

(Duty Stamp of 20 Baht is required)

Proxy (Form B.)

Shareholder Registration No. Issued at

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

(1) I, We Nationality

Residing at No. Road Sub-district

District Province Country Postal code

(2) Being a shareholder of Banpu Public Company Limited, holding shares and having votes, which consist of

No. of ordinary shares shares, equivalent tovotes

(3) 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. Krirk-Krai Jirapaet Independent Director and Chairman of the Board Age 69

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

5. Mr. Montri Mongkolswat Independent Director Age 69

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

6. Mr. Kopr Kritayakirana Independent Director Age 73

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

7. Mr. Rutt Phanijphand Independent Director Age 65

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

8. Mr. Somkiat Chareonkul Independent Director Age 71

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

9. Mr. Anothai Techamontrikul Independent Director Age 69

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 2012 to be held on Thursday, April 5, 2012 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.

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

- Agenda 1:** To acknowledge the minutes of the Annual General Meeting of Shareholders for year of 2011
 - (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 2:** To acknowledge the performance of the Company for the year 2011 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2011
 - (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 3:** To approve the audited balance sheet (Statements of financial position) and the Statement of Income for the year ended on December 31, 2011
 - (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 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 Object Abstain
- 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 Object Abstain
 - Approve the election of certain proposed directors as follows:
 1. Mr. Vitoon Vongkusolkit
 - Approve Object Abstain
 2. Mr. Anothai Techamontrikul
 - Approve Object Abstain
 3. Mr. Ongart Auapinyakul
 - Approve Object Abstain
 4. Mr. Verajet Vongkusolkit
 - Approve Object Abstain
 - 5.2 Approval of the election of directors in place of resigned directors and the term of office will retain office only remaining term of resigned directors.
 - Approve the election of all proposed directors
 - Approve Object Abstain

Approve the election of certain proposed directors as follows:

1. Name Mr.Rawi Corsiri
 Approve Object Abstain

2. Name Mr. Teerana Bhongmakapat
 Approve Object Abstain

5.3 Approval of the directors' remunerations

Approve Object Abstain

- 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:** To consider the issuance and sale of debentures in the aggregate principal amount not exceeding Baht 20,000 Million
- (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 8: 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. 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.
 - 2. With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.