

**Conditions, Rule and Procedures for Meeting Attendance, Proxy Appointment, Voting and
Articles of Association Regarding the Shareholders' Meeting**
1. Registration of Attendance

The Company shall allow the registration of attendance at least 2 hours prior to the commencement of the Meeting. The registration can be proceeded from 12.00 p.m. onwards.

2. Conditions, Rules and Procedures of Meeting Attendance
2.1 In case the shareholder is present at the meeting in person
a) Required documents

Shareholder is a Thai national individual	<ol style="list-style-type: none"> 1) Notification of Meeting (QR Code) 2) Shareholder's citizen identification card, driving license or civil servant identification card
Shareholder is a foreign national individual	<ol style="list-style-type: none"> 1) Notification of Meeting (QR Code) 2) Shareholder's certificate of alien registration, driving license or passport or document used in lieu of passport

b) Relevant rules

In case of change of first name or surname, evidence verifying such change shall be presented.

2.2 In case the shareholder is present at the meeting by proxy
a) Required documents

Shareholder is a Thai national individual	<ol style="list-style-type: none"> 1) Notification of Meeting (QR Code) 2) Proxy Form A or Form B 3) Photocopy of the shareholder's citizen identification card or civil servant identification card which are certified true and correct by the shareholder. 4) Proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person)
Shareholder is a foreign national individual	<ol style="list-style-type: none"> 1) Notification of Meeting (QR Code) 2) Proxy Form A or Form B 3) Certified true and correct photocopy of the shareholder's certificate of alien registration or passport or document used in lieu of passport of the shareholder. 4) Proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person)
Shareholder is a juristic person registered in Thailand	<ol style="list-style-type: none"> 1) Notification of Meeting (QR Code) 2) Proxy Form A or Form B 3) Certified true and correct photocopy of citizen identification card or civil servant identification card of the authorized director(s). 4) Copy of Certification Document issued by Ministry of Commerce or competent authority issued no longer than 1 year, certified true and correct by the authorized director(s) of such juristic person 5) Proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person)

<p>Shareholder is a juristic person registered in a foreign country</p>	<ol style="list-style-type: none"> 1) Notification of Meeting (QR Code) 2) Proxy Form A or Form B 3) Copy of juristic person's certification document and citizen identification card or passport (in case of foreigner) of the authorized director(s) which its signature is certified by notary public no longer than 1 year. 4) Proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person)
<p>Shareholder is a juristic person registered in a foreign country for which a custodian in Thailand is appointed</p>	<ol style="list-style-type: none"> 1) Notification of Meeting (QR Code) 2) Proxy Form C (Be able to Download from https://www.centralretail.com/en/investor-relations/downloads/shareholders-meeting) 3) Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder 4) Letter confirming that the person executing the proxy form has obtained a license for being a custodian 5) Proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) <p>or</p> <ol style="list-style-type: none"> 6) Register Proxy Form C via e-Proxy Voting of The Thailand Securities Depository Co., Ltd. (TSD) which able to register until 5 PM one day prior to the meeting date.

b) Relevant rules

- Any shareholder who could not attend the 2020 Annual General Shareholders' Meeting in person may **appoint any individual** as its proxy at his/her discretion or **appoint an independent director** of the Company from the following list to vote on his/her behalf:

Name	Age (years)	Positions	Address	Special conflict of interest in the proposed agenda
1. Mrs. Pratana Mongkolkul	56	Chairman of the Audit Committee	Central Retail Corporation Public Company Limited	Has special conflict of interest in Agenda 4, the appointment of director
.2 Dr. Atchaka Sibunruang	65	Chairman of the Nomination and Remuneration Committee	Head Office; 22 Soi Somkid Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330	No special conflict of interest in any Agenda
3. Mrs. Patareeya Benjapolchai	66	Member of the Audit Committee and Chairman of the Risk Policy Committee		No special conflict of interest in any Agenda

Name	Age (years)	Positions	Address	Special conflict of interest in the proposed agenda
4. Mr. Sompong Tantapart	62	Member of Audit Committee and member of the Nomination and Remuneration Committee	Central Retail Corporation Public Company Limited Head Office;	Has special conflict of interest in Agenda 4, the appointment of director
5. Mr. Kanchit Bunajinda	52	Member of the Risk Policy Committee	22 Soi Somkid Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330	No special conflict of interest in any Agenda

Remarks: Independent Director is the person who fully qualified and independent as determined by the Board of Directors' charter which in line with the guideline of the Securities and Exchange Commission which showed in the information, qualification and profiles of the independent directors in the 2019 annual report page 121-122 and 172-174, respectively.

