

<b>STAMP BAHT 20</b>
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**PROXY FORM B**

Written at .....

Date ..... Month ..... Year 2020

(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 ....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 at 2:00 p.m., 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.

(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 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  Disapprove  Abstain

**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  Disapprove  Abstain

**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  Disapprove  Abstain

**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  Disapprove  Abstain

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

**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  Disapprove  Abstain

**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  Disapprove  Abstain

**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  Disapprove  Abstain

**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  Disapprove  Abstain

**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  Disapprove  Abstain

**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  Disapprove  Abstain

**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  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.

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.