

# CENTRALRETAIL

Charter of the Business Unit Advisory Committee

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Central Retail Corporation Public Company Limited

(13 May 2024)

# **Charter of the Business Unit Advisory Committee**

## **1. Purpose**

Central Retail Corporation Public Company Limited (CRC) is committed to conducting its business in alignment with the directions, policies, and strategies set by the Board of Directors to ensure successful and sustainable operations in accordance with its objectives and plans. To support this mission, the Board of Directors has resolved to establish the Business Unit Advisory Committee (the "Committee") to provide independent advice and insights to the Chairman of the Board, the Chairman of the Executive Committee, and the Management in overseeing the Company's business operations.

## **2. Composition**

The Committee consists of external experts as well as the Company's directors and shall appoint a secretary to assist in its operations.

## **3. Qualifications of the Business Unit Advisory Committee**

Members of the Committee must meet the following qualifications:

- (1) Be a qualified expert approved by the Board of Directors.
- (2) Possess relevant knowledge, expertise, integrity, and experience beneficial to their duties, uphold ethical business practices, and have sufficient time to dedicate their knowledge and capabilities to CRC.

## **4. Term of Office and Selection of the Business Unit Advisory Committee**

- (1) The members shall be appointed by the Board of Directors for a term of three (3) years, except as otherwise provided in a Board resolution. Any Committee member retiring by rotation may be reappointed.
- (2) The Board of Directors shall appoint the Chairman of the Committee.

## **5. Authorities, Duties and Responsibilities**

- (1) Provide advice and independent perspectives to the Chairman of the Board, the Chairman of the Executive Committee, the CEO of CRC, and the Business Unit CEOs to ensure that operations align with the strategies and objectives of each Business Unit as approved by the Board of Directors.
- (2) The Committee and its members do not have decision-making authority regarding CRC's business operations.

- (3) May request and access business operation information from any department as deemed appropriate.
- (4) Regularly report progress and performance to the Board of Directors for acknowledgment.
- (5) Maintain confidentiality and refrain from disclosing CRC's significant internal information to external parties.
- (6) Perform other tasks as assigned by the Board of Directors.

## **6. Meeting**

### **The Committee Meeting**

- (1) The Committee shall hold approximately four (4) meetings per year.
- (2) The Chairman of the Committee or a designated person shall call for a meeting by sending a notice, agenda items, and supporting documents, which may be delivered electronically, to all Committee members at least seven (7) days before the meeting date. However, in case of emergency to safeguard the rights or interests of CRC, a meeting may be convened on shorter notice or through other means.

### **Meetings with the Management**

- (3) The Committee shall assign each member to oversee a specific business unit.
- (4) Committee members may hold meetings with their assigned business units as deemed appropriate, ensuring efficient use of time.

## **7. Quorum and Voting (The Committee Meeting)**

- (1) A quorum requires the presence of no less than half of the total number of Committee members.
- (2) Resolutions of the meeting shall be determined by a majority vote.
- (3) Each Committee member shall have one (1) vote. However, any member with a conflict of interest in a particular matter shall not have the right to vote on that matter. In case of a tie, the Chairman of the meeting shall have a casting vote.
- (4) The Chairman of the Committee or a designated person shall report the meeting results to the Board of Directors for acknowledgment.

This charter of the Business Unit Advisory Committee is effective from May 13, 2024 onwards.

*-Signed-*

(Dr. Prasarn Trairatvorakul)  
Chairman of the Board of Directors  
Central Retail Corporation Public Company Limited