

Affix excise  
stamp of  
20 Baht

### Proxy Form (B)

Prepared at .....

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

(1) I,.....Nationality.....

Residing at No.....Road .....District.....

Sub-district ..... Province.....Postal code.....

(2) As a Shareholder in Tipco Foods Public Company Limited With a total of .....shares

With a number of vote equivalent to.....votes (1 Ordinary share equivalent to 1 vote)

(3) Gives proxy to  1. ....Age.....years

Residing at No ..... Road ..... Sub- District.....

district ..... Province.....

Postal code.....

Or  2. Mr. Virat Phairatphiboon Independent Director aged 72 years

Residing at 64/66 Kallista Mansion, Room 26 C, Sukhumvit, North Klongtoey, Wattana,  
Bangkok 10110

Or  3. Mr. Paisal Pongprayoon Independent Director aged 70 years

Residing at 120/26 Soi Prasanmit, Sukhumvit Road, North klongtoey, Wattana,  
Bangkok 10110

Or  4. Mrs. Achara Pricha Independent Director aged 64 years

Residing at 312 Thetsaban Rangrak Nuea Rd., Lad Yao, Chatuchak, Bangkok 10900

Any one single person is my representative to attend the Meeting and vote on my behalf at the Annual General Shareholders' Meeting 2020 on Friday, April 3, 2020 at 10.00 hours at the Auditorium of the Head Offices, 5<sup>th</sup> floor, TIPCO Building, No. 118/1 Rama 6 Road, Phayathai Sub district, Phayathai district, Bangkok, or any other venue as per the change of date, time or venue in due course

(4) I hereby assign my right of proxy to the proxy receiver to vote on my behalf as follows

**Agenda No.1** To approve the Minutes of the 2019Annual General Shareholders' Meeting held on 4 April,2019.

(a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

(b) Proxy receiver will vote according to my intentions as follows

Approve

Disapprove

Abstain

**Agenda No. 2** To acknowledge the directors' report on the company's performance.

Proxy Form (B) [Continued]

**Agenda No. 3** To approve the Financial Statement for the year ended 31 December 2019.

- (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- (b) Proxy receiver will vote according to my intentions as follows
- Approve       Disapprove       Abstain

**Agenda No. 4** To approve the profit allocation and dividend payment for the year 2019.

- (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- (b) Proxy receiver will vote according to my intentions as follows
- Approve       Disapprove       Abstain

**Agenda No. 5** To consider and elect the directors to replace the retiring directors.

- (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- (b) Proxy receiver will vote according to my intentions as follows

Election of the individual directors

5.1 Consider election of Mr. Sitilarb Supsakorn as a Director

- Approve       Disapprove       Abstain

5.2 Consider election of Mr. Surachet Supsakorn as a Director

- Approve       Disapprove       Abstain

5.3 Consider election of Mr. Chalit Limpanavech as an Independent Director

- Approve       Disapprove       Abstain

5.4 Consider election of Mrs. Achara Pricha as an Independent Director

- Approve       Disapprove       Abstain

**Agenda No. 6** To approve remuneration of directors for 2020.

- (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- (b) Proxy receiver will vote according to my intentions as follows

6.1 Consider and approve of remuneration for the Board of Directors

6.1.1 Working remuneration

- Approve       Disapprove       Abstain

6.1.2 Remuneration from company's performance

- Approve       Disapprove       Abstain

6.2 Consider and approve remuneration for the Audit Committee

- Approve       Disapprove       Abstain

6.3 Consider and approve remuneration for the Nomination and Remuneration Committee

- Approve       Disapprove       Abstain

Proxy Form (B) [Continued]

**Agenda No. 7** To approve the appointment and audit fees for the Auditor for fiscal year 2020

(a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

(b) Proxy receiver will vote according to my intentions as follows

7.1 To approve the appointment of an auditor(s) for the year 2020

Approve                       Disapprove                       Abstain

7.2 To approve audit fees for the year 2020

Approve                       Disapprove                       Abstain

**Agenda No. 8** To approve amendment of Clause 29 of Company's Articles of Association

(a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

(b) Proxy receiver will vote according to my intentions as follows

Approve                       Disapprove                       Abstain

**Agenda No. 9** To consider other matters (if any)

(5) Voting by the proxy receiver for any agenda items not specified in this proxy form is deemed not to be a valid vote and not representative of my vote as a Shareholder

(6) In the event that I have not specified my intent with regard to voting on any agenda item, or have done so unclearly, or in the event that the Meeting considers or passes resolutions on any items not specified as aforementioned, including amendments, changes or additions, the proxy receiver has the right to consider and make resolutions on my behalf in all respects as appropriate

Any activity conducted by the proxy receiver at this Meeting, with the exception that the proxy recipient will not vote as per my instructions in this proxy form, is deemed to be my actions in all respects

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

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

Or Signed.....Proxy receiver  
( Mr. Virat Phairatphiboon )

Or Signed.....Proxy receiver  
( Mr. Paisal Pongprayoon )

Or Signed.....Proxy receiver  
( Mrs. Achara Pricha )

**Note** 1. The proxy transferor may provide the right of proxy to only one proxy recipient to attend the Meeting and vote; the number of shares may not be divisible among several proxy recipients to divide votes.

2. In the event that more agenda items are to be considered than as aforementioned, the proxy giver may specify items as per the Continuation Sheet as attached.

3. All independent Directors have no special conflict of interests except in agenda 6 and agenda 5 for only Mrs. Achara Pricha.

Proxy Form (B) [Continued]

The provider of proxy rights as a Shareholder in Tipco Foods Public Company Limited for the 2020 Annual General Shareholders' Meeting on Friday, 3 April 2020 at 10.00 a.m. at the Auditorium of the Head Offices, 5<sup>th</sup> floor, TIPCO Building, No. 118/1 Rama 6 Road, Phayathai Sub district, Phayathai district, Bangkok

Agenda No. ....Matter.....

- (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- (b) Proxy receiver will vote according to my intentions as follows
  - Approve       Disapprove       Abstain

Agenda No. ....Matter.....

- (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- (b) Proxy receiver will vote according to my intentions as follows
  - Approve       Disapprove       Abstain

Agenda No. ....Matter.....

- (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- (b) Proxy receiver will vote according to my intentions as follows
  - Approve       Disapprove       Abstain

Agenda No. ....Matter.....

- (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- (b) Proxy receiver will vote according to my intentions as follows
  - Approve       Disapprove       Abstain

Agenda No. ....Matter.....

- (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- (b) Proxy receiver will vote according to my intentions as follows
  - Approve       Disapprove       Abstain

Agenda No 5.....Election of Directors (continued)

Name of Director.....

- Approve       Disapprove       Abstain

Name of Director .....

- Approve       Disapprove       Abstain

Name of Director .....

- Approve       Disapprove       Abstain