

CENTRALRETAIL

2023 Annual General Meeting of Shareholders Central Retail Corporation Public Company Limited 28 April 2023 at 02.00 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://bit.ly/3J2r2T0>

or QR Code



Start registration from 11 April 2023 at 08.00 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 on 28 April 2023 from 12.00 p.m. onwards.

It is recommended that the shareholders study the Procedures and instructions for attending the AGM and related Articles of Association (Attachment 6).

CENTRALRETAIL

Ref. CRC CS 007 /2023

28 March 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

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

- Attachments: 1) Annual Registration Statement/Annual Report (Form 56-1 One Report) in QR code format which included the audited statement of financial position and statement of comprehensive income as of 31 December 2022
- 2) Profiles of the nominated candidates for directors
 - 3) Profiles of the proposed auditors for the year 2023
 - 4) Draft of the Company's Article of Association (only amended part)
 - 5) Details of the Issuance and offering of debentures.
 - 6) Procedures and instructions for attending the AGM and related Articles of Association
 - 7) Privacy Notice for the AGM of Central Retail Corporation Public Company Limited
 - 8) 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 2023 Annual General Meeting of Shareholders (the "**Meeting**") on Friday, 28 April 2023 at 2.00 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 2022

Facts and Rationales: The Company has summarized the Company's performance in 2022 as provided in the 2022 Annual Registration Statement/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 2022 to the Shareholders' 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 2022

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 2022 which has been audited by an external auditor as provided in 2022 Annual Registration Statement/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	275,984,436,548	153,900,676,725
Liabilities	211,099,286,583	73,728,917,552
Revenue from Sales	211,903,483,270	-
Total Revenue	236,244,783,306	8,542,022,633
Profit for the Year ¹	7,174,985,616	5,407,332,601
Profit per Share (THB/share) ²	1.19	0.90

Notes: ¹ Profit for the year attributable to owners of the parent² Profit per share calculated from profit for the year attributable to owners of the parent.Board of Directors' opinion:

The Board deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the financial statements for the fiscal year ended 31 December 2022 which were audited and certified by the external auditor who expressed unqualified opinions as provided in the 2022 Financial Statements and reviewed by the Audit Committee and the Board of Directors.

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes.

Agenda 3: Approval of the profit allocation and dividend payment for 2022 performanceFacts 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 2022 to the preceding year is as follows:

Details of dividend payment	Year 2021	Year 2022
1. Consolidated Net Profit* (THB)	59,369,781	7,174,985,616
2. Paid-up share capital (shares)	6,031,000,000	6,031,000,000
3. Annual dividend (THB/share)	0.30	0.48
4. Total Dividends Amount (THB)	1,809,300,000	2,894,880,000
5. Dividend Payout Ratio (percent)	3,047.51	40.35

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

Board of Directors' opinion:

The Board deemed it appropriate to propose to the Shareholders' Meeting to consider and approve as follows:

1. acknowledge that as at 31 December 2022, 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 2022 performance at THB 0.48 per share, totaling to THB 2,894,880,000 which is in accordance with the Company's dividend payment policy. The date to record the names of shareholders who are entitled to receive the dividend payment (Record Date) will be fixed on 9 May 2023, and the dividend would be paid to the shareholders on 26 May 2023. However, the right to receive dividend is not confirmed until being approved by the 2023 E-AGM.

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4: Approval of the election of directors in replacement of the directors who are due to retire by rotation.

Facts and Rationales:

According to comply with section 71 of the Public Limited Companies Act B.E. 2535 and 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 2023, there are 5 directors to be retired by rotation in this meeting as follows:

- | | | |
|-------------------|----------------|--|
| 1. Dr. Prasarn | Trairatvorakul | Chairman of the Board of Director |
| 2. Mr. Sudhitham | Chirathivat | Director |
| 3. Mr. Suthilaksh | Chirathivat | Director |
| 4. Mrs. Pratana | Mongkolkul | Independent Director/Chairman of the Audit Committee |
| 5. Mr. Sompong | Tantapart | Independent Director/Member of the Audit Committee/Member of the Nomination and Remuneration Committee |

In addition, the Company has invited shareholders to nominate directors in advance via the Company's website from 1 December 2022 to 15 January 2023 which none of shareholders proposed the names of individuals to be elected for directorship to the Company.

The Nomination and Remuneration Committee excluding the interested directors, 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 including qualification, gender, age, ethnicity, nationality, or country of origin, etc. (Board Diversity) in order to encourage equality and eliminate unfair discrimination. 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 other listed companies for more than 4 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. Mrs. Pratana Mongkolkul and Mr. Sompong Tantapart are independent directors, having the qualifications which meet all the requirements of the Company's independent director definition and the qualifications under the relevant law. They are able to give opinions independently.

The Nomination and Remuneration Committee excluding the interested directors, 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 the 2023 AGM, considered that the person nominated this time has passed the process specified by the Company and has qualifications under the relevant regulations including requirements relating to independent directors and well-suited for the Company's business operations. Due to such reason, the Board resolved as proposed by the Nomination and Remuneration Committee to propose to the Shareholders' Meeting to approve the re-election of all 5 retiring directors to retain office for another term as follows:

- | | | | |
|----|----------------|----------------|----------------------|
| 1. | Dr. Prasarn | Trairatvorakul | Director |
| 2. | Mr. Sudhitham | Chirathivat | Director |
| 3. | Mr. Suthilaksh | Chirathivat | Director |
| 4. | Mrs. Pratana | Mongkolkul | Independent Director |
| 5. | Mr. Sompong | Tantapart | Independent Director |

Vote required:

Majority vote of the shareholders attending 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 2023

Facts and Rationales:

According to comply with section 90 of the Public Limited Companies Act B.E. 2535 and 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 2023 in an amount not exceeding THB 25 million, an increase from THB 20.5 million in 2022.

