

CENTRALRETAIL

2022 Annual General Meeting of Shareholders Central Retail Corporation Public Company Limited 29 April 2022 at 2 p.m.

Convene the meeting through electronic media (E-AGM) only

E-Registration

Registration can be made via the DAP e-Shareholder Meeting system at

<https://portal.eservice.set.or.th/Account/Login?refer=N0Nejs8Pqgup5mbC%2F2x3KLeitDlxiohfbylkyxVApONpM7iS2A2j9A%3D%3D>



or QR Code

Start registration from 11 April 2022 at 8 a.m. onwards.

E-AGM Attendance

Attendant can log in to the DAP e- Shareholder Meeting system at <https://portal.eservice.set.or.th>

or QR Code



Start log-in from 12 p.m. on 29 April 2022.

It is recommended that the shareholders study the Guidance of E-AGM and Articles of Association regarding the Shareholders' Meeting (details as shown in Attachment 4).

CENTRALRETAIL

Ref. CRC CS 011 /2022

25 March 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders

**To: Shareholders,
Central Retail Corporation Public Company Limited**

- Attachments: 1) Annual Report for the year 2021 (Form 56-1 One Report) in QR Code format which included the audited statement of financial position and statement of comprehensive income
- 2) Profiles of the nominated candidates for directors
 - 3) Profiles of the proposed auditors for the year 2022
 - 4) Guidance on electronic meeting (E-AGM) and articles of association of the Company related to shareholders' meetings
 - 5) Privacy policy regarding the general meeting of shareholders of Central Retail Corporation Public Company Limited
 - 6) Proxy Form A Form B and Form C (Proxy Form B is recommended.)

The Board of Directors meeting of Central Retail Corporation Public Company Limited (the “**Company**”) resolved to convene the 2022 Annual General Meeting of Shareholders (the “**Meeting**”) on Friday, 29 April 2022 at 2 p.m. only through electronic media (“E-AGM”) according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda:

Agenda 1: Acknowledgement of the Company’s performance of 2021

Facts and Rationales: The Company has summarized the Company’s performance in 2021 as provided in the 2021 Annual Report (Form 56-1 One Report) - Business and Performance (Details as shown in Attachment 1)

Board of Directors’ opinion: The Board proposed the Company’s performance of 2021 to the Meeting for consideration and acknowledgement.

Vote required: Voting is not required as this agenda is for shareholders’ acknowledgement.

Agenda 2: Approval of the audited financial statements for the year ended 31 December 2021

Facts and Rationales: To be in compliance with the Company’s Articles of Association and the Public Limited Companies Act, B.E. 2535 (as amended) (the “**PLC Act**”), the Company shall prepare a statement of financial position at the end of fiscal year ended 31 December 2021 which has been audited by an external auditor as provided in 2021 Annual Report (Form 56-1 One Report) (Details as shown in Attachment 1) which summarized as follows:

Statement of Financial Position and Profit and Loss

Unit : THB

Lists	Consolidated	The Company
Assets	263,227,819,950	135,598,978,423
Liabilities	204,146,574,693	59,031,124,735
Revenue from Sale	175,975,194,554	-
Total Revenue	195,653,806,432	2,850,120,748
Profit for the Year ¹	59,369,781	482,357,803
Profit per Share (THB/share) ²	0.01	0.08

Notes: ¹ Profit for the year attributable to owners of the parent

² Profit per share calculated from profit for the year attributable to owners of the parent

Board of Directors' opinion:

The Board recommends that the Meeting consider and approve the financial statements for the fiscal year ended 31 December 2021 which were reviewed by the Audit Committee and the Board of Directors and audited by the external auditor who expressed unqualified opinions as provided in the 2021 Financial Statements.

Vote required:

Simple majority of the shareholders present at the meeting and casting their votes.

Agenda 3: Approval of the profit allocation and dividend payment for 2021 performance

Facts and Rationales:

The Company has a policy to pay dividends to shareholders at the rate of not less than 40 percent of the net profit from the consolidated financial statements after tax deduction, the allocation of all various funds required by laws and the Company in each year, and the obligations under the financial contract (if any). The dividend payment must not exceed the retained earnings from the separate financial statements of the Company. However, the rate of dividends may be changed from the specified depending on the results of operations, cash flow, financial liquidity, financial status, investment plan, reserving funds to be working capital, reserving funds for future investment, reserving funds to repay loans, conditions and limitations as specified in the financial contract, economic conditions, including legal requirements and other necessities.

Comparison of the rate of dividends from the results of operations in the year 2021 to the preceding year is as follows:

Details of dividend payment	Year 2021	Year 2020
1. Consolidated Net Profit* (THB million)	59	46
2. Paid-up Capital(million shares)	6,031	6,031
3. Annual dividend (THB/share)	0.30	0.40
4. Total Dividends Amount (THB million)	1,809	2,412
5. Dividend Payout Ratio (percent)	3,048	5,214

Notes: * Profit for the year attributable to owners of the parent

Board of Directors' opinion:

The Board recommends the Meeting to consider and approve as follows:

1. Acknowledge that as at 31 December 2021, the Company has already set aside legal reserve at the amount required by law of THB 632,000,000.

2. Approval of the dividend payment for 2021 performance at THB 0.30 per share, totaling to THB 1,809,300,000 which is in-line with the Company's dividend payment policy. The record date for the right to receive dividend would fall on 10 May 2022, and the dividend would be paid on 27 May 2022. However, the right to receive dividend is not confirmed until being approved by the 2022 E-AGM.

Vote required:

Simple majority of the shareholders present at the meeting and casting their votes.

