

CENTRALRETAIL

2025 Annual General Meeting of Shareholders Central Retail Corporation Public Company Limited 25 April 2025 at 02.00 p.m.

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

Register by yourselves

Shareholders will be able to register through the system from April 11, 2025 at 8 a.m. onwards.

Granting Proxy (Recommended to grant proxy to Independent Director)

The shareholders must submit documents to the Company within April 23, 2025 via 2 channels as follows:

- 1) e-mail : crc_companysecretary@central.co.th
- 2) Registered post
 - to: Company Secretary & Corporate Governance Office
 - Central Chidlom Tower, 14th Floor,
 - 22 Soi. Somkid, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
 - Phone: (02) 650 3600

It is recommended that the shareholders study the Procedures and instructions for attending the AGM and related Articles of Association (Attachment 4).

CENTRALRETAIL

Ref. CRC CS010/2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

March 27, 2025

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

- Attachments: 1) Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) in QR code format, including the audited financial statements for the fiscal year ended December 31, 2024
- 2) Profiles of individuals nominated for appointment as directors
 - 3) Profiles of the proposed auditors for the year 2025
 - 4) Procedures and instructions for attending the AGM, and related Articles of Association
 - 5) Privacy Notice for the AGM of Central Retail Corporation Public Company Limited
 - 6) Proxy Form A, Form B and Form C (Proxy Form B is recommended.)

The Board of Directors' Meeting of Central Retail Corporation Public Company Limited (the "**Company**") resolved to convene the 2025 Annual General Meeting of Shareholders (the "**2025 AGM**") on Friday, April 25, 2025, at 2.00 p.m. **only through electronic media (E-AGM)** in accordance with applicable laws and regulations. The agenda items are as follows:

Agenda 1: Acknowledgement of the Company's operating results for the year 2024

Facts and Rationales: The Company has summarized its performance in 2024, as provided in the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report), Part 1: Business Overview and Performance. (Details as per Attachment 1)

Board of Directors' opinion: The Board deems it appropriate to propose the Company's operating results for the year 2024 to the shareholders 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 fiscal year ended December 31, 2024

Facts and Rationales: 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 has prepared financial statements for the fiscal year ended December 31, 2024, which have been audited by the Company's certified external auditor, as provided in the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report), Part 3: Financial Statements (Details as per Attachment 1), summarized as follows:

Statement of Financial Position and Profit and Loss

Unit: Baht

Lists	Consolidated	The Company
Assets	291,048,989,025	174,386,941,345
Liabilities	218,668,398,352	93,396,602,903
Revenue from Sales	234,469,721,589	-
Total Revenue	262,804,379,144	7,387,164,675
Profit for the Year ¹	8,136,306,026	2,949,389,743
Profit per Share (Baht/share) ²	1.35	0.49

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

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

Board of Directors' opinion: The Board deems it appropriate to propose that the shareholders consider and approve the financial statements for the fiscal year ended December 31, 2024, which were audited and certified by the external auditor, who expressed an unqualified opinion on the 2024 financial statements. The statements were also reviewed by the Audit Committee and the Board of Directors.

Vote required: A majority of the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda 3: Approval of the profit allocation and dividend payment for the 2024 performance

Facts and Rationales: The Company has a policy to pay dividends to shareholders at a rate of not less than 40 percent of the net profit from the consolidated financial statements, after tax deductions, allocations to various reserve funds as required by law and the Company each year, and obligations under financial agreements (if any). The dividend payment must not exceed the retained earnings from the Company's separate financial statements. However, the dividend payout rate may be adjusted based on various factors, including operating results, cash flow, financial liquidity, financial position, investment plans, working capital requirements, future investment reserves, loan repayments, conditions and limitations specified in financial agreements, economic conditions, legal requirements, and other necessary considerations.

A comparison of the Company's dividend payout rate for the year 2024 and the preceding year is as follows:

Details of dividend payment	Year 2024	Year 2023
1. Consolidated Net Profit* (Baht)	8,136,306,026	8,016,308,971
2. Paid-up share capital (shares)	6,031,000,000	6,031,000,000
3. Annual dividend (Baht/share)	0.60	0.55
4. Total Dividends Amount (Baht)	3,618,600,000	3,317,050,000
5. Dividend Payout Ratio (%)	44.47	41.38

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

Board of Directors' opinion: The Board deems it appropriate to propose that the shareholders consider and approve the following matters:

- 1) To acknowledge that no additional legal reserve allocation is required, as of December 31, 2024, the Company has fully allocated the required legal reserve in the amount of 632,000,000 Baht.
- 2) To consider and approve the dividend payment for the 2024 performance at 0.60 Baht per share, totaling 3,618,600,000 Baht, in accordance with the Company's dividend payment policy. The record date for determining the names of shareholders entitled to receive the dividend payment shall be fixed on May 7, 2025, and the dividend shall be paid on May 23, 2025. However, the right to receive the dividend is not confirmed until it is approved by the 2025 AGM.

Vote required: A majority of the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda 4: Approval of the appointment of directors replacing those retired by rotation, and the amendment of the Company's authorized signatory directors

Facts and Rationales: In compliance with Section 71 of the PLC Act and the Company's Articles of Association, one-third of the directors shall retire at every Annual General Meeting of Shareholders. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall retire. The directors who retire from office shall be eligible for re-election. In 2025, there are 5 directors to be retired by rotation in this meeting as follows:

- | | | | |
|----|----------------|-------------|---|
| 1) | Mr. Kanchit | Bunajinda | Independent Director/Chairman of the Risk Policy Committee |
| 2) | Mr. Suthiphand | Chirathivat | Director/Member of the Nomination and Remuneration Committee |
| 3) | Mr. Tos | Chirathivat | Director/Chairman of the Executive Committee/
Member of the Nomination and Remuneration Committee |
| 4) | Mr. Pichai | Chirathivat | Director/Member of the Corporate Governance and Sustainability Committee |
| 5) | Mr. Yol | Phokasub | Director/Member of the Executive Committee/
Member of the Risk Policy Committee/Member of the
Corporate Governance and Sustainability Committee |

Mr. Yol Phokasub has expressed the intention not to seek re-election.