Board of Directors' opinion:

The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Shareholders' Meeting to approve 2023 remunerations for the Board and sub-committees in an amount not exceeding THB 25 million, an increase from THB 20.5 million in 2022 which include quarterly remuneration, meeting allowances and bonus (if any) as follow:

1. Quarterly Remuneration and Meeting allowance

	Type of remuneration		2022	2023 (to consider)	Change increase/ (decrease)
1	Remuneration	(THB/quarter)			
	- Chairman		225,000	240,000	15,000
	- Chairman of the Audit Committee		133,000	140,000	7,000
	- Member of the Audit Committee		103,000	135,000	32,000
	- Director		85,000	90,000	5,000
2	Board Meeting Allowance	(THB/time)			
	- Chairman		85,000	88,000	3,000
	- Director		42,000	45,000	3,000
3	Audit Meeting Allowance	(THB/time)			
	- Chairman		65,000	70,000	5,000
	- Member		50,000	55,000	5,000
4	Nomination and Remuneration Meeting Allowance	(THB/time)			
	- Chairman		35,000	40,000	5,000
	- Member		30,000	35,000	5,000
5	Risk Policy Meeting Allowance	(THB/time)			
	- Chairman		35,000	40,000	5,000
	- Member		30,000	35,000	5,000
6	Corporate Governance and Sustainability Meeting Allowance	(THB/time)			
	- Chairman		35,000	40,000	5,000
	- Member		30,000	35,000	5,000
7	Independent Director Meeting Allowance	(THB/time)			
	- Lead Independent Director		none	40,000	40,000
	- Independent Director		none	35,000	35,000

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 2023. 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 attending the meeting.

Agenda 6: Approval of the appointment of the external auditors and determination of the audit fee for the year 2023

Facts and Rationales:

According to comply with section 120 of the Public Limited Companies Act B.E. 2535 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 that the auditor and audit fees are 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. Therefore, it was recommended that the Board of Directors propose the appointment of an auditor and approve the audit fee for the year 2022 to the Shareholders Meeting and acknowledge the audit fee for the 2023 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms.

Board of Directors' opinion:

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

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

1. Miss Pornthip Rimdusit 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.

2) To approve the audit fees for the audit of the 2023 financial statements and the review of the quarterly financial statements totaling THB 7.18 million, excluding non-audit fee.

Unit : THB

Details	2022	2023	Change
1. Audit fee for the Separate financial statements			
- Financial Statements for the year	300,000	310,000	10,000
2. Audit fee for the Consolidated financial statements			
- Financial Statements for the year	2,300,000	2,370,000	70,000
- Quarterly financial statements	4,500,000	4,500,000	-
Total	7,100,000	7,180,000	80,000

- 3) To acknowledge the audit fees for the 2023 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms of approximately THB 40.2 million.

Unit : THB

Details	2022	2023	Change
1. Audit fee for subsidiary companies in Thailand	19,608,500	20,543,500	935,000
2. Audit fee for overseas subsidiary companies	19,572,624	19,673,683	101,059
Total	39,181,124	40,217,183	1,036,059

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes.

Agenda 7: Approval of the amendment of the Company's Article of Association in accordance with the Public Company Act

Facts and Rationales:

According to the announcement of the governance gazette on 23 May 2022 regarding the amendment to the Public Company Act (No.4) B.E. 2565 allowing to advertise the message of the Public Company Limited through the electronics media instead of newspaper advertisement. In this regard, in order to make the form of the Company's Articles of Association in accordance with the announcement of the Department of Business Development the Ministry of Commerce said and to facilitate business operations in line with the current situation. The Company recommended to revise the Articles of Association of the Company in article 30, article 38 and article 50.

Board of Directors' opinion:

The Board recommends the Shareholders' Meeting to consider and approve the amendment of the Articles of Association of the Company in article 30, article 38 and article 50 in order to facilitate business operations to be consistent with the current situation. As well as authorizing the person who are assigned by the Board of Directors to make registration of amendment to the Articles of Association of the Company with the Department of Business Development, Ministry of Commerce to amend wording to comply with the order of the registrar. The details as shown in Attachment 4

Vote required:

Not less than three-quarters of the total votes of the shareholders attending the meeting and being entitled to vote.

Agenda 8: Approval of the issuance and offering of debentures in the amount of not exceeding THB 50,000 million

Facts and Rationales:

Due to the volatility of the economic conditions, financial markets, and capital markets. In order to increase opportunities for financing other than borrowing directly from financial institutions, including support new investments in the future as well as to ensure liquidity of the company's operations. Therefore, it was recommended to propose the approval of issuance and offering of debentures in the amount of not exceeding THB 50,000 million.

Board of Directors' opinion:

The Board recommends the Shareholders' Meeting to consider and approve the issuance and offering of debentures to support new investment opportunity that may occur in the future and liquidity management in the business operation of the Company. The details as shown in Attachment 5

Vote required:

Not less than three-quarters of the total votes of the shareholders attending the meeting and being entitled to vote.

Agenda 9: 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 2022 to 15 January 2023 which none of shareholders proposed agenda and nominate directors to the Company.

It is recommended that the shareholders shall study the Procedures and instructions for attending the AGM and related Articles of Association (details as shown in Attachment 6). 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/en/investor-relations/document/shareholder-meetings>

Therefore, the Company hereby invites all shareholders to attend the 2023 Annual General Meeting of Shareholders on 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 2023 at 8.00 a.m. onwards.

Please be informed accordingly,

Yours sincerely,

- signed -

(Dr. Prasarn Trairatvorakul)

Chairman

Central Retail Corporation Public Company Limited

Annual Registration Statement/Annual Report 2022 (Form 56-1 One-Report)
which included the audited statement of financial position and statement of comprehensive
income as of 31 December 2022

Scan QR code or click on the link below.



