

Affix THB 20
of duty stamp

Proxy Form C

For foreign shareholder appointing Custodian in Thailand

Written at

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

(1) I/We..... Nationality.....
Residing at.....Road..... Sub-District.....
District Province Postal Code.....
Acting as the custodian for

(2) being a shareholder of **Central Retail Corporation Public Company Limited**
Holding the total amount of shares with the voting rights of votes as follows;
Ordinary share..... shares with the voting rights ofvotes
Preferred share..... shares with the voting rights ofvotes

(3) do hereby appoint either one of the following persons:

1. Name..... Age Years Residing at.....
Road..... Sub-District..... District
Province Postal Code.....

OR

Name..... Age Years Residing at.....
Road..... Sub-District..... District
Province Postal Code.....

Anyone of these persons

If choosing No.1,
please mark
and provide
details of the
proxies

2.Appoint the Company's Independent Director as follows

- Mrs. Pratana Mongkolkul **or;**
- Dr. Atchaka Sibunruang **or;**
- Mrs. Patareeya Benjapolchai **or;**
- Mr. Sompong Tantapart **or;**
- Mr. Kanchit Bunajinda

If choosing No. 2,
please mark
and select the
Independent
Director

In the case where the appointed independent director is unable to attend the meeting, the other independent directors shall be appointed as proxy. (Profiles of the independent directors prescribe in Attachment 5)

as my / our proxy ("**Proxy**") to attend and vote on my / our behalf at 2020 Annual General Meeting of Shareholders to be held on Wednesday, 26 August 2020 at 2.00 p.m. at the World Ballroom, 23rd floor, at Centara Grand & Bangkok Convention Centre at CentralWorld, 999/99 Rama 1 Road, Pathumwan Sub-district, Pathumwan District, Bangkok or such other date, time and place as the meeting may be held.

(4) I / We authorize my / our Proxy to attend and cast the votes as follows:

Agenda 1: Acknowledgement of the Company's performance of 2019

(Voting is not required as this agenda is for shareholders' acknowledgement)

Agenda 2: Approval of the audited financial statements of the Company for the year ended 31 December 2019

- (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 3: Approval of the omission of additional dividend payment for 2019 performance apart from the dividend which were paid as a part of the Company’s restructuring before listing in the SET

- (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 4: Approval of the appointment of director in place of those retired 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:
 - To appoint the entire group of nominated directors
 Approve..... Votes Disapprove..... Votes Abstain..... Votes
 - To appoint each nominated director individually
 - (1) Dr. Prasarn Trairatvorakul
 Approve..... Votes Disapprove..... Votes Abstain..... Votes
 - (2) Mr. Suthichai Chirathivat
 Approve..... Votes Disapprove..... Votes Abstain..... Votes
 - (3) Mrs. Pratana Mongkolkul
 Approve..... Votes Disapprove..... Votes Abstain..... Votes
 - (4) Mr. Sompong Tantapart
 Approve..... Votes Disapprove..... Votes Abstain..... Votes
 - (5) Mr. Suthilaksh Chirathivat
 Approve..... Votes Disapprove..... Votes Abstain..... Votes

Agenda 5: Approval of the remuneration for the Board of Directors for the year 2020

- (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 6: Approval of the appointment of the external auditors and determination of the audit fee for the year 2020

- (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 7: Approval of the amendment of the Articles of Association of the Company

- (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 8: 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 deemed invalid and is not made on my/our behalf as the Shareholder.

(6) In the case that 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 in the event that the Proxy does not vote in accordance with this Proxy Form

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

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

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

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

Remarks:

1. This Proxy Form C shall be applicable only for 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 Regular Continued Proxy Form C as enclosed.

Regular Continued Proxy Form C

Authorization on behalf of the Shareholder of Central Retail Corporation Public Company Limited

2020 Annual General Meeting of Shareholders to be held on Wednesday, 26 August 2020 at 2.00 p.m. at the World Ballroom, 23rd floor, at Centara Grand & Bangkok Convention Centre at CentralWorld, 999/ 99 Rama 1 Road, Pathumwan, Bangkok or such other date, time and place as the meeting may be held.

Agenda No..... Subject.....
(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..... Subject.....
(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..... Subject The appointment of director in place of those retired by rotation
Name of Director.....
Approve..... Votes Disapprove..... Votes Abstain..... Votes
Name of Director.....
Approve..... Votes Disapprove..... Votes Abstain..... Votes
Name of Director.....
Approve..... Votes Disapprove..... Votes Abstain..... Votes
Name of Director.....
Approve..... Votes Disapprove..... Votes Abstain..... Votes
Name of Director.....
Approve..... Votes Disapprove..... Votes Abstain..... Votes

Agenda No..... Subject.....
(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..... Subject.....
(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..... Subject.....
(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