The Nomination and Remuneration Committee, excluding interested directors, has considered and complied with the criteria for director selection, which include evaluating individuals whose qualifications meet the requirements specified in the Charter of the Board of Directors, in accordance with applicable laws, and align with the Company's Skill Matrix to support its business strategy. In addition, the Committee has taken into account Board diversity, including gender, age, ethnicity, religion, nationality, and country of origin to promote equality and eliminate unfair discrimination. The IOD Director Pool was also utilized as a source for nominating new directors, along with the requirement that nominated individuals must not hold directorships in more than four other listed companies. In the case of independent directors, nominees must possess the qualifications required by law and as specified by the Company. For the re-nomination of existing independent directors, such individuals must not have served continuously in their independent director position for more than nine years. Mr. Kanchit Bunajinda, as an independent director, continues to meet all the qualifications in accordance with the relevant regulations and laws, allowing him to perform his duties and express opinions independently.

The Company invited shareholders to nominate qualified individuals for consideration as directors in advance via the Company's website during the period from December 1, 2024, to January 15, 2025. However, no such nominations were submitted to the Company.

The Nomination and Remuneration Committee, excluding interested directors, has considered the applicable requirements, rules, relevant laws, and the Company's prescribed procedures. The Committee therefore deems it appropriate for the Board of Directors to propose to the shareholders the re-election of four directors, namely Directors 1) to 4), whose terms are expiring at this meeting, to serve for another term. Additionally, the Committee proposes the appointment of Mr. Suthisarn Chirathivat, who is qualified for the position, to replace Director 5) Mr. Yol Phokasub, who is retiring by rotation and has expressed his intention not to seek re-election. (Details as per Attachment 2)

In addition, it is deemed appropriate to propose that the shareholders approve the amendment of the Company's authorized signatories to reflect the aforementioned changes in the Board of Directors, as follows:

Current

"Mrs. Yuwadee Chirathivat, Mr. Suthilaksh Chirathivat, Mr. Prin Chirathivat, Mr. Tos Chirathivat, Mr. Pichai Chirathivat, Mr. Yol Phokasub, Mr. Suthiphand Chirathivat, Mr. Sudhitham Chirathivat, Ms. Sukulaya Uahwatanasakul; two of these nine directors shall jointly sign and affix the Company's seal."

Propose

"Mrs. Yuwadee Chirathivat, Mr. Suthilaksh Chirathivat, Mr. Prin Chirathivat, Mr. Tos Chirathivat, Mr. Pichai Chirathivat, Mr. Suthiphand Chirathivat, Mr. Sudhitham Chirathivat, Ms. Sukulaya Uahwatanasakul, Mr. Suthisarn Chirathivat; two of these nine directors shall jointly sign and affix the Company's seal."

Board of Directors' opinion: The Board, excluding interested directors, has considered and determined that the individuals nominated have undergone the selection process as prescribed by the Company and possess the qualifications in accordance with the applicable laws, relevant regulations, and the criteria for independent directorship. They are also deemed suitable for the Company's business operations. The Board, therefore, deems it appropriate to propose that the shareholders consider and approve the re-election of four directors (Directors 1) to 4)), and the appointment of one qualified individual to replace Director 5), in line with the recommendation of the Nomination and Remuneration Committee, as follows:

- | | | | |
|----|----------------|-------------|--|
| 1) | Mr. Kanchit | Bunajinda | Independent Director (proposed for re-election) |
| 2) | Mr. Suthiphand | Chirathivat | Director (proposed for re-election) |
| 3) | Mr. Tos | Chirathivat | Director (proposed for re-election) |
| 4) | Mr. Pichai | Chirathivat | Director (proposed for re-election) |
| 5) | Mr. Suthisarn | Chirathivat | Director (nominated to replace Mr. Yol Phokasub) |

The Board deems it appropriate to also propose that the shareholders consider and approve the amendment of the Company's authorized signatories to reflect the changes in the Board of Directors, as follows:

"Mrs. Yuwadee Chirathivat, Mr. Suthilaksh Chirathivat, Mr. Prin Chirathivat, Mr. Tos Chirathivat, Mr. Pichai Chirathivat, Mr. Suthiphand Chirathivat, Mr. Sudhitham Chirathivat, Ms. Sukulaya Uahwatanasakul, Mr. Suthisarn Chirathivat; two of these nine directors shall jointly sign and affix the Company's seal."

Vote required: A majority of the total number of votes of the shareholders attending the meeting and casting their votes. The election of directors will be considered on an individual basis.

Agenda 5: Approval of the appointment of new directors

Facts and Rationales: To align with the Company's business strategy and enhance diverse perspectives, the Nomination and Remuneration Committee has carried out its selection process in accordance with the Company's prescribed procedures, taking into account the best interests of the Company and all stakeholders. The Committee therefore deems it appropriate to propose that the Board of Directors recommend to the shareholders the appointment of two additional independent directors namely Mr. Kobsak Pootrakool and Mr. Pakorn Peetathawatchai. Both nominees possess extensive knowledge and expertise in various fields, including economics, investment, policy formulation and strategic planning, good corporate governance, and human capital development, all of which are in line with the Company's Skill Matrix and its strategic direction. (Details as per Attachment 2)

The Nomination and Remuneration Committee has taken into account the qualifications of independent directors as defined by applicable rules, regulations, and laws, and has complied with the Company's director selection criteria. This includes consideration of individuals whose qualifications meet the requirements set out in the Charter of the Board of Directors and align with the Company's Skill Matrix in various strategic areas. The Committee has also considered Board Diversity, including gender, age, ethnicity, religion, nationality, and country of origin to promote equality and eliminate unfair discrimination. Furthermore, the IOD Director Pool was utilized as a source for nominating new directors, along with the requirement that nominated individuals must not hold directorships in more than four other listed companies.

