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Minutes of the 2022 Annual General Meeting of Shareholders Central Retail Corporation Public Company Limited

Date, Time and Venue

The meeting was held on Friday, 29 April 2022 at 2.00 P.M. through electronic media (E-AGM) under the DAP e-shareholder meeting system in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations.

Preliminary Proceeding

Ms. Veeramol Chongchansittho, the Master of Ceremony (the “**M.C.**”), welcomed all shareholders and attendees to the 2022 Annual General Meeting of Shareholders of Central Retail Corporation Public Company Limited (the “**Company**”) (the “**Meeting**”). The M.C. presented the protocol and guidelines for attending the meeting to the attendees and informed the Meeting that as at the record date for determining the shareholders who were entitled to attend the Meeting or Record Date on 14 March 2022, the Company had 16,460 shareholders. At the Meeting, a total of 1,278 shareholders attending the Meeting in person and proxies were registered and present via electronics means, representing a total of 5,260,902,984 shares, or equivalent to 87.23% of the paid-up shares of the Company, which constituted a quorum pursuant to the law and the Company's Articles of Association. In this regard, there were 15 directors presented at the Meeting, or equivalent to 100% of the total number of directors, whose names were as follows:

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| 1. | Dr. Prasarn Trairatvorakul | Chairman of the Board of Directors |
| 2. | Mr. Suthikiati Chirathivat | Vice Chairman of the Board of Directors |
| 3. | Mr. Sudhitham Chirathivat | Director |
| 4. | Mrs. Pratana Mongkolkul | Independent Director / Chairman of the Audit Committee |
| 5. | Mrs. Patareeya Benjapolchai | Independent Director / Chairman of the Corporate Governance and Sustainability Committee / Member of the Audit Committee / Member of the Risk Policy Committee |
| 6. | Mr. Sompong Tantapart | Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee |
| 7. | Mr. Kanchit Bunajinda | Independent Director / Chairman of the Risk Policy Committee |

CENTRALRETAIL

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| 8. | Mr. Roongrote Rangsiyopash | Independent Director / Chairman of the Nomination and Remuneration Committee |
| 9. | Prof. Dr. Suthiphand Chirathivat | Director / Member of the Nomination and Remuneration Committee |
| 10. | Mrs. Yuwadee Chirathivat | Director / Member of the Executive Committee |
| 11. | Mr. Suthilaksh Chirathivat | Director |
| 12. | Mr. Prin Chirathivat | Director / Member of the Risk Policy Committee |
| 13. | Mr. Tos Chirathivat | Director / Chairman of the Executive Committee / Member of Nomination and Remuneration Committee |
| 14. | Mr. Pichai Chirathivat | Director / Member of the Corporate Governance and Sustainability Committee |
| 15. | Mr. Yol Phokasub | Director / Member of the Executive Committee / Member of the Corporate Governance and Sustainability Committee / Member of the Risk Policy Committee / Chief Executive Officer |

In addition, the M.C. introduced the management to the Meeting as follows:

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| 1. | Mr. Ty Chirathivat | Chief Financial Officer |
| 2. | Mr. Kajonhsak Jantarastiyakarn | Head of Legal Management-Domestic |
| 3. | Ms. Rangsirach Pornsutee | Head of Investor Relations and Risk Management |
| 4. | Mrs. Ngamchit Kiattanavith | Company Secretary, acting as the Meeting's secretary |

The M.C. introduced the advisors attending the Meeting, i.e., Ms. Pornthip Rimdusit, the Company's Auditor from KPMG Phoomchai Audit Ltd., and the legal advisors Mrs. Patraporn Milindasuta, Partner, and Ms. Thitapa Ruethaisavad, Associate, from The Capital Law Office Limited who would be advising the Company on the Meeting conduct to comply to the law. Furthermore, Ms. Leela Laksanayingyong, a representative from KPMG Phoomchai Audit Ltd., would be acting as an independent inspector to validate the vote counting in the Meeting.

Dr. Prasarn Trairatvorakul, the Chairman of the Board of Directors acted as the Chairman of the meeting (the "**Chairman**") thanked all the shareholders and the proxies for their attendance at the 2022 Annual General Meeting of Shareholders. The Chairman then assigned Mrs. Ngamchit Kiattanavith, Company Secretary, to inform the Meeting of the procedure and rules for the Meeting.

Mrs. Ngamchit Kiattanavith, Company Secretary, informed the Meeting of the procedure and rules for the Meeting regarding the making of inquiries where the shareholders were able to make any inquiries through the DAP e-shareholder meeting system or DAP which was opened for the

CENTRALRETAIL

shareholders since 1.30 p.m., and were able to make any inquiries relevant to each agenda before vote casting in each agenda. For the inquiries which were irrelevant to the agenda, they would be postponed to be asked in related agenda, the Company would read the shareholder's inquiries and answer in the Meeting. If there were any inquiries which had not been answered during the Meeting, the Company would answer them later.