<https://hub.optiwise.io/en/documents/71245/20230327-crc-ar2022-en.pdf>

Biography of director nominated for re-election to replace the director retire by rotation

- | | |
|-----------------------------------|------------------------------------|
| 1. Dr. Prasarn Trairatvorakul | Age 70 |
| Position | Chairman of the Board of Directors |
| Date of Appointment as a Director | 6 September 2019 - Present |



Propose to be a director

Education

- Bachelor of Engineering in Electrical Engineering (First Class Honors), Chulalongkorn University
- Master of Engineering in Industrial Engineering and Management, Asian Institute of Technology, Thailand
- Master in Business Administration, Harvard University, Massachusetts, USA
- Doctor of Business Administration, Harvard University, Massachusetts, USA

Position in other listed company as a director/management

2019 - Present	Chairman / Independent Director, Pruksa Holding Public Company Limited
2019 - Present	Chairman / Independent Director, SCG Packaging Public Company Limited
2019 - Present	Independent Director, Siam Cement Public Company Limited

Position in other companies as a director/management

4 Companies 10 Organizations

Position in other business that may cause conflict of interest or in competition with the Company

- None -

Work experiences

1999 - 2003	Secretary-General, Securities and Exchange Commission of Thailand
2004 – 2010	President, Kasikornbank Public Company Limited
2010 – 2015	Governor, Bank of Thailand
2014 – 2019	Member, State Enterprise Policy Committee
2017 – 2019	Chairman, Economic Reform Committee
2017 – 2019	Chairman, Public Procurement Committee
2017 – 2019	Member, Independent Commission for Education Reform

GICS Industry Experience: Retailing

2004 – 2010 President - Retail Banking and Financial Leasing at Kasikornbank PCL

Shareholdings proportion in the Company (Ordinary Shares) (as at 31 January 2023)

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

Meeting attendance in 2022

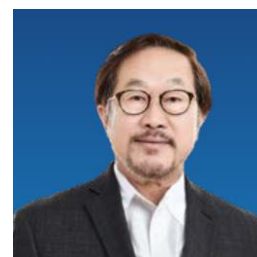
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|-------------------------------|----------------------|-----|-------|
| • Annual General Meeting | attended the meeting | 1/1 | time |
| • Board of Directors' Meeting | attended the meeting | 9/9 | times |

Penalty in the past 5 years regarding Securities and Exchange Act B.E. 2535 or Derivatives Act B.E. 2546

- None -

Biography of director nominated for re-election to replace the director retire by rotation

2. **Mr. Sudhitham Chirathivat** **Age** 75 years **Authorized Director**
Position Director
Date of Appointment as a Director 21 December 2021 - Present



Propose to be a director

Education

- Master of Business Administration - Operations Research, IONA University, New York, USA
- Bachelor's Degree - Electrical Engineering, University of Maryland (College Park), USA

Position in other listed companies as a director/management

- | | |
|----------------|---|
| 1995 - Present | Chairman, Central Pattana Public Company Limited |
| 2003 - Present | Director, Central Plaza Hotel Public Company Limited |
| 2010 - 2022 | Chairman, Jasmine International Public Company Limited
(resigned on December 2022) |

Position in other companies as a director/management

68 companies

Position in other business that may cause conflict of interest or in competition with the Company

- None -

Work experiences

- | | |
|-------------|--|
| 1990 – 2002 | Managing Director and Chief Executive Officer, Central Pattana Public Company Limited |
| 1996 - 2002 | Chairman, Coffee Partners Company Limited (Starbucks-Thailand) |
| 1998 - 2002 | President and Founder, Thai Shopping Center Association |
| 2001 - 2003 | Advisor to the Minister of Commerce, The Ministry of Commerce |
| 2006 - 2008 | Member of the National Legislative Assembly |
| 2007 - 2015 | Advisory of the Nomination and Remuneration Committee, Central Pattana Public Company Limited |
| 2009 - 2013 | Chairman of the Executive Committee, Central Group of Companies Co., Ltd. |
| 2011 | Director, Big C Supercenter Public Company Limited |
| 2015 - 2021 | Independent Director, Chairman of the Risk Management Committee, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, TV Thunder Public Company Limited |
| 2018 – 2022 | Chairman, Grand Canal Land Public Company Limited
(At the present, Honorary Chairman, Grand Canal Land Public Company Limited) |

GICS Industry Experience: Retailing

- 1992 – Present Executive Vice President/ Director, Harg Central Department Store Co., Ltd.
- 2009 - 2013 Chairman of the Executive Committee, Central Group of Companies Co., Ltd.

Shareholdings proportion in the Company (Ordinary Shares) (as at 31 January 2023)

- Held personally : 0.6644%
- Held by spouse or minor child : -None-

Meeting attendance in 2022

- | | | | |
|-------------------------------|----------------------|-----|-------|
| • Annual General Meeting | attended the meeting | 1/1 | time |
| • Board of Directors' Meeting | attended the meeting | 9/9 | times |

Penalty in the past 5 years regarding Securities and Exchange Act B.E. 2535 or Derivatives Act B.E. 2546

- None -

Biography of director nominated for re-election to replace the director retire by rotation

- | | | |
|-----------------------------------|----------------------------|---------------------|
| 3. Mr. Suthilaksh Chirathivat | Age 67 years | Authorized Director |
| Position | Director | |
| Date of Appointment as a Director | 6 September 2019 - Present | |



Propose to be a director

Education

- Master of Business Administration, University of New Haven, USA
- Bachelor of Political Science, Chulalongkorn University

Position in other listed companies as a director/management

- None -

Position in other companies as a director/management

76 companies

Position in other business that may cause conflict of interest or in competition with the Company

- None -

Work Experiences

2010 - 2017	Director, Central Embassy Plaza Company Limited
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GICS Industry Experience : Retailing

2538 – 2560	Business Development / Executive Director and Chief Operating Officer Central Retail Corporation Co., Ltd.
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2537 – Present Director, Harg Central Department Store Co., Ltd.