Board of Directors' opinion: The Board has considered and determined that the individuals nominated for appointment as independent directors possess the qualifications in accordance with the relevant laws and regulations governing independent directorship. The Board, therefore, deems it appropriate to propose, in line with the recommendation of the Nomination and Remuneration Committee, that the shareholders consider and approve the appointment of two additional independent directors, namely Mr. Kobsak Pootrakool and Mr. Pakorn Peetathawatchai. Both nominees possess extensive knowledge and expertise in various fields, including economics, investment, policy formulation and strategic planning, good corporate governance, and human capital development. Their qualifications align with the Company's defined Skill Matrix and strategic business direction.

Vote required: A majority of the total number of votes of the shareholders attending the meeting and casting their votes. The directors will be considered and appointed individually.

Agenda 6: Approval of the remuneration for the Board of Directors for the year 2025

Facts and Rationales: In compliance with Section 90 of the PLC Act 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.

The Nomination and Remuneration Committee has considered various aspects of appropriateness and reviewed the remuneration of other listed companies in the same industry. Therefore, the Committee deems it appropriate to recommend that the Board propose to the shareholders for consideration and approval the remuneration for the Board of Directors and subcommittees for the year 2025, in an amount not exceeding 32 million Baht, which is an increase from 25 million Baht in 2024.

Board of Directors' opinion: The Board deems it appropriate to propose that the shareholders consider and approve the remuneration for the Board of Directors and its subcommittees for the year 2025, in a total amount not exceeding 32 million Baht, which represents an increase from 25 million Baht in 2024. This remuneration comprises quarterly remuneration, meeting allowances, and bonuses (if any), as recommended by the Nomination and Remuneration Committee, with the following details:

1) Quarterly Remuneration and Meeting Allowance

	Type of Remuneration	Year 2025 (Proposed)	Year 2024
1	Remuneration	Baht/quarter	Baht/quarter
	- Chairman	240,000	240,000
	- Director	90,000	90,000
	- The Chairman of the Audit Committee*	140,000	140,000
	- Member of the Audit Committee*	135,000	135,000
	- The Chairman of the Business Unit Advisory Committee	90,000	90,000**
	- Member of the Business Unit Advisory Committee	85,000	85,000**
2	Board of Directors' Meetings Allowance	Baht/time	Baht/time
	- Chairman	88,000	88,000
	- Director	45,000	45,000

	Type of Remuneration	Year 2025 (Proposed)	Year 2024
3	Audit Committee's Meetings Allowance	Baht/time	Baht/time
	- Chairman	70,000	70,000
	- Member	55,000	55,000
4	Nomination and Remuneration Committee's Meetings Allowance	Baht/time	Baht/time
	- Chairman	40,000	40,000
	- Member	35,000	35,000
5	Risk Policy Committee's Meetings Allowance	Baht/time	Baht/time
	- Chairman	40,000	40,000
	- Member	35,000	35,000
6	Corporate Governance and Sustainability Committee's Meetings Allowance	Baht/time	Baht/time
	- Chairman	40,000	40,000
	- Member	35,000	35,000
7	Business Unit Advisory Committee's Meetings Allowance	Baht/time	Baht/time
	- Chairman	40,000	40,000**
	- Member	35,000	35,000**
8	Independent Directors' Meetings Allowance	Baht/time	Baht/time
	- Lead Independent Director	40,000	40,000
	- Independent Director	35,000	35,000

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

* The chairman and members of the Audit Committee shall not receive quarterly remuneration for their roles as company directors.

**The Board of Directors appointed the Business Unit Advisory Committee on May 13, 2024.

2) Director's Bonus

The bonus may be allocated to directors, subject to the discretion of the Board of Directors, which shall determine the conditions and bonus payment rate as deemed appropriate based on the Company's performance for the fiscal year ended December 31, 2025. The allocation of the bonus to each director shall depend on their performance and participation in the meetings. Directors who hold executive or employee positions within the Company shall not be eligible to receive such director bonuses.

3) Other benefits

- None-

In addition, the Company has incurred other expenses to support the directors in performing their duties efficiently. These include health insurance for directors, directors' and officers' liability insurance, and the provision of a vehicle for the Chairman of the Board in the performance of his duties.

Vote required: Not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Agenda 7: Approval of the appointment of the external auditors and determination of the audit fee for the year 2025

Facts and Rationales: Pursuant to Section 120 of the PLC Act, the annual general meeting of shareholders shall appoint an auditor and determine the auditing fee of the company every year.

The Audit Committee has considered the matter and is of the opinion that, since the Company has engaged the same audit firm for an extended period, this may affect the auditor's independence. To obtain new perspectives and practices, the Audit Committee recommends that the Board of Directors propose to the shareholders the appointment of PricewaterhouseCoopers ABAS Ltd. as the Company's external auditor in place of KPMG Phoomchai Audit Ltd., and to determine the audit fee for the fiscal year 2025.

Board of Directors' opinion: The Board deems it appropriate to propose that the shareholders consider the recommendation of the Audit Committee as follows:

- 1) To consider and approve the appointment of any of the following auditors from Pricewaterhouse Coopers ABAS Ltd. to serve as the Company's auditors for the year 2025:
 - (1) Miss Wanvimol Preechawat Certified Public Accountant No. 9548 and/or
 - (2) Miss Sukhumaporn Wong-Ariyaporn Certified Public Accountant No. 4843 and/or
 - (3) Miss Thitinun Waenkaew Certified Public Accountant No. 9432

Profiles of the proposed auditors are provided in Attachment 3.