Agenda 4: Approval of the appointment of director in place of those retired by rotation

Facts and Rationales:

According to the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors cannot be divided into three parts, the number of directors closest to one-third 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 and the directors retiring may be re-elected. In 2022, there are 5 directors to be retired by rotation in this meeting as follows:

1. Prof. Dr. Suthiphand Chirathivat Director
2. Mr. Tos Chirathivat Director
3. Mr. Pichai Chirathivat Director
4. Mr. Kanchit Bunajinda Independent Director
5. Mr. Yol Phokasub Director

The Nomination and Remuneration Committee had undertaken the nomination process by considering persons who have qualifications as stipulated in the Charter of the Company's Directors in accordance with the law and the Skill Matrix set by the Company in alignment with the Company's business strategy in various fields. The Nomination and Remuneration Committee also considered the directors listed in the IOD Director Pool, along with the qualifications that nominating directors must not hold directorship positions in listed companies for more than 5 companies and for the case of nominating same independent directors back to terms, the nominating directors must not hold an independent director position for more than 9 years. Mr. Kanchit Bunajinda is independent directors, having the qualifications which meet all the requirements of Company's independent director definition and the qualifications under the relevant law. They are able to give opinion independently.

The Nomination and Remuneration Committee had undertaken the nomination process thoroughly as mentioned, thus, had nominated the extension of five directors for another term. (Details as shown in Attachment 2)

Board of Directors' opinion:

The Board (excluding those retired by rotation at 2022 E-AGM) considered the qualifications of each aforementioned director thoroughly and agreed with the proposal made by the Nomination and Remuneration Committee to recommend that the Shareholder's Meeting re-appoint all 5 retiring directors to retain office for another term as follows:

1. Prof. Dr. Suthiphand Chirathivat Director
2. Mr. Tos Chirathivat Director
3. Mr. Pichai Chirathivat Director

- | | |
|--------------------------|----------------------|
| 4. Mr. Kanchit Bunajinda | Independent Director |
| 5. Mr. Yol Phokasub | Director |

Vote required:

Simple majority of the shareholders present at the meeting and casting their votes. The directors will be considered and appointed individually.

Agenda 5: Approval of the remuneration for the Board of Directors for the year 2022

Facts and Rationales:

According to the Company's Articles of Association, directors are eligible to receive remuneration in the forms of monetary, meeting allowance, gratuity, bonus or any other forms of remuneration as the shareholders' meeting considers to be appropriate for the duty of the Board of Directors.

In this regard, the Nomination and Remuneration Committee had considered and determined the remuneration for the Board of Directors based on their performance and the Company's operating results and compared with the remuneration of other companies within the same industry and of similar size. The Nomination and Remuneration Committee deemed it appropriate to recommend the Board to propose the shareholders to consider and approve the remuneration for the Board of Directors and sub-committees for 2022 at the same rate as last year in an amount not exceeding THB 20.5 million.

Board of Directors' opinion:

The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting to approve 2022 remunerations for the Board and sub-committees at the same rate as last year in an amount not exceeding THB 20.5 million. The remunerations include quarterly remuneration, meeting allowances and bonus (if any) as follow:

1. Quarterly Remuneration and Meeting allowance

Position	Quarterly Remuneration (THB)	Meeting allowance (THB/Meeting/ Person)
Chairman	225,000	85,000
Director	85,000	42,000
Chairman of the Audit Committee	133,000	65,000
Member of the Audit Committee	103,000	50,000
Chairman of the Executive Committee	none	none
Member of the Executive Committee	none	none
Chairman of the Nomination and Remuneration Committee	none	35,000
Member of the Nomination and Remuneration Committee	none	30,000
Chairman of the Risk Policy Committee	none	35,000
Member of the Risk Policy Committee	none	30,000
Chairman of the Corporate Governance and Sustainability Committee	none	35,000

Position	Quarterly Remuneration (THB)	Meeting allowance (THB/Meeting/Person)
Member of the Corporate Governance and Sustainability Committee	none	30,000

Note: Director who holds the position of executive or employee of the Company shall not receive quarterly remuneration or meeting allowance as member of the sub-committees.

2. Director's Bonus

The bonus may be allocated to directors by which the Board of Directors is authorized to determine the conditions, details, and rate of bonus payment as it deems appropriate based on the Company's performance for the year ended 31 December 2022. In addition, the amount of bonus being allocated to each director is dependent on the performance and the participation in meetings. Director who holds the position of executive or employee of the Company shall not receive director's bonus.

3. Other benefits

- None-

Vote required:

Not less than two-thirds of the total number of votes of the shareholders present at the meeting.

Agenda 6: Approval of the appointment of the external auditors and determination of the audit fee for the year 2022

Facts and Rationales:

The Public Limited Company Act prescribes that the annual general meeting of shareholders shall consider and approve an appointment of an auditor and determine the remuneration of the auditor of the company every year. In this regard, the Audit Committee had considered and agreed to appoint an auditor, determined the audit fee which it deemed to be appropriate. Also, the proposed auditors have no relationship or conflict of interest with the Company, subsidiaries, major shareholders or person related to the said parties which independent in auditing and recommending the Company's financial statements. Thus, it was recommended that the Board of Directors consider an appointment of an auditor and approve the audit fee for the year 2022 and acknowledge the audit fee for the 2022 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms.

Year 2021

- The audit fee for the 2021 financial statements and the review of the quarterly financial statements was THB 6.9 million, excluding non-audit fee.
- The audit fees for the 2021 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms were totaling THB 36.2 million.

