

Procedures and Instructions for attending the EGM and related Articles of Association

Procedures and instructions for attending the EGM

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 a passport

In case of a 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 proxy** by specifying any one of the following independent directors:

Name	Age (years)	Positions	Address	Special conflict of interest* in the proposed agenda
1. Mrs. Pratana Mongkolkul	61	Independent Director / Chairman of the Audit Committee / Member of the Corporate Governance and Sustainability 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. Mr. Sompong Tantapart	67	Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee		No special conflict of interest in any Agenda
3. Mr. Kanchit Bunajinda	57	Independent Director / Chairman of the Risk Policy Committee		No special conflict of interest in any Agenda
4. Mr. Kobsak Pootrakool	57	Independent Director / Member of the Risk Policy Committee		No special conflict of interest in any Agenda
5. Ms. Parnsiree Amatayakul	55	Independent Director / Member of the Audit Committee		No special conflict of interest in any Agenda

Remarks: Independent Director is a 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.

Appointment of Proxy: Please 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 is certified true and correct by the shareholder.
 - 4) Photocopy of the proxy's citizen identification card, driving license, civil servant identification card, or passport (in case of a foreign person), which is 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, passport, or document used in lieu of a passport, which is certified true and correct by the shareholder.
 - 4) Photocopy of the proxy's citizen identification card, driving license, civil servant identification card, or passport (in case of a foreign person), which is 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 is certified true and correct by the authorized director(s), with the power to bind such juristic person.
 - 4) Photocopy of Certification Document issued by the Ministry of Commerce or competent authority, no longer than 1 year, which is certified true and correct by the authorized director(s), with the power to bind such juristic person.
 - 5) Photocopy of the proxy's citizen identification card, driving license, civil servant identification card, or passport (in case of a foreign person), which is 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 the juristic person's certification document and citizen identification card or passport (in case of a foreign person) of the authorized director(s), whose signature is certified by a notary public, no longer than 1 year.
 - 4) Photocopy of the proxy's citizen identification card, driving license, civil servant identification card, or passport (in case of a foreign person), which is 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 the proxy's citizen identification card, driving license, civil servant identification card, or passport (in case of a foreign person), which is 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. The Court's order appointing the 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 the lawful guardian of the shareholder shall attend the meeting in person or by proxy. A copy of the Household Registration of the shareholder and the official grant of custody for minor children shall also be presented.

1.5 In case a shareholder is an incompetent or quasi-incompetent

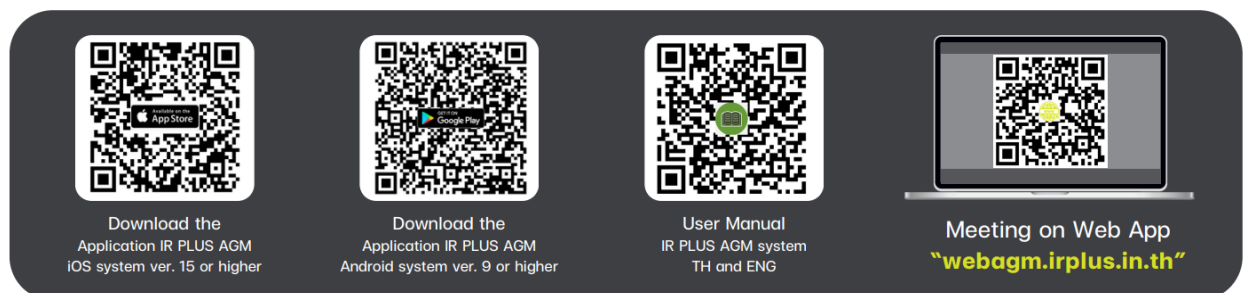
A curator or guardian of the shareholder shall be present in the meeting in person or by proxy. The Court's order appointing the guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of the meeting shall be presented.

