

**Criteria for shareholders to propose shareholders' meeting agenda  
and nominate the directors**

In accordance with good corporate governance and equitable treatment of shareholders, Central Retail Corporation Public Company Limited ("CRC") hereby allows shareholders to propose shareholder's meeting agenda and nominate directors in advance with reference to the criteria as follows:

**1. Qualifications of shareholders**

In order to propose agenda or nominate directors, shareholders must:

- 1.1 Being the shareholder of CRC holding minimum shares of 5% of total paid-up share capital either by one or several shareholders combined: or
- 1.2 Being the shareholder(s) of CRC and continuously holding minimum of 0.1% of paid-up and issued shares for at least 1 year up to the date of proposal shareholders' meeting agenda or nominate the directors and until the record date for 2023 shareholders' meeting.

**2. Proposal of meeting agenda**

2.1 The criteria for the agenda proposals that will not accepted:

- Matters relating to CRC's normal business operation and facts cited by shareholders that illustrate unreasonable doubts
- Matters that are beyond CRC's authority
- Matters that were proposed in the shareholders' meetings for consideration in the past year and was supported by less than 10% of the total eligible voting right and such factual events have not changed significantly
- Matters that violates with the law, announcements, regulations, and rules issued by government agencies or regulators, or matters that go against CRC's objectives, Articles of Association, shareholders' resolutions, or corporate governance
- Matters that do not benefit to CRC or potentially leading to significant damage to shareholders as a whole
- Matters that already undertaken by CRC
- Matters that propose for personal benefits or special benefit for particular group of persons or potentially cause conflicts of interest with CRC's related parties

2.2 Procedure

- 2.2.1 Qualified shareholders under 1. must prepare and submit a "Agenda Proposal Form for Shareholders' Meeting" (downloadable on CRC's website) along with complete and accurate supporting documents to the Company Secretary by 15 January of each year, and must clearly state whether such matters are to be proposed for acknowledgment, consideration, or approval. The address is:

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

The Company might request for more details for consideration.

In case of shareholders fail to submit the complete and accurate documents within the specified deadline, CRC, then, acknowledge that such shareholders do not exercise their right to propose the shareholders' meeting agenda.

- 2.2.2 The Company Secretary will preliminarily screen the documents before proposing to the Board of Directors ("the Board") to consider. The proposed agenda shall not characterize as prescribe in 2.1
- 2.2.3 The Board will consider the necessity and suitability of the proposed agenda and decide whether they should be added to the shareholders' meeting agenda or not. Such decision shall be final.
- 2.2.4 The matters approved by the Board will be added to the agenda in the meeting notice together with the Board's opinions. Otherwise, CRC will notify shareholders at the shareholders' meeting.

### **3. Nomination of directors**

3.1 Directors' qualifications are as follows:

- (1) Be an ordinary person and
  - (a) have come of legal age;
  - (b) are not bankrupt, incompetent persons or quasi-incompetent persons;
  - (c) have never been sentenced with final judgement to imprisonment for an offence relating to corruption;
  - (d) have never been dismissed or removed from government service, government organizations or agencies for malfeasance
- (2) Be well-informed and capable, be honest and ethical, in the conduct of business, and have adequate time to dedicate knowledge and skills in order to perform duties to the Company.
- (3) Be fully qualified and not be under any of the prohibitions prescribed in the Public Limited Company Act, the Securities and Exchange Act and other related laws. In addition, directors must not possess any distrustful characteristics unsuitable for the Company's management position according to SEC's announcement.
- (4) Not conduct businesses in similar conditions which are in competition with CRC's business, or be a partner of any ordinary partnership, or be a partner with unlimited liability of a limited partnership, or be a director of any private companies or other companies

conducting similar businesses to those of CRC, whether for his/her own or other's interests, unless such information is notified in the Shareholders' Meetings before the appointment resolution is reached.

- (5) Must not serve as a director of more than 4 other listed companies on the Stock Exchange of Thailand.

### 3.2 Procedure

- 3.2.1 Qualified shareholders under 1. must prepare and submit a "Nomination of Directors Form" (downloadable at CRC's website) along with complete and accurate supporting documents to the Company Secretary by 15 January of each year. The address is:

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

The Company might request for more details for consideration.

In case of shareholders fail to submit the complete and accurate documents within the specified deadline, CRC, then, acknowledge that such shareholders do not exercise their right to nominate directors.

- 3.2.2 The Company Secretary will preliminarily screen the documents before proposing to the Nomination and Remuneration Committee ("NRC") to consider. NRC will further consider the qualification of nominated candidates and provide their opinion to the Board whether they should be nominated at shareholders' meetings or not. The Board's decision shall be final.
- 3.2.3 The candidate(s) agreed by the Board will have their names put up on the agenda item for election of directors together with the Board's opinions. For those that fail the screening by NRC or the Board, CRC will notify shareholders at the shareholders' meeting or through other channels.