For the vote casting and vote counting for each agenda, the Chairman would propose the Meeting to consider and cast their votes in each agenda by giving the shareholders an opportunity to vote 'Approve' or 'Disapprove' or 'Abstain' with 'Vote Casting' button. The vote casting must be completed within 1 minute since the vote casting system had opened for each agenda. In case the shareholder, who had cast his/her vote, would like to change his/her votes during the period of vote casting time, the shareholder may do so by pressing vote casting button again until the end of the vote casting period.

In the event that the shareholders had any inquiries about the meeting system, please contact 080-908-2847 or 02-009-9888 then press 1. For the shareholder who had sent his/her proxy to the Company in advance, the Company had already cast the votes pursuant to the shareholder's wishes.

Regarding the vote counting, the Company would record the "disapproved" and "abstained" votes where the rest would be counted as "approved". For the shareholders who have registered to attend the Meeting but did not press vote casting button within the determined time. The Company would deem that such shareholder voted "approved".

At the Meeting, each share shall be entitled to one vote. A shareholder having special interests in any matter could not vote on such matter. Except for the approval of the appointment of directors, there were 3 types of vote counting as follows:

1. For regular matters, a majority vote of the shareholders attending the Meeting and casting their votes is required. In case of a tie of votes, the Chairman of the Meeting shall be entitled to the casting vote;
2. For special resolution, a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote is required as prescribed in the Company's Articles of Association Article 40;
3. For the approval of remuneration of the board of directors, a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the meeting is required.
4. For the approval of the appointment of directors, the directors will be considered and appointed individually. The shareholder who did not vote within the specified time would be counted as having voted to approve. The Company would count the 'Approved', 'Disapproved' and 'Abstained' votes. Persons receiving the highest votes in descending order shall be appointed as directors equal to the number of directors to have or be appointed by such meeting.

CENTRALRETAIL

Then, the Chairman informed the Company's practice for acknowledgement of the Meeting minutes that the Company did not set the agenda for the acknowledgement of the Shareholders' Meeting minutes, however, the Company would disclose the minutes of the Meeting on the Company's website within 14 days from the date of the Meeting for the shareholders to provide their opinions thereon within 14 days from the date of publication. If there is no objection within such period, the minutes will be considered as adopted by the shareholders. However, if there was a request to amend the minutes, the Company would consider the facts and proceed to amend the minutes, including submitting the same to the relevant authority and publishing the minutes on the Company's website for the shareholders' acknowledgement. Moreover, the Company had been provided the shareholders an opportunity to propose additional agendas in advance via the Company's Website from 1 December 2021 to 15 January 2022, however, no shareholders propose any agenda to the Company. Then, the Chairman proceeded with the Meeting agenda as follows:

Agenda 1 Acknowledgement of the Company's performance of 2021

The Chairman assigned Mr. Yol Phokasub, Chief Executive Officer, to present the details of this agenda to the Meeting.

Mr. Yol Phokasub informed the Meeting that the Company's performance of year 2021 could be summarized in 4 topics as follows:

1. Business Overview of the Company and Long-term Growth Strategy

In year 2021, both Thailand and Vietnam were continuously severe affected, and the economy was still not recovered. As a result, the GDP of Thailand, Vietnam, and Italy grew by 1.6%, 2.6%, and 6.6% from last year, respectively.

The Company has still operated business with vision and mission "To be the best, sustainable and most admired customer-centric Omnichannel retailer wherever we operate" through the main purpose of "**Central to Life**", taking into account of the importance of all sectors.

The Company had continuously improved business strategies by setting up 5 long-term growth strategies as follows:

1. Extension of its strong leadership in its main businesses;
2. New store expansion in high-growth potential formats and segments;
3. Development of Omnichannel platform for seamless shopping experience through various channels;
4. Introduction of new formats, brands, or product categories; and
5. Partnership with business alliances and merger and acquisition (M&A) to accelerate the growth of business

In this regard, the COVID-19 pandemic situations in year 2021 had proved that the Company was an organization with high flexibility and resilience which was able to respond promptly to the changes and overcome the crisis smoothly. In addition, the business operation with 5 long-term

CENTRALRETAIL

growth strategies as aforementioned resulted in the recovery of Company's operating results which could be recovered sturdily in V-shaped in all respective countries.

Since 2017, the Company had become the first omnichannel leading retailer in many countries and product categories. In 2021, the Company had total revenue of THB 195,654 million, which had increased by 1%, and had net profit of THB 407 million which grew by 166% from last year. The Company had organized its business structure to comprise various business segments including Food segment, Hardline segment and Fashion segment. Moreover, the Company had sale channels in both offline channel and omnichannel. The omnichannel sales contributed 20% of the total gross sales and grew double compared to year 2020. In addition, the Company had operated its business in 3 countries, i.e., Thailand, Vietnam and Italy which was coupled with leading brands and strong customer bases, business partners and employees.