Shareholdings proportion in the Company (Ordinary Shares) (as at 31 January 2023)

- Held personally : 0.7444%
- Held by spouse or minor child : -None-

Meeting attendance in 2022

- | | | | |
|-------------------------------|----------------------|-----|-------|
| • Annual General Meeting | attended the meeting | 1/1 | time |
| • Board of Directors' Meeting | attended the meeting | 9/9 | times |

Penalty in the past 5 years regarding Securities and Exchange Act B.E. 2535 or Derivatives Act B.E. 2546

- None -

Biography of director nominated for re-election to replace the director retire by rotation

4. Mrs. Pratana Mongkolkul	Age 59 years
Position	Independent Director / Chairman of the Audit Committee
Date of Appointment as a Director	6 September 2019 – Present
Number of the year of being an Independent Director	Since 6 September 2019 Total 3 years 7 months



**Propose to be an
Independent Director**

Education

- Bachelor of Accounting, Thammasat University
- Master of Business Administration, Thammasat University
- Certificate Advanced Management Program, Harvard Business School, Harvard University, USA

Position in other listed companies as a director/management

2015 - Present	Independent Director, Chairman of the Risk Management Committee, Member of the Audit Committee, Member of the Nomination Remuneration and Good Corporate Governance Committee, FN Factory Outlet PLC.
2017 - Present	Independent Director and Chairman of the Audit Committee, Rojukiss International PLC.
2019 - Present	Independent Director, TBSP Public Company Limited (Currently named as Plus Tech Innovation Public Company Limited)
2020 - Present	Independent Director, Member of Audit Committee, Member of the Nomination and Remuneration Committee, Member of the Corporate Governance Committee, Total Access Communication PLC.

Position in other companies as a director/management

8 companies, 4 institutes

Position in other business that may cause conflict of interest or in competition with the Company
- None -**Work experiences**

1992 – 1998	Senior Vice President of Finance and Accounting Department, Central Pattana Public Company Limited
1998 – 2012	Director and Group Chief Financial Officer, Minor International Public Company Limited
2007 – 2011	Director, S&P Syndicate Public Company Limited
2007 – 2011	Independent Director, Chairman of Audit Committee, Thoresen Thai Agencies Public Company Limited
2012 – 2015	Director and Chairman of Executive Committee, MC Group PLC.
2013 – 2019	Independent Director, Member of the Audit Committee, T.K.S. Technologies PLC.
2014 – 2017	Independent Director and Member of the Executive Committee, Dusit Thani PLC.
2014 – 2018	Member of Board Commissioners, Chairman of the Audit Committee, Port Authority of Thailand
2015 – 2017	Director, Member of the Executive Committee, Government Saving Bank
2015 – 2019	Director, Chairman of the Audit Committee, Thailand Post Company Limited
2017 – 2020	Director, Member of Executive Board Committee, Thai Airways International PLC.

2018 – 2019	Board of Trustees and Chairman of the Audit Committee & Risk Management, Dhurakij Pundit University
July – November 2022	Director, Pomelo Fashion Company Limited
2014 - Present	Associate Judge of The Central Intellectual Property and International Trade Court

GICS Industry Experience : Retailing (1992 - 2022)

- Group Chief Financial Officer, Minor International Public Company Limited
- Senior Vice President of Finance & Accounting Department, Central Pattana Public Company Limited
- Director, FN Factory Outlet Public Company Limited
- Director, Pomelo Fashion Company Limited
- Director and Group Chief Financial Officer, Mc Group Public Company Limited

Shareholdings proportion in the Company (Ordinary Shares) (as at 31 January 2023)

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

Meeting attendance in 2022

- | | |
|---|-------|
| • Annual General Meeting of Shareholders 2022 | 1/1 |
| • The Board of Directors meeting | 9/9 |
| • The Audit Committee Meeting | 12/12 |

Penalty in the past 5 years regarding Securities and Exchange Act B.E. 2535 or Derivatives Act B.E. 2546

- None -

Biography of director nominated for re-election to replace the director retire by rotation**5. Mr. Sompong Tantapart****Position****Age** 65 years

Independent Director/Member of the Audit Committee/Member of the Nomination and Remuneration Committee

Date of Appointment as a Director

6 September 2019 - Present

Number of the year

Since 6 September 2019

of being an Independent Director

Total 3 years 7 months

Education

- Bachelor of Accounting, Thammasat University
- Master of Public Administration (M.P.A.), Chulalongkorn University



**Propose to be an
Independent Director**

Position in other listed companies as a director/management

2021 - Present Independent Director, Chairman of the Audit Committee, S Hotels and Resorts Public Company Limited

2019 - Present Independent Advisor, Bangkok Commercial Asset Management Public Company Limited

Position in other companies as a director/management

-None -

Position in other business that may cause conflict of interest or in competition with the Company

- None -

Work experiences

2014 - 2016 Deputy Director-General of the Revenue Department

2014 - 2018 Director, Erawan Hotel Public Company Limited

2014 - 2018 Director, Dhanarak Asset Development Public Company Limited

2016 - 2018 Principal Advisor on Strategic Tax Administration, The Revenue Department of Thailand

2019 - Independent Director, Chairman of the Board and Chairman of the Audit

October 2021 Committee, S Hotels and Resorts Public Company Limited

GICS Industry Experience : Retailing

-None-

Shareholdings proportion in the Company (Ordinary Shares) (as at 31 January 2023)

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

Meeting attendance in 2022

- Annual General Meeting of Shareholders 2022 1/1
- The Board of Directors meeting 9/9
- The Audit Committee Meeting 12/12
- The Nomination and Remuneration Committee Meeting 4/4

Penalty in the past 5 years regarding Securities and Exchange Act B.E. 2535 or Derivatives Act B.E. 2546

- None -

Profiles of the proposed Auditors for the year 2023
KPMG Poomchai Audit Company 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.
	<ul style="list-style-type: none"> - 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: 6 years (2017-2022) - The subsidiaries: 6 years (2017 - 2022)