Year 2022

- The audit fee for the 2022 financial statements and the review of the quarterly financial statements is THB 7.10 million, excluding non-audit fee. The fee is increased comparing to the year 2021 because the audit scopes are increased from investment in joint venture (Grab) and Lanchi group of companies (a subsidiary in Vietnam) which become additional significant components in year 2022.
- The audit fees for the 2022 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms are approximately THB 39.18 million which are increased from the year 2021 by THB 3.0 million or equivalent to 8.3 percent.

Board of Directors' opinion:

The Board considered and agreed with the proposal made by the Audit Committee and recommended the Shareholder's Meeting proceed as follows:

6.1 To consider and appoint KPMG Phoomchai Audit Limited as the external auditor and appoint

1. Miss Pornthip Rimdsut Certified Public Accountant No. 5565 or
2. Mr. Watchara Pattarapitak Certified Public Accountant No. 6669 or
3. Mr. Krit Thammatadto Certified Public Accountant No. 11915

Any of the above officers from KPMG Phoomchai Audit Limited as the auditor of the Company. Profiles of the proposed auditors are provided in the Attachment 3.

6.2 To approve the audit fees for the audit of the 2022 financial statements and the review of the quarterly financial statements totaling THB 7.10 million, excluding non-audit fee, and to acknowledge the audit fees for the 2022 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms approximately THB 39.18 million.

Vote required:

Simple majority of the shareholders present at the meeting and casting their votes.

Agenda 7: Other matters (if any)

The Company has invited shareholders to propose agenda and nominate directors in advance via the Company's website from 1 December 2021 – 15 January 2022 which none of shareholders proposed agenda and nominate directors to the Company.

It is recommended that the shareholders shall study the guidance of E-AGM and Articles of Association regarding the Shareholders' Meeting (details as shown in Attachment 4). If shareholders have any queries, please submit the questions regarding the Meeting agenda prior to the Meeting via email: ir@central.co.th or <https://www.centralretail.com/th/investor-relations/document/shareholder-meetings>

Therefore, the Company hereby invites all shareholders to attend the 2022 Annual General Meeting of Shareholders per the above date and time which is convened through electronic only. Registration for E-AGM will be opened in advance via the DAP e-Shareholder Meeting (e-Registration) system from 11 April 2022 at 8 a.m. onwards.

Please be informed accordingly,

Yours sincerely,



(Dr. Prasarn Trairatvorakul)

Chairman

Central Retail Corporation Public Company Limited

Annual Report 2021 (Form 56-1 One-Report)

Scan QR Code or click on the link below.



<https://www.centralretail.com/en/investor-relations/document/annual-reports>

Profiles of the Nominated Candidates for the Election as Directors

- 1. Prof. Dr. Suthiphand Chirathivat** **Age** 68 years
- Position** Director / Authorized Director
Member of the Nomination and Remuneration
Committee
- Date of Appointment as a Director** 13 November 2020 - Present



Education

- License ès Sciences Economiques (Economics), Aix-Marseille University
- Maitrise ès Sciences Economiques (Economics), Aix-Marseille University
- D.E.A en Sciences Economiques (Economics), Paris I - Pantheon-Sorbonne University
- Doctorat de 3e cycle ès Sciences Economiques (Economics)

Board Member/Management in Other Listed Company

-None-

Position in Other Company/Organization/Institution

10 Companies

Position in other business that operate businesses which have the same nature as or are in competition with the Company

Not being director/executive of such business

Experiences

2004 - 2014	Director - Economic, National Research Council of Thailand
2005 - 2008	Chairman of Economics Research, Faculty of Economics, Chulalongkorn University
2006 - 2008	Chairman of Doctor of Philosophy (Economics) Program, Chulalongkorn University
2007 - 2015	International Advisory Board, ASEAN Economic Bulletin
2014 - 2018	Vice Chairman - Economic, National Research Council of Thailand

Shareholdings (Ordinary Shares) (as at 31 January 2022)

- **Held personally** : 0.7271%
- **Held by spouse or minor children** : -None-

Meeting attendance in 2021

Annual General Meeting of Shareholders 2021	attended the meeting	1/1	time
The Board of Directors Meeting	attended the meeting	10/10	times
The Nomination and Remuneration Committee Meeting	attended the meeting	4/4	times

Penalty in the past 5-year regarding Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003)

-None-

Profiles of the Nominated Candidates for the Election as Directors

2. Mr. Tos Chirathivat **Age** 57 years Authorized Director

Position Director / Chairman of the Executive
Committee / Member of the Nomination
& Remuneration Committee

Date of Appointment as a Director 6 September 2019 - Present



Education

- Bachelor's Degree - Economics, Wesleyan University, USA
- Master of Business Administration - Finance, Columbia University, USA

Training Programs

- Director Accreditation Program (DAP) Class 188/2021, IOD
- Executive Program Class 3/2006, Capital Market Academy

Board Member/Management in Other Listed Company

-None-

Position in Other Company/Organization/Institution

53 Companies

Position in other business that operate businesses which have the same nature as or are in competition with the Company

Not being director/executive of such business

Experiences

2014 - Present Executive Chairman and Chief Executive Officer, Central Group Company Limited

2010 - Present Director, Central Embassy Hotel Company Limited

Shareholdings (Ordinary Shares) (as at 31 January 2022)

- **Held personally** : 0.6377%
- **Held by spouse or minor children** : 0.0145%

Meeting attendance in 2021

Annual General Meeting of Shareholders 2021	attended the meeting	1/1	time
The Board of Directors Meeting	attended the meeting	10/10	times
The Nomination and Remuneration Committee Meeting	attended the meeting	4/4	times
The Executive Committee Meeting	attended the meeting	13/13	times

