

Guidance for Electronic Annual General Meeting of Shareholders (E-AGM) and the Company's Articles of Association Concerning the Shareholders' Meeting

Since the 2021 Annual General Meeting of Shareholders will be held through electronic media (E-AGM) by using the DAP e-Shareholder Meeting system only, the Company would like to inform shareholders of the guidance for attending the E-AGM as follows:

DAP e-Shareholder Meeting User Manual

Shareholders can study the DAP e-Shareholder Meeting User Manual through the below link:

<https://www.centralretail.com/en/investor-relations/document/shareholder-meetings>

or scan QR Code here



Registration

Shareholders can pre-register from 5 April 2021 at 8 a.m. onwards according to the registration methods specified in the above DAP e-Shareholder Meeting User Manual.

The registration can be made on a desktop computer, a laptop, a tablet, or a smart phone with a camera, through web browsers such as Google Chrome, Internet Explorer, or Safari, and is compatible with both iOS and Android operating systems. For the maximum efficiency of the system, we strongly recommend that the shareholders use Google Chrome.

1. Document for registration

1.1 In case the shareholder is present at the meeting in person

- Individual shareholder with Thai nationality
 - 1) Citizen Identification card
- Individual shareholder with foreign nationality
 - 1) Notification of Meeting (QR Code)
 - 2) Shareholder's certificate of alien registration or passport or document used in lieu of passport

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

1.2 In case the shareholder is present at the meeting by proxy

- Individual shareholder with Thai nationality
 - 1) Notification of Meeting (QR Code)
 - 2) Proxy 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) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.
- Individual shareholder with foreign nationality
 - 1) Notification of Meeting (QR Code)
 - 2) Proxy Form B
 - 3) Photocopy of the shareholder's certificate of alien registration or passport or document used in lieu of passport which are certified true and correct by the shareholder.
 - 4) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.
 - Shareholder is a juristic person registered in Thailand
 - 1) Notification of Meeting (QR Code)
 - 2) Proxy Form B
 - 3) Photocopy of citizen identification card or civil servant identification card of the authorized director(s) which are certified true and correct by the authorized director(s) power to bind such juristic person.
 - 4) Photocopy of Certification Document issued by Ministry of Commerce or competent authority issued no longer than 1 year which certified true and correct by the authorized director(s) power to bind such juristic person.
 - 5) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.
 - Shareholder is a juristic person registered in a foreign country
 - 1) Notification of Meeting (QR Code)
 - 2) Proxy Form B
 - 3) Photocopy 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) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.
 - Shareholder is a juristic person registered in a foreign country for which a custodian in Thailand is appointed
 - 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) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

or

- 6) Register Proxy Form C via e-Proxy Voting of The Thailand Securities Depository Co., Ltd. (TSD)

1.3 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.

1.4 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.

1.5 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.

2. Procedures for Registration and Appointment of Proxy

2.1 For shareholders who wish to attend the meeting themselves can register through the link below:

<https://portal.eservice.set.or.th/Account/?refer=9d3dAXhxRvUHguOPevplk%2f136phYXUwklwO8EabitmMc0ML3W4RA%2bA%3d%3d>

or scan QR Code here



The registration can be made from 5 April 2021 at 8 a.m. onwards. Upon the completion of identity verification, shareholders will receive an e-mail with username and password to log in the DAP e-Shareholder Meeting system.

For your convenience, kindly register by 20 April 2021.

2.2 For shareholders who wish to appoint a proxy:

2.2.1 The shareholders can appoint any person to be their proxies as they wish.

2.2.2 **Shareholders are recommended to appoint an independent director as their proxies** by specifying any one of the following independent directors:

Name	Age (years)	Positions	Address	Special conflict of interest in the proposed agenda
1. Mrs. Pratana Mongkolkul	57	Chairman of the Audit Committee	Central Retail Corporation Public Company Limited Head Office; 22 Soi Somkid Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330	No special conflict of interest in any Agenda
2. Dr. Atchaka Sibunruang	65	Chairman of the Nomination and Remuneration Committee, Member of Corporate Governance and Sustainability Committee		Has special conflict of interest in Agenda 4, the appointment of director
3. Mrs. Patareeya Benjapolchai	66	Member of the Audit Committee, Chairman of the Corporate Governance and Sustainability Committee, and Member of the Risk Policy Committee		Has special conflict of interest in Agenda 4, the appointment of director
4. Mr. Sompong Tantapart	63	Member of Audit Committee and Member of the Nomination and Remuneration Committee		No special conflict of interest in any Agenda
5. Mr. Kanchit Bunajinda	53	Chairman of the Risk Policy Committee		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 Enclosure 1 of Form 56-1 One Report

