

Please affix  
Stamp duty  
of Baht 20

**Proxy Form (Form B)**

Written at .....

Date .....

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

(2) Being 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 Extraordinary General Meeting of Shareholders No. 1/2014 on 13 October 2014, 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 Phrakonong, Khet Klongtoey, Bangkok 10110 or any other date, time and place as may be postponed or changed.

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

- Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2014 dated 24 April 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 2 To consider and approve the Company and/or its wholly owned subsidiary to enter into the transaction for the acquisition of 100% of the total charter capital of METRO Cash & Carry Vietnam Limited (“METRO Vietnam” or the “Target Company”) from METRO Cash & Carry International Holding B.V. (the “Seller”) at an enterprise value of EUR 655 million (Baht 28,370 million<sup>1</sup>) on a cash-free and debt-free basis. (the “Proposed Transaction”).
- (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

<sup>1</sup> EUR figures converted to THB at the Bank of Thailand EUR-THB selling rate of 43.3 on 6 August 2014.

- Agenda 3 To consider and approve the decrease in the registered capital of the Company by Baht 46,170,000, at the par value of Baht 1 per share, from the existing registered capital of Baht 1,668,125,000 to Baht 1,621,955,000 by cancelling the unsold shares 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 4 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association in order to be consistent with the reduction of the Company's registered capital.
- (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 increase in the registered capital of the Company by Baht 392,434,444 from the existing registered capital of Baht 1,621,955,000 to Baht 2,014,389,444 by issuing 392,434,444 newly issued ordinary shares with a par value of Baht 1 per share.
- (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 6 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association in order to be consistent with the capital increase.
- (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 allocation of the newly issued ordinary shares 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 8 To consider 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 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) 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.
- (2) 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 B).

**Attachment to Proxy Form (Form B)**

The proxy of the shareholder of ..... **Berli Jucker Public Company Limited** .....

At the Extraordinary General Meeting of Shareholders No. 1/2014 on 13 October 2014, 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