

Please affix
Stamp duty
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

(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, 12th 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.

(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 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 million¹) 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
- 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

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

(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) Incase 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 Extraordinary General Meeting of Shareholders No. 1/2014 on 13 October 2014, at 15.00 hours, at the Meeting Room 1201 - 1202, 12th 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.

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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.
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 - Approve Disapprove Abstain

- Agenda No. Subject
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 - Approve Disapprove Abstain