

## (Translation)

## Proxy Form C

(For foreign shareholders who have custodians in Thailand only.)

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_, nationality \_\_\_\_\_

Address \_\_\_\_\_ Road \_\_\_\_\_, Sub-District \_\_\_\_\_

District \_\_\_\_\_, Province \_\_\_\_\_ Post Code \_\_\_\_\_

as being the custodian of \_\_\_\_\_

being a shareholder of The Erawan Group Public Company Limited, Holding the total amount of \_\_\_\_\_ shares

and the voting right equals to \_\_\_\_\_ votes, as follows

Ordinary share \_\_\_\_\_ shares, equal to voting right \_\_\_\_\_ votes

(2) Hereby appoint

(1) Mr./Mrs./Miss \_\_\_\_\_ Age \_\_\_\_\_ Years,

Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Zip Code \_\_\_\_\_ or

(2) Mr./Mrs./Miss \_\_\_\_\_ Age \_\_\_\_\_ Years,

Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Zip Code \_\_\_\_\_ or

(3) Mr./Mrs./Miss \_\_\_\_\_ Age \_\_\_\_\_ Years,

Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Zip Code \_\_\_\_\_

or May grant proxy to ERAWAN Independent Directors as follows:

**Mr. Prakit Pradipasen**, Chairman of the Board of Directors, age 76 years, residing at no.58/1  
Soi Indramara 40, Suthisan Winitchai Road, Kwang Din Daeng, Khet Din Daeng, Bangkok 10400.

or  **Dr. Kulpatra Sirodom**, Independent Director, age 62 years, residing at no.100/155 Soi Sukhumvit 53  
(Paidi Madi), Kwang Khlong Tan Nuea, Khet Watthana, Bangkok 10110.

(Interest in the agenda 6: To consider and approve the directors' remuneration for the year 2018/2017 )

or  **Mr. Banyong Pongpanich**, Independent Director, age 64 years, residing at no.16  
Soi Inthamara 4, Suthisan Winitchai Road, Kwang Sam Sen Nai, Khet Phaya Thai, Bangkok 10400.

(Interest in the agenda 6: To consider and approve the directors' remuneration for the year 2017/2016)

or  **Mr. Ekasith Jotikasthira**, Independent Director, age 48 years, residing at no.511 Soi 6, Sri-Ayudhaya  
Road, Kwang Tanonphayathai, Khet Rajdhevi, Bangkok 10400.

(Interest in the agenda 6: To consider and approve the directors' remuneration for the year 2018/2017)

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting for the year 2018 of Shareholders on Friday April 27, 2018 at 14.00 hours at Grand Ballroom, JW Marriott Hotel Bangkok, 4 Sukhumvit Road, Sukhumvit Soi 2, Kwaeng Klongtoey, Khet Klongtoey, Bangkok 10110 Thailand or on the date and at the place as may be postponed or changed.

(3) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

- Grant proxy the total amount of shares holding and entitled to vote.
- Grant partial shares of
- Ordinary share \_\_\_\_\_ shares, entitled to voting right \_\_\_\_\_ votes

(4) I/We therefore would like to vote for each agenda item as follows:

Agenda 1 To acknowledge the 2017 AGM minutes

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda 2 To acknowledge the Company's 2017 operating results

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda 3 To consider and approve the Company's Audited Statements of Financial Position, Statement of Comprehensive Income and Consolidated Financial Statements for the year ended December 31, 2017.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda 4 To consider and approve the annual dividend payment

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda 5 To consider and appoint directors

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Vote for all the nominated candidates as a whole.
    - Approve       Disapprove       Abstain
  - Vote for an individual nominee.

- 1. Mr. Supol Wattanavekin       Approve       Disapprove       Abstain
- 2. Mr. Petch Krainukul       Approve       Disapprove       Abstain
- 3. Mr. Kasama Punyagupta       Approve       Disapprove       Abstain
- 4. Assoc. Prof. Dr. Somprawin Manprasert       Approve       Disapprove       Abstain

Agenda 6 To consider and approve the directors' remuneration for the year 2018/2017

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda 7 To acknowledge the 2017 Audit Committee's report

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda 8 To consider and appoint the auditors and approve the auditing fee for the year 2018

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda 9 To approve the amendment to Article 41 of the ERW's Articles of Association

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda 10 To approve the amendment of the objective of the Company

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda 11 To approve the amendment to Clause 3 of the Memorandum of Association

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda 12 Other (If any)

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

(5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above., including the case that there is any amendment of addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder dose not vote as I/We specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signature \_\_\_\_\_ Proxy Grantor  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

**Remarks:**

1. Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
2. Evidences to be enclosed with the proxy form are:
  - (1) Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A Shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C.

**Attachment to Proxy Form C**

The Proxy of the shareholder of The Erawan Group Public Company Limited

In the Meeting of the Annual General Meeting of Shareholders for the year 2018 on Friday April 27, 2018 at 14.00 hours at Grand Ballroom, JW Marriott Hotel Bangkok, 4 Sukhumvit Road, Sukhumvit Soi 2, Kwaeng Klongtoey, Khet Klongtoey, Bangkok 10110 Thailand or on the date and at the place as may be postponed or changed.

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject: To approve the appointment of new directors.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Vote for all the nominated candidates as a whole.
    - Approve       Disapprove       Abstain
  - Vote for an individual nominee.

1. \_\_\_\_\_  Approve       Disapprove       Abstain
2. \_\_\_\_\_  Approve       Disapprove       Abstain
3. \_\_\_\_\_  Approve       Disapprove       Abstain
4. \_\_\_\_\_  Approve       Disapprove       Abstain

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

Signature \_\_\_\_\_ Proxy Grantor  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )