

(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 65 years, residing at no.100/155

Soi Sukhumvit 53 (Paidi Madi), Kwaeng Khlong Tan Nuea, Khet Watthana, Bangkok 10110.

(Interest in the agenda 6: To consider and approve the directors' remuneration for the year 2021)

or  **Mr. Ekasith Jotikasthira**, Member of the Audit Committee, age 51 years, residing at no.511

Soi 6, Sri-Ayudhaya Road, Kwaeng Tanonphayathai, Khet Rajdhevi, Bangkok 10400.

(Interest in the agenda 6: To consider and approve the directors' remuneration for the year 2021)

or  **Assoc. Prof. Dr. Somprawin Manprasert**, Member of the Audit Committee, age 46 years, residing at

no. 48/12 Soi Sukhumvit 11 (Chaiyot), Kwaeng Klongtoey Nuea, Khet Wattana, Bangkok 10110.

(Special interest in the agenda 5: To consider and appoint the directors in replacement of those who complete their terms by rotation and agenda 6: To consider and approve the directors' remuneration for the year 2021)

or  **Mr. Banyong Pongpanich**, Independent Director, age 67 years, residing at no.16 Soi Inthamara 4,

Suthisan Winitchai Road, Kwaeng Sam Sen Nai, Khet Phaya Thai, Bangkok 10400.

(Interest in the agenda 6: To consider and approve the directors' remuneration for the year 2021)

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting for the year 2021 of Shareholders on Tuesday, April 27, 2021 at 14.00 hours at Sukhumvit Grand Ballroom, JW Marriott Bangkok, 4 Sukhumvit Road, Khlong Toei Sub-district, Khlong Toei District, 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 2020 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 operating results for the year 2020.

- (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 Audited Financial Statements for the year ended December 31, 2020 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 omission of dividend payment for the fiscal year 2020.

- (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 the directors in replacement of those who complete their terms by rotations.

- (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              | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 2. Assoc.Prof.Dr. Somprawin Manprasert | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 3. Mr. Kasama Punyagupta               | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 4. Mr. Petch Krainukul                 | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

Agenda 6 To consider and approve the directors' remuneration for the year 2021

- (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 audit fee for the year 2021

- (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 reduction of the registered capital of the Company by cancelling the authorized but unissued shares.

- (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 Memorandum of Association of the Company to be in line with the reduction 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

Agenda10 To consider and approve the increase of the registered capital of the Company to offer to the existing shareholders of the Company in proportion to their respective shareholdings and to reserve for the exercise of the right to purchase newly issued ordinary shares under the Company's warrants to purchase newly issued ordinary shares No.3 (ERW-W3)

- (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 Memorandum of Association of the Company to be in line 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 issuance of the warrants to purchase newly issued ordinary shares of the Company No. 3 (ERW-W3) for allocation to existing shareholders of the Company in proportion to their respective shareholdings.

- (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 of the Company to offer to the existing shareholders of the Company in proportion to their respective shareholdings and to reserve for the exercise of the right to purchase newly issued ordinary shares under the Company's warrants to purchase newly issued ordinary shares No.3 (ERW-W3)

- (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

(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 agenda 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 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 2021 on Tuesday, April 27, 2021 at 14.00 hours at Sukhumvit Grand Ballroom, JW Marriott Bangkok, 4 Sukhumvit Road, Khlong Toei Sub-district, Khlong Toei District, 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

( \_\_\_\_\_ )