Penalty in the past 5-year regarding Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003)

-None-

Profiles of the Nominated Candidates for the Election as Directors

3. Mr. Pichai Chirathivat	Age 60 years	Authorized Directors
Position	Director / Member of the Corporate Governance and Sustainability Committee	
Date of Appointment as a Director	6 September 2019 – Present	



Education

- Bachelor of Business Administration, Azusa Pacific University, USA
- Master of Business Administration (Marketing), Pitzer College, USA

Training Programs

- Director Accreditation Program (DAP) No. 169/2020, IOD
- Strategic Planning & Management in Retailing, Intercontinental Group of Department Stores (IGDS)
- Diploma, The National Defense Course Class 53, Thailand National Defense College
- Executive Program Class 22, Capital Market Academy
- Executive Management with Business Development and Investment Class 5, Institute of Business and Industrial Development
- Advanced Security Management Program (ASMP) Class 4, The Association National Defense College
- Senior Executive Development Training Program, Royal Thai Police
- ISP Institute of Security Psychology

Board Member/Management in Other Listed Company

2012 - Present Director, Malee Group Public Company Limited

Position in Other Company/Organization/Institution

26 Companies

Position in other business that operate businesses which have the same nature as or are in competition with the Company

Not being director/executive of such business

Experiences

2003 – 2016 Chief Executive Officer, Central Trading Company Limited

Shareholdings (Ordinary Shares) (as at 31 January 2022)

- **Held personally** : 0.8826%
- **Held by spouse or minor children** : -None-

Meeting attendance in 2021

Annual General Meeting of Shareholders	attended the meeting	1/1 time
The Board of Directors Meeting	attended the meeting	10/10 times
Corporate Governance and Sustainability Committee Meeting	attended the meeting	4/4 times

Penalty in the past 5-year regarding Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003)

-None-

Profile of the Nominated Candidate for the Election as Independent Director

4. Mr. Kanchit Bunajinda	Age 54 years
Position	Independent Director, Chairman of the Risk Policy Committee
Date of Appointment as a Director	6 September 2019 - Present



Education

- Bachelor of Engineering, Civil Engineering, Chulalongkorn University.
- MBA (Finance) Sasin Graduate Institute of Business Administration of Chulalongkorn University

Training Programs

- Director Certification Program (DCP) 30/2003, IOD
- Director Accreditation Program (DAP) 35/2005, IOD
- Audit Committee Program (ACP) 14/2006, IOD
- Monitoring the Quality of Financial Reporting (MFR) 8/2009, IOD
- Monitoring the System of Internal Control and Risk Management (MIR) 6/2009, IOD
- Monitoring the Internal Audit Function (MIA) 5/2009, IOD
- Director Leadership Certification Program (DLCP) 0/2021, IOD

Board Member/Management in Other Listed Company

2016 - Present	Independent Director, Member of Enterprise Risk Policy Committee, Member of the Nomination and Remuneration Committee, KCE Electronics Public Company Limited
2020 - Present	Independent Director, Chairman of the Risk Policy Committee, Member of the Nomination and Remuneration Committee, Bluebik Group Public Company Limited

Position in Other Company/Organization/Institution

2 Companies | Organization

Position in other business that operate businesses which have the same nature as or are in competition with the Company

Not being director/executive of such business

Experiences

2003 - 2015	Director, Central Pattana Public Company Limited
2006 - 2015	Director, Pruksa Real Estate Public Company Limited
2009 - 2018	Director, Robinson Public Company Limited
2014 - 2017	Director, ZEN Corporation Group Public Company Limited

Shareholdings (Ordinary Shares) (as at 31 January 2022)

- Held personally : -None-
- Held by spouse or minor children : -None-

Meeting attendance in 2021

Annual General Meeting of Shareholders 2021	attended the meeting	1/1 time
The Board of Directors Meeting	attended the meeting	10/10 times
Risk Policy Committee Meeting	attended the meeting	6/6 times

Penalty in the past 5-year regarding Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003)


-None-

Information related to Independent Director

- (1) Being an independent director of the Company not more than 9 years (2 year 6 months)
- (2) Conflict of interest with the Company, subsidiaries, associate, or juristic person which may have conflict of interest in the past 2 years.

1. Being a management, employee, staff member or advisor who receives a salary.	No
2. Being a professional who provide services (i.e. auditor or legal advisor).	No
3. Have significant business relationship which may limit the independent judgement (i.e. purchase/sell raw materials/ products/ services or borrowing/lending money).	No

Profiles of the Nominated Candidates for the Election as Directors

5. Mr. Yol Phokasub	Age 60 years	Authorized Director	
Position		Director / Member of the Executive Committee / Member of the Risk Policy Committee / Member of Corporate Governance and Sustainability Committee / Chief Executive Officer	
Date of Appointment as a Director		6 September 2019 – Present	

Education

- Bachelor of Engineering (Honors) in Computer Science and Software Engineering, Imperial College, University of London, UK

Training Programs

- Director Accreditation Program (DAP) 120/2015, IOD
- Ethical Leadership Program (ELP) 21/2021, IOD
- Directors Certification Program (DCP) 313/2021, IOD
- Executive Program Class 13/2021, Capital Market Academy
- The Executive Program in Energy Literacy for a Sustainable Future Class 7/2016, Thailand Energy Academy

