

## Proxy Form C.

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

(Please attach stamp duty of Baht 20)

Shareholder registration number \_\_\_\_\_ Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

As the custodian of \_\_\_\_\_

Being a shareholder of **Nok Airlines Public Company Limited (“Company”)**

Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows

ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) Hereby appoint (Please choose one of following)

If you make proxy by choosing No.1, please mark ✓ at  1. and give the details of proxy (proxies).

1. Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Or

Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
Province \_\_\_\_\_ Postal Cod \_\_\_\_\_

Anyone of these persons

If you make proxy by choosing No. 2, please mark ✓ at  2. and choose one of these members of the Independent Directors.

2. Appoint any one of the following members of the Independent Directors of the Company

Mr. Visit Tantisunthorn Or

Mr. Apichart Chirabandhu Or

Mr. Padungdej Indralak

(Details of members of the Independent Directors of the Company are specified in Enclosure 8 of the Notice of the 2016 Annual General Meeting of Shareholders)

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

as my/our proxy (“proxy”) to attend and vote on my/our behalf at **the 2016 Annual General Meeting of Shareholders on April 7, 2016 at 09.00 a.m. at the Jupiter Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No.99 Vibhavadi-Rangsit Road, Lak Si District, Bangkok**, or such other date, time and place as the meeting may be held.

(3) I/We grant my/our proxy to attend this Meeting and cast votes as follows:

- Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold
  - Grant certain of my/our proxy as follows:
    - ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes
    - preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes
- Total voting right \_\_\_\_\_ Votes

(4) In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

**Agenda item no. 1 Matters to be informed by the Chairman for acknowledgement**

(No casting of votes in this agenda)

**Agenda item no. 2 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2015**

- The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- The proxy shall have the right to approve in accordance with my/our intention as follows:
  - Approve \_\_\_\_\_ Votes
  - Disapprove \_\_\_\_\_ Votes
  - Abstain \_\_\_\_\_ Votes

**Agenda item no. 3 To consider and acknowledge the result of the Company’s business operation for the year 2015**

(No casting of votes in this agenda)

**Agenda item no. 4 To consider and approve the Statements of Financial Position and the Statements of Profit or Loss and Other Comprehensive Income for the fiscal year ended December 31, 2015**

- The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- The proxy shall have the right to approve in accordance with my/our intention as follows:
  - Approve \_\_\_\_\_ Votes
  - Disapprove \_\_\_\_\_ Votes
  - Abstain \_\_\_\_\_ Votes

Agenda item no. 5 To consider and approve the suspension of the allocation of the profit from the operation of the Company for the fiscal year ended December 31, 2015 to be a reserve fund as prescribed by law because the Company has the legal reserve at least 10 percent of the register capital and the suspension of the dividend payment

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve \_\_\_\_Votes       Disapprove \_\_\_\_Votes       Abstain \_\_\_\_\_Votes

Agenda item no. 6 To consider and approve the election of the Directors to replace those who completed the term

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

A.  Election of entire nominated directors

Approve \_\_\_\_Votes       Disapprove \_\_\_\_Votes       Abstain \_\_\_\_\_Votes

B.  Election of each nominated directors

1. Director's name Mr. Chaokchai Panyayong

Approve \_\_\_\_Votes       Disapprove \_\_\_\_Votes       Abstain \_\_\_\_\_Votes

2. Director's name Mr. Pimol Srivikorn

Approve \_\_\_\_Votes       Disapprove \_\_\_\_Votes       Abstain \_\_\_\_\_Votes

3. Director's name Mr. Patee Sarasin

Approve \_\_\_\_Votes       Disapprove \_\_\_\_Votes       Abstain \_\_\_\_\_Votes

4. Director's name Mr. Theeraphol Chotichanapibal

Approve \_\_\_\_Votes       Disapprove \_\_\_\_Votes       Abstain \_\_\_\_\_Votes

C.  Amendment of the directors who can sign to bind the Company

Approve \_\_\_\_       Disapprove \_\_\_\_       Abstain \_\_\_\_\_

Agenda item no. 7 To consider and approve the remuneration of the Directors and Subcommittee of the Company for the year 2016

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve \_\_\_\_Votes       Disapprove \_\_\_\_Votes       Abstain \_\_\_\_\_Votes

**Agenda item no. 8 To consider and approve the appointment of auditors and determine the auditor fee for the year 2016**

- The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- The proxy shall have the right to approve in accordance with my/our intention as follows:
  - Approve \_\_\_\_\_Votes
  - Disapprove \_\_\_\_\_Votes
  - Abstain \_\_\_\_\_Votes

**Agenda item no. 9 Other matters (if any)**

- (5) If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

Signed .....Grantor  
(.....)  
Signed .....Proxy  
(.....)  
Signed.....Proxy  
(.....)  
Signed .....Proxy  
(.....)

**Remarks**

- 1. This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
- 2. The documents needed to be attached to this Proxy form are:
  - (1) Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
  - (2) Document confirming that the person who signed the proxy form is permitted to operate the custodian business
- 3. The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- 4. In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

Attachment to Proxy Form C.

A proxy is granted by a shareholder of Nok Airlines Public Company Limited

At the 2016 Annual General Meeting of Shareholders on April 7, 2016 at 09.00 a.m. at the Jupiter Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No.99 Vibhavadi-Rangsit Road, Lak Si District, Bangkok, or such other date, time and place as the meeting may be held

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Agenda item no. \_\_\_\_\_ Re : \_\_\_\_\_

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve  Disapprove  Abstain

Agenda item no. \_\_\_\_\_ Re : \_\_\_\_\_

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve  Disapprove  Abstain

Agenda item no. \_\_\_\_\_ Re : \_\_\_\_\_

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve  Disapprove  Abstain

Agenda item no. \_\_\_\_\_ Re : \_\_\_\_\_

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve  Disapprove  Abstain