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BAHT 20

## PROXY FORM B

Written at .....

Date ..... Month ..... Year 2022

(1) I / WE ..... Nationality ..... with address at No. ....  
Road ..... Tambol / Kwaeng ..... Amphur / Khet.....  
Province ..... Postal Code .....

(2) being a shareholder of **WAVE Entertainment Public Company Limited**  
holding ..... share(s) and with the voting rights of ..... vote(s) as follows  
:-

- Ordinary share ..... share(s) and with the voting rights of ..... vote(s)  
 Preferred share ..... share(s) and with the voting rights of ..... vote(s)

(3) hereby appoint either one of the following persons :

(1) Mr./Mrs./Miss ..... age ..... years with address at No. ....  
Road ..... Tambol / Kwaeng ..... Amphur / Khet ..... Province ..... Postal Code ..... or

(2) Mr./Mrs./Miss ..... age ..... years with address at No. ....  
Road ..... Tambol / Kwaeng ..... Amphur / Khet ..... Province ..... Postal Code ..... or

(3) Mr./Mrs./Miss ... **Prasert Patradhilok**..... age ...65... 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 Extraordinary General Meeting of Shareholders No. 1/2022 be held on September 13, 2022 at 2:00 p.m., in the form of electronic meeting (E-EGM), venue at Maleenont Tower (M1 Bldg.) Floor 15 No. 3199 Rama 4 Rd., Klongton Sub-district, Klong-toey District, Bangkok 10110 or at any adjournment thereof.

(4) I hereby appoint the proxy holder to vote on my / our behalf at this meeting as follows:

**Agenda No. 1 To consider and certify the minutes of 2022 Annual General Meeting of Shareholders (No. 29/2022) held on 11 April 2022**

- (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  Disapprove  Abstain

**Agenda No. 2 To consider and approve the reduction of Company's registered capital of Baht 235,578,510 from the existing registered capital of Baht 707,536,887.50 to Baht 471,958,377.50 by cancelling the unsold shares of 471,157,020 shares at a par value each of Baht 0.50 and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital**

- (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  Disapprove  Abstain

**Agenda No. 3 To consider and approve the increase of registered capital of not exceeding Baht 5,934,068,140.50 from the registered capital of Baht 471,958,377.50 to Baht 6,406,026,518 by issuing newly issued ordinary shares in the amount of not exceeding 11,868,136,281 shares at a par value each of Baht 0.50 and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of Company's registered capital**

- (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  Disapprove  Abstain

**Agenda No. 4 To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company No.3 (WAVE-W3) of not exceeding 2,617,539,003 units to existing shareholders who subscribe the newly issued ordinary shares proportionate to their respective shareholding**

- (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  Disapprove  Abstain

**Agenda No. 5 To consider and approve the allocation of newly issued ordinary shares of not exceeding 11,868,136,281 shares at a par value each of Baht 0.50 for (i) the allocation of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) (ii) to accommodate the exercise of warrants to purchase ordinary shares of the Company No.3 (WAVE-W3) and (iii) to accommodate the right adjustment of warrants to purchase ordinary shares of the Company 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  Disapprove  Abstain

**Agenda No. 6 To consider and approve other matters (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  Disapprove  Abstain

(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 the case that I do not specify my / our intentions to vote for any Agenda, or have not already specified my / our intentions, or the meeting considers and resolves additional matters, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any information, the proxy holder shall have the right to consider and give resolution on my / our behalf as is deemed appropriate.

For any act performed by the proxy holder 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. However, if the proxy fails to proceed as appointed and such failure causes damage to the shareholder, such shareholder will be eligible to pursue the legal proceedings.

Signed ..... Shareholder  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

**Remarks:** 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.