

(Duty Stamp of 20 Baht is required)

Proxy (Form C.)

(This Form is designed for foreign shareholders who have appointed a Custodian to act as their Depository and Trustee in Thailand)

Issued at

DateMonth.....Year.....

(1) I, We Nationality
Registered Office at No. Road Sub-district
District Province Country Postal code
in the capacity of a Depository and Trustee (Custodian) for
who is a shareholder of Banpu Public Company Limited, holding shares and
having votes, which consist of

No. of ordinary shares shares, equivalent tovotes

(2) Hereby appoint any one of:

1. Name Age

Residing at No. Road Sub-district
District Province Country Postal code, **or**

2. Name Age

Residing at No. Road Sub-district
District Province Country Postal code, **or**

3. Name Age

Residing at No. Road Sub-district
District Province Country Postal code, **or**

4. Mr. Kirk-Krai Jirapaet Independent Director and Chairman of the Board Age 68

Residing at No. 135/23 Moo 9, Sub-district Bang Kruai, District Bang Kruai, Nontaburi 11130, **or**

5. Mr. Montri Mongkolswat Independent Director Age 68

Residing at No. 13/47 Moo 8, Sub-district Thawi Watthana, District Thawi Watthana, Bangkok 10170, **or**

6. Mr. Kopr Kritayakirana Independent Director Age 72

Residing at No. 246 Soi Soonwijai, Sub-district Bangkokkapi, District Huay Kwang, Bangkok 10320, **or**

7. Mr. Rutt Phanijphand Independent Director Age 64

Residing at No. 86/1 Soi Soonwijai 8, Sub-district Bangkokkapi, District Huay Kwang, Bangkok 10320, **or**

8. Mr. Somkiat Chareonkul Independent Director Age 70

Residing at No. 243 Santinivate Village Soi 5, Ladpraw 115 Road, Sub-district Klongchan, District Bangkokkapi, Bangkok 10240, **or**

9. Mr. Anothai Techamontrikul Independent Director Age 68

Residing at No. 247 Soi Pattanakan 53, Sub-district Suan Luang, District Suan Luang, Bangkok 10250.

to be my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of Shareholders for the year 2011 to be held on Tuesday, April 5, 2011 at 1.00 p.m. at Plaza Athenee I, Plaza Athenee Bangkok, A Royal Meridien Hotel, No. 61 Wireless Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof.

(3) I/we authorize my/our proxy to attend and vote on behalf of my/our behalf in this Meeting in the following manner:

- Authorize in full equivalent to total numbers of shares held by me/us, and which I/we have the right to vote.
- Authorize in part, equal to:
 - No. of ordinary sharesshares, and having voting right for.....votes
 - Total voting right for.....shares

(4) I/we authorize my/our proxy to vote on behalf of my/our behalf in this Meeting in the following manners:

- (1) **Agenda 1:** To acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2010
- (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
 - (b) The proxy is allowed to vote in accordance with my/our following instruction:
 - Approve votes Object..... votes Abstainvotes
- Agenda 2:** To acknowledge the performance of the Company for the year 2010 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2010
- (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
 - (b) The proxy is allowed to vote in accordance with my/our following instruction:
 - Approve votes Object..... votes Abstainvotes
- Agenda 3:** To approve the audited balance sheet and the profit and loss statements for the year ended on December 31, 2010
- (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
 - (b) The proxy is allowed to vote in accordance with my/our following instruction:
 - Approve votes Object..... votes Abstainvotes
- Agenda 4:** To approve the distribution of annual profits and annual dividend payment
- (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
 - (b) The proxy is allowed to vote in accordance with my/our following instruction:
 - Approve votes Object..... votes Abstainvotes
- (2) **Agenda 5:** To consider the appointment and fix the remuneration of directors
- (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
 - (b) The proxy is allowed to vote in accordance with my/our following instruction:
 - 5.1 Approval of the election of directors in place of those retiring by rotation
 - Approve the election of all proposed directors
 - Approve.....votes Object.....votes Abstainvotes
 - Approve the election of certain proposed directors as follows:
 1. Mr. Krirk-Krai Jirapaet
 - Approve.....votes Object.....votes Abstainvotes
 2. Mr. Montri Mongkolswat
 - Approve.....votes Object.....votes Abstainvotes

- 3. Mr. Rutt Phanijphand
 Approve.....votes Object.....votes Abstainvotes
- 4. Mr. Chanin Vongkusolkit
 Approve.....votes Object.....votes Abstainvotes
- 5. Mr. Metee Auapinyakul
 Approve.....votes Object.....votes Abstainvotes

5.2 Approval of the directors' remunerations

- Approve.....votes Object.....votes Abstainvotes
- Agenda 6:** To appoint the Company's auditor and fix his/her remuneration
- (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my/our following instruction:
 - Approve..... Object..... Abstain.....

Agenda 7: Other businesses (if any)

The shareholders are free to ask any questions and the Board will answer their queries (if any). Thus there is no voting on this agenda.

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act performed by the proxy during the meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to have been done by me/us in all respects.

Signed Grantor
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Signed Grantee
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Signed Grantee
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Signed Grantee
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- Remarks:**
1. This Proxy Form (C) is designed for only foreign shareholders of record who have appointed a Custodian to act as their Depository and Trustee in Thailand.
 2. Documentary evidences required to be enclosed together with this proxy are as follows:
 - (1) A Shareholder's power of attorney which authorizes the Custodian to sign the proxy on his/her behalf.
 - (2) A letter of certification confirming that the person who signed the proxy has been authorized to engage in a custodian business.
 3. Where more than one proxy are appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.
 4. With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.