2. Operating Results of All Business Segments in each Country

In 2021, Thailand was the country with the most sales proportion equivalent to 72%, while Vietnam's and Italy's sales contribution was at 22% and 6%, respectively. The Company had store network and plazas covering metropolises in all operating countries. At the end of 2021, the Company had totaling 3,599 sales locations, equivalent to net sales area of 3.25 million square meters, and had net leasable area from 69 plazas equivalent to 0.66 million square meters.

Significant operating results in Thailand were detailed as follows:

Food segment: The Company strengthened the products in food segment to be up-to-date and to fulfill the customer's need, e.g., Snack, Asian Favorite, Wine Cellar, Baby and Me, and James The Butcher, including the new brand - The Baker. Moreover, the Company had continuously expanded its business by launching 46 new stores which were 8 Tops market stores and 38 Tops daily stores. In addition, the Company had accelerated to improve online platform which causing sales through omnichannel in 2021 growing up by 135% from last year. In this regard, Tops Online won the award "Best in eCommerce" in supermarket and hypermarket category from Asia eCommerce Awards 2021. With respect to the new product categories, the Company had launched "PET'N ME" for pet services and "Tops Vita" for catching up with healthcare customers through online, offline, and omnichannel.

Fashion segment: The Company expanded new stores in potential areas. In 2021, the Company had total 25 Central Department Stores and 49 Robinson Department Stores. The Company launched 1 new store, i.e., Robinson Department Store Ayutthaya. Moreover, the Company had continually renovated its stores to support the changes of consumer behavior, e.g., the re-branding of Robinson Department Store at Khonkaen to Central Department Store. In addition, the Company developed omnichannel which was an important part of the growth in Fashion segment, with various channels and full services, e.g., Mobile Application, Chat & Shop, Personal Shopper and Click & Collect, etc. For online channel, Central App had become the no.1 shopping application of Thailand. In addition, the Company had launched the contact number "1425" which was Personal Shopper service for customers of Central and Robinson. Additionally, the Company had become a leading retailer who

CENTRALRETAIL

promoted new brands. During the past year, the Company had offered the world-leading brands such as KIKO Milano and Garmin and leading brands in Thailand such as Stevens and Simple & Raw, etc.

Hardline segment: The Company accelerated to expand Thai Watsadu stores, of which the Company had launched 5 new stores in 2021 which resulted in total number of Thai Watsadu stores equivalent to 59 stores in 39 provinces in Thailand at the end of 2021. In addition, the Company had launched the first hybrid store, Thai Watsadu – BNB Home, at Srisamarn store, and had also launched new format store namely “go!WOW” which was a variety store selling miscellaneous household goods and daily life products, totaling more than 14,000 items.

Property segment: The Company had a total of 24 Robinson Lifestyle malls. In 2021, The Company had started the construction of new Robinson Lifestyle mall which would be ready to launch in 2022, and had already been launched at Baan Chang district, Rayong province since March in this year which received good feedback.

Regarding the partnership, the Company had continually sought for opportunities of business growth through the alliance cooperation and investments, or acquisition. In previous year, the Company acquired COL Public Company Limited (“COL”), a market leader of stationery, office supplies, tools and equipment, books and lifestyle product under OfficeMate and B2S banners, including online business for selling e-Book under MEB banner, which grew up rapidly. In addition, the Company invested in Grab’s business in Thailand for strengthening to the Company’s digital ecosystem.

In Vietnam, the Company strengthened its leadership in food and property business by expanding 3 new stores which result in the total of 40 GO! malls and 37 GO! hypermarket stores. Moreover, the Company had renovated and rebranded 8 GO! malls and GO! hypermarket stores along with expanded food business into various formats. The Company had launched Tops market for urban customers by rebranding BigC to Tops Market in total of 7 stores. The Company had also developed go! and Lanchi in order to catch up with mass market in provincial areas.

In addition, food segment in Vietnam was accelerated omnichannel platform which had sales contribution at 10% of total gross sales in Vietnam, and omnichannel sales grew by 131% from last year. In addition, GO! App was become one of top 5 of shopping applications in Vietnam. Also, the Company had launched Tops App and BIPBIP App which were omnichannel platform and Quick Commerce for supermarket. For hardline and fashion segment, the Company expanded omnichannel platform of Nguyen Kim’s business, Dyson and Supersports. Dyson had firstly been launched in 2021 in order to penetrate the premium market by which 7 stores and webstore were opened.

