

(Baht 20 of stamp duty must be affixed.)

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. 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 2020 of Thai IOD, to be held on Monday, August 24, 2020 16.00 at Ballroom, Renaissance Bangkok Ratchaprasong 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 2019

Opinion of the Board of Directors The IOD's Board of Directors has reviewed the correctness and accuracy of the Minutes of AGM 2019, 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 2019

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 2019, 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 2019 as presented. (Enclosure No. 2)

Approved Disapproved Abstain

Agenda 5 Consideration and Approval of the Appointment of the IOD's Auditor for 2020 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 Prasit Yuengsrikul Certified Public Accountant (Thailand) No. 4174 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 2020, with the associated audit fee of Baht 200,000.- (two hundred 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 (3) 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 3 persons nominated for election as IOD Directors are contained in the enclosed document for reference and review (Enclosure No. 3).

Please mark 3 candidates as follow: (Alphabetical order by Thai name)

Mr. Kitipong Urapeepatanapong

Approved Disapproved Abstain

Mr. Charamporn Jotikasthira

Approved Disapproved Abstain

Ms. Potjanee Thanavaranit

Approved Disapproved Abstain

Agenda 7 Consideration and Approval of Proposed Amendments to the IOD Articles of Association Section 3, Number 9 (Members and membership)

Opinion of the Board of Directors The IOD Board of Directors has reviewed this matter and consider it appropriate to propose that the AGM approve the amendments to the Articles of Association of the Association Section 3, Number 9 (Members and membership) as proposed and given in detail in the enclosed document (Enclosure No. 4).

Approved Disapproved Abstain

Agenda 8 Consideration and Approval of Proposed Amendments to the IOD Articles of Association Section 6, Number 28 (Board of Directors and its operations)

Opinion of the Board of Directors The IOD Board of Directors has reviewed this matter and consider it appropriate to propose that the AGM approve the amendments to the Articles of Association of the Association Section 6, Number 28 (Board of Directors and its operations) as proposed and given in detail in the enclosed document (Enclosure No. 5).

Approved Disapproved Abstain

Agenda 9 Consideration and Approval of Proposed Amendments to the IOD Articles of Association Section 7, Number 31 (General Meetings)

Opinion of the Board of Directors The IOD Board of Directors has reviewed this matter and consider it appropriate to propose that the AGM approve the amendments to the Articles of Association Section 7, Number 31 (General Meetings) as proposed and given in detail in the enclosed document (Enclosure No. 6).

Approved Disapproved Abstain