The proposed auditors, as mentioned above, and PricewaterhouseCoopers ABAS Ltd., the auditor's company, are included in the list of approved auditors by the Securities and Exchange Commission and have no relationships or conflicts of interest with the Company, its subsidiaries, executives, major shareholders, or any persons related to the said parties. Therefore, they are considered independent in auditing and providing opinions on the Company's financial statements in accordance with the regulations of the Stock Exchange of Thailand.

- 2) To consider and approve the audit fees for the financial statements for the year 2025, including the quarterly reviews of the Company's separate and consolidated financial statements, totaling 5.8 million Baht, excluding non-audit fees. This represents a decrease of 1 million Baht, or 14.7%, compared to the year 2024.

Unit: Baht

Details	For the year ended December 31		
	Year 2025	Year 2024	Change
1. Audit fee for the separate financial statements			
- Financial Statements for the year	200,000	300,000	-100,000
2. Audit fee for the consolidated financial statements			
- Financial Statements for the year	2,000,000	2,300,000	-300,000
- Quarterly financial statements	3,600,000	4,200,000	-600,000
3. Non-audit fee	Paid as incurred	-	-
Total	5,800,000	6,800,000	-1,000,000

- 3) To acknowledge the audit fees for the financial statements of the Company's subsidiaries for the year 2025, which have decreased by approximately 6.0 million Baht or 15.6%* compared to the year 2024.

Unit: Baht

Details	Year 2025	Year 2024	Change
1. Audit fee for subsidiary companies in Thailand	15,453,000	19,285,000	-3,832,000
2. Audit fee for overseas subsidiary companies	17,174,798	19,369,064	-2,194,266
Total	32,627,798	38,654,064	-6,026,266

Notes: *Due to a change in the auditor of the Company's subsidiaries in Italy, the quarterly reviews for the purpose of consolidated financial statements will continue to be conducted by KPMG Italy. However, the annual financial statements from the year-end period onward will be audited by PwC Italy.

In addition, since the subsidiaries do not engage the same audit firm as the Company, the Board of Directors will ensure that the financial statements are prepared within the required timeframe.

Vote required: A majority of the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda 8: Other matters (if any)

The Company invited shareholders to propose agenda items and nominate directors in advance via the Company's website from December 1, 2024, to January 15, 2025. However, no shareholders submitted agenda items or director nominations to the Company.

It is recommended that shareholders review the Procedures and instructions for attending the 2025 AGM, and related Articles of Association (Attachment 4). If shareholders have any queries, please submit the questions regarding the meeting agenda in advance via email at ir@central.co.th or through the website: <https://www.centralretail.com/en/investor-relations/document/shareholder-meetings>.

Therefore, the Company hereby invites all shareholders to attend the 2025 AGM on the date and time specified above, **which will be conducted only through electronic media (E-AGM)**. Registration for the e-Meeting will be available in advance via the IR PLUS AGM (e-Registration) system, starting from April 11, 2025, at 8.00 a.m. onwards.

Please be informed accordingly,

Yours sincerely,

- Signed -

(Dr. Prasarn Trairatvorakul)

Chairman

Central Retail Corporation Public Company Limited

2024 Annual Registration Statement/Annual Report (Form 56-1 One Report)
which included the audited financial statements ended December 31, 2024

Scan QR code or click on the link below.



<https://hub.optiwise.io/en/documents/155795/crc-ar2024-en.pdf>

Profiles of individuals nominated for appointment as directors

1. Mr. Kanchit Bunajinda	Age 57 years
Position	Independent Director Chairman of the Risk Policy 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 5 years 7 months



**Propose to be an
Independent Director**

Education

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

Training organized by Thai Institute of Directors Association (IOD)

- Role of the Chairman Program (RCP) 53/2023
- Strategic Board Master Class (SBM) 12/2023
- Director Leadership Certification Program (DLCP) 0/2021
- Monitoring the Quality of Financial Reporting (MFR) 8/2009
- Monitoring the System of Internal Control and Risk Management (MIR) 6/2009
- Monitoring the Internal Audit Function (MIA) 5/2009
- Audit Committee Program (ACP) 14/2006
- Director Accreditation Program (DAP) 35/2005
- Director Certification Program (DCP) 30/2003

Position in Other Listed Companies as a Director/Management

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

Position in Other Companies as a Director/Management

4 companies

Position in Other Business that may cause Conflict of Interest or in Competition with the Company

-None-

Work Experiences

2022 - Present	Director, Koon Tree Holdings Company Limited
2022 - Present	Director, Executive director, Card X Company Limited
2019 - Present	Director, Kallayanamit Chucherd Company Limited
2016 - Present	Director, Thai Listed Companies Association
2003 - 2015	Director, Central Pattana Public Company Limited
2006 - 2015	Director, Pruksa Real Estate Public Company Limited
2009 - 2018	Director, Robinson Public Company Limited
2014 - 2017	Director, ZEN Corporation Group Public Company Limited

GICS Industry Experience: Retailing

2009 - 2018	Director, Robinson Public Company Limited
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Shareholdings Proportion in the Company (Ordinary Shares) (as at 13 March 2025)

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

Meeting Attendance in 2024

- | | | | |
|--------------------------------------|----------------------|-------|-------|
| • Annual General Meeting | attended the meeting | 1/1 | time |
| • Board of Directors' Meeting | attended the meeting | 10/10 | times |
| • The Independent Directors' Meeting | attended the meeting | 2/2 | times |
| • The Risk Policy Committee meeting | attended the meeting | 4/4 | times |

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

-None-

Profiles of individuals nominated for appointment as directors

2. **Mr. Suthiphand Chirathivat** Age 71 years
Position Authorized Director
 Member of the Nomination and Remuneration
 Committee
Date of Appointment as a Director 13 November 2020 - Present



**Propose to be a
Director**

Education

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

Position in Other Listed Companies as a Director/Management

-None-

Position in Other Companies as a Director/Management

10 companies

Position in Other Business that may cause Conflict of Interest or in Competition with the Company

