

CENTRALRETAIL

Dividend Payment Policy of CRC and its Subsidiaries

Central Retail Corporation Public Company Limited

(6 September 2019)

Dividend Payment Policy of CRC and its Subsidiaries

Central Retail Corporation Public Company Limited (“CRC”) has intention to operate business transparently based on the good corporate governance principle. Its business operation can be verified and focuses mainly on the benefits of all stakeholders. Also, CRC recognizes the rights of shareholders as they are the investors and the owners of CRC. Therefore, to increase the long-term value for shareholders, the dividend payment policy of CRC and its subsidiaries have been defined as follows:

1. Dividend Payment Policy of CRC

CRC considers the ability to pay dividend as required by law including the Public Limited Company Act B.E. 2535 (as amended) which stipulates that the public company can pay dividend from its separated financial statements if there is no accumulated loss.

CRC has a policy to pay dividend to its shareholders at the rate of not less than forty (40) percent of the net profit from its consolidated financial statements after tax deduction, the allocation of various funds required by law and CRC in each year and the obligations under financial contract (if any). The dividend payment must not exceed the retained earnings from its separated financial statements. However, such dividend payment rate may be changed depending on the performance, cash flow, financial liquidity, financial position, investment plan, reserve funds for working capital, funds for future investment, funds for loan repayment, the obligation under financial contract, economic conditions, legal requirement as well as other necessities.

The annual dividend payment must be approved by the shareholders’ meeting. Yet, the interim dividend may be paid by the resolution of the Board of Directors if CRC’s profit deems sufficient to do so and such payment has to be reported in the next shareholders’ meeting.

2. Dividend Payment Policy of the Subsidiaries

The Board of Directors of the subsidiaries consider the annual dividend and proposes to their shareholders’ meeting for approval in each year. The subsidiaries shall pay dividend from the net profit in their separated financial statements after tax deduction, the allocation of various funds required by law and CRC in each year and the obligations under financial contract (if any). The dividend payment must not exceed the retained earnings from its separated financial statements. However, such dividend payment rate may be changed depending on the performance, cash flow, financial liquidity, financial position, investment plan, reserve funds for working capital, funds for future investment, funds for loan repayment, the obligation under financial contract, the obligation under merger contract, economic conditions, legal requirement as well as other necessities. Also, the Board of Directors of the subsidiaries have the authority to approve the interim dividend payment and such payment has to be reported in the next shareholders’ meeting.

Prior to making the annual and interim dividend payments, the subsidiaries must seek for approval from the Board of Directors of CRC, except for the case that the total amount of dividend payment for the whole year is not less than that stipulated in the annual budget of each subsidiary or such dividend payment is in accordance with the dividend payment policy of the subsidiary which has been previously approved by the Board of Directors of CRC. This shall be in accordance with CRC's Supervision and Governance of Subsidiaries and Associates Policy.

These dividend payment policies of CRC and its subsidiaries are effective from the date CRC has been transformed from a limited company to a public limited company onwards.

-Signed-

(Dr. Prasarn Trairatvorakul)

Chairman

Central Retail Corporation Public Company Limited