

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

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

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

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

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

9. Mr. Anothai Techamontrikul Independent Director  
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 Extraordinary General Meeting of Shareholders 1/2014 to be held on Monday, October 6, 2014 at 14.00 hours at Royal Paragon Hall 3 , 5th Floor of Siam Paragon No.991, Siam Paragon Shopping Center, Rama I Road , 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 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 Annual General Meeting of Shareholders for year of 2014**

- This agenda shall not to determined by vote, Thus there is no voting on this agenda -

**Agenda 2: 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 ..... votes    Object..... votes    Abstain .....votes

**Agenda 3: 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.