In Italy, the Company strengthen the luxury platform by renovating 3 flagship stores of Rinascente Department Store (“Rinascente”) in Milan, Florence and Rome, along with improving omnichannel, resulted in omnichannel sales growth at 80%, and conversion rate also increased by 80% from last year. In 2021, the “Rinascente on Demand” service was launched for Thai customers; they can directly order from Rinascente. This was an excellent extension of the Company’s ecosystem. In addition, the Company had strengthened the relationship with world-leading High-End brands such as Louis Vuitton, Gucci, and Dior.

CENTRALRETAIL

In all business segments and countries where we operate, the company was a leader in omnichannel platforms, i.e. food segment, fashion segment, hardline segment, and property segment, including Health and Wellness segment, which is now developing, in the future.

3. Significant Operating Results for Sustainable Development

In respect of the long-term goals, the Company had taken into account the operations in all aspects including environment, social and community and corporate governance or ESG, of which it would focus on 8 topics as presented to the shareholders in the Meeting. In this regard, the Company set goals in 2030, i.e., the modification of all of packaging to be eco-friendly, the reduction of greenhouse gas emission by 30% and others, including generating income for farmers and communities over THB 5,000 million per year, which aimed for saving and recovering environments and enhancing people's well-being.

The significant operation for sustainable development in 2021 had started with management of natural resources and environments where the Company encouraged the quality of environment by enhancing the management under principles of circular economy and green energy usage such as the reduction of over 160 million single-use plastic bags, the reduction of greenhouse gas emission through the solar panel installation and recovering forests over 2,000 rais.

In respect of society wellbeing, the Company intended to reduce the inequality in society and improved employees' career, especially people with disabilities. In 2021, the Company had hired and supported for the disability's employment in an amount of over 400 persons. The Company focused on creating economic value of communities, and improved all local products over country, especially Jing Jai Farmers' Market project which generated income over THB 200 million to the farmers in 2021 or increased by 3.2 times of general incomes. Additionally, the Company intended to promote the products with quality, safety, and good for consumers' health, therefore, the Company had expanded Healthiful stores which sold organic and healthy products. As at present, there were 31 Healthiful stores which had already been launched.

In respect of governance, the Company operated its business in accordance with the principle of good corporate governance equivalent to international standards which resulted in the Company receiving 5 star or "Excellent" in good governance rating which was the highest rate pursuant to the Corporate Governance Report of Thai Listed Companies year 2021. The Company had serious policies and guidelines for anti-corruption by denying all forms of corruption. In addition, the Company declared its intention of anti-corruption on 25 March 2021 for being a good precedent as the leading retailer of Thailand. As at present, the Company was in process of filing documents applying for member of Thai Private Sector Collective Action Against Corruption or CAC which was expected to be announced the certification in June of this year.

4. Awards and Recognitions

With determination and dedication in operating to develop sustainability which reflected its success through various awards both national level and international level in 2021, the Company received a total of 29 awards which was divided as follows:

CENTRALRETAIL

- Corporate achievement and governance excellence – the Company was selected as one of Thailand Sustainability Investment Index for the year 2021 and was also chosen as a member of the Sustainability Yearbook for the year 2022 in the Retailing Industry of S&P Global or DJSI and received the Global CSR Awards for Best Program Community from the Jing Jai Farmers’ Market Project.
- Business excellence, e.g., Top 10 Reputable Retail Companies, by which Central Retail Vietnam had been ranked as honorably crowned #1 for retail business in 2021 and;
- Corporate well-being and sustainability excellence, e.g., Asia’s Best Employer Brand Awards for being the best company which take care of employees with 1st rank quality in Asia.

The summary of the Company’s performance of 2021 was as appeared in the 2021 Annual Report (Form 56-1 One Report) under Financial Highlights (details as shown in Attachment No. 1) which had been sent to the shareholders prior to the Meeting.

Board of Directors’ opinion The Board of Directors recommended that the Meeting acknowledge the Company’s performance of 2021.

Then, the Chairman gave the Meeting an opportunity to express opinions and make additional inquiries. A shareholder made query of which details were as summarized as follows:

Shareholder Khun Piyapong Prasarttong inquired that as a result of the government and the Center for COVID-19 Situation Administration (“CCSA”)’s cancellation of Test & Go scheme from 1 May 2022 onwards, what benefits the Company will receive from this?

Chief Executive Officer For the first quarter, it is expected that the Company’s sales will grow align with its target of sales growth of 15% to 20% from last year. The cancellation of the said scheme by the government and CCSA will further have good effect to the Company’s business.

Resolution The Meeting acknowledged the Company’s performance of 2021.

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

The Chairman assigned Mr. Ty Chirathivat, Chief Financial Officer, to present the details of this agenda to the Meeting.

Mr. Ty Chirathivat informed the Meeting that in compliance with the Articles of association of the Company and the Public Limited Companies Act, B.E. 2535 (as amended) (the “**PLC Act**”), the Company had prepared financial statements for the fiscal year ended 31 December 2021 which had been audited by a certified public accountant, as shown in the 2021 Annual Report (Form

CENTRALRETAIL

56-I One Report) (details as shown in Attachment No.1) which had been sent to the shareholders prior to the Meeting, and the significant details were summarized as follows:

The external auditor expressed unqualified opinions on the 2021 financial statements.

