

Please affix  
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For reference, please fill in Proxy Form in Thai version only

**Proxy Form (Form C)**  
(For foreign shareholders appointing custodian in Thailand)

Written at .....

Date .....

(1) I/We ..... Nationality .....  
Residing at house No. .... Road ..... Tambol/Kwaeng .....  
Amphur/Khet ..... Province ..... Post code .....

Acting as a Custodian for .....

A shareholder of ..... **Berli Jucker Public Company Limited** .....

holding the total amount of ..... share and have the rights to vote equal ..... voices as follows:

Ordinary share ..... share and have the rights to vote equal ..... voices

Preferred share ..... share and have the rights to vote equal ..... voices

(3) Hereby appoint:

(1) ..... Age ..... years

Residing at house No. .... Road ..... Tambol/Kwaeng.....

Amphur/Khet ..... Province ..... Post code .....or

(2) ..... Age ..... years

Residing at house No. .... Road ..... Tambol/Kwaeng.....

Amphur/Khet ..... Province ..... Post code .....or

(3) ..... Age ..... years

Residing at house No. .... Road ..... Tambol/Kwaeng.....

Amphur/Khet ..... Province ..... Post code .....

Any one of them as my/our proxy to attend the Meeting and to cast vote on my/our behalf at the Ordinary General Meeting of Shareholders No. 1/2015 on 17 April 2015, at 15.00 hours, at the Meeting Room 1201-1202, 12<sup>th</sup> floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phrakanong, Khet Klongtoey, Bangkok 10110 or any other date, time and 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 to have the rights to vote

Grant partial shares of

Ordinary share ..... shares and have the rights to vote equal to.....voices

Preference share ..... shares and have the rights to vote equal to.....voices

Total amount of shares to have the rights to vote equal to..... voices

(4) I/We hereby appoint the proxy to cast vote on my/our behalf at this Meeting as follows:

Agenda 1 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2015 held on January 8, 2015.

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

Approve

Disapprove

Abstain

Agenda 2 To acknowledge the Board of Directors' Report on the Company's operational results for 2014.

(Agenda for acknowledgement)

- Agenda 3 To consider and approve the Company's Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2014.
- (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
- (b) The proxy must cast the votes according to my/our intention as follows:
- Approve  Disapprove  Abstain
- Agenda 4 To consider and approve the appropriation of profit as legal reserve and the dividend payment based on for the Company's operations for 2014.
- (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
- (b) The proxy must cast the votes according to my/our intention as follows:
- Approve  Disapprove  Abstain
- Agenda 5 To consider the election of Directors to replace those who retire by rotation.
- (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
- (b) The proxy must cast the votes according to my/our intention as follows:
- Appointment of all the directors
- Approve  Disapprove  Abstain
- Appointment of individual director
- Name of Director Mr. Charoen Sirivadhanabhakdi.....
- Approve  Disapprove  Abstain
- Name of Director Khunying Wanna Sirivadhanabhakdi.....
- Approve  Disapprove  Abstain
- Name of Director Mr. Panot Sirivadhanabhakdi.....
- Approve  Disapprove  Abstain
- Name of Director Mr. Prasit Kovilaikool.....
- Approve  Disapprove  Abstain
- Name of Director Mr. Suvit Maesincee.....
- Approve  Disapprove  Abstain
- Agenda 6 To fix the remuneration for Directors.
- (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
- (b) The proxy must cast the votes according to my/our intention as follows:
- Approve  Disapprove  Abstain
- Agenda 7 To appoint the Auditors and fix the audit fee for 2015.
- (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
- (b) The proxy must cast the votes according to my/our intention as follows:
- Approve  Disapprove  Abstain

- Agenda 8 To consider propose for approve the Employee Stock Option Program and the issuance and offering of warrants for stock option to executives and Employees of the Company and/or its subsidiaries No. 4 (“the BJC ESOP 2012 Scheme No. 4”).

  - (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
  - (b) The proxy must cast the votes according to my/our intention as follows:
    - Approve                       Disapprove                       Abstain
  
- Agenda 9 To consider and approve the allocation of new ordinary shares of the Company, for the right to exercise the Warrants that are issued and offered to Executives and Employees of the company and/or subsidiaries No. 4 (“the BJC ESOP 2012 Scheme No. 4”).

  - (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
  - (b) The proxy must cast the votes according to my/our intention as follows:
    - Approve                       Disapprove                       Abstain
  
- Agenda 10 To consider whether or not to approve the Company and/or its subsidiaries entering into the transaction of the acquisition of 100 percent of the Total Charter Capital of METRO Cash & Carry Vietnam Limited under the new Sale and Purchase Agreement between TCC Holding Company Limited and Metro Cash & Carry International Holding B.V. dated 18 February 2015.

  - (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
  - (b) The proxy must cast the votes according to my/our intention as follows:
    - Approve                       Disapprove                       Abstain
  
- Agenda 11 Other business.

  - (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
  - (b) The proxy must cast the votes according to my/our intention as follows:
    - Approve                       Disapprove                       Abstain

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

(6) In case I/We have not specified a voting intention in any agenda or not clearly specified or in case the Meeting considers or passes resolutions in any matters apart from those agendum specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

Any act performed by the proxy at the meeting shall be deemed as such acts had been done by myself/ourselves in all respects.

Signed ..... Grantor  
 (.....)  
 Signed..... Proxy  
 (.....)  
 Signed..... Proxy  
 (.....)  
 Signed..... Proxy  
 (.....)

**Note:**

(1) Only foreign shareholders as registered in the share register who have custodian appointed in Thailand can use the Proxy Form C. (English version is for reference, please fill in Proxy Form in Thai version only).



(2) Evidences to be enclosed with the proxy form are:

(2.1) Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.

(2.2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.

(3) The shareholder shall appoint only one proxy to attend and vote at the Meeting and shall not allocate the number of shares to several proxies to cast vote separately.

(4) For the election of directors, it is applicable to elect director as a whole or elect each director individually.

(5) In case there is any other agenda to be considered in addition to those specified above, the grantor can specify such agenda in the attachment to Proxy Form (Form C).

**Attachment to Proxy Form (Form C)**

The proxy of the shareholder of Berli Jucker Public Company Limited

At the Ordinary General Meeting of Shareholders No. 1/2015 on 17 April 2015, at 15.00 hours, at the Meeting Room 1201 - 1202, 12<sup>th</sup> Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phrakanong, Khet Klongtoey, Bangkok 10110 or any other date, time and place as may be postponed or changed.

- .....
- Agenda No. .... Subject .....
    - (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
    - (b) The proxy must cast the votes according to my/our intention as follows:
      - Approve                       Disapprove                       Abstain
  
  - Agenda No. .... Subject .....
    - (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
    - (b) The proxy must cast the votes according to my/our intention as follows:
      - Approve                       Disapprove                       Abstain
  
  - Agenda No. .... Subject .....
    - (a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.
    - (b) The proxy must cast the votes according to my/our intention as follows:
      - Approve                       Disapprove                       Abstain
  
  - Agenda No. .... Subject Election of Directors (continued) .....
 

Name of Director .....

    - Approve                       Disapprove                       Abstain

Name of Director .....

    - Approve                       Disapprove                       Abstain

Name of Director .....

    - Approve                       Disapprove                       Abstain

Name of Director .....

    - Approve                       Disapprove                       Abstain

Name of Director .....

    - Approve                       Disapprove                       Abstain