Board Member/Management in Other Listed Company

2017 - Present Chairman, Synergetic Auto Performance Public Company Limited

Position in Other Company/Organization/Institution

19 Companies

Position in other business that operate businesses which have the same nature as or are in competition with the Company

Not being director/executive of such business

Experiences

2009 – 2015	Chairman, SCB Asset Management Ltd.
2011 - 2015	Vice Chairman of the Board SCB Life Assurance Public Company Limited
2013 - 2016	Member of the Advisor Board, Master Card Asia Public Company Limited
2015 - 2016	Director, Mrigadayavan Palace Foundation
2015 - 2016	Director, Siam Commercial Foundation
2015 - 2016	President, Siam Commercial Bank Public Company Limited

Shareholdings (Ordinary Shares) (as at 31 January 2022)

- Held personally : 0.0058%
- Held by spouse or minor children : -None-

Meeting attendance in 2021

Annual General Meeting of Shareholders 2021	attended the meeting	1/1	time
The Board of Directors Meeting	attended the meeting	10/10	times
The Risk Policy Committee Meeting	attended the meeting	6/6	times
The Executive Committee Meeting	attended the meeting	13/13	times
The Corporate Governance and Sustainability Committee Meeting	attended the meeting	4/4	times

Penalty in the past 5-year regarding Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003)

-None-

Profiles of the proposed Auditors for the year 2022

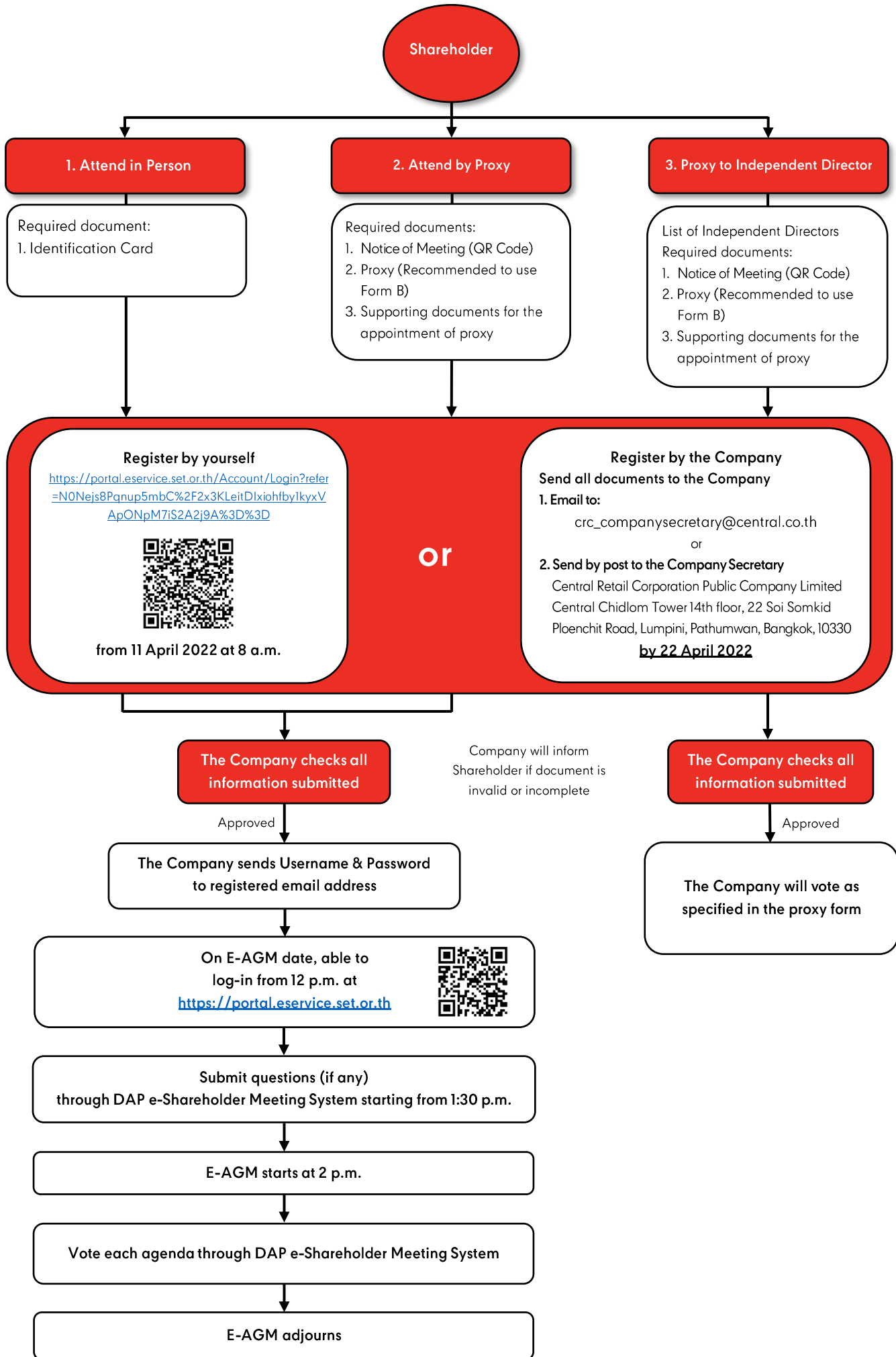
KPMG Poomchai Audit Limited

1. Ms. Pornthip Rimdusit	
CPA No.	5565
Education	<ul style="list-style-type: none"> - Master's degree, Master of Business Administration (M.B.A.), Chulalongkorn University - Bachelor's Degree, Bachelor of Accountancy (B.Acc.), Kasetsart University
Experience	<ul style="list-style-type: none"> - Audit Partner, KPMG Phoomchai Audit Ltd. - Audit specialist in retails, consumer products, trading, pulp & paper, and petrochemical in domestics and international companies, including public companies.
	- Work as auditor since 1996
No. of years certified on the Company's financial statements and its subsidiaries	<ul style="list-style-type: none"> - The Company: 5 years (2017-2021) - The subsidiaries: 5 years (2017 - 2021)