-None-

Work Experiences

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

GICS Industry Experience: Retailing

Present Member of the Executive Committee, Central Group of Companies Co., Ltd

Shareholdings Proportion in the Company (Ordinary Shares) (as at 13 March 2025)

- | | | |
|---------------------------------|---|---------|
| • Held personally | : | 0.7271% |
| • Held by spouse or minor child | : | -None- |

Meeting Attendance in 2024

- | | | | |
|---|----------------------|-------|-------|
| • Annual General Meeting | attended the meeting | 1/1 | time |
| • Board of Directors' Meeting | attended the meeting | 10/10 | times |
| • The Nomination and Remuneration Committee Meeting | attended the meeting | 8/8 | times |

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

-None-

Profiles of individuals nominated for appointment as directors

- 3. Mr. Tos Chirathivat** Age 60 years
Position Authorized Director
 Chairman of the Executive Committee
 Member of the Nomination and
 Remuneration Committee
Date of Appointment as a Director 6 September 2019 - Present



**Propose to be a
Director**

Education

- Honorary Doctorate Degree of Arts in International Business Management, Bangkok University
- Master of Business Administration - Finance, Columbia University, USA
- Bachelor's Degree - Economics, Wesleyan University, USA

Training organized by Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) 88/2021

Position in Other Listed Companies as a Director/Management

-None-

Position in Other Companies as a Director/Management

53 companies

Position in Other Business that may cause Conflict of Interest or in Competition with the Company

-None-

Work Experiences

- 2014 - Present Executive Chairman and Chief Executive Officer, Central Group Company Limited
 2010 - Present Director, Central Embassy Hotel Company Limited

GICS Industry Experience: Retailing

- 2014 - Present Executive Chairman and Chief Executive Officer, Central Group Company Limited
 2002 - 2014 Chief Executive Officer of Central Retail Corporation Co., Ltd.

Shareholdings Proportion in the Company (Ordinary Shares) (as at 13 March 2025)

- Held personally : 0.6358%
- Held by spouse or minor child : -None-

Meeting Attendance in 2024

- Annual General Meeting attended the meeting 1/1 time
- Board of Directors' Meeting attended the meeting 10/10 times
- The Nomination and Remuneration
Committee Meeting attended the meeting 7/8 times
- The Executive Committee Meeting attended the meeting 14/14 times

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

-None-

Profiles of individuals nominated for appointment as directors

- 4. Mr. Pichai Chirathivat** Age 63 years
Position Authorized Director
 Member of the Corporate Governance and
 Sustainability Committee
Date of Appointment as a Director 6 September 2019 - Present



**Propose to be a
Director**

Education

- Master of Business Administration (Marketing), Pitzer College, USA

Training organized by Thai Institute of Directors Association (IOD)

- Hot Issue for Directors: Climate Governance 2/2023
- Director Accreditation Program (DAP) 169/2020

Position in Other Listed Companies as a Director/Management

2012 - Present Director, Malee Group Public Company Limited

Position in Other Companies as a Director/Management

12 companies

Position in Other Business that may cause Conflict of Interest or in Competition with the Company

-None-

Work Experiences

2003 - 2016 Chief Executive Officer, Central Trading Company Limited

GICS Industry Experience: Retailing

Present Member of the Executive Committee, Central Group of Companies Co., Ltd

2003 - 2016 Chief Executive Officer, Central Trading Company Limited

1995 - 1999 Vice President, Procurement at Central Department Store Co., Ltd.

Shareholdings Proportion in the Company (Ordinary Shares) (as at 13 March 2025)

- Held personally : 0.8826%
- Held by spouse or minor child : -None-

Meeting Attendance in 2024

- | | | | |
|---|----------------------|-------|-------|
| • Annual General Meeting | attended the meeting | 1/1 | time |
| • Board of Directors' Meeting | attended the meeting | 10/10 | times |
| • The Corporate Governance and Sustainability Committee meeting | attended the meeting | 3/3 | times |

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

-None-

Profiles of individuals nominated for appointment as directors

5. Mr. Suthisarn Chirathivat
Position

Age 57 years
Member of the Executive Committee
Central Retail Corporation
Public Company Limited



**Propose to be a
Director**

Education

- Master's Degree - Computer Management, Boston University
- Bachelor's Degree – MIS, Syracuse University, USA

Training organized by Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) 227/2025

Position in Other Listed Companies as a Director/Management

-None-

Position in Other Companies as a Director/Management

14 companies

Position in Other Business that may cause Conflict of Interest or in Competition with the Company

-None-

Work Experiences

2023 - Present	Director, CRC Hardline Limited
2022 - Present	Director, Greengen Energy Company Limited
2020 - Present	Director, Beviva Company Limited
2016 - Present	Director, Central WHA Alliance Company Limited
2013 - Present	Director, PBHD Company Limited, Plaengpakthammachart Company Limited, SSHD Company Limited
2012 - Present	Director, Five Senese Company Limited, CRC Thai Watsadu Company Limited
2009 - Present	Director, Three Plus Service Company Limited
2001 - Present	Director, CRC Sport Company Limited, CRC Power Retail Company Limited, PB Logistic Company Limited
1997 - Present	Director, Power Buy Company Limited

GICS Industry Experience: Retailing

2014 - Present	President, Central Home group
2011 - 2014	President, Power Buy Company Limited
2008 - 2014	Managing Director, CRC Thai Watsadu Company Limited
2004 - 2011	Managing Director, Power Buy Company Limited
2011 - 2004	Managing Director, CRC Sport Company Limited

Shareholdings Proportion in the Company (Ordinary Shares) (as at 13 March 2025)

- Held personally : 0.7382%
- Held by spouse or minor child : -None-

Meeting Attendance in 2024

- The Executive Committee Meeting attended the meeting 14/14 times

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

-None-

Profiles of individuals nominated for appointment as directors

6. **Mr. Kobsak Pootrakool** Age 56 years
Position -
Date of Appointment as a Director -
Number of the year of being an -
Independent Director