Statement of Financial Position and Profit and Loss of the Company and its subsidiaries for the year ended 31 December 2021, the details of which were as follows:

Statement of Financial Position and Profit and Loss

Unit: THB

Lists	Consolidated	The Company
Asset	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

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

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

Details of the statement of Financial Position and Profit and Loss of the Company and its subsidiaries for the year ended 31 December 2021 were as follows:

Asset was THB 263,228 million, liabilities was THB 204,147 million, revenue from sale was THB 175,975 million, total revenue was THB 195,654 million, profit for the year attributable to owners of the parent was THB 59 million and profit per share calculated from profit for the year attributable to owners of the parent was THB 0.01 per share.

Details of the statement of Financial Position and Profit and Loss of the Company for the year ended 31 December 2021 were as follows:

Asset was THB 135,599 million, liabilities was THB 59,031 million, total revenue was THB 2,850 million, profit for the year attributable to owners of the parent was THB 482 million and profit per share calculated from profit for the year attributable to owners of the parent was THB 0.08 per share.

Details of the statement of Financial Position of the Company and its subsidiaries compared with the previous year were as follows:

The Company's total asset was THB 263,228 million, an increase of THB 24,048 million, equivalent to 10.1%.

Current assets increased by THB 2,741 million where cash and cash equivalents increased by THB 667 million while inventory increased by THB 2,220 million.

CENTRALRETAIL

Non-current assets increased by THB 21,307 million which was mainly from an increase of goodwill of THB 10,137 million, mostly from the acquisition of COL. Investments in associates and joint ventures increased by THB 4,529 million which was mostly from investments in Porto Worldwide Limited which invested in Grab Taxi Holdings (Thailand) Co., Ltd. Investment properties increased by THB 2,477 million. Other intangible assets increased by THB 2,043 million. Property, plant and equipment increased by THB 1,705 million (mostly from the acquisition of COL), and deferred tax assets increased by THB 1,433 million while right-of-use assets decreased by THB 1,691 million.

The Company's total liabilities were THB 204,147 million, an increase of THB 20,682 million, equivalent to 11.3%, divided into the following:

Current liabilities were THB 111,662 million which increased by THB 22,613 million, mainly due to short-term loans and current portion of long-term loans increased by THB 14,662 million for the payment of COL's shares and investments in Porto Worldwide Limited. Other current liabilities increased from accounts payable and other current payables by THB 5,335 million and THB 1,345 million, respectively.

Non-current liabilities were THB 92,485 million, a decrease of 1,931 million, due to current portion of long-term loans and lease liabilities.

Equity was THB 59,081 million, an increase of THB 3,366 million, equivalent to 6.0% as a result of the following:

Equity attributable to owners of the parent increased by THB 2,994 million which was mainly from the other components of equity – translation reserve increased by THB 5,348 million while retained earnings decreased by THB 2,353 million which was mainly due to dividend payment.

Non-controlling interests increased by THB 372 million.

Details of the statement of comprehensive income compared with the previous year were as follows:

Total revenue was THB 195,654 million, an increase of 0.7%, which was mainly from revenue from sales which increased by 1.6%, mainly due to hardline segment from the acquisition of COL since February 2021 and continuous growth of Thai Watsadu's business. Revenue from rental and service decreased by 14.6% due to rental discounts to tenants who could not operate business as usual, discount returns of land and building tax pursuant to government support measures, temporary closure of food center and decrease of service area pursuant to social distancing measures.

Total expenses was THB 192,915 million which increased by 0.5% due to an increase of 0.8% in cost of sales of goods and a decrease of 7.8% in cost of rental and rendering of services.

Selling expenses decreased by 0.4% which was mainly due to effective expense management and control under lockdown measures.

Administrative expenses increased by 0.8% which was mainly due to an increase of employee expenses from the acquisition of COL and COVID-19 preventative measures' expenses,

CENTRALRETAIL

including technological expenses for omnichannel development and foreign exchange loss while provision of shrinkage and obsolescence decreased due to the effective management.

Profit from operating activities were THB 2,739 million which increased by 20.4%.

Financial cost increased by 5.5% which mainly due to interest expenses of lease liabilities (adopted TFRS 16 regarding lease).

Share of profit of associates and joint ventures accounted for using equity method increased by 111.4% due to an increase of associate profit.

Tax expenses (income) presented as income equivalent to THB 372 million which decreased from last year due to a decrease of loss.

Profit for the year was THB 277 million which decreased by 18.8% and profit attributable to owners of the parent was THB 59 million which increased by 28.3%.

Board of Directors' opinion The Board recommended 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 said financial statements.

