

(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**

4Mr. Teerana Bhongmakapat Independent Director

No. 68/347 Soi ramkhamhaeng , Sub-district Minburi, District Minburi, Bangkok 10510, **or**

5. Mr. Rutt Phaniijphand Independent Director

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

6. Mr. Suthad Setboonsarng Independent Director

No. 481 Nichada Karan, Sub-district Bangtalad , District Pakred, Nonthaburi 11120 **or**

7. Mr. Sudiarso Prasetio Independent Director

No. 1550 Thanapoom Building ,New Phetchburi road, Sub-district Makkasan, District Ratchathewi, Bangkok 10400.

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 2017 to be held on Tuesday April 4, 2017 at 13.00 hours at Royal Paragon Hall 3 , 5th Floor of Siam Paragon No.991, Siam Paragon Shopping Center, Rama I Road , Pathumwan, Bangkok 10330, Thailand, 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 the year 2016**

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 2016 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2016**

- (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, 2016**

- (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:

Approve the election of all proposed directors

Approve .....votes  Object.....votes  Abstain .....votes

Approve the election of certain proposed directors as follows:

1. Mr. Rutt Phanijphand

Approve.....votes    Object.....votes    Abstain .....votes

2. Mr. Suthad Setboonsarng

Approve.....votes    Object.....votes    Abstain .....votes

3. Mr. Anon Sirisaengtaksin

Approve.....votes    Object.....votes    Abstain .....votes

4. Mr. Metee Auapinyakul

Approve.....votes    Object.....votes    Abstain .....votes

**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: To approve the amendment of Articles of Association of the Company relating to Board of Director Meeting teleconference through electronic devices.**

(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 9: 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 10. To consider and approve the increase of the Company's registered capital of from Baht 5,163,757,100 to Baht 5,165,257,100 by issuing 1,500,000 new shares at Baht 1 par value per share as well as the amendment to Article 4 of the Company's Memorandum of Association to reflect the increase of the registered capital**

- (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 11. To consider and approve the allocation distribution of the Company's newly issued 1,500,000 New Shares at Baht 1 par value per share to be reserved for the adjustment of exercise ratio of BANPU-W3**

- (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 12: 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.