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.
	<ul style="list-style-type: none"> - Work as auditor since 1999
No. of years certified on the Company's financial statements and its subsidiaries	<ul style="list-style-type: none"> - The subsidiaries: 8 years (2014-2022)

3. Mr. Krit Thammatadto	
CPA No.	11915
Education	<ul style="list-style-type: none"> - Bachelor's degree, Bachelor of Business Administration (B.B.A.), Prince of Songkla University
Experiences	<ul style="list-style-type: none"> - Audit Director, KPMG Phoomchai Audit Ltd. - Audit specialist in retails, consumer products in domestics and international companies, including public companies.
	<ul style="list-style-type: none"> - Work as auditor since 2006
No. of years certified on the Company's financial statements and its subsidiaries	<ul style="list-style-type: none"> - The subsidiaries: 4 years (2019-2022)

**Draft of the Articles of Association of
Central Retail Corporation Public Limited Company – Article 30, 38 and 50**

Current	Proposed to amend
<p>Article 30</p> <p>In calling a meeting of the board of directors, either physical or electronic, the chairman of the board or a person assigned by the chairman of the board shall send a notice of the meeting to the directors not less than seven (7) days before the date of the meeting where such notice can be sent electronically. Except in the case of an emergency where the rights and interests of the Company must be ensured, the notice of the meeting may be sent by other means and the meeting date can be scheduled sooner.</p> <p>As for an electronic meeting, an invitation e-mail is allowed.</p>	<p>Article 30</p> <p>In calling a meeting of the board of directors, either physical or electronic, the chairman of the board or a person assigned by the chairman of the board shall send a notice of the meeting to the directors not less than seven (7) days before the date of the meeting where such notice can be sent electronically. <u>in accordance with prescribed regulations criteria and relevant laws.</u> Except in the case of an emergency where the rights and interests of the Company must be ensured, the notice of the meeting may be sent by other means and the meeting date can be scheduled sooner.</p> <p>As for an electronic meeting, an invitation e-mail is allowed.</p>
<p>Article 38</p> <p>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.</p> <p>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.</p>	<p>Article 38</p> <p>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.</p> <p>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.</p>

<p>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.</p>	<p>Each shareholder shall execute no more than one proxy form <u>or via electronic means, in accordance with the format and criteria in the format</u> 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.</p>
<p>Article 50</p> <p>No dividends shall be paid other than from profits. In case the Company still has an accumulated loss, no payment of dividends is permitted.</p> <p>Dividends shall be distributed equally according to the number of shares, except in the case that the Company has issued preference shares and determined that the right to receive dividends attached to such shares are different from the ordinary shares. Payment of dividends must be approved at a general meeting of shareholders.</p> <p>The board of directors may pay interim dividends to the shareholders from time to time if they deem that the Company has sufficient profits to do so. The distribution of dividends must be reported at the next general meeting of shareholders after its completion.</p> <p>Payment of dividends shall be made within one (1) month from the date of the general meeting of shareholders or the date of the resolution of the meeting of the board of directors, as the case may be, where the shareholders shall be notified thereof in writing and notice of such payment of dividends shall also be published in a newspaper for at least three (3) consecutive days.</p>	<p>Article 50</p> <p>No dividends shall be paid other than from profits. In case the Company still has an accumulated loss, no payment of dividends is permitted.</p> <p>Dividends shall be distributed equally according to the number of shares, except in the case that the Company has issued preference shares and determined that the right to receive dividends attached to such shares are different from the ordinary shares. Payment of dividends must be approved at a general meeting of shareholders.</p> <p>The board of directors may pay interim dividends to the shareholders from time to time if they deem that the Company has sufficient profits to do so. The distribution of dividends must be reported at the next general meeting of shareholders after its completion.</p> <p>Payment of dividends shall be made within one (1) month from the date of the general meeting of shareholders or the date of the resolution of the meeting of the board of directors, as the case may be, where the shareholders shall be notified thereof in writing and notice of such payment of dividends shall also be published in a newspaper for at least three (3) consecutive days <u>or via electronic means according to the criteria stipulated by the Registrar.</u></p>

