


Details of Independent Directors for the Appointment of Shareholders' Proxy

Name - Surname	:	Prof. Emeritus Dr. Direk Lavansiri	
Age	:	71 years	
Date of appointment to be an independent director	:	7 April 2017	
Current address	:	Sakol Energy Public Company Limited at No. 252/108 (B), 252/109 (C) Muang Thai - Phatra Complex Building, 21st Floor, Ratchadaphisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310	
Education	:	Ph.D. of Civil Engineering, Oregon State University, United States of America	
Training	:	- Director Certification Program (DCP) 76/2006, Thai Institute of Directors (IOD) - Director Accredited Program (DAP) 56/2006 IOD	
Current position	:	Independent director and Chairman of the Board of Directors	
Work experience in the past 5 years	:	1984– present Director / Cenie Engineering Consultants Company Limited	
Interest in the agendas of the meeting	:	None	
Shareholding ratio (percent)	:	None	

Details of Independent Directors for the Appointment of Shareholders' Proxy

Name - Surname	:	Pol. Gen. Worapong Chewprecha
Age	:	66 years
Date of appointment to be an independent director	:	14 September 2016
Current address	:	Sakol Energy Public Company Limited at No. 252/108 (B), 252/109 (C) Muang Thai - Phatra Complex Building, 2 1 st Floor, Ratchadaphisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310
Education	:	Master degree (Public Administration), Honored, National Institute of Development Administration
Training	:	Director Certification Program (DCP) 218/ 2016, Thai Institute of Directors (IOD)
Current position	:	Independent director and Chairman of the Audit Committee
Work experience in the past 5 years	:	2009 – present Director / Silver Shield Public Company Limited
Interest in the agendas of the meeting	:	None
Shareholding ratio (percent)	:	None



Details of Independent Directors for the Appointment of Shareholders' Proxy



Name - Surname : Assistant Professor Dr. Attawoot Papangkorn

Age : 35 years

Date of appointment to be an independent director : 14 September 2016

Current address : Sakol Energy Public Company Limited at
No. 252/108 (B), 252/109 (C) Muang Thai - Phatra Complex Building,
21st Floor, Ratchadaphisek Road, Huai Khwang Sub-district, Huai
Khwang District, Bangkok 10310

Education : - DBA in Business and Administration major in Management
(Corporate governance) , University of The Thai Chamber of
Commerce
- Master of Accounting, Thammasat University
- Bachelor of Accounting, Thammasat University

Training : - Director Accredited Program (DAP) 134/ 2017, Thai Institute of
Directors (IOD)
- Risk Management Program for Corporate Leaders (RCL) 14/2018,
Thai Institute of Directors (IOD)

Current position : Independent Director / Audit Committee / Nomination and
Remuneration Committee

Work experience in the past 5 years : 1992 – present Director / Sajjapong Lawyer Office Co., Ltd.
2015 – present Director / Mitr Theeyu Co., Ltd.
2015 – present Director / Sapsitthi Co.,Ltd
2010 – present Director / Pinklao-Banglumpoo Co., Ltd.
2015 – present Director / Host Orlogiry Co., Ltd.
2017 – present Director / Nawattakam 986 Company Limited
2017 – present Director / System 986 Co., Ltd.

Interest in the agendas of the meeting : None

Shareholding ratio (percent) : None

Definition of Independent Director

An independent board is an important element or mechanism in the Good Corporate Governance system or the “Good Governance” of the organization, the definition of independent directors of Sakol Energy Public Company Limited (the “**Company**”) shall consist of the qualifications as follows:

1. Shall be appointed by the board of directors or the shareholders’ meeting of the Company;
2. Shall have the qualifications as prescribed by the Securities and Exchange Act and the Stock Exchange of Thailand regulations;
3. Shall not hold more than one percent of the total shares with voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. The shareholding of the related persons of such independent director shall also be included;
4. Shall not be nor have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
5. Shall not be a person related by blood or legal registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or a controlling person of the Company or its subsidiary;
6. Shall not have or had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in a manner which may interfere with his or her independent judgment. Furthermore, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director.

The term “business relationship” under the first paragraph shall include any commercial transaction in the ordinary course of business; the rental or leasing out of immovable properties; transactions relating to assets or services or the provision or receipt of financial assistance by means of receiving or granting loans, guarantees; the pledge of assets as security against debt repayment; as well as other circumstances of the same nature which result in the Company or its contractual party having indebtedness in favour of

the other party in the amount of three percent or more of the net tangible assets of the Company, or at the minimum amount of Baht 20 million, whichever is lower. In this regard, such indebtedness shall be calculated in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing the criteria on connected transactions, *mutatis mutandis*. However, the consideration of the abovementioned indebtedness shall include the indebtedness that occurred during the one-year period prior to the date on which the business relationship with the person commenced;

7. Shall not be nor have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
8. Shall not provide nor have provided any professional services, including the provision of services as a legal or financial advisor, receiving service fees in the amount of over Baht 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of the professional service provider, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
9. Shall not be a director that has been appointed to act as a representative of the directors of the Company, its major shareholders, or its shareholders who are related to the major shareholder;
10. Shall not engage in any business of the same nature and which significantly competes with the business of the Company or its subsidiary. He or she shall not be a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a fixed salary, and shall not hold shares in excess of one percent of the total number of shares with voting rights of another company that engages in a business of the same nature and which significantly competes with the business of the Company or its subsidiary;
11. Shall not possess any other characteristics that result in his or her inability to express independent opinions on the business operations of the Company;
12. Shall be trusted and generally accepted person; and
13. Shall be able to dedicate adequate time to perform the duties of the Independent Director Committee.