

Please  
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of Baht 20

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

(2) 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 .....

4. Prof. Pirom Kamolratanakul, M.D., M.SC. Independent Director Age 70 Years  
Address 251/251 Moo. 3, Sammakorn village, Soi Ramkhamhaeng 112,  
Ramkhamhaeng Road, Khwaeng Saphan Sung, Khet Saphan Sung, Bangkok 10240 or
5. Police General Krisna Polananta Independent Director Age 68 Years  
Address 4069, Soi Yotin Pattana 11 Yaek 5, Pradit Manutham Road, Khwaeng  
Klongchan, Khet Bangkapi, Bangkok 10240

Any one of them as my/our proxy to attend the Meeting and to cast vote on my/our behalf at the Annual General Meeting of Shareholders No.1/2018 on 26 April 2018, at 15.00 hours, at the Meeting Room Nos. 1201-1202, 12<sup>th</sup> floor, Berli Jucker House, No. 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 Annual General Meeting of Shareholders No. 1/2017 held on Friday 28 April 2017

    - (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 Company's operational results for 2017  
(Agenda for acknowledgement)
  - Agenda 3 To consider and approve the Company's Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2017 audited by the auditor

    - (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 for legal reserve and dividend payment based on the Company's operations for 2017

    - (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 and approve the re-election of directors in replacement of 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:
      - Election of all the directors
        - Approve                       Disapprove                       Abstain
      - Election of individual director
- 5.1 Mr. Charoen Sirivadhanabhakdi
- Approve                       Disapprove                       Abstain
- 5.2 Khunying Wanna Sirivadhanabhakdi
- Approve                       Disapprove                       Abstain
- 5.3 Mr. Prasit Kovilaikool
- Approve                       Disapprove                       Abstain
- 5.4 General Nivat Meenayotin
- Approve                       Disapprove                       Abstain
- 5.5 Mr. Rungson Sriworasat
- Approve                       Disapprove                       Abstain

- Agenda 6 To consider and approve election of the new director

  - (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 consider and approve the remuneration of the Board of Directors for 2018

  - (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 and approve the appointment of auditors and fix the audit fees for 2018

  - (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 2018 Employee Stock Option Program and issuance and offering of warrants to purchase the ordinary shares of the Company to executives and employees of the Company and/or its subsidiaries (the “BJC ESOP 2018 Program”).

  - (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 and approve the decrease in the registered capital of the Company

  - (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 To consider and approve the amendment of Article 4 of the Memorandum of Association in accordance with the decrease in the registered capital of the Company

  - (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 12 To consider and approve the increase in the registered capital of the Company

  - (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 13 To consider and approve the amendment of Article 4 of the Memorandum of Association to be consistent with the increase in the registered capital of the Company

  - (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 14 To consider and approve the allocation of new ordinary shares of the Company for BJC ESOP 2018 Program

  - (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 15 To consider and approve the increase in the amount for issuance and offering of debentures

  - (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 16 Other business (if any)

  - (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 agenda 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 Annual General Meeting of Shareholders No.1/2018 on 26 April 2018, at 15.00 hours, at the Meeting Room Nos. 1201 - 1202, 12<sup>th</sup> Floor, Berli Jucker House, No. 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phrakonong, Khet Klongtoey, Bangkok 10110 or any other date, time and place as may be postponed or changed.

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- 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