2. Mr. Watchara Pattarapitak	
CPA No.	6669
Education	<ul style="list-style-type: none"> - Master's degree, Master of Business Administration (M.B.A.), Chulalongkorn University - Bachelor's degree, Bachelor of Accountancy (B.Acc.), Chulalongkorn University
Experience	<ul style="list-style-type: none"> - Audit Partner, KPMG Phoomchai Audit Ltd. - Audit specialist in Retail, Agribusiness and Consumer Market in domestics and international companies, including public companies.
	- Work as auditor since 1999
No. of years certified on the Company's financial statements and its subsidiaries	- The subsidiaries: 7 years (2014-2020)

3. Mr. Krit Thammatadto	
CPA No.	11915
Education	- Bachelor's degree, Bachelor of Business Administration (B.B.A.), Prince of Songkla University
Experiences	- Audit Director, KPMG Phoomchai Audit Ltd. - Audit specialist in retails, consumer products in domestics and international companies, including public companies.
	- Work as auditor since 2006
No. of years certified on the Company's financial statements and its subsidiaries	- The subsidiaries: 3 years (2019-2021)

Procedures for attending 2022 Annual General Meeting of Shareholders



Registration

1. Document for registration and Appointment of Proxy

1.1 In case the shareholder is present at the meeting in person use the following documents

- Individual shareholder with Thai nationality
 - 1) Citizen Identification card
- Individual shareholder with foreign nationality
 - 1) Notice 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

- The shareholders can appoint any person to be their proxies as they wish.
- **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	58	Chairman of the Audit Committee	Central Retail Corporation Public Company Limited Central Chidlom Tower 14 th floor, 22 Soi Somkid Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330	No special conflict of interest in any Agenda
2. Mrs. Patareeya Benjapolchai	67	Member of the Audit Committee, Chairman of the Corporate Governance and Sustainability Committee, and Member of the Risk Policy Committee		No special conflict of interest in any Agenda
3. Mr. Sompong Tantapart	64	Member of Audit Committee and Member of the Nomination and Remuneration Committee		No special conflict of interest in any Agenda
4. Mr. Kanchit Bunajinda	54	Chairman of the Risk Policy Committee		No special conflict of interest in any Agenda

Name	Age (years)	Positions	Address	Special conflict of interest in the proposed agenda
5. Mr. Roongrote Rangsiyopash	58	Chairman of the Nomination and Remuneration 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 is stricter than the guideline of the Securities and Exchange Commission which showed in the qualification and profiles of the independent directors in Section 8.1.1 and Enclosure 1 of Form 56-1 One Report

Appointment of Proxy use the following documents

- Individual shareholder with Thai nationality
 - 1) Notice of Meeting (QR Code)
 - 2) Proxy Form A or 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) Notice of Meeting (QR Code)
 - 2) Proxy Form A or 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) Notice of Meeting (QR Code)
 - 2) Proxy Form A or 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) Notice of Meeting (QR Code)
 - 2) Proxy Form A or 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) Notice of Meeting (QR Code)
 - 2) Proxy Form C
 - 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

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.

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

<https://portal.eservice.set.or.th/Account/Login?refer=N0Nejs8Pqnp5mbC%2F2x3KLeitDlxiohfyIkyxVApONpM7iS2A2j9A%3D%3D>

or scan QR Code here



The registration can be made from 11 April 2022 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 22 April 2022.

- 2.2 For shareholders who wish to appoint a proxy:

In case that the shareholders cannot register by themselves, shareholders must submit documents as in item 1 to the Company **by 22 April 2022** via 2 channels as follows:

1) E-mail: crc_companysecretary@central.co.th

2) By post: to the Corporate Secretary Office

Central Retail Corporation Public Company Limited

Central Chidlom Tower 14th floor,

22 Soi Somkid Ploenchit Road,

Lumpini, Pathumwan, Bangkok, 10330

- 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.

3. E-AGM Attendance

The 2022 E-AGM will be held on 29 April 2022 at 2 p.m. with the following procedures:

3.1 System log-in

- The meeting attendee 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. If the screen does not work, click Open WebEx ’ on the top right to view the meeting via Application Cisco Webex Meeting instead.

The registration can be made on a desktop computer, a laptop, a tablet, or a smart phone via 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.

3.2 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”. 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.

3.3 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.

3.4 Submission of Questions

If the meeting attendee wish to ask questions, they can submit questions from 1:30 p.m. onward by typing questions on each agenda item. The Company will read and answer questions of each shareholder according to the sequence of agenda items.

3.5 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 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: 080-908-2847

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.

Notice of Privacy Policy for the Ordinary Shareholders Meeting Central Retail Corporation Public Company Limited

Central Retail Corporation Public Company Limited (hereinafter referred to as the “**Company**”) values and respects the right of privacy and security of personal data of you as a shareholder, attorney or proxy by stipulating policies, regulations and rules in the Company's operations with the strict measures to maintain the security of personal data in order to ensure that your personal data giving to Company shall be used according to your requirements and in legal.

