

## (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:

 **Dr. Kulpatra Sirodom**, Chairman of the Audit Committee, age 63 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 2019/2018)

or  **Mr. Ekasith Jotikasthira**, Member of the Audit Committee, age 49 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 2019/2018)

or  **Assoc. Prof. Dr.Somprawin Manprasert**, Member of the Audit Committee, age 44 years, residing at no. 48/12

Soi Sukhumvit 11 (Chaiyot), Kwang Klongtoey Nuea, Khet Wattana, Bangkok 10110.

(Interest in the agenda 6: To consider and approve the directors' remuneration for the year 2019/2018)

or  **Mr. Banyong Pongpanich**, Independent Director, age 65 years, residing at no.16

Soi Inthamara 4, Suthisan Winitchai Road, Kwang Sam Sen Nai, Khet Phaya Thai, Bangkok 10400.

(Interest in the agenda 5: To consider and appoint directors to replace the directors who will be retired by rotation and agenda 6: To consider and approve the directors' remuneration for the year 2019/2018)

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting for the year 2019 of Shareholders on Friday, April 26, 2019 at 14.00 hours at Grand Ballroom, Grand Hyatt Erawan Hotel Bangkok, 494 Ploenchit Road, Kwang Lumpini, Khet Pathumwan, Bangkok 10330 Thailand or on the date and at the place as may be postponed or changed.

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

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

Agenda 1 To acknowledge the 2018 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 2018 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 Financial Statements for the year ended December 31, 2018 including the auditor'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 4 To consider and approve the net profit allocation and annual dividend payment.

4.1) To consider and approve the company's net profit as legal reserve.

- (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

4.2) To consider and approve the 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 to replace the directors who will be retired by rotation.

- (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. Chanin Vongkusolkit       Approve       Disapprove       Abstain
- 2. Mr. Banyong Pongpanich       Approve       Disapprove       Abstain
- 3. Mr. Gavin Vongkusolkit       Approve       Disapprove       Abstain

- Agenda 6 To consider and approve the directors' remuneration for the year 2019/2018
- (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 7 To consider and appoint the auditors and approve the auditing fee for the year 2019
- (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 approve the decrease of registered capital of the Company in the amount of Bath 25,790,340 from Bath 2,537,893,275 to Bath 2,512,102,935 by deducting of a total 25,790,340 unissued shares at Bath 1 par value per share which was allocated for accommodating the offering of newly issued ordinary shares to employees of the Company and Subsidiaries under ESOP#4.
- (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 consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in compliance with the decrease of the registered capital.
- (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 consider and approve the increase of the Company's registered capital for accommodating the capital increase under the General Mandate and for offering of newly issued ordinary shares to employees of the Company and Subsidiaries under ESOP#4.
- (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 consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in compliance with the increase of the registered capital.
- (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 To consider and approve the allocation of newly issued ordinary shares under the General Mandate.
- (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 13 To consider and approve the allocation of newly issued ordinary shares to employees of the Company and Subsidiaries under ESOP#4.

(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 14 Others (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

(4) 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.

(5) 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 agenda specified above, including the case that there is any amendment or 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 does 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 2019 on Friday, April 26, 2019 at 14.00 hours at Grand Ballroom, Grand Hyatt Erawan Hotel Bangkok, 494 Ploenchit Road, Kwang Lumpini, Khet Pathumwan, Bangkok 10330 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

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

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

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