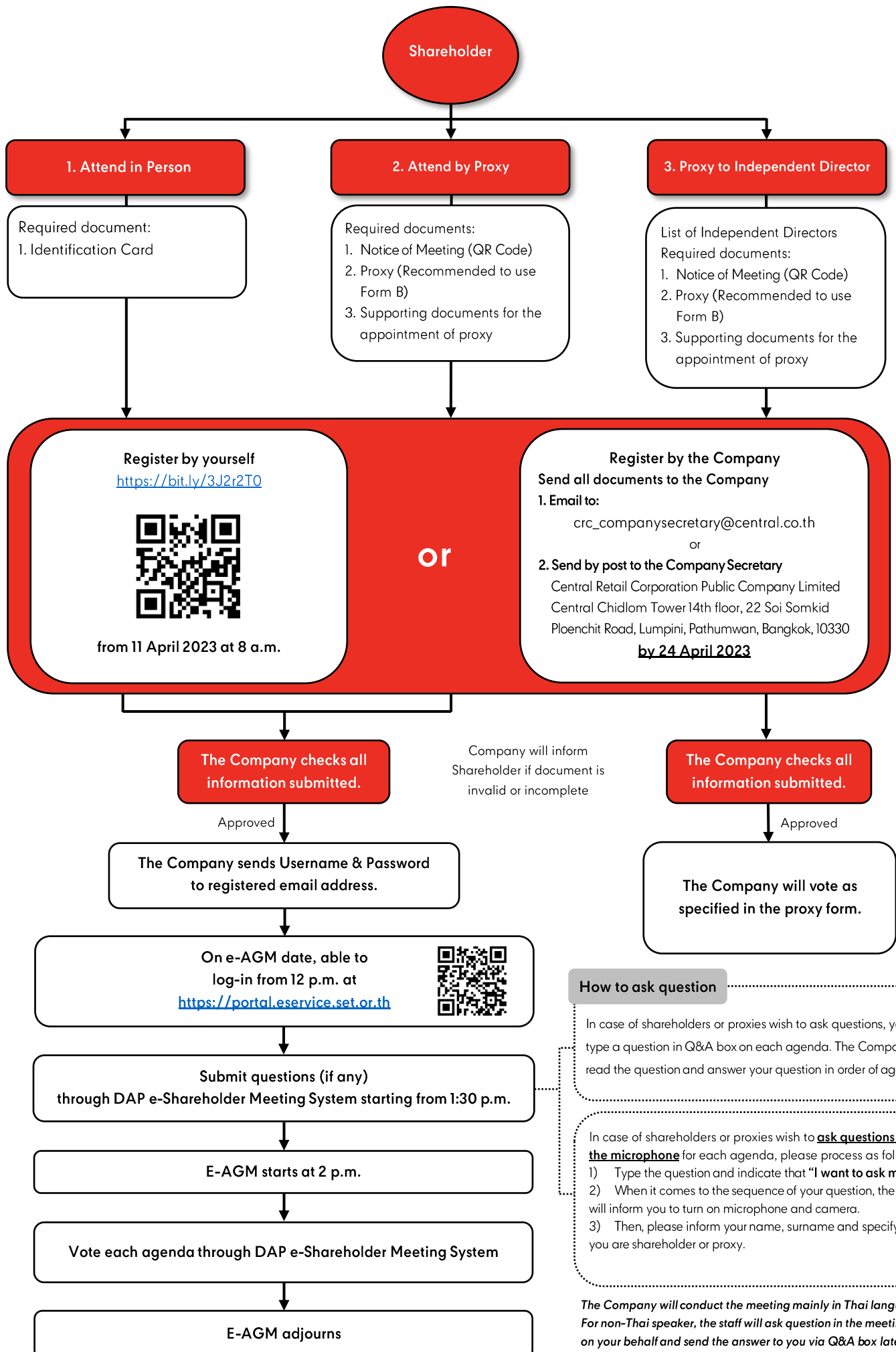
The details of the issuance and offering of debentures

Objectives	:	To use the money received from issuing and offering debentures to repay current outstanding debts and/or its business operations and/or business expansion and/or working capital for the Company or for other purposes as the Board of Directors deems appropriate.
Type of Debentures	:	All types and all kinds of debentures including, but not limited to; with or without name registered debentures, with or without collateral, with or without debentures holders' representative and subordinated or non-subordinated debentures depending on the suitability of the market conditions and other factors at the time of each issuance and offering of debentures.
Currency	:	Thai Baht or equivalent foreign currency
Total Amount of Debentures	:	The total principal value of debentures does not exceed THB 50,000 million or in other currencies of the equivalent amount. In this regard, the Company may issue and offer additional debentures to replace existing debentures that have already been redeemed, under such remaining amount, with the total amount of outstanding principal of debentures issued by the Company at any time must not exceed such remaining amount (Revolving Basis).
The offering	:	The offering of the debentures can be at one time which may be divided into several series or one series of debentures, or gradually issued debentures over time, and may be offered to general investors and/or institutional investors and/or high-net-worth individual and/or ultra high-net-worth individual or any other investors as defined in the relevant notification of the Securities and Exchange Commission, whether offered domestically and/or internationally in accordance with the criteria set forth in the notification of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or notifications ministerial rules, regulations and other relevant laws in force at the time of issuance and offering of such debentures.
Interest Rate	:	Depending on market conditions and other factors at the time of each issuance and offering of debentures.
Term	:	Depending on market conditions and other factors at the time of each issuance and offering of debentures.

Early Redemption	:	Debenture holders may or may not have the right to redeem the debentures before maturity, and the Company may or may not have the right to redeem the debentures before maturity, depending on the terms and conditions of the debentures at each issuance.
Secondary Market	:	The Company may register the issued and offered debentures with Thai Bond Market Association or any other secondary markets as it deems appropriate.

To ensure that any operation related to issuing and offering of debentures is conducted with convenience and flexibility, it deems appropriate to propose to the Shareholders Meeting to authorize the Board of Directors or the person assigned by the Board of Directors to have authority in matters relating to and/or continuing with the issuance of debentures to comply with legal requirements including (but not limited to) the following: 1) Determine or amend details related to the debentures such as type, interest rate, term, offer price, allocation methods, as well as appointment of the registrar of debentures and the representative of debenture holders (if any) , etc. 2) Appoint the financial advisor, the underwriter, credit rating institution and any other person where the appointment is regulated as required by the relevant rules or in any other cases which the Company deems appropriate. 3) Negotiate, enter into, sign, certify and amend documents and contracts relating to the issuance and offering of the debentures, as well as liaise and file the aforementioned documents with the Securities and Exchange Commission or any other agency or person concerned. 4) Proceed with any other action necessary and appropriate for the issuance and offering of the Company's debentures to be achieved and in accordance with its objectives.

Procedures and instructions for attending the AGM and related Articles of Association



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. Mr. Roongrote Rangsiyopash	59	Lead Independent Director / Chairman of the Nomination and Remuneration Committee	Central Retail Corporation Public Company Limited, Central Chidlom Tower 14 th floor, 22 Soi Somkid Ploenchit Road, Lumphini, Pathum Wan, Bangkok, 10330	No special conflict of interest in any Agenda
2. Mrs. Pratana Mongkolkul	59	Independent Director / Chairman of the Audit Committee		No special conflict of interest in any Agenda
3. Mrs. Patareeya Benjapolchai	68	Independent Director / Member of the Audit Committee / Chairman of the Corporate Governance and Sustainability Committee / Member of the Risk Policy Committee		No special conflict of interest in any Agenda
4. Mr. Sompong Tantapart	65	Independent Director / Member of Audit Committee / Member of the Nomination and Remuneration Committee		No special conflict of interest in any Agenda
5. Mr. Kanchit Bunajinda	55	Independent Director / Chairman of the Risk Policy Committee		No special conflict of interest in any Agenda

Remarks: Independent Director is the person who fully qualified and independent as determined by the Board of Directors' charter which 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 Annual Registration Statement/Annual Report 2023 (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.