Company would like to inform you, as the personal data subject, of the purposes and details of collecting, using and/or disclosing personal data as well as your legal rights in relation to personal data as follows:

1. What Personal Data Company will collect

Personal data collecting by Company are as follows:

1.1 General Personal Data

Company will collect your personal data for the benefit of arranging and attending the shareholders meeting, that are **identification data** such as name, surname, age, date of birth, ID card number, passport number, tax identification number, securities holder registration number, deposit account number; and **contact data** such as residence, place of work, telephone number, fax number, e-mail, IP address, as well as audio recording data, still images, movies and any other information that is considered personal data under the Personal Data Protection Law.

1.2 Sensitive Personal Data

Company may request you to submit photo and/or copy of your ID card for verifying your identity, which the data in the ID card may contain sensitive personal data such as religion where the company has no intention to collect such sensitive personal data of you, therefore, please obscure the data in that part before submitting copy of your ID card to Company. However, if Company is unable to conceal data due to any technical limitation, Company will collect and use such data only as a part of your identity document.

However, Company may request some additional sensitive personal data for facilitating the organization of such activities or for any other purpose as specified by Company in the consent form and Company will expressly seek your consent before collecting such sensitive personal data. For instance, when you will attend the Ordinary Shareholders Meeting, Company may request sensitive data, i.e. health information for screening and controlling communicable diseases or epidemics.

2. Purpose of collecting, using or disclosing Personal Data

Company will collect, use and/or disclose your personal data as necessary under the lawful purposes or according to law. Whether it is the performance of duties under the law (Legal Obligation), such as calling for meetings and conducting the shareholders meeting, identity verification, delivery of relevant documents and any actions to comply by law, i.e. the Public Limited Act B.E. 2535 (1992), the Civil and Commercial Code and any other related laws or operations necessary under the legitimate interests of the Company or of other persons or juristic persons (Legitimate Interest), such as the preparation of minutes of the shareholders meeting, broadcast video and audio for meetings, recording picture and meeting motion for use as evidence of the meeting, public relations through print and electronic media, security including for any other necessary purposes taking into account the fundamental rights of your personal data and not beyond the limits you can reasonably expect.

3. Source of Personal Data

Company will collect personal data from you directly and/or collect personal data receiving from the registrar such as Thailand Securities Depository Company Limited, only in cases where it is necessary by means of required by law.

4. Data Disclosing

Company may disclose your personal data to government agencies, regulators and other related persons or entities under the purposes set out in this data protection policy, such as the Ministry of Commerce, Securities and Exchange Commission, The Stock Exchange of Thailand Thailand Securities Depository Company Limited, securities registrar, data processor, external service provider, person in authority. In this regard, Company will supervise the person or entity that is the recipient of such data to collect, use and/or disclose your personal data in accordance with the scope and purposes set out in this policy

5. Your rights as a data subject

As the owner of your personal data, you have the rights as set forth in the Personal Data Protection Act B.E. 2562 (2019), that are the right to withdraw your consent; request access to data; request to transfer data; the right to object; request to delete or destroy data; request to restrict the use of data; request to correct data; and the right to complain. You can apply for various rights under the provisions of law as set forth in the present or as amended in the future, as well as the rules determined by the Company.

In this regard, you can request to exercise your rights through the channel specified by Company in Clause 7.

Exercise of your rights above may be limited by applicable law and in cases where there is a necessity that the Company has to refuse or be unable to perform your request to exercise any of the above rights, such as being required to comply with law or a court order, for the public benefit, the exercise of rights may violate the rights or liberties of other people, etc. In the event that the Company has to refuse the above request, the Company will inform you of the reason for refusal.

6. Retention period for your Personal data

Company will retain your personal data for the period as necessary during you are the shareholder of Company or for the period necessary to achieve the relevant objectives which may need to be retained thereafter if required or permitted by law. However, Company will take reasonable steps to delete or destroy personal data or make it a non-personally identifiable data when it is no longer necessary or at the end of such period.

7. Company Contact

If you have any questions or need more informations concerning your personal data protection, the collection, use or disclosure of your data and the exercise of your rights; or there are any complaints, please contact the company through the following channels:

Company Secretary Office
Central Retail Corporation Public Company Limited
Central Chidlom Tower, 14th Floor
22 Soi Somkid, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
Tel. 080-908-2847
E-mail: crc_companysecretary@central.co.th

Affix THB 20
of duty stamp

Proxy Form A

Written at
Date.....Month.....Year.....

(1) I/We..... Nationality.....
with address at.....Road.....Sub-District.....
District Province Postal Code.....

(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:

In case of
choosing 1, please
mark and
specify the
representative

1. Name..... AgeYears with address at.....
Road..... Sub-District..... District
Province Postal Code.....
Email ***Telephone No. (for receiving OTP)***

OR

Name..... AgeYears with address at.....
Road..... Sub-District..... District
Province Postal Code.....
Email ***Telephone No. (for receiving OTP)***

In case of
choosing 2,
please mark
and specify 1 of
the independent
director

2. Appoint the Company's Independent Director as follows

- Mrs. Pratana Mongkolkul **or;**
- Mrs. Patareeya Benjapolchai **or;**
- Mr. Sompong Tantapart **or;**
- Mr. Kanchit Bunajinda **or;**
- Mr. Roongrote Rangsiyopash

In case of the appointed independent director cannot join the meeting, other independent director will be assigned as representative. (Profiles of the independent directors prescribe in Attachment 4)

as only one of my / our proxy to attend and vote on my / our behalf at 2022 Annual General Meeting of Shareholders to be held on Friday, 29 April 2022 at 2 p.m. only through electronic media ("E-AGM") or such other date, time and place as the meeting may be held.

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.