- Any shareholder attends the Meeting by proxy shall appoint only one proxy to attend the meeting and vote in accordance with a form of proxy instrument attached hereto.
- The shareholder attends the Meeting by proxy may express his/her intention to approve, not approve, or abstain the vote on each agenda. Any such vote shall be determined in the Proxy Form B. The proxy shall vote in accordance with the intention of such shareholder. A shareholder who wishes to appoint a proxy must complete only one proxy form
- The proxy shall deposit the proxy instrument with the Chairman and/ or a person designated by the Chairman prior to the proxy entering the meeting. The proxy instrument shall be duly completed and signed. Each amendment to or deletion of important contents must be affixed with signature of the shareholder. The proxy instrument shall be affixed with THB 20 stamp duty. The Company will provide stamp duty at the document checkpoint in front of the Meeting room.
- If fingerprint is affixed in lieu of signature, fingerprint of left thumb shall be affixed together with the phrase "fingerprint of left thumb of" Two witnesses shall sign and certify genuine fingerprint of such shareholder. Fingerprint shall be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of the witnesses shall also be attached.
- In case the shareholder decides to appoint the Company's independent director as his/her proxy, such shareholder shall send a proxy instrument, by using Proxy Form B, being prepared and executed in accordance with the rules mentioned above to Corporate Secretary Office, Central Retail Corporation Public Company Limited, Central Chidlom Tower, 14th Floor, 22 Soi Somkid, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 within 24 August 2020.

2.3 In case a shareholder is deceased

A state administrator shall attend the Meeting in person or by proxy. Court's order appointing state administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

2.4 In case a shareholder is a minor

Parents or lawful guardian of the shareholder shall attend the Meeting in person or by proxy. Copy of Household Registration of the shareholder and official grant of custody for minor children shall also be presented.

2.5 In case a shareholder is an incompetent or quasi-incompetent

A curator or guardian of the shareholder shall be present in the Meeting in person or by proxy. Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

The Company hereby reserves the rights for making exception in submitting such documents or evidence materials showing status of each shareholders or its representative who is entitled to participate in the meeting as the company deems appropriate and under the laws.

3. How to Vote

- 3.1 In casting votes, one share shall have one vote. Resolutions of the Shareholders' Meeting shall consist of the votes as follows:
- a) For regular matters, majority votes of shareholders attending the Meeting and casting their votes shall be deemed final. In case of equality of votes, the Chairman of the Meeting shall be entitled to a casting vote;
 - b) For matters required otherwise by laws and/or Articles of Association of the Company, such requirements shall be complied. Chairman of the Meeting shall inform the shareholders present in the Meeting before any such agenda shall be voted.
 - c) General Agenda: For vote counting, the Company will count the number of votes which are "Disapprove" or "Abstain". The remaining votes will be deemed as "approve".
 - d) Agenda on Appointment of Directors: For vote counting, the Company will count all votes, i.e. "approve" "Disapprove" and "Abstain". The remaining votes would be deemed as "no ballot submitted."
- 3.2 If vote by proxy, the proxy shall only cast the vote in accordance with the intention of the shareholder as specified in the proxy instrument.
- 3.3 A shareholder having special interest in any matter cannot vote on such matter and the Chairman of the Meeting may request such shareholder to leave the Meeting room during such time.
- 3.4 If any shareholder or proxy wishes to leave before the Meeting is adjourned, please return all voting ballots to the officers or place the same in the ballot boxes.

4. Articles of Association of the Company Regarding the Shareholders' Meeting

4.1 Calling of Shareholders' Meeting and Quorum

Article 36. The board of directors shall arrange for a general meeting of shareholders to be held as an annual general meeting of shareholders within four (4) months from the last day of the accounting year of the Company.

Any other general meetings of shareholders other than that referred to in the first paragraph shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders any time it considers appropriate.

Unless the laws stipulate otherwise, a general meeting of shareholders may be conducted electronically pursuant to the rules and procedures under the relevant laws or notifications.

One or more shareholders holding together not less than ten (10) percent of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting at any time, but the matter and the reason for such request must be clearly indicated therein.

In this case, the board of directors must arrange for a general meeting of shareholders to be held within forty-five (45) days from the date of receipt of the request from the shareholders.

In the case that the board of directors fails to arrange for such meeting to be held within the time specified in the fifth paragraph, the shareholders making such request or any shareholders having the required number of shares may call the meeting within forty-five (45) days from the date of the due date of the period specified in the fifth paragraph. In such case, this meeting is deemed to be a general meeting of

shareholders called by the board of directors. The Company shall be responsible for paying all expenses arisen from holding such meeting and facilitating as appropriate.

In the case that the quorum of the meeting called as a result of the shareholders' request under the fifth paragraph is not constituted as required under in the article 39, the shareholders under the fourth paragraph shall be jointly liable to pay the expenses arisen from holding such meeting to the Company.

Article 37 In calling a general meeting of shareholders, either physical or electronic, the board of directors shall prepare a written notice of the meeting that states the venue, date, time, meeting agenda, and matters to be proposed at the meeting with reasonable details and it must be clearly indicated therein whether the matter is proposed for the shareholders' information, for approval or for consideration, as the case may be, and the opinions of the board of directors in the said matters must also be indicated. The said notice of the meeting shall be delivered to the shareholders and the registrar for their information at least seven (7) days prior to the date of the meeting. In this regard, the delivery and publication of the notice of the meeting, either physical or electronic, must comply with the rules and procedures under the relevant laws or notifications.

