



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

Written at

Date MonthApril..... Year 2024

(1) I / WE Nationality with address at Road Sub-District District Province Postal Code acting as the custodian for being a shareholder of WAVE Exponential 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. Viravit Chartvivatpornchai age 45 years with address at No. 285 Soi Phatthanakan 61, Khwaeng Prawet, Khet Prawet, Bangkok, Thailand, 10250 who has 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 2024 Annual General Meeting of Shareholders (No. 1/2024) be held on 30 April 2024 at 10:30 a.m., which will be held through electronic means pursuant to the criteria specified in the law related to Electronic Meeting or on the other date and at the other place as may be postponed or changed.

(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 Annual General Meeting of Shareholders no. 1/2023 held on April 25, 2023

(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 the Company’s financial statements for the year ending 31 December 2023

(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 omission of profit allocation for legal reserve fund and the non-payment of dividend for the year 2023

(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 re-election of directors who must resign 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:

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 2024

(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 auditors and the determination of remuneration of auditor for the year 2024

(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 After careful consideration, it is proposed that at the ordinary shareholders' meeting, approval be sought for the reduction of registered capital through a reduction in the number of shares by an amount of 491,006,277.50 Baht from the original registered capital of 6,406,026,518.00 Baht to a registered capital of 5,915,020,240.50 Baht. This reduction will be achieved by cancelling ordinary shares that have not yet been issued, totaling 982,012,555 shares, with a par value of 0.50 Baht per share. Additionally, an amendment to Article 4 of the company's Articles of Association will be proposed to align with the reduction of 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. 9 The board proposes to convene an extraordinary general meeting of shareholders to approve the increase of the company's registered capital by an amount not exceeding 1,779,694,858.50 Baht from the current registered capital of 5,915,020,240.50 Baht to a new registered capital of 7,694,715,099.00 Baht. This increase will be achieved by issuing new ordinary shares not exceeding 3,559,389,717 shares, with a par value of 0.50 Baht per share, to offer to existing shareholders in proportion to their current shareholding (Rights Offering). Additionally, shares will be allocated to accommodate the rights certificates for the purchase of ordinary shares of the company in the 4th round (WAVE-W4) and to support the adjustment of rights certificates for the purchase of ordinary shares of the company in the 3rd round (WAVE-W3). Amendments to Section 4 of the company's Articles of Association will also be proposed to align with the increase in 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. 10 The proposal to be presented at the ordinary shareholders' meeting is to approve the allocation of new ordinary shares, not exceeding 3,559,389,717 shares, with a par value of 0.50 Baht per share, for the following purposes: (1) To accommodate the allocation of new ordinary shares to existing shareholders of the company in proportion to their shareholding (Rights Offering). (2) To accommodate the exercise of rights under the warrants to purchase ordinary shares of the company for the 4th time (WAVE-W4). (3) To accommodate the adjustment of rights under the warrants to purchase ordinary shares of the company for the 3rd time (WAVE-W3).

(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 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 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.