Signed.....Shareholders
(.....)

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

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

Remarks:

- 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
- Please correctly and completely fill in the form, especially those specified with (*). Otherwise the company shall not be able to send you the Username, Password and OTP used for logging-in to the electronic meeting system.

Affix THB 20
of duty stamp

Proxy Form B

Written at

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

(1) I/We..... Nationality.....
Residing at.....Road.....Sub-District.....
District..... Province..... Postal Code.....

(2) being a shareholder of **Central Retail Corporation Public Company Limited**

Holding the total number of shares with the voting rights of votes as follows;

Ordinary share..... shares with the voting rights of votes

Preferred share..... shares with the voting rights of votes

(3) do hereby appoint (please chose one option):

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

Email * **Telephone No. (for receiving OTP)***

OR

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

Email * **Telephone No. (for receiving OTP)***

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;**

Mrs. Patareeya Benjapolchai **or;**

Mr. Sompong Tantapart **or;**

Mr. Kanchit Bunajinda **or;**

Mr. Roongrote Rangsiyopash

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 4)

as my / our proxy ("**Proxy**") to attend and vote on my / our behalf at 2022 Annual General Meeting of Shareholders to be held on Friday, 29 April 2022 at 2 p.m. only through electronic media ("E-AGM") 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 2021

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

Remark: Please correctly and completely fill in the form, especially those specified with (*). Otherwise the company shall not be able to send you the Username, Password and OTP used for logging-in to the electronic meeting system.

Agenda :2 Approval of the audited financial statements for the year ended 31 December 2021

- (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 Disapprove Abstain

Agenda 3: Approval of the profit allocation and dividend payment for 2021 performance

- (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 Disapprove Abstain

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 Disapprove Abstain
- To appoint each nominated director individually**
- (1) **Prof. Dr. Suthiphand Chirathivat**
- Approve Disapprove Abstain
- (2) **Mr. Tos Chirathivat**
- Approve Disapprove Abstain
- (3) **Mr. Pichai Chirathivat**
- Approve Disapprove Abstain
- (4) **Mr. Kanchit Bunajinda**
- Approve Disapprove Abstain
- (5) **Mr. Yol Phokasub**
- Approve Disapprove Abstain

Agenda 5: Approval of the remuneration for the Board of Directors for the year 2022

- (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 Disapprove Abstain

Agenda 6: Approval of the appointment of the external auditors and determination of the audit fee for the year 2022

- (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 Disapprove Abstain

Agenda 7: 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 Disapprove Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Proxy Form shall be deemed invalid and is not made on my/ our behalf as the Shareholder.

(6) In the case that I/We 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. The shareholder appointing the Proxy must appoint only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
2. In the agenda relating to the appointment of directors, the shareholder may appoint the nominated directors as a group or appoint each nominated director individually.
3. In case there are agendas other than the agendas specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form B as enclosed.

Regular Continued Proxy Form B

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

2022 Annual General Meeting of Shareholders to be held on Friday, 29 April 2022 at 2.00 p.m. only through electronic media ("E-AGM") 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

Disapprove

Abstain

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

Disapprove

Abstain

Agenda No..... Subject The appointment of director in place of those retired by rotation

Name of Director.....

Approve

Disapprove

Abstain

Name of Director.....

Approve

Disapprove

Abstain

Name of Director.....

Approve

Disapprove

Abstain

Name of Director.....

Approve

Disapprove

Abstain

Name of Director.....

Approve

Disapprove

Abstain

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

Disapprove

Abstain

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

Disapprove

Abstain

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 of votes

Preferred share..... shares with the voting rights of votes

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

1. Name..... Age Years Residing at.....

Road..... Sub-District..... District

Province Postal Code.....

Email * **Telephone No. (for receiving OTP)***

OR

Name..... Age Years Residing at.....

Road..... Sub-District..... District

Province Postal Code.....

Email * **Telephone No. (for receiving OTP)***

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;**

Mrs. Patareeya Benjapolchai **or;**

Mr. Sompong Tantapart **or;**

Mr. Kanchit Bunajinda **or;**

Mr. Roongrote Rangsiyopash

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 4)

as my / our proxy ("Proxy") to attend and vote on my / our behalf at 2022 Annual General Meeting of Shareholders to be held on Friday, 29 April 2022 at 2 p.m. only through electronic media ("E-AGM") 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 2021

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

Remark: Please correctly and completely fill in the form, especially those specified with (*). Otherwise the company shall not be able to send you the Username, Password and OTP used for logging-in to the electronic meeting system.

Agenda 2: Approval of the audited financial statements of the Company for the year ended 31 December 2021

- (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 profit allocation and dividend payment for 2021 performance

- (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) **Prof.Dr. Suthiphand Chirathivat**
 Approve..... Votes Disapprove..... Votes Abstain..... Votes
- (2) **Mr. Tos Chirathivat**
 Approve..... Votes Disapprove..... Votes Abstain..... Votes
- (3) **Mr. Pichai Chirathivat**
 Approve..... Votes Disapprove..... Votes Abstain..... Votes
- (4) **Mr. Kanchit Bunajinda**
 Approve..... Votes Disapprove..... Votes Abstain..... Votes
- (5) **Mr. Yol Phokasub**
 Approve..... Votes Disapprove..... Votes Abstain..... Votes

Agenda 5: Approval of the remuneration for the Board of Directors for the year 2022

- (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 2022

- (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: 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

2022 Annual General Meeting of Shareholders to be held on Friday, 29 April 2022 at 2.00 p.m. only through electronic media ("E-AGM") 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



CENTRALRETAIL

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