The meeting venue under the first paragraph can be located in the same province where the Company's head office is located or a nearby province as the board of directors may designate.

Article 38. At a general meeting of shareholders, either physical or electronic, not less than twenty-five (25) shareholders or their proxies (if any) or not less than half (1/2) of all shareholders who must hold altogether not less than one-third (1/3) of the total sold shares must attend the meeting to constitute a quorum.

In case the number of shareholders attending a general meeting of shareholder does not constitute a quorum under the first paragraph meeting within one (1) hour from the scheduled time, the meeting, if called upon the request of shareholders shall be adjourned. If the meeting has not been called upon the request of shareholders, another meeting shall be called and a notice of such meeting shall be sent to the shareholders not less than seven (7) days before the meeting date and there shall be no quorum requirement for such meeting.

Each shareholder shall execute no more than one proxy form in the format prescribed by the registrar and shall submit such form to the chairman of the board or a representative designated by the chairman of the board at the meeting venue before the proxy joins the meeting. A shareholder can appoint only one person as his/her proxy, no matter how many shares in the Company are held by such shareholder.

Article 39. The chairman of the board shall preside over the general meetings of shareholders as the chairman of the meeting. If the chairman of the board is not present at the meeting or is unable to perform his/her duty, the meeting shall elect one shareholder to preside over the meeting as the chairman of the meeting.

Article 40. With respect to casting votes at a general meeting of shareholders, one (1) share is entitled to one (1) vote. Any shareholder who has any interest in any matter shall not be entitled to vote on such matter, except for the election of directors. A resolution of the general meeting of shareholders shall be made with the following votes:

- (1) In ordinary cases, the majority votes of the shareholders who are present at the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have an additional vote as the casting vote;
- (2) In the following cases, a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote:
 - (a) The sale or transfer of the whole or any substantial parts of the business of the Company to any other person;
 - (b) The purchase or acceptance of transfer of the business of any other companies, either private companies or public companies, by the Company;
 - (c) The execution, amendment or termination of contracts with respect to the granting of a lease of the whole or any substantial parts of the business of the Company, the assignment of the

management of the business of the Company to any other person or the amalgamation of the business with any other person for the purpose of profit and loss sharing;

- (d) the amendment of the Company's Memorandum of Association or Articles of Association;
- (e) the increase or reduction of the Company's registered capital;
- (f) the dissolution of the Company;
- (g) the issuance of debentures or any securities under the laws on securities and securities exchange;
- (h) the amalgamation with any other company.

Article 41. A secret vote can be conducted when at least five (5) shareholders make a request before the votes are cast and the meeting resolves accordingly.

The procedures for the secret vote shall be determined by the chairman of the meeting.

Article 42. The annual general meetings of shareholders shall be called:

- (1) To consider the report of the board of directors showing the operations of the Company in the past year;
- (2) To consider and approve the balance sheet and profit and loss statement;
- (3) To consider appropriation of profits and dividend payment;
- (4) To elect new directors to replace those who retire by rotation;
- (5) To consider and determine the director's remuneration;
- (6) To consider and appoint auditor and determine the auditor's fee; and
- (7) To consider other business.

4.2 The Appointment of Director

Article 20. The directors shall be elected at a general meeting of shareholders in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote for one (1) share;
- (2) Each shareholder shall exercise all the votes under (1) above to elect a director candidate or several director candidates, but cannot split his/her vote;
- (3) In the case where there are several director candidates, the director candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors up to the total number of directors required or to be elected at such time. In the event of a tie vote for the last director to be elected, the chairman of the meeting shall have the casting vote.

Article 21. At every annual general meeting of shareholders, one-third (1/3) of the directors shall retire. If the number of directors cannot be divided into three parts, the number of directors closest to one-third (1/3) shall retire.

The directors retiring from office in the first and second year after registration of the Company shall be determined by drawing lots. For subsequent years, the directors who have held office longest shall retire.

The directors retiring may be re-elected.

Article 24. A general meeting of shareholders may pass a resolution to dismiss any director from office prior to the expiration of his/her term with votes of not less than three-fourths (3/4) of the total shareholders present at the meeting and entitled to vote and they must collectively hold not less than half (1/2) of the shares held by the shareholders present at the meeting and entitled to vote.

Article 26. The directors are entitled to remuneration in the form of monetary gratuity, meeting allowance, bonus or other benefits as approved by the shareholders at a general meeting of shareholders with votes of not less than two-thirds (2/3) of the votes of all shareholder present at the meeting. Such remuneration may be fixed or certain criteria for such remuneration may be set out from time to time or

indefinitely until a resolution of a general meeting of shareholders is passed to change such remuneration. In addition, directors are entitled to allowance and benefits in accordance with the Company's rules.

The provision of the first paragraph shall not affect the rights of any director who is also an employee or a member of staff of the Company to receive remuneration and benefits in his/her capacity as an employee or a member of staff of the Company.