**Propose to be an
Independent Director**

Education

- Doctorate Degree in Macroeconomics and International Economics, Massachusetts Institute of Technology, USA
- Bachelor's Degree in Mathematics and Economics, William College, USA

Training organized by Thai Institute of Directors Association (IOD)

- Company Secretary Program (CSP) 134/2023
- Director Accreditation Program (DAP) 196/2022

Position in Other Listed Companies as a Director/Management

2020 - Present Senior Executive Vice President, Member of the Board of Executive Directors, Member of the Corporate Governance, Corporate Secretary, Bangkok Bank Public Company Limited

Position in Other Companies as a Director/Management

3 companies

Position in Other Business that may cause Conflict of Interest or in Competition with the Company

-None-

Work Experiences

2022 - Present Chairman, Community Organizations Development Institute (Public Organization)
 2022 - Present Chairman, Federation of Thai Capital Market Organizations
 2021 - Present Kwam Suk Khong Cheewit Company Limited
 2022 - 2023 Chairman, Executive Board, The Office of Small and Medium Enterprises Promotion
 2019 - 2020 Secretary and Member, the Council of Economic Ministers
 2019 - 2020 Deputy Secretary-General to the Prime Minister for Political Affairs
 2017 - 2019 Minister at Office of the Prime Minister
 2016 - 2017 Vice Minister at Office of the Prime Minister
 2015 - 2017 Member, National Reform Steering Assembly

GICS Industry Experience: Retailing

2022 - 2024 Independent Director, and Member, Audit Committee, and Enterprise Risk Management Committee, PTT Oil and Retail Business Public Company Limited

Shareholdings Proportion in the Company (Ordinary Shares) (as at 13 March 2025)

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

Meeting Attendance in 2024

-None-

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

-None-

Profiles of individuals nominated for appointment as directors

7. **Mr. Pakorn Peetathawatchai** Age 60 years
Position -
Date of Appointment as a Director -
Number of the year of being an Independent Director -



**Propose to be an
Independent Director**

Education

- Doctoral of Business Administration in Finance and Economics, Boston University, USA
- Master of Business Administration, Finance Major, University of Wisconsin, USA
- Bachelor of Engineering, Electronics, King Mongkut's Institute of Technology, Ladkrabang

Training organized by Thai Institute of Directors Association (IOD)

- Corporate Governance for Capital Market Intermediaries (CGI) 12/2016
- Director Certification Program (DCP) 188/2014
- Director Accreditation Program (DAP) 47/2005

Position in Other Listed Companies as a Director/Management

December 2024 – Present Independent Director, Chairman of Corporate Governance and Sustainable Development Committee, Member of the Nomination and Remuneration Committee, WHA Corporation 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

2020 - 2021	Vice Chairman, SET Venture Holding Company Limited
2019 - 2024	Director, Capital Market Development Fund
2018 - 2024	President, The Stock Exchange of Thailand
2018 - 2024	Member, Capital Market Development Committee
2018 - 2024	Member and Secretariat, Federation of Thailand Capital Market
2018 - 2024	Chairman, Thailand Clearing House Company Limited
2018 - 2024	Chairman, Thailand Securities Depository Company Limited
2018 - 2024	Chairman, Thai NVDR Company Limited
2018 - 2024	Vice Chairman, Thailand Futures Exchange Public Company Limited
2018 - 2024	Member and Secretariat, SET Foundation
2020 - 2022	Chairman, Thai Digital Assets Exchange Company Limited
2018 - 2021	Chairman, Settrade.com Company Limited
2018 - 2020	Chairman, FinNet Innovation Network Company Limited
2018 - 2020	Chairman, LiVE Fin Corp Company Limited
2018 - 2019	Vice Chairman, World Federation of Exchanges
2013 - 2018	Senior Executive Vice President Corporate Strategy Planning and Finance and Investment Management, The Stock Exchange of Thailand
2013 - 2018	Director, Thai NVDR Company Limited
2013 - 2016	Director, Thailand Securities Depository Company Limited
2010 - 2014	Director, Thailand Futures Exchange Public Company Limited

2010 - 2012	Senior Executive Vice President Marketing, The Stock Exchange of Thailand
2010	Executive Vice President Finance, Mitr Phol Sugar Corp., Ltd.
2006 - 2009	Assistant General Manager, Head of Financial Management Group, The Siam Commercial Bank Public Company Limited
2006 - 2009	Director and Chairman Investment Management Committee, SCB Life Assurance Public Company Limited

GICS Industry Experience: Retailing

-None-

Shareholdings Proportion in the Company (Ordinary Shares) (as at 13 March 2025)

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

Meeting Attendance in 2024

-None-

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

-None-

Profiles of the proposed Auditors for the year 2025
PricewaterhouseCoopers ABAS Ltd.

1. Miss Wanvimol Preechawat	
C.P.A. (Thailand) No.	9548
Education	<ul style="list-style-type: none"> - Master of Business Administration (MBA), Chulalongkorn University - Bachelor degree in accounting, Kasetsart University - Authorised Auditor of The Securities and Exchange Commission, Thailand
Experience	<ul style="list-style-type: none"> - An audit partner at PricewaterhouseCoopers ABAS Limited. - Responsible for auditing clients in various industries, including public and private companies in Thailand and multinational companies in a number of industries including retail, energy and utility and manufacturing business - Experienced in providing consultation on accounting for business acquisitions and preparing financial statements in accordance with International Financial Reporting Standards (IFRS). - Work as auditor since 2004
Relationship or interest with the Company, subsidiaries, executives, major shareholders or those involved with the said person	None
No. of years certified on the Company's financial statements and its subsidiaries	None

