

(Duty Stamp of 20 Baht is required)

Proxy Form C

**(This Form is designed for foreign shareholders who have appointed a Custodian to act as their
Depository and Trustee in Thailand)**

Issued at

DateMonth.....Year.....

(1) I, We Nationality
Registered Office at No. Road Sub-district
District Province Country Postal code
in the capacity of a Depository and Trustee (Custodian) for
who is a shareholder of Banpu Power Public Company Limited, holding
shares and having votes, which consist of
No. of ordinary shares shares, equivalent tovotes

(2) 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

(3) I/we authorize my/our proxy to attend and vote on behalf of my/our behalf in this Meeting in the following manner:

Authorize in full equivalent to total numbers of shares held by me/us, and which I/we have the right to vote.

Authorize in part, equal to:

No. of ordinary sharesshares, and having voting right for.....votes
Total voting right for..... votes

(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.....votes Object.....votes Abstain.....votes

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.....votes Object.....votes Abstain.....votes

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.....votes Object.....votes Abstain.....votes

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

Approve the election of all proposed directors

Approve.....votes Object.....votes Abstain.....votes

- Approve the election of certain proposed directors as follows:
1. Associate Professor Dr. Naris Chaiyasoot
 Approve.....votes Object.....votes Abstain.....votes
 2. Mrs. Somruedee Chaimongkol
 Approve.....votes Object.....votes Abstain.....votes
 3. Mr. Akaraphong Dayananda
 Approve.....votes Object.....votes Abstain.....votes

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.....votes Object.....votes Abstain.....votes

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.....votes Object.....votes Abstain.....votes

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.....votes Object.....votes Abstain.....votes

(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.....votes Object.....votes Abstain.....votes

(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.....votes Object.....votes Abstain.....votes

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.....votes Object.....votes Abstain.....votes

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.....votes Object.....votes Abstain.....votes

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.....votes Object.....votes Abstain.....votes

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
()

Signed Grantee
()

Signed Grantee
()

Signed Grantee
()

- Remarks:
1. This Proxy Form (C) is designed for only foreign shareholders of record who have appointed a Custodian to act as their Depository and Trustee in Thailand.
 2. Documentary evidences required to be enclosed together with this proxy are as follows:
 - (1) A Shareholder's power of attorney which authorizes the Custodian to sign the proxy on his/her behalf.
 - (2) A letter of certification confirming that the person who signed the proxy has been authorized to engage in a custodian business.
 3. 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.
 4. With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.