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://bit.ly/3J2r2T0>

or scan QR Code here



The registration can be made **from 11 April 2023 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 in advance by 24 April 2023.

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 24 April 2023** 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,

Lumphini, Pathum Wan, 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.

For your convenience, please submit registration document in advance by 24 April 2023.

3. Attending the Annual General Meeting of Shareholders via Electronics media

The 2023 Annual General Meeting of Shareholders will be held on 28 April 2023 at 02.00 p.m. via Electronics media. The Company will conduct the meeting mainly in Thai language with the following procedures:

3.1 System log-in

- The meeting attendee can log in to the DAP e- Shareholder Meeting system from 12 p.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.
- Agenda 1 is for acknowledgement only, there is no voting required. For Agenda 2, Agenda 3, Agenda 4 and Agenda 6, the resolutions must be approved by majority vote of the shareholders attending the meeting and casting their 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. Moreover, for Agenda 7 and Agenda 8, the resolution must be approved by a vote of not less than three-quarters (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote.

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 Asking the Questions

If the shareholders or proxies 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 the questions of each shareholder according to the sequence of agenda items.

In case of shareholders or proxies wish to ask questions on the microphone for each agenda, please process as follows:

- 1) Type the question and indicate that **"I want to ask myself"**

- 2) When it comes to the sequence of your question, the staff will inform you to turn on microphone and camera.
- 3) Then, please inform your name, surname and specify that you are shareholder or proxy.

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 Microsoft 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,
Pathum Wan District, Bangkok 10330
Phone: 083-898-1955
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.

**Privacy Notice for the Annual General Meeting of Shareholders
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 , thus, Company provide this the privacy notice in accordance with the Personal Data Protection Act B.E. 2562 (“PDPA”) 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

For the purposes of convening and attending the Shareholders’ Meeting, Company will collect your personal data as follows:

- 1.1 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
- 1.2 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.

For identity verification, 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 and policy to collect, use or disclose your sensitive personal data from such photocopy., 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 attend the Annual General Meeting of shareholders, the Company may request sensitive data, i.e. health information for screening and controlling communicable diseases or epidemics.

2. Purpose of collecting, using and/or disclosing Personal Data

Company will collect, use and/or disclose your personal data as necessary for 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

Normally, Company will collect personal data from you directly, but sometimes we may get it from other sources. It may be to collect personal data receiving from the registrar such as Thailand Securities Depository Company Limited, and collecting proxy's personal data from a shareholder, in such case we will ensure the compliance with the PDPA.

4. Disclosure of Personal Data

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 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 data subject 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 and exceptions thereof.

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

6. Retention period for your Personal data

Company will retain your personal data for the period of time that is appropriate and as necessary for each type of personal data during you are the shareholder of Company or for the period necessary to achieve the relevant objectives and for the purposes as specified in this privacy notice. 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 Details

If you have any questions or need more information 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:

7.1 Company Secretary Office

Central Retail Corporation Public Company Limited

Central Chidlom Tower, 14th Floor

22 Soi Somkid, Ploenchit Road, Lumpini, Pathum Wan, Bangkok 10330

Tel. 083-898-1955

E-mail: crc_companysecretary@central.co.th

7.2 Data Protection Officer

Data Protection Office, Central Group

22 Soi Somkid Ploenchit Road, Lumpini, Pathum Wan, Bangkok, 10330 Thailand

E-mail: dpo@central.co.th

Affix THB 20
of duty stamp

Proxy Form A

Written at

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

(1) I/We..... Nationality.....

Address.....Road.....Tambol/Khwaeng.....

Amphur/Khet 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) 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

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

☐ 2. Appoint the Company's Independent Director as follows

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

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 6)

as only one of my/our proxy to attend and vote on my/our behalf at 2023 Annual General Meeting of Shareholders to be held on Friday, 28 April 2023 at 02.00 p.m. only through electronic media ("e-AGM") or at any adjournment thereof.

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.....Grantor

(.....)

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.....
Address.....Road.....Tambol/Khwaeng.....
Amphur/Khet 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) Hereby appoint either one of the following person:

If choosing No.1.
please mark ☒ and
provide details of
the proxies

☐ 1. Name..... Age Years Residing at.....
Road..... Sub-District..... District
Province Postal Code.....
Email *Telephone No. (for receiving OTP)*

OR

If choosing No. 2.
please mark ☒ and
select the
Independent
Director

☐ 2. Appoint the Company's Independent Director as follows

<input type="checkbox"/>	Mr.	Roongrote	Rangsiyopash	or;
<input type="checkbox"/>	Mrs.	Pratana	Mongkolkul	or;
<input type="checkbox"/>	Mrs.	Patareeya	Benjapolchai	or;
<input type="checkbox"/>	Mr.	Sompong	Tantapart	or;
<input type="checkbox"/>	Mr.	Kanchit	Bunajinda	

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 6)

As only one of my/our proxy ("Proxy") to attend and vote on my/our behalf at 2023 Annual General Meeting of Shareholders to be held on Friday, 28 April 2023 at 02.00 p.m. only through electronic media ("e-AGM") or at any adjournment thereof.

(4) I / We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

Agenda :1 Acknowledgement of the Company's performance of 2022

(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 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:
- | | | |
|----------------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
|----------------------------------|-------------------------------------|----------------------------------|

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 3: Approval of the profit allocation and dividend payment for 2022 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 election of directors in replacement of the directors who are due to retire 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) Dr. Prasarn Trairatvorakul
- ☐ Approve ☐ Disapprove ☐ Abstain
- (2) Mr. Sudhitham Chirathivat
- ☐ Approve ☐ Disapprove ☐ Abstain
- (3) Mr. Suthilaksh Chirathivat
- ☐ Approve ☐ Disapprove ☐ Abstain
- (4) Mrs. Pratana Mongkolkul
- ☐ Approve ☐ Disapprove ☐ Abstain
- (5) Mr. Sompong Tantapart
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5: Approval of the remuneration for the Board of Directors for the year 2023

- ☐ (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 2023

- ☐ (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: Approval of the amendment of the Company's Article of Association in accordance with the Public Company Act

- ☐ (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 8: Approval of the issuance and offering of debentures in the amount of not exceeding THB 50,000 million

- ☐ (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 9: 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) Any vote by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our as a Shareholder.
- (6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matter and vote 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.