2. Miss Sukhumaporn Wong-Ariyaporn	
C.P.A. (Thailand) No.	4843
Education	<ul style="list-style-type: none"> - EMBA - Sasin Graduate Institute of Business Administration of Chulalongkorn University - Advance diploma in Auditing, Thammasat University - Bachelor Degree in Accounting (First Class Honors), Kasetsart University - Authorised Auditor of The Securities and Exchange Commission, Thailand
Experience	<ul style="list-style-type: none"> - An audit partner at PricewaterhouseCoopers ABAS Limited. - Completed a two-year secondment at PwC UK and a seven-month secondment at PwC Hongkong. - Provides technical consultation on Thai Financial Reporting Standards and International Financial Reporting Standards (IFRS). - Has experience in auditing in a number of industries including manufacturing, trading, retail and logistic. She is responsible for international and local clients including listed companies in the Stock Exchange of Thailand. - Work as auditor since 1992.
Relationship or interest with the Company, subsidiaries, executives, major shareholders or those involved with the said person	None
No. of years certified on the Company's financial statements and its subsidiaries	None

3. Miss Thitinun Waenkaew	
C.P.A. (Thailand) No.	9432
Education	<ul style="list-style-type: none"> - Master of Business Administration (MBA), Chulalongkorn University - Bachelor Degree in Accounting, Chulalongkorn University - Authorised Auditor of The Securities and Exchange Commission, Thailand
Experience	<ul style="list-style-type: none"> - An audit partner at PricewaterhouseCoopers ABAS Limited. - Experienced in auditing and providing consulting services to numerous private and public companies across various industries, including real estate, retail, energy, and consumer goods. - Auditor for several companies listed on the Stock Exchange. - Work as auditor since 2003
Relationship or interest with the Company, subsidiaries, executives, major shareholders or those involved with the said person	None
No. of years certified on the Company's financial statements and its subsidiaries	None

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

Procedures and instructions for attending the AGM

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 (Excluding Independent Directors to be retired by rotation in the year 2025):

Name	Age (years)	Positions	Address	Special conflict of interest* in the proposed agenda
1. Mr. Roongrote Rangsiyopash	61	Lead Independent Director / Chairman of the Nomination and Remuneration Committee / Chairman of the Business Unit Advisory Committee	Central Retail Corporation Public Company Limited, Central Chidlom Tower 14 th floor, 22 Soi Somkid Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330	No special conflict of interest in any Agenda
2. Mrs. Pratana Mongkolkul	61	Independent Director / Chairman of the Audit Committee		No special conflict of interest in any Agenda
3. Mr. Sompong Tantapart	67	Independent Director / Member of Audit Committee / Member of the Nomination and Remuneration Committee		No special conflict of interest in any Agenda
4. Mrs. Patareeya Benjapolchai	70	Independent Director / Chairman of the Corporate Governance and Sustainability Committee / Member of the Audit Committee / Member 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 of the independent directors in Enclosure 5 Charter of the Board of Directors and the profiles of the independent directors in Enclosure 1 of 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report).

* The disclosure of special interest specified in the AGM Checklist Form is the disclosure of information specifically on any special interest that an independent director who will be acting as proxy for the shareholders has in any matters on the agenda such a special interest in the election of directors due to being a nominee for the re-election.

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

2.1 Register by the shareholders

The registration can be made on a desktop computer, a laptop, a tablet, or a smart phone with a camera, and is compatible with both iOS and Android operating systems. The registration can be made **from April 11, 2025 at 8 a.m. onwards.**

Please scan the QR Code below to access the registration process, user manual, and meeting details through the IR PLUS AGM application.



2.2 Granting Proxy to the Company's Independent Director

In the case of authorizing the company's independent director to attend the meeting via electronic means (E-AGM) on behalf of the shareholders, the shareholders must submit documents as in item 1 to the Company (register for identity verification is not required) **by April 23, 2025** via 2 channels as follows:

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

- 2) Registered post to: Company Secretary & Corporate Governance Office
Central Retail Corporation Public Company Limited
Central Chidlom Tower 14th floor,
22 Soi Somkid Ploenchit Road,
Lumpini, Pathumwan, Bangkok, 10330

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

The 2025 Annual General Meeting of Shareholders will be held on April 25, 2025 at 2.00 p.m. via Electronics means. 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 IR PLUS AGM system from 12 p.m. with username
- The right to attend the meeting and cast votes via electronic means is an exclusive right of shareholder and proxy who attend the meeting by himself/herself only. Therefore, one username and pin code may not be used to log-in the IR PLUS AGM to attend the meeting simultaneously on multiple devices
- In the case that one person is appointed as a proxy by several shareholders, the proxy can add a proxy via the button “Add Proxy” in the system and can attend the meeting on behalf of several shareholders in one device.

For more information, please scan the QR code in item 2.1 of the User Manual.

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 IR PLUS AGM 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, Agenda 5 and Agenda 7, the resolutions must be approved by majority vote of the shareholders attending the meeting and casting their votes. For Agenda 6, the resolution must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

3.3 Vote Counting

- The Company will record the votes from "Disapprove" and "Abstain" on each agenda item. The rest of the votes will be counted as "Approve". For shareholders or proxies that registered to attend the meeting and not click any button to express their votes, the Company, then, considers as "Approve". The vote counting base includes votes for approval and disapproval only. The abstained votes will not be counted as the vote counting base pursuant to Section 107 (1) of the Public Limited Companies Act and Article 41 (1) of the Company's Articles of Association. Except Agenda 6, 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.

The Company shall hold this meeting primarily in Thai language. For those who do not use Thai as a communication medium, the staff will ask your question at the meeting on your behalf, and subsequently transmit the response to you at a later time.

