

Guidelines for Proxy appointment, registration and identification documents required to attend and vote in the General Meeting of Shareholders

Appointment of Proxy

The three style of Proxy form are enclosed herewith, according to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 as follows:

1. Form A. : General Proxy form (simple form)
2. Form B. : Specific Proxy form
3. Form C. : Proxy form for the Foreign Investor appointing the Custodian in Thailand

Shareholder not be able to attend the Meeting may appoint a person as your proxy as follows:

1. Complete **only one** of above proxy forms as follows:
 - 1.1 General Shareholder shall select only one of either Form A. or Form B.
 - 1.2 Shareholders listed in the share registration book as Foreign Investor appointing the Custodian in Thailand can select only one of three Proxy Forms (Form A., Form B. or Form C.)
2. Authorize a person or a director as following proposed Company's Directors to attend and vote at the Meeting on your behalf
 1. Mr. Padoong Techasarintr Independent director and Audit Committee or
 2. Mr. Korsak Chairasmisak Vice Chairman or
 3. Mr. Umroong Sanphasitvong Director

In case of proxy to the Company's director, please send the completed proxy together with the required documents to the Company Secretary Office, CP ALL Public Co., Ltd., 16th Floor, Tarasathorn Bldg., 119 South Sathorn Road, Kwang Tungmahamek, Khet Sathorn, Bangkok 10120 **before April 17, 2015.**

3. Shareholder shall authorize a proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.
4. In the voting procedure in each agenda, shareholders can vote only for approval, disapproval or abstention. Allocation of less than the total number of shares is not allowed (except for the Custodian).
5. Affix the 20 Baht stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Registration to Attend the Meeting

Registration for participating in the Meeting will begin 2 hours before the Meeting's schedule start, or from 12.00 a.m. onwards, at the 1st floor area, Convention Hall, Panyapiwat Institute of Management, No. 85/1 Moo 2, Chaengwattana Road, Bang-Talad, Pakkred, Nonthaburi. The map for the Meeting place is enclosed herewith (Enclosure no.9)

Documents verifying eligibility to attend the Meeting

Participants are requested to produce the following documents before attending the Meeting (as the case may be):

For Natural person

1. In case of self-attending:

- Registration form (Enclosure no.1)
- Valid evidence issued by governmental authorities, e.g. ID card, Governmental ID, driver license or passport, including the evidence of name or last name's change (if any).

2. In case of proxy:

- Registration form (Enclosure no.1)
- One of the Proxy Form (select only one of either Form A. or Form B.) completely filled in and signed by the grantor and the proxy.
- Certified true copy of valid evidence of the Shareholder as specified in Item 1.
- Valid evidence of the Proxy as specified in Item 1.

For Juristic person

1. In case of attendance in person by the authorized representative (Director)

- Registration form (Enclosure no.1)
- Valid evidence of the authorized representative issued by governmental authorities similar to those of natural person specified in Item 1.
- Copy of Shareholder's Letter of Certification certified by the authorized director(s) showing that such authorized representative (director) has the authority to act on behalf of the Shareholder.

2. In case of Proxy

- Registration form (Enclosure no.1)
- One of the Proxy Form (select only one of either Form A. or Form B.) completely filled in and signed by the authorized representative (director) of the Shareholder and the Proxy.
- Copy of Shareholder's Letter of Certification certified by the authorized director(s) showing that such authorized representative signing the Proxy Form has the authority to act on behalf of the Shareholder.
- Certify true copy of valid evidence of the authorized representative (director), who signed the Proxy Form, issued by governmental authorities.
- Valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified in Item 1.

3. In case of Foreign Investor appointing the Custodian in Thailand

- Registration form (Enclosure no.1)
- All evidences similar to those of the Juristic Person in Item 1 or 2
- In case the Foreign Investor authorizes the Custodian to sign the Proxy Form on its behalf, the following documents are required:
 - Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.
 - Letter certifying that the Custodian is permitted to engage in the custodian business.

In case the original documents are not in English, the English translation shall be required and certified true and correct translation by the Shareholder (in case of natural person) or the authorize representative(s) of the Shareholder (in case of juristic person).