

Proxy Form

Place, _____

Date, _____

1) I, _____ contact address _____

2) being a ordinary individual member of Thai Institute of Directors Association (Thai IOD)

3) do hereby appoint either one of the following persons _____

- or Mr. Prasan Chuaphanich Chairman, Thai IOD
or Ms. Potjanee Thanavaranit Chairman of Audit Committee
or Mr. Chaiwat Utaiwan Chairman of Nomination & Compensation Committee

as only one of my proxy to attend and vote on my behalf at the Annual General Meeting 2021 of Thai IOD, to be held on Monday, May 31, 2021 16.00 by Teleconference using Electronic Devices (E-AGM)

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

Agenda 2 Consideration and Adoption of the Minutes of the IOD AGM 2020

Opinion of the Board of Directors The IOD's Board of Directors has reviewed the correctness and accuracy of the Minutes of AGM 2020, and considers it appropriate to propose that the Meeting formally approve and adopt these Minutes accordingly. (Enclosure No. 1)

Approved Disapproved Abstain

Agenda 4 Consideration and Approve the IOD's Audited Financial Statements for Full Year 2020

Opinion of the Board of Directors The IOD's Board of Directors has considered the opinions of the Audit Committee and has reviewed the IOD's audited Financial Statements for the full year 2020, for which the external Auditors have expressed their opinions without any qualifications. Therefore, the Board of Directors considers it appropriate to propose that the Meeting approve the IOD's audited Financial Statements for the full year 2020 as presented. (Enclosure No. 2)

Approved Disapproved Abstain

Agenda 5 Consideration and Approval of the Appointment of the IOD's Auditor for 2021 together with Associated Audit Fees

Opinion of the Board of Directors The IOD's Board of Directors has reviewed the opinion of the Audit Committee, and considers it appropriate to propose that the AGM approve the appointment of Pongthavee Ratanakoses Certified Public Accountant (Thailand) No. 7795, Vichien Khingmontri Certified Public Accountant (Thailand) No. 3977 and Amornrat Pearmpoonvatanasuk Certified Public Accountant (Thailand) No. 4599 of PricewaterhouseCoopers ABAS Ltd. be appointed as the IOD's auditors, any one of them being authorized to conduct the audit and express an opinion on the financial statements of the IOD. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd, to be appointed as the authorized external Auditor of the IOD for 2021, with the associated audit fee of Baht 220,000.- (two hundred twenty thousand Baht).

Approved Disapproved Abstain

Agenda 6 Consideration and Election of new IOD Board Directors, replacing those retiring by end of term.

Opinion of the Board of Directors The IOD Board of Directors considered those names proposed by the Nomination and Compensation Committee and is of the opinion that these (5) persons are all appropriately knowledgeable and well-qualified. The Board, therefore, considered it appropriate to propose that the AGM consider and approve the election of these persons to be IOD Board Directors accordingly. As such, profiles together with associated background information about these 5 persons nominated for election as IOD Directors are contained in the enclosed document for reference and review (Enclosure No. 3).

Please mark 5 candidates as follow: (Alphabetical order by Thai name)

Mrs. Kaisri Nuengsigkapien

Approved Disapproved Abstain

Mr. Kongkrapan Intarajang

Approved Disapproved Abstain

Mr. Pornchai Chunhachinda

Approved Disapproved Abstain

Mr. Rapee Sucharitakul

Approved Disapproved Abstain

Mr. Veerasak Kositpaisal

Approved Disapproved Abstain

If I do not specify or clearly specify my 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
()

Note:

The proxy must submit the following documents (as the case may be) during meeting registration prior to attending the meeting:

- (a) a proxy form, the form of which is attached to the notice for calling the annual general meeting, that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) a photocopy of identification document of the shareholder issued by the government authority and not expired, such as the personal identification card, driving license, international driving license, foreigner identification card or passport, and certified as true and correct by the proxy grantor; and
- (c) an identification document of the proxy issued by the government authority and not expired, such as the personal identification card, driving license, international driving license, foreigner identification card or passport.