

CENTRALRETAIL

Charter of Lead Independent Director

Central Retail Corporation Public Company Limited

(23 March 2023)

Charter of Lead Independent Director

1. Purpose

The Charter of the Lead Independent Director of Central Retail Corporation Public Company Limited ("CRC") enables the Lead Independent Director to perform their duties with utmost clarity in support of the Board's governance of CRC and its subsidiaries. This ensures alignment with good corporate governance, with proper coordination as well as checks and balances between the Board and management, all aimed at ensuring transparent and fair business conduct for all CRC stakeholders.

2. Qualification and Appointment

- (1) Be an independent director of CRC.
- (2) Command leadership, vision, discretion, and fairness in job performance.
- (3) Be able to dedicate full time to the supervision of CRC, including providing beneficial comments and suggestions for its business operations.
- (4) The Lead Independent Director is selected by the Independent Directors Meeting and proposed for appointment to the Board of Directors.

3. Term of Office

- (1) The Lead Independent Director holds a three-year tenure from the appointment date or up to the remaining director's tenure.
- (2) The Lead Independent Director, who has completed their term, may be reappointed to continue their duties for up to 9 consecutive years as an Independent Director.
- (3) If the Lead Independent Director leaves office for any reason before term completion, the Board of Directors must appoint a replacement within three months from the date of vacancy.
- (4) The Lead Independent Director may retire for the following reasons:
 1. Lead Independent Director's term completion
 2. Resignation or dismissal from the Board.

4. Authorities, Duties, and responsibilities

- (1) To be the chairperson of the independent directors' meetings.
- (2) To coordinate with the Board Chairman and management in setting the agenda for the Board of Directors' meetings, ensuring that key matters are included so that the Board may duly deliberate and acknowledge them in a timely manner.
- (3) To be a representative of the independent directors in consultation with the Board Chairman and management regarding matters of corporate governance and important issues deemed appropriate by the independent directors, and to coordinate their opinions and observations for consideration by the Board.

(4) To be a chairperson of the Board of Directors meetings on agenda items where the Board Chairman and Vice Chairman have vested interests and where the Board Chairman and Vice Chairman cannot attend.

5. Meeting

(1) Independent directors must meet at least once annually, and management or relevant parties may be invited to attend the meeting.

(2) The required quorum for the meeting of the Independent Directors is no less than two-third of all mandatory Independent Directors.

(3) The Lead Independent Director is authorized to call meetings of independent directors.

(4) The Lead Independent Director reports meeting outcomes to the Board of Directors after Independent Directors' meetings.

(5) The Company Secretary or an assigned person prepares such meeting minutes.

This charter of Lead Independent Director is effective from 23 March 2023 onwards.

-Signed-

(Dr. Prasarn Trairatvorakul)

Chairman of the Board of Directors

Central Retail Corporation Public Company Limited