For the appointment of proxy as in items 2.2.1 and 2.2.2, shareholders must submit documents as in item 1 to the Company **by 20 April 2021** via 2 channels as follows:

- 1) E-mail: crc_companysecretary@central.co.th
- 2) By post: using a business reply mail envelope enclosed with the invitation letter to the E-AGM (for domestic postal services without postage affixed) to the Corporate Secretary Office

- 2.2.3 Upon the completion of identity verification, a proxy holder will receive an e-mail with username and password to log in the DAP e-Shareholder Meeting system through e-mail of the proxy holder as specified in the proxy form.

Please be informed that one e-mail address can be used for the registration of only one shareholder.

E-AGM Attendance

For your convenience in joining the meeting, kindly submit registration documents by 20 April 2021

The 2021 E-AGM will be held on 23 April 2021 at 2 p.m. with the following procedures:

1. System log-in

- The attending shareholders can log in to the DAP e- Shareholder Meeting system from 12p.m. with username and password together with the OTP at <https://portal.eservice.set.or.th> or scan the QR code below:



- When logging in the DAP e-Shareholder Meeting system, the attending shareholders can click the button “joining the Meeting” to enter the Webex system to attend meeting broadcast.

The registration can be made on a desktop computer, a laptop, a tablet, or a smart phone with a camera through web browsers such as Google Chrome, Internet Explorer, or Safari and compatible with both iOS and Android operating systems. For the maximum efficiency of the system, we strongly recommend that the shareholders use Google Chrome.

2. Voting in Each Agenda Item

- During the voting period, the Chairman will propose the Shareholders’ Meeting to consider and pass a resolution on each agenda item, the DAP e- Shareholder Meeting system will enable the attending shareholders to cast votes for either “Approve”, “Disapprove”, or “Abstain”. The attending shareholders will have to switch back to the DAP e-Shareholder Meeting page previously logging in. Voting must be completed within the specified period. If not within the specified period, it will be deemed that such attending shareholder approved according to the consideration of the Shareholders’ Meeting. If there is still time left for voting on such agenda item, the attending shareholder can go back to change votes within the specified period.
- If the shareholders have already casted votes on each agenda item in the proxy form, the Company will record votes as specified in the proxy form only.

- Agendas 1 is for acknowledgement only, there is no voting required. For Agenda 2-4 and 6, the resolutions must be approved by majority vote of the shareholders attending the meeting and having the right to vote. For Agenda 5, the resolution must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

3. Vote Counting

- The Company will record the votes from "Disapprove" and "Abstain" on each agenda item. The rest of the votes will be counted as "Approve" For shareholders or proxies that registered to attend the meeting and not click any button to express their votes, the Company, then, considers as "Approve". The vote counting base includes votes for approval and disapproval only. The abstained votes will not be counted as the vote counting base pursuant to Section 107 (1) of the Public Limited Companies Act and Article 41 (1) of the Company's Articles of Association. Except Agenda 5, the vote counting base will be equal to the total number of votes of the shareholders attending the meeting pursuant to Section 90 of the Public Limited Companies Act.
- Upon the completion of vote counting on each agenda item, the results of the vote counting will be announced to the Meeting for acknowledgement, divided into approval, disapproval, and abstention in percentage. The vote results of the agenda on the election of directors will be announced on an individual basis.

4. Submission of Questions during the Meeting

If the attending shareholders wish to ask questions during the meeting, they can submit questions by switch back to the DAP e-Shareholder Meeting page as previously logging in and typing questions on each agenda item. The Company will read and answer questions of each shareholder according to the sequence of agenda items.

5. Backup Meeting Broadcast System

The Company prepares a backup meeting system in case of problems with the main Webex system, the shareholders can use the backup meeting system prepared by the provider of DAP e-Shareholder Meeting, namely Zoom or MS Teams. The channel for logging in the backup meeting system will be notified to the attending shareholders through their e-mails as specified.

Should there be any questions or problems with the E-AGM, kindly contact the following:

Company Secretary Office
Central Retail Corporation Public Company Limited
14th Floor, Central Chidlom Tower,
22 Soi. Somkid, Ploenchit Road, Lumpini Sub-district,
Pathumwan District, Bangkok 10330

Phone: 02-650-3600 ext. 1702, 1777, 1544

e-mail: CRC_CompanySecretary@central.co.th

Articles of Association of the Company Regarding the Shareholders' Meeting

Shareholders' Meeting

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.

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.