Then, the Chairman gave the Meeting an opportunity to express opinions and make additional inquiries for this agenda, but no shareholders expressed their opinions or made inquiries. The Chairman then requested the Meeting to pass a resolution on the agenda.

Resolution The Meeting resolved to approve the audited financial statements for the year ended 31 December 2021 with a majority vote of the shareholders and proxies attending the Meeting and casting their votes as follows:

Votes	Number of votes (1 share = 1 vote)	Percentage
Approved	5,126,734,951	100.0000
Disapproved	0	-
Abstained	0	-
Total	5,126,734,951	100.0000

CENTRALRETAIL

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

The Chairman assigned Mr. Ty Chirathivat, Chief Financial Officer, to present the details of this agenda to the Meeting.

Mr. Ty Chirathivat informed the Meeting that the Company had a policy to pay dividends to shareholders at the rate of not less than 40% 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.

In this regard, the Company's profit attributable to the parent for the year 2021 from the consolidated financial statements was approximately THB 59 million, equivalent to earnings per share of approximately THB 0.010 and unappropriated retained earnings from the separate financial statements of approximately THB 3,174 million. As of 31 December 2021, the Company had already set aside funds for the legal reserve in full in the amount of THB 632 million.

Therefore, it was proposed that the Meeting approve the dividend payment for 2021 performance at THB 0.30 per share, totaling to THB 1,809,300,000, equivalent to the payout ratio of approximately 3,048% which was in accordance with the Company's dividend payment policy. In this regard, the Company set the date for determination of the name of shareholders who would be entitled to receive dividend payment on Tuesday 10 May 2022 and set the date for annual dividend payment on Friday 27 May 2022.

Board of Directors' opinion

The Board recommended that the Meeting consider and approve the following:

- 1) Acknowledge the omission of legal reserve allocation as on 31 December 2021, the Company has already set aside legal reserve in the full amount required by law in an amount of THB 632,000,000.
- 2) Approve the dividend payment for 2021 performance at the rate of THB 0.30 per share, totaling THB 1,809,300,000

The Chairman gave the Meeting an opportunity to express opinions and make additional inquiries, but no shareholders expressed their opinions or made inquiries. The Chairman then requested the Meeting to pass a resolution on the agenda.

Resolution

The Meeting resolved to approve the dividend payment for 2021 performance with a majority vote of the shareholders and proxies attending the Meeting and casting their votes as follows:

CENTRALRETAIL

Votes	Number of votes (1 share = 1 vote)	Percentage
Approved	5,125,190,848	99.9699
Disapproved	1,544,100	0.0301
Abstained	0	-
Total	5,126,734,948	100.0000

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

Before the consideration of this agenda, the Chairman informed the Meeting that in the meetings of the Nomination and Remuneration Committee and the Board of Directors, the directors who had interests did not participate in the consideration in the related agendas.

The Chairman assigned Mr. Roongrote Rangsiyopash, Chairman of the Nomination and Remuneration Committee to present the details of this agenda to the Meeting.

Mr. Roongrote Rangsiyopash informed the Meeting that in compliance with the Articles of Association of the Company, one-third of the directors must retire from office by rotation in the Annual General Meeting of Shareholders. If the number of directors to retire by rotation cannot be divided into three, the closest number to one-third shall retire. The retirement of directors in the first and second years after registration of the Company shall be determined by drawing lots. In the subsequent years, the directors who has held office the longest shall retire. A director who retires from office may be re-elected. For 2022, 5 directors would retire by rotation 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 and Chief Executive Officer

In this regard, the Company gave the shareholders an opportunity to propose the names of individuals to be elected for directorship in advance via the Company's website from 1 December 2021 to 15 January 2022; however, no proposal was made for directors' appointment.

The Nomination and Remuneration Committee had undertaken the nomination process by considering persons who have qualifications as stipulated in the Charter of the Board of Directors of the Company which was 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 listed companies and for the case of nominating same independent directors back to terms, the nominating

CENTRALRETAIL

directors must not hold an independent director position for more than 9 years. Mr. Kanchit Bunajinda, an independent director, having the qualifications which met all the requirements of Company's independent director definition and the qualifications under the relevant law and was able to give opinion independently.

The Nomination and Remuneration Committee had considered thoroughly and deemed it appropriate that such directors be elected back to office for another term.

Details were shown in the profiles of the nominated candidates for directors (details as shown in Attachment No. 2) which had been sent to the shareholders prior to the Meeting.

Board of Directors' opinion The Board (excluding those retired by rotation at the 2022 Annual General Meeting of Shareholders) 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.

Then, the Chairman gave the Meeting an opportunity to express opinions and make additional inquiries for this agenda, but no shareholders expressed their opinions or made inquiries. The Chairman then requested the Meeting to pass a resolution on the agenda.

