



PROXY FORM C (FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

Written at

Date Month Year 2020

(1) I / WE Nationality
 with address at Road Sub-District
 District Province Postal Code
 acting as the custodian for
 being a shareholder of WAVE Entertainment Public Company Limited holding the total amount of shares with the voting rights of votes as follows;

- ordinary share shares with the voting rights of votes
- preferred share shares with the voting rights of votes

(2) do hereby appoint either one of the following+ persons:

- 1 Age Years
 with address at Road Sub-District
 District Province Postal Code or
- 2 Age Years
 with address at Road Sub-District
 District Province Postal Code or
- 3 . Mr./Mrs./Miss **Prasert Patradhilok**..... age ...62..... years with address at No.77/220 Moo 6.....
 Tambol / ~~Kwaeng~~Banmai..... Amphur / ~~Khet~~Pakkret..... Province ...Nonthaburi..... Postal Code ...11120....., who
 having no special interest in each of all the agendas of the meeting,

as only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2020 (No. 27/2020) be held on July 30, 2020, 2.00 pm., venue at Maleenont Tower (M2 Bldg.) Floor 8 No. 3199 Rama 4 Rd., Klongton Sub-district , Klong-toey District , Bangkok 10110 or at any adjournment thereof.

(3) I / We authorize my / our Proxy to attend and cast the votes as follows:

- The Proxy is authorized for all shares held and entitled to vote.
- The Proxy is authorized for certain shares as follows:
 - ordinary share shares, entitling to vote votes
 - preferred share - shares, entitling to vote - votes

Total entitled vote votes

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

Agenda No. 1 To consider and certify the minutes of the 2019 Annual General Meeting of Shareholders (No. 26/2019) held on 30 April 2019

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

Agenda No. 2 To consider and acknowledge the report on the Company's performance for the year 2019 and the annual report for year 2019

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

Agenda No. 3 To consider and approve the Company's financial statements for the year ending 31 December 2019

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

Agenda No. 4 To consider and approve the non-payment of dividend for the year 2019

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

Agenda No. 5 To consider and approve the appointment of directors in replacement of those who resigned and retired by rotation

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:

- To elect directors as a whole
Approve votes Disapprove votes Abstain votes
- To elect each director individually
1. Ms.Piyawadee Maleenont
Approve votes Disapprove votes Abstain votes
2. M.L. Nalinee Hastintra
Approve votes Disapprove votes Abstain votes
3. Mr. Apiwat Ngoenmeun
Approve votes Disapprove votes Abstain votes
4. Mr. Kijcharnpit Sukangwanwit
Approve votes Disapprove votes Abstain votes

Agenda No. 6 To consider and approve the determination of remuneration of the Board of Directors and sub-committee for the year 2020

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

Agenda No. 7 To consider and approve the appointment of auditor and the determination of remuneration of auditor for the year 2020

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

Agenda No. 8 To consider and approve the decrease of the Company's registered capital in the amount of Baht 42,118,409 from Baht 510,070,000 to Baht 467,951,591 by canceling the issued and unsold shares and approved to propose for amendment of Clause 4. of the Company's Memorandum of Association to be in line with such capital decrease

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

Agenda No. 9 To consider and approve the increase of the Company's registered capital in the amount of not exceeding Baht 1,052,891,081 from Baht 467,951,591 to Baht 1,520,842,672 by issuing newly issued ordinary shares of not exceeding 1,052,891,081 shares at the par value of Baht 1 per share and approved to propose for amendment of Clause 4. of the Company's Memorandum of Association to be in line with such capital increase

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

Agenda No. 10 To consider and approve the issuance and allocation of warrant to purchase newly issued shares no. 2 (WAVE-W2) for existing shareholders who subscribed the newly issued shares under the Rights Offering

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

Agenda No. 11 To consider and approve the allocation of newly issued shares of up to 1,052,891,081 shares with a par value of Baht 1 per shares to reserve for the subscription of newly issued shares under the Right Offering and the exercise of warrant to purchase the newly issued shares no.2 (WAVE-W2)

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

Agenda No. 12 Other businesses (if any)

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve votes Disapprove votes Abstain votes

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed Shareholder
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Remarks:

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Allonge of Proxy Form as enclosed.