jones Sustainability Indices (“DJSI”), the qualifications of independent directors will be varied as shown in the following below.

Comparison between EGCO’s Definition of Independent Directors and Other Governance Criteria		
EGCO’s Definition of Independent Director	SET’s Independent Director Standard	Dow Jones Sustainability Indices
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)	1. Not more than 1 % of total voting shares* including the shareholding of persons related to the independent directors	
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	2. Not currently be or never been the company’s executive director, worker, employee, salaried consultant, or controlling parties*. Exception: It has been at least two years after the person has held the position.	1. The director must not have been employed by the company in an executive capacity within the last years.
		2. The director must not accept or have a “Family Member who accepts any payments from the company or any parent or subsidiary of the company in excess of \$60,000 during the current fiscal year, other than those

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may have a conflict of interest during the period of two years before his/her appointment		permitted by SEC Rule 4200 Definitions, including i) payments arising solely from investments in the company's securities; or ii) payments under non-discretionary charitable contribution matching programs. Payments that do not meet these two criteria are disallowed.
		4. The director must not be (and must not be affiliated with a company that is) an adviser or consultant to the company or a member of the company's senior management.
3. Not Being a person who is related by maternity and by registration as parents, spouse, siblings and children 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.	3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary	3. The director must not be a "Family Member of an individual who is [...] employed by the company or by any parent or subsidiary of the company as an executive officer."
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	4. Not currently having or never had any relations with the company* in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons	6. The director must have no personal services contract(s) with the company or be a member of the company's senior management.

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the giving of independent opinions during the period of two years before the filing date.	having business relations with the company*. Exception: It has been at least two years after the person has held the position.	
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	5. Not currently being or never been the company's auditor*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm*. Exception: It has been at least two years after the person has held the position.	5. The director must not be affiliated with a significant customer or supplier of the company. 8. The director must not have been a partner or employee of the company's outside auditor during the past years.
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	6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position.	4. The director must not be (and must not be affiliated with a company that is) an adviser or consultant to the company or a member of the company's senior management.

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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.	7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.	
8. Not having any constraint that would affect the performance of giving independent judgement on EGCO.	9. Not under any conditions that may impede the person from having independent views towards the company's operations	9. The director must not have any other conflict of interest that the board itself determines to not be considered independent.
	8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.	7. The director must not be affiliated with a not-for-profit entity that receives significant contributions from the company.

Remark: EGCO and SET specify that the independent director must possess qualifications outlined in the definition item 1 to 8. Moreover, EGCO stipulates that the independent director may be assigned by the Company's Board of Directors to make decisions in respect of the business operation of EGCO, parent company, subsidiary or associated company, the major shareholder of EGCO, or the person having controlling power over EGCO. However, such decision-making is made as a collective decision.

*SET defines the definition to include the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company