

(Duty Stamp of 20 Baht is required)

Proxy Form B (Fixed Details)

Shareholder Registration No. Issued at
Date Month..... Year.....

(1) I, We Nationality
Residing at No. Road Sub-district
District Province Country Postal code

(2) Being a shareholder of Banpu Power Public Company Limited, holding
shares and having votes, which consist of
No. of ordinary shares shares, equivalent tovotes

(3) Hereby appoint any one of:

1. Name Age
Residing at No..... Road Sub-district
District Province Country Postal code, **or**

2. Name Age
Residing at No..... Road Sub-district
District Province Country Postal code, **or**

3. Name Age
Residing at No..... Road Sub-district
District Province Country Postal code, **or**

4. Associate Professor Dr. Naris Chaiyasoot Independent Director and Chairman of the Board
No. 5 Soi Phahonyothin 17, Chatuchak Sub-district, Chatuchak District, Bangkok 10900, **or**

5. Mr. Yokporn Tantisawetrat Independent Director
No. 94 Soi Pattanakan 40, Suan Luang Sub-district, Suan Luang District, Bangkok 10250, **or**

6. Professor Dr. Bundhit Eua-arporn Independent Director
No. 147/10 Soi Mooban Panya, Suan Luang Sub-district, Suan Luang District, Bangkok 10250

to be my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of Shareholders for the year 2017 to be held on Monday April 3, 2017 at 13.00 hours at Royal Paragon Hall 3, 5th Floor of Siam Paragon No.991, Siam Paragon Shopping Center, Rama I Road , Pathumwan, Bangkok 10330, Thailand, or at any adjournment thereof

(4) I/we authorize my/our proxy to vote on behalf of my/our behalf in this Meeting in the following manners:

Agenda 1: To acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2016

This agenda is acknowledged the minutes. There is no voting on this agenda

Agenda 2: To acknowledge the performance of the Company for the year 2016 and adopt the directors' report for the performance of the Company for the year ended on December 31, 2016

(a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

(b) The proxy is allowed to vote in accordance with my/our following instruction:

Approve Object Abstain

Agenda 3: To approve the audited statements of financial position and Statement of Income for the Year ended on December 31, 2016

(a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

(b) The proxy is allowed to vote in accordance with my/our following instruction:

Approve Object Abstain

Agenda 4: To approve the distribution of annual profits and annual dividend payment

(a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

(b) The proxy is allowed to vote in accordance with my/our following instruction:

Approve Object Abstain

Agenda 5: To approve the appointment of directors in place of those retiring by rotation

Approve the election of all proposed directors

Approve Object Abstain

Approve the election of certain proposed directors as follows:

1. Associate Professor Dr. Naris Chaiyasoot

Approve Object Abstain

2. Mrs. Somruedee Chaimongkol

Approve Object Abstain

3. Mr. Akaraphong Dayananda

Approve Object Abstain

Agenda 6: To approve the directors' remunerations

- (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my/our following instruction:
 - Approve Object Abstain

Agenda 7: To approve the appointment of the Company's auditor and fix his/her remuneration

- (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my/our following instruction:
 - Approve Object Abstain

Agenda 8: (1) To approve the issue and offering of newly issued ordinary shares of the Company under the Employee Stock Option Plan for Directors and Employees of the Company and its subsidiaries (BPP-ESOP) (the "ESOP Plan") and approve the allocation of the newly issued shares in the amount of not exceeding 30,000,000 shares, with a par value of Baht 10 per shares under such ESOP Plan

- (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my/our following instruction:
 - Approve Object Abstain

(2) To approve the allocation of the newly issued ordinary shares of the Company under the Employee Stock Option Plan (BPP-ESOP) to Mrs. Somruedee Chaimongkol

- (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my/our following instruction:
 - Approve Object Abstain

(3) To approve the allocation of the newly issued ordinary shares of the Company under the Employee Stock Option Plan (BPP-ESOP) to Mr. Voravudhi Linananda