Resolution The Meeting resolved to approve the appointment of directors in place of those retired by rotation individually with a majority vote of the shareholders and proxies attending the Meeting and casting their votes as follows:

1. Prof. Dr. Suthiphand Chirathivat elected back to be Director

Votes	Number of votes (1 share = 1 vote)	Percentage
Approved	5,072,107,560	98.9344
Disapproved	54,631,491	1.0656
Abstained	0	-
Total	5,126,739,051	100.0000

CENTRALRETAIL

2. Mr. Tos Chirathivat elected back to be Director

Votes	Number of votes (1 share = 1 vote)	Percentage
Approved	5,083,479,420	99.1562
Disapproved	43,259,631	0.8438
Abstained	0	-
Total	5,126,739,051	100.0000

3. Mr. Pichai Chirathivat elected back to be Director

Votes	Number of votes (1 share = 1 vote)	Percentage
Approved	5,102,575,552	99.5287
Disapproved	24,163,499	0.4713
Abstained	0	-
Total	5,126,739,051	100.0000

4. Mr. Kanchit Bunajinda elected back to be Independent Director

Votes	Number of votes (1 share = 1 vote)	Percentage
Approved	5,125,186,851	99.9698
Disapproved	1,547,600	0.0302
Abstained	4,600	-
Total	5,126,734,451	100.0000

5. Mr. Yol Phokasub elected back to be Director

Votes	Number of votes (1 share = 1 vote)	Percentage
Approved	5,116,621,253	99.8026
Disapproved	10,117,798	0.1974
Abstained	0	-
Total	5,126,739,051	100.0000

CENTRALRETAIL

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

The Chairman assigned Mr. Roongrote Rangsiyopash, Chairman of the Nomination and Remuneration Committee, to present the details of this agenda to the Meeting.

Mr. Roongrote Rangsiyopash informed the Meeting that according to the Company's Articles of Association, directors were eligible to receive remuneration in the forms of monetary, meeting allowance, gratuity, bonus or any other forms of remuneration as the shareholders' meeting considered.

To ensure that the Board of Directors received fair and appropriate remuneration, the Nomination and Remuneration Committee had considered the appropriate in various ways and compared with the remuneration of other companies in the same industry with the Company. The Nomination and Remuneration Committee deemed it appropriate to recommend that the Board of Directors to consider and approve the remuneration for the Board of Directors and sub-committees for the year 2022 by determining the remuneration for the Board of Directors and sub-committees for the year 2022 in an amount of not exceeding THB 20.5 million which are the same as that of the year 2021, comprising of quarterly remuneration, meeting allowance and bonus (if any). The details of which were as follows:

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

CENTRALRETAIL

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 Company may consider allocating bonus 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 this regard, 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 -

Board of Directors' opinion

The Board considered and recommended that the Meeting approve the remuneration for the Board and the sub-committees for the year 2022 in the amount of not exceeding THB 20.5 million comprising of quarterly remuneration, meeting allowance and bonus (if any) according to the proposal by the Nomination and Remuneration Committee in all respects.

Then, the Chairman gave the Meeting an opportunity to express opinions and make additional inquiries, but no shareholders expressed their opinions or made inquiries. The Chairman then requested the Meeting to pass a resolution on the agenda.

Resolution

The Meeting resolved to approve the remuneration for the Board of Directors for the year 2022 with a vote of not less than two-thirds of the total number of votes of the shareholders and proxies presented at the meeting as follows:

Votes	Number of votes (1 share = 1 vote)	Percentage
Approved	5,118,014,077	99.8298
Disapproved	8,724,974	0.1702
Abstained	0	-
Total	5,126,739,051	100.0000

CENTRALRETAIL

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

The Chairman assigned Mrs. Pratana Mongkolkul, Chairman of Audit Committee, to present the details of this agenda to the Meeting.

Mrs. Pratana Mongkolkul informed the meeting that the PLC 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 approved the appointment of the auditor and viewed that the determination of the audit fee was 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, and therefore are independent in the auditing and offering opinions on the Company's financial statements. Thus, it was recommended that the Board of Directors consider and appoint the Company's auditor and determine the audit fee for the year 2022, as well as acknowledge the audit fee of subsidiaries to be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies overseas and other overseas audit firms.

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

1. To consider and appoint KPMG Phoomchai Audit Limited as the external auditor of the Company and appoint
 - 1) Miss Pornthip Rimdusit Certified Public Accountant No. 5565 (who has been signed the Company's financial statements for 5 fiscal years) 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. Details were shown in profiles of the proposed auditors (details as shown in Attachment No. 3) which had been sent to the shareholders prior to the Meeting.

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, which increased by THB 200,000, due to the increase in scope of consolidated financial statement from investments in joint ventures (Grab) and Lanchi Group which was a subsidiary in Vietnam as additional significant components of the Company in 2022.

