



Electricity Generating Public Company Limited
Charter of Lead of Independent Director 2018

The Charter of Lead Independent Director is established to define the qualifications, term of office, role and responsibilities of the Lead Independent Director ("Lead Director"), appointed by the Board of Directors ("the Board"), with the nomination of the independent directors. The Lead of Independent Director shall support the activities of the Board in compliance to the corporate governance principles and take care the interests of every party with fairness.

1. Qualifications

- 1.1 Possess the qualifications stated in the definitions of independent directors as prescribed in the Company's Corporate Governance Principles
- 1.2 Be independent with due judgement and fair treatment
- 1.3 Fully devote himself or herself to govern the Company and provide useful comments and suggestion

2. Term of Office

- 2.1 The Lead Independent Director's term of office is 3 years starting from the appointment date. When the Lead Independent Director retires, resigns or vacate the office before the end of the term, the new Lead Independent Director shall be appointed by the Board within 3 months after the vacancy.
- 2.2 The Lead Independent Director whose first term ends shall be re-elected for the continuity of work.
- 2.3 The Lead Director shall serve in that position until (i) end of the office term (2) resignation from independent director and form the Lead Independent Director (3) removal or replacement by the Board.

3. Duties and Responsibilities

The responsibilities of the Lead Director when acting as such are as follows:

- 3.1. Chair the independent directors' meetings and represent the independent directors in discussions with the Chairman and the Management on corporate governance issues and other significant matters as deemed appropriate by independent directors,
- 3.2. Arrange the independent directors' meeting at least once a year with participation from the executives or related persons to provide information and clarification,
- 3.3. Serve as the principal liaison between the Chairman, the independent directors and President on board-wide issues,
- 3.4. Preside and act as Chairman at all meetings of the Board at which the Chairman or the Vice Chairman is not present,
- 3.5. Collaborate with the Chairman and the President to develop Board meeting agendas to ensure that the significant issues are included to be proposed in the Board meeting and Non-Executive Directors' meetings, for consideration or acknowledgment,
- 3.6. In collaboration with the Chairman and the President, serve as a contact person for shareholders who wish to discuss, negotiate and seek consultation from the Board wishing to communicate with the Board other than through the Chairman.

4. Reporting

The Lead Independent Director is accountable to the Board and reports of Independent Directors' meetings to the Board.

This Charter of the Lead Independent Director is effective from January 19, 2018



(Mr. Sombat Santijaree)

Chairman

Electricity Generating Public Company Limited