

Proxy Form C

(Specifically for a foreign shareholder for which a custodian in Thailand is appointed)

Written at

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

(1) I/We
having office located at Road, Tumbon/Kwaeng
Amphoe/Khet, Province....., Postal Code as a custodian of
..... which is a shareholder of Thanachart Capital Public Company Limited,
holding the shares in the total amount of shares and the total number of votes for which I/we am/are
entitled to cast equivalent to votes as described below:

- Ordinary shares in the amount of shares and the number of votes for which I/we am/are
entitled to cast is.....votes;
- Preferred shares in the amount of shares and the number of votes for which I/we am/are
entitled to cast is.....votes;

(2) Hereby appoint

(1) Name.....Age.....years
residing at.....Road, Tumbon/Kwaeng.....
Amphoe/Khet, Province, Postal Code.....or

(2) Name.....Age.....years
residing at.....Road, Tumbon/Kwaeng.....
Amphoe/Khet, Province, Postal Code.....or

(3) Name.....Age.....years
residing at.....Road, Tumbon/Kwaeng.....
Amphoe/Khet, Province, Postal Code.....

Only one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2019 on 23 September 2019 at 10:00 hours, at Athenee Crystall Hall, 3rd floor, The Athenee Hotel a Luxury Collection Hotel, Bangkok, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, 10330 or on such other date, such other time and place as may be adjourned or changed.

(3) I authorize my Proxy to cast the votes according to my intentions as follow:

- To vote based on the total number of shares held by me/us to which I/we/ am/are entitled
 - To split the votes as follows:
 - Ordinary shares in the amount of shares with the number of votes for
which I/we am/are entitled to cast equivalent to votes.
 - Preferred shares in the amount of shares with the number of votes for
which I/we am/are entitled to cast equivalent to..... votes.
- The total number of votes for which I/we am/are entitled to cast is..... votes.

(4) I authorize my Proxy to cast the votes according to my intentions as follows:

Item 1 To consider and approve the Minutes of 2019 Annual Meeting of Shareholders

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
 - (b) The Proxy must cast the votes in accordance with my following instructions :
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)
-

Item 2 To consider and acknowledge the business restructuring of Thanachart Capital Public Company Limited and Thanachart Bank Public Company Limited and merger plan between Thanachart Bank Public Company Limited and TMB Bank Public Company Limited

For acknowledgement without approval

.....

Item 3 To consider and approve the important undertakings in relation to the business restructuring of Thanachart Capital Public Company Limited and Thanachart Bank Public Company Limited as follows:

Item 3.1 To consider and approve that Thanachart Capital Public Company Limited purchase ordinary shares of the subsidiaries and other companies held by Thanachart Bank Public Company Limited, in the proportion to be offered to Thanachart Capital Public Company Limited

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions :
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)

Item 3.2 To consider and approve that Thanachart Capital Public Company Limited purchase ordinary shares of the subsidiaries and other companies held by Thanachart Bank Public Company Limited, in the proportion to be offered to minority shareholders of Thanachart Bank Public Company Limited through the account “TCAP for Offering to Minority Shareholders of TBANK” in order for Thanachart Capital Public Company Limited to be able to offer the ordinary shares of the Subsidiaries and Other Companies as contained in such account to the minority shareholders of Thanachart Bank Public Company Limited

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
 - (b) The Proxy must cast the votes in accordance with my following instructions :
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)
-

Item 4 To consider and approve the important undertakings in relation to merger plan between Thanachart Bank Public Company Limited and TMB Bank Public Company Limited as follows:

Item 4.1 To consider and approve that Thanachart Capital Public Company Limited sell all of ordinary shares of Thanachart Bank Public Company Limited held by it to TMB Bank Public Company Limited

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions :
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)

Item 4.2 To consider and approve that Thanachart Capital Public Company Limited purchase newly issued ordinary shares of TMB Bank Public Company Limited in proportion to be offered to Thanachart Capital Public Company Limited

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions :
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)

Item 4.3 To consider and approve that Thanachart Capital Public Company Limited purchase newly issued ordinary shares of TMB Bank Public Company Limited in proportion to be offered to minority shareholders of Thanachart Bank Public Company Limited through the account “TCAP for Offering to Minority Shareholders of TBANK” in order for Thanachart Capital Public Company Limited to be able to offer the newly issued ordinary shares as contained in such account to the minority shareholders of Thanachart Bank Public Company Limited

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions :
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)

Item 5 To consider and approve that Thanachart Capital Public Company Limited purchase ordinary shares of certain subsidiaries and other companies to be held by Scotia Netherlands Holdings B.V. after the business restructuring of Thanachart Capital Public Company Limited and Thanachart Bank Public Company Limited

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions :
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)

Item 6 Other business (if any)

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions :
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)

(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 mine/ours as Shareholder(s).

(6) In case I/We 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 the matter and vote 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 the case that the Proxy does not vote in accordance with what specified by me/us in this Proxy Form.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Note:

1. This Proxy Form C is application only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
2. Evidence of documents required to be attached to the proxy form are:
 - (1) Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder;
 - (2) Confirmation Letter specified that the person executing the proxy form has obtained a license for being a custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on behalf of the shareholder and the number of shares held by such shareholder may not be split for more than one proxy in order to separate the votes.
4. Either all or each of the members of the Board of Directors may be appointed in the agenda appointment and election of the directors.
5. If the matters to be considered are more than those specified above, the shareholder may apply the Annex to Proxy Form C as attached.

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of Thanachart Capital Public Company Limited

For the Annual General Meeting of Extraordinary General Meeting of Shareholders No. 1/2019 on 23 September 2019 at 10:00 hours, at Athenee Crystall Hall, 3rd floor, The Athenee Hotel a Luxury Collection Hotel, Bangkok, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, 10330 or on such other date, such other time and place as may be adjourned or changed.

Agenda _____ Re : _____

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions:
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)

Agenda _____ Re : _____

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions:
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)

Agenda _____ Re : _____

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my following instructions:
 - Approve vote(s) Disapprove vote(s) Abstain vote(s)