

(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 .....

Date .....Month.....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 to .....votes

(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. Krirk-Krai Jirapaet Independent Director and Chairman of the Board Age 70  
No. 135/23 Moo 9, Sub-district Bang Kruai, District Bang Kruai, Nontaburi 11130, **or**

5. Mr. Montri Mongkolswat Independent Director Age 70  
No. 13/47 Moo 8, Sub-district Thawi Watthana, District Thawi Watthana, Bangkok 10170, **or**

6. Mr. Teerana Bhongmakapat Independent Director Age 58  
No. 68/347 Soi ramkhamhaeng 164 Sub-district Minburi , District Minburi, Bangkok 10510, **or**

7. Mr. Rutt Phanijsaphand Independent Director Age 66  
No. 86/1 Soi Soonwijai 8, Sub-district Bangkapi, District Huay Kwang, Bangkok 10320, **or**

8. Mr. Somkiat Chareonkul Independent Director Age 72  
No. 243 Santinivate Village Soi 5, Ladpraw 115 Road, Sub-district Klongchan, District Bangkapi,  
Bangkok 10240, **or**

9. Mr. Anothai Techamontrikul Independent Director Age 70  
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 2014 to be held on Thursday, April 3, 2014 at 1.00 p.m. at Grand Hall 2<sup>nd</sup> Imperial Queen's Park Hotel, Bangkok No. 199 Sukhumvit soi 22, Sukhumvit Road, Bangkok 10110 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 shares .....shares, 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:

**Agenda 1: To acknowledge the minutes of the Extra General Meeting of Shareholders no. 1/2013**

This agenda is acknowledged the minutes. There is no voting on this agenda

**Agenda 2: To acknowledge the performance of the Company for the year 2013 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2013**

- (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  Abstain .....votes

**Agenda 3: To approve the audited Statements of financial position and the Statement of Income for the year ended on December 31, 2013**

- (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  Abstain .....votes

**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  Abstain .....votes

**Agenda 5: To consider the appointment directors in place of those retiring by rotation**

- (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 appointment 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.Krirk-Krai Jirapaet
    - Approve  Object  Abstain
  2. Mr. Rutt Phanijphand
    - Approve  Object  Abstain

- 3. Mr. Metee Auaapinyakul  
 Approve             Object             Abstain
- 4. Mr. Suthad Setboonsarng  
 Approve             Object             Abstain

**5.2 Approval of the appointment 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. Mr. Buntoeng Vongkusolkit  
 Approve             Object             Abstain
  - 2. Mr. Sudiarso Prasetio  
 Approve             Object             Abstain

**Agenda 6: To consider the directors’ remunerations**

- (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 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 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  
 ( )

Signed ..... Grantee  
 ( )

Signed ..... Grantee  
 ( )

Signed ..... Grantee  
 ( )

- 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.