(a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

(b) The proxy is allowed to vote in accordance with my/our following instruction:

Approve Object Abstain

Agenda 9: To approve the cancellation of warrants representing the right to purchase the newly issued ordinary shares of the Company, issued and offered to the directors and employees of Banpu Group (excluding the director, management and employees of the Company and its subsidiaries) in the amount of 21,200,000 units which were not allocated within the prescribed period pursuant to the Terms and Conditions

(a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

(b) The proxy is allowed to vote in accordance with my/our following instruction:

Approve Object Abstain

Agenda 10: To approve the reduction of the Company's registered capital in the amount of Baht 212,000,000 from Baht 30,956,920,000 to Baht 30,744,920,000 and the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital

(a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

(b) The proxy is allowed to vote in accordance with my/our following instruction:

Approve Object Abstain

Agenda 11: To approve the increase of the Company’s registered capital in the amount of Baht 300,000,000 from Baht 30,744,920,000 to Baht 31,044,920,000 by the issue of 30,000,000 ordinary shares and the amendment to Article 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the increase of the Company’s registered capital

(a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

(b) The proxy is allowed to vote in accordance with my/our following instruction:

Approve Object Abstain

Agenda 12: Other businesses (if any)

The shareholders are free to ask any questions and the Board will answer their queries (if any). Thus there is no voting on this agenda.

(5) The proxy’s voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act performed by the proxy during the meeting except the proxy’s voting that is not consistent with my intention as specified under this proxy, shall be deemed to have been done by me/us in all respects.

Signed Grantor
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Signed Grantee
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Signed Grantee
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Signed Grantee
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- Remarks:**
1. Where more than one proxy are appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.
 2. With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.

Supporting Documents for Attending Meetings

Before attending a Meeting, each Shareholder must show any of the following documents:

1 Individual Shareholders

- 1.1** In case of an individual Shareholder Attending the Meeting in person, an original of a valid document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver Licence or Passport.
- 1.2** In case of a Shareholder represented by proxy Attending the Meeting:
- (a) a proxy in the form attached to the invitation of the Meeting, accurately completed and signed by the Shareholder and the proxy holder;
 - (b) a copy of the documents of the Shareholders issued by the Government Agency containing the details specified in paragraph 1.1 above, certified true by the Shareholder;
 - (c) an original documents of the proxy holder issued by the Government Agency containing details specified in paragraph 1.1 above.

2 Juristic Shareholders

- 2.1** Unless otherwise provided in paragraph 2.2 below, in case of a representative of juristic Shareholder Attending the Meeting in person, the following documents will be required:
- (a) original documents of the representative issued by the Government Agency containing details specified in paragraph 1.1 above;
 - (b) a copy of affidavit of the juristic Shareholders containing a statement indicating that such representative has been duly authorised to act on its behalf, certified true by its representative.
- 2.2** In case where the juristic Shareholder is represented by a proxy:
- (a) a proxy in the form attached to the invitation of the Meeting, accurately completed and signed by the Shareholder and the proxy holder;
 - (b) a copy of affidavit of the juristic Shareholders containing a statement indicating that such representative has been authorised to act on its behalf, certified true by its representative;
 - (c) original documents of the proxy holder issued by the Government Agency containing the details specified in paragraph 1.1 above.

3 Non-Thai Individual Shareholders or Non-Thai Juristic Persons Established under Foreign Laws

Subject to the provisions set out below, paragraphs 1 and 2 shall apply *mutatis mutandis* to Shareholders who are non-Thai or juristic persons established under foreign laws, as the case may be:

- (a) Affidavit of juristic persons may be issued by the Government Agency of the country in which such juristic person has been established or by its authorised officer. However, the Affidavit of the juristic person must contain details regarding its name, name of the person authorised to sign on its behalf and relevant conditions or limitation and its registered office.
- (b) Original documents which are neither in Thai nor in English must be submitted together with Thai or English translation, certified true and correct by its authorised officer.