If you have any questions or issues regarding the Electronic Annual General Meeting (E-AGM), please contact IR PLUS AGM Call Center Phone: 02-022-6200 (Press 2) LINE ID: @irplusagm

Articles of Association 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 or via electronic means, in accordance with the format and criteria 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, title, age, date of birth, nationality, ID card number, passport number, tax identification number, securities holder registration number, bank account number, number of the Company’s shares held, signature; 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 & Corporate Governance Office

Central Retail Corporation Public Company Limited

Central Chidlom Tower, 14th Floor

22 Soi Somkid, Ploenchit Road,

Lumpini, Pathumwan, Bangkok 10330

Tel. 02-650-3600

E-mail: crc_companysecretary@central.co.th

7.2 Data Protection Officer

Data Protection Office, Central Group

22 Soi Somkid Ploenchit Road,

Lumpini, Pathumwan, Bangkok, 10330

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;**
☐ Mr. Sompong Tantapart **or;**
☐ Mrs. Patareeya Benjapolchai

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

as only one of my/our proxy to attend and vote on my/our behalf at 2025 Annual General Meeting of Shareholders to be held on Friday, April 25, 2025 at 2.00 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:

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

In the case where the appointed independent director is unable to attend the meeting, the other independent directors shall be appointed as proxy. (Profiles of the independent directors prescribe in Attachment 4)

As only one of my/our proxy ("Proxy") to attend and vote on my/our behalf at 2025 Annual General Meeting of Shareholders to be held on Friday, April 25, 2025 at 2.00 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 intensions as follows:

Agenda :1 Acknowledgment of the Company's operating results for the year 2024

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

Agenda :2 Approval of the audited financial statements for the fiscal year ended December 31, 2024

- ☐ (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

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 the 2024 performance

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4: Approval of the appointment of directors replacing those retired by rotation, and the amendment of the Company's authorized signatory directors

- ☐ (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:

1. The appointment of directors replacing those retired by rotation

- 1) ☐ To appoint the entire group of nominated directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- 2) ☐ To appoint each nominated director individually
- (1) Mr. Kanchit Bunajinda
- ☐ Approve ☐ Disapprove ☐ Abstain
- (2) Mr. Suthiphand Chirathivat
- ☐ Approve ☐ Disapprove ☐ Abstain
- (3) Mr. Tos Chirathivat
- ☐ Approve ☐ Disapprove ☐ Abstain
- (4) Mr. Pichai Chirathivat
- ☐ Approve ☐ Disapprove ☐ Abstain
- (5) Mr. Suthisarn Chirathivat
- ☐ Approve ☐ Disapprove ☐ Abstain

2. The amendment of the Company's authorized signatory directors

- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5: Approval of the appointment of new directors

- ☐ (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 each nominated director individually

- (1) Mr. Kobsak Pootrakool
- ☐ Approve ☐ Disapprove ☐ Abstain
- (2) Mr. Pakorn Peetathawatchai
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6: Approval of the remuneration for the Board of Directors for 2025

- ☐ (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 appointment of the external auditors and determination of the audit fee for the year 2025

- ☐ (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: 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

2025 Annual General Meeting of Shareholders to be held on Friday, April 25, 2025 at 2.00 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;**
☐ Mr. Sompong Tantapart **or;**
☐ Mrs. Patareeya Benjapolchai

In the case where the appointed independent director is unable to attend the meeting, the other independent directors shall be appointed as proxy. (Profiles of the independent directors prescribe in Attachment 4)

As only one of my/our proxy ("**Proxy**") to attend and vote on my/our behalf at 2025 Annual General Meeting of Shareholders to be held on Friday, April 25, 2025 at 2.00 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 Acknowledgment of the Company's operating results for the year 2024

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

Agenda :2 Approval of the audited financial statements for the fiscal year ended December 31, 2024

- ☐ (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 the 2024 performance

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Agenda 4: Approval of the appointment of directors replacing those retired by rotation, and the amendment of the Company's authorized signatory directors

- ☐ (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:

1. The appointment of directors replacing those retired by rotation

- 1) ☐ To appoint the entire group of nominated directors
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- 2) ☐ To appoint each nominated director individually
- (1) **Mr. Kanchit Bunajinda**
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- (2) **Mr. Suthiphand Chirathivat**
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- (3) **Mr. Tos Chirathivat**
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- (4) **Mr. Pichai Chirathivat**
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- (5) **Mr. Suthisarn Chirathivat**
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

2. The amendment of the Company's authorized signatory directors

- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Agenda 5: Approval of the appointment of new directors

- ☐ (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 each nominated director individually**(1) **Mr. Kobsak Pootrakool**

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

(2) **Mr. Pakorn Peetathawatchai**

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Agenda 6: Approval of the remuneration for the Board of Directors for 2025

- ☐ (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 appointment of the external auditors and determination of the audit fee for the year 2025

- ☐ (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: 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

2025 Annual General Meeting of Shareholders to be held on Friday, April 25, 2025 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.....	<input type="checkbox"/> Disapprove..... <input type="checkbox"/> Abstain.....
		votes votes 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.....	<input type="checkbox"/> Disapprove..... <input type="checkbox"/> Abstain.....
		votes votes 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.....	<input type="checkbox"/> Disapprove..... <input type="checkbox"/> Abstain.....
		votes votes 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.....	<input type="checkbox"/> Disapprove..... <input type="checkbox"/> Abstain.....
		votes votes 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.....	<input type="checkbox"/> Disapprove..... <input type="checkbox"/> Abstain.....
		votes votes votes
	Name of Director.....	
	<input type="checkbox"/> Approve.....	<input type="checkbox"/> Disapprove..... <input type="checkbox"/> Abstain.....
		votes votes votes
	Name of Director.....	
	<input type="checkbox"/> Approve.....	<input type="checkbox"/> Disapprove..... <input type="checkbox"/> Abstain.....
		votes votes votes
	Name of Director.....	
	<input type="checkbox"/> Approve.....	<input type="checkbox"/> Disapprove..... <input type="checkbox"/> Abstain.....
		votes votes votes



CENTRALRETAIL

Central Retail Corporation Public Company Limited

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

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