Supplemental Proxy Form B

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

2023 Annual General Meeting of Shareholders to be held on Friday, 28 April 2023 at 02.00 p.m. only through electronic media ("E-AGM") or at any adjournment thereof.

☐ 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.....

☐ (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

Affix THB 20
of duty stamp

Proxy Form C

For Foreign Shareholders who have Custodians in Thailand only

Written at

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

(1) I/We..... Nationality.....
Address.....Road.....Tambol/Khwaeng.....
Amphur/Khet Province Postal Code.....

In our capacity as the custodian for.....

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

(2) Hereby appoint either one of the following person:

If choosing No.1.
please mark ☒ and
provide details of
the proxies

☐ 1. Name..... Age Years Residing at.....
Road..... Sub-District..... District
Province Postal Code.....
Email * **Telephone No. (for receiving OTP)***

OR

If choosing No. 2.
please mark ☒ and
select the
Independent
Director

☐ 2. Appoint the Company's Independent Director as follows

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

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 6)

As only one of my/our proxy ("Proxy") to attend and vote on my/our behalf at 2023 Annual General Meeting of Shareholders to be held on Friday, 28 April 2023 at 02.00 p.m. only through electronic media ("e-AGM") or at any adjournment thereof.

(3) I / We authorize the proxy to attend and vote on my/our behalf at the Meeting as follows

☐ Authorize the Proxy to vote equal to total number of shares held

☐ A part of share equal to

☐ Ordinary share.....shares and having the right to vote equal to.....vote

☐ Preference share.....shares and having the right to vote equal to.....vote

Total votes are.....vote

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.

(4) I / We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

Agenda :1 Acknowledgement of the Company's performance of 2022

(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 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 3: Approval of the profit allocation and dividend payment for 2022 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 election of directors in replacement of the directors who are due to retire 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) Dr. Prasarn Trairatvorakul
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- (2) Mr. Sudhitham Chirathivat
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- (3) Mr. Suthilaksh Chirathivat
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- (4) Mrs. Pratana Mongkolkul
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- (5) Mr. Sompong Tantapart
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Agenda 5: Approval of the remuneration for the Board of Directors for the year 2023

- ☐ (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 2023

- ☐ (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: Approval of the amendment of the Company's Article of Association in accordance with the Public Company Act

- ☐ (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 8: Approval of the issuance and offering of debentures in the amount of not exceeding THB 50,000 million

- ☐ (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 9: 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) Any vote by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our as a Shareholder.
- (6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matter and vote 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.

Supplemental Proxy Form C

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

2023 Annual General Meeting of Shareholders to be held on Friday, 28 April 2023 at 02.00 p.m. only through electronic media ("E-AGM") or at any adjournment thereof.

<input type="checkbox"/>	Agenda No.....	Subject.....
	<input type="checkbox"/> (a)	The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
	<input type="checkbox"/> (b)	The Proxy must cast the votes in accordance with my / our following instruction:
	<input type="checkbox"/>	Approve.....votes
	<input type="checkbox"/>	Disapprove.....votes
	<input type="checkbox"/>	Abstain.....votes

<input type="checkbox"/>	Agenda No.....	Subject.....
	<input type="checkbox"/> (a)	The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
	<input type="checkbox"/> (b)	The Proxy must cast the votes in accordance with my / our following instruction:
	<input type="checkbox"/>	Approve.....votes
	<input type="checkbox"/>	Disapprove.....votes
	<input type="checkbox"/>	Abstain.....votes

<input type="checkbox"/>	Agenda No.....	Subject.....
	<input type="checkbox"/> (a)	The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
	<input type="checkbox"/> (b)	The Proxy must cast the votes in accordance with my / our following instruction:
	<input type="checkbox"/>	Approve.....votes
	<input type="checkbox"/>	Disapprove.....votes
	<input type="checkbox"/>	Abstain.....votes

<input type="checkbox"/>	Agenda No.....	Subject.....
	<input type="checkbox"/> (a)	The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
	<input type="checkbox"/> (b)	The Proxy must cast the votes in accordance with my / our following instruction:
	<input type="checkbox"/>	Approve.....votes
	<input type="checkbox"/>	Disapprove.....votes
	<input type="checkbox"/>	Abstain.....votes

<input type="checkbox"/>	Agenda No.....	Subject The appointment of director in place of those retired by rotation
	Name of Director.....	
	<input type="checkbox"/>	Approve.....votes
	<input type="checkbox"/>	Disapprove.....votes
	<input type="checkbox"/>	Abstain.....votes
	Name of Director.....	
	<input type="checkbox"/>	Approve.....votes
	<input type="checkbox"/>	Disapprove.....votes
	<input type="checkbox"/>	Abstain.....votes
	Name of Director.....	
	<input type="checkbox"/>	Approve.....votes
	<input type="checkbox"/>	Disapprove.....votes
	<input type="checkbox"/>	Abstain.....votes
	Name of Director.....	
	<input type="checkbox"/>	Approve.....votes
	<input type="checkbox"/>	Disapprove.....votes
	<input type="checkbox"/>	Abstain.....votes



CENTRALRETAIL

Central Retail Corporation Public Company Limited

22 Soi. Somkid, Ploenchit Road, Lumpini Sub-district, Pathum Wan District, Bangkok 10330

☎ +66 2650 3600 ✉ crc_companysecretary@central.co.th 🌐 www.centralretail.com