



## 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  Mr. Kulvech Janvatanavit CEO

as only one of my proxy to attend and vote on my behalf at the Annual General Meeting 2019 of Thai IOD, to be held on Wednesday, May 29, 2019 16.00 at Ballroom, Grang Hyatt Erawan Hotel.

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 2018

**Opinion of the Board of Directors** The IOD's Board of Directors has reviewed the correctness and accuracy of the Minutes of AGM 2018, and considers it appropriate to propose that the Meeting formally approve and adopt these Minutes accordingly. (Attachment 1)

Approved  Disapproved  Abstain

### Agenda 4 Consideration and Approve the IOD's Audited Financial Statements for Full Year 2018

**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 2018, 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 2018 as presented. (Attachment 2)

Approved  Disapproved  Abstain

### Agenda 5 Consideration and Approval of the Appointment of the IOD's Auditor for 2019 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, Prasit Yuengsrikul Certified Public Accountant (Thailand) No. 4174 and Vichien Khingmontri Certified Public Accountant (Thailand) No. 3977 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 2019, with the associated audit fee of Baht 240,000.- (two hundred and forty thousand Baht).

Approved  Disapproved  Abstain

## Proxy Form

**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 Governance Committee and is of the opinion that these (4) 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 4 persons nominated for election as IOD Directors are contained in the enclosed document for reference and review (Enclosure No. 3).

**Please mark 4 candidates as follow: (Alphabetical order by Thai name)**

**Dr. Kulpatra Sirodom**

Approved       Disapproved       Abstain

**Mr. Chaiwat Utaiwan**

Approved       Disapproved       Abstain

**Mr. Supattanapong Punmeechaow**

Approved       Disapproved       Abstain

**Ms.Suvabha Charoenying**

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  
( )