



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

Written at .....

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

(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 ...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.

(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 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 ..... votes    Disapprove ..... votes    Abstain ..... votes

**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 ..... votes    Disapprove ..... votes    Abstain ..... votes

**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 ..... votes    Disapprove ..... votes    Abstain ..... votes

**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 ..... votes    Disapprove ..... votes    Abstain ..... votes

**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 ..... votes Disapprove ..... votes Abstain ..... votes

**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 ..... 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. 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  
Proxy

( ..... )

Signed .....

( ..... )

Signed ..... Proxy  
Proxy

( ..... )

Signed .....

( ..... )

**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.