3. To acknowledge the audit fees for the 2022 financial statements of subsidiaries which were audited by KPMG Phoomchai Audit Limited, KPMG Group of companies overseas and other overseas audit firms in the amount of approximately THB 39.18 million which increased from the year 2021 by THB 3 million or equivalent to 8.3%, which were mainly due to depreciation of Thai Baht

CENTRALRETAIL

compared with USD and VND by 12% and the audit fees of the subsidiaries in Vietnam in USD and VND currencies increased by 3% to 5% due to the increase of branches and transactions (while the audit fees in Italy and others remained the same) which caused the audit fees of foreign subsidiaries (calculated in Baht) to increase by approximately 9.9%, including audit fees of MEB Corporation Group added in 2021 from the preparation of financial statements for the past 3 years for the listing in the Stock Exchange. However, the audit fees of MEB would decrease in 2022 compared with the new scope of audit works.

Board of Directors' opinion The Board considered and agreed with the proposal made by the Audit Committee and recommended the Shareholder's Meeting appoint the external auditors and determine the audit fee for the year 2022 as proposed in all respects.

The Chairman gave the Meeting an opportunity to express opinions and make additional inquiries, but no shareholders expressed their opinions or made inquiries. The Chairman then requested the Meeting to pass a resolution on the agenda.

Resolution The Meeting resolved to approve the appointment of the external auditors and determination of the audit fee for the year 2022 with a majority vote of the shareholders and proxies attending the Meeting and casting their votes as follow:

Votes	Number of votes (1 share = 1 vote)	Percentage
Approved	5,106,911,199	99.6327
Disapproved	18,827,852	0.3673
Abstained	1,000,000	-
Total	5,125,739,051	100.0000

Agenda 7 Other matters (if any)

The Chairman informed the Meeting that all agendas have been considered and gave the Meeting an opportunity to propose other matters. No shareholders and proxies proposed further matters but made some inquiries. The details of which are summarized as follows:

Shareholder Khun Suphat Kunanantawisan made an inquiry regarding direction and expansion of Robinson's business.

Chief Executive Officer In 2021, the Company had renovated 2 Robinson Lifestyle malls, and the Company had a plan to expand 3 stores in 2022, i.e., Baan Chang store which had already been launched and 2 additional stores i.e., Thalang store and Ratchapruk store which would be launched in the second half of this year.

CENTRALRETAIL

Shareholder

Khun Suphat Kunanantawisan makes an inquiry regarding progress of the purchase of shares in Robinson Public Company Limited's ("Robinson") from minority shareholders.

Chief Executive Officer

With respect to the purchase of Robinson's shares from minority shareholders, the Company had to consider various factors. In case of any updates, the Company would notify respectively.

Shareholder

Khun Sornsern Duangmanee inquired regarding how different between the omnichannel and online shopping purchase.

Chief Executive Officer

Generally, shopping in department store was an offline shopping while shopping through Central App was an online shopping. Shopping through Chat & Shop, Line application or via phone through Personal Shopper were other channels too. The Company, therefore, had developed omnichannel to serve customers to shop through any channels which were connected seamlessly in order to provide convenience to the customers. For example, the customer looked for products in Central App, and decided to order Product A (online system). Then, the customer could receive the product at Central Ladprao (offline system) by selecting Click & Collect. Therefore, omnichannel was the combination of online and offline shopping.

Shareholder

Khun Sornsern Duangmanee inquired whether the Company would expand its business to other countries. If so, which country to which the Company pay attention particularly.

Chief Executive Officer

According to the Company's strategic plans, the Company mainly paid attention to the businesses in Thailand, Vietnam, Italy since there were lots of potential for business growth in the said 3 countries. Apart from those 3 countries mentioned, the Company did not block the opportunities and continually conducted studies to expand its business to other countries. In addition, the Company had to consider many factors such as the target business which has strategic plans in accordance with the Company's business, extension and strengthening of the Company's business. Moreover, investments naturally involve with risk factors, the Company had to conduct feasibility studies regarding the return on investment first.

Shareholder

Khun Sornsern Duangmanee inquired regarding the Robinson Department Store operated by the Company which had been rebranded to Central Department Store to confirm whether or not the Company was not only the owner of Robinson Department Store but also the owner of Central Department Store as well.

CENTRALRETAIL

Chief Executive Officer

The Company was the owner of both Robinson Department Store and Central Department Store and the Company had managed both brands. In this regard, the Company had 25 Central Department Stores and 50 Robinson Department Stores.

After that, no shareholder proposed any matter to the Meeting to consider. The Chairman, then thanked the shareholders, proxies and honored attendees for participating in the Meeting via Electronic means and declared the Meeting adjourned at 3.40 P.M.

-Signed-

(Dr. Prasarn Trairatvorakul)
Chairman of the Board of Directors

-Signed-

(Mrs. Ngamchit Kiattavith)
Company Secretary