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 smartphone with a camera, and is compatible with both iOS and Android operating systems. The registration can be made **from October 30, 2025, at 8.00 a.m. onwards.**

Please scan the QR Code below to access the registration process, user manual, and meeting details through the IR PLUS 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-EGM) on behalf of the shareholders, the shareholders must submit documents as in item 1 to the Company (registration for identity verification is not required). The documents should be delivered to the Company **by November 4, 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 Extraordinary General Meetings of Shareholders via Electronic means

The Extraordinary General Meetings of Shareholders No. 1/2025 will be held on November 6, 2025, at 2.00 p.m. through electronic means. The Company will conduct the meeting primarily in Thai language with the following procedures:

3.1 System log-in

- The meeting attendee can log in to the IR PLUS 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 to the IR PLUS system 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 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 approves the matter as proposed for the consideration of the Shareholders’ Meeting. If there is still time left for voting on such an agenda item, the attending shareholder can go back to change votes within the specified period.
- If the shareholders have already cast votes on each agenda item in the proxy form, the Company will record votes as specified in the proxy form only.
- For Agenda 1, the resolution must be approved by a vote of not less than three- fourths (3/4) of the total number of votes of the shareholders present at the meeting and having the right to vote.

3.3 Vote Counting

- The Company will record the votes from ” Disapprove” and “Abstain” on each agenda item. The rest of the votes will be counted as “Approve”. For shareholders or proxies that registered to attend the meeting and do not click any button to express their votes, the Company then considers it as “Approve”. The vote counting base includes votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests, pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 40 of the Company’s Articles of Association.
- 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.

3.4 Asking the Questions

If shareholders or proxies wish to ask questions, they may submit their questions from 1:30 p.m. onward by typing their questions under each agenda item. The Company will read and answer the questions in order.

For shareholders or proxies who wish to ask questions in person via microphone, please process as follows:

- 1) Type your question and indicate that **“Wish to ask in person”**
- 2) When it is your turn, the staff will notify you to turn on your microphone and camera.
- 3) Once your microphone and camera are on, please state your full name and specify whether you are a shareholder or a proxy before asking your question.

* In case a shareholder asks a question not in accordance with the question submitted, the Company reserves the right to answer it later.

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

In case of any inquiries or issues regarding the Extraordinary General Meeting of Shareholders conducted via electronic means (E-EGM), please contact IR PLUS 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 57. Any of the following transactions or undertaking of a Subsidiary under the Direct Supervision of the Company or a Subsidiary shall be approved at a general meeting of shareholders of the Company with the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote before the Subsidiary under the Direct Supervision of the Company or the Subsidiary may enter into the transaction:

- (1) Any amendment of the Articles of Association of the Subsidiary under the Direct Supervision of the Company that may have a material impact on the financial conditions or operating results of such Subsidiary under the Direct Supervision of the Company, including, but not limited to, any amendment of the Articles of Association of the Subsidiary under the Direct Supervision of the Company which may have a negative impact on the Company's rights to nominate or appoint a director or an executive of the Subsidiary under the Direct Supervision of the Company proportionate to the Company's shareholding in the Subsidiary under the Direct Supervision of the Company, the voting rights of the director(s) nominated by the Company at the meetings of the board of directors of the

Subsidiary under the Direct Supervision of the Company, the voting rights of the Company at the general meetings of shareholders of the Subsidiary under the Direct Supervision of the Company, and/or the dividend distributions of the Subsidiary under the Direct Supervision of the Company.

The transactions under (2) to (12) shall be approved at a general meeting of shareholders of the Company only in the event that the size of such proposed transaction of the Subsidiary in comparison to the size of the Company pursuant to the relevant notifications on acquisitions or disposals of assets and/or connected transactions (as the case may be) of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand requires approval at the general meeting of shareholders of the Company:

- (2) The entry into any transaction with a related person of the Company or the Subsidiary, or any transaction concerning an acquisition or a disposal of assets by the Subsidiary.
- (3) The transfer or waiver of any rights or interests, including waiver of any claim against any person who causes damage to the Subsidiary.
- (4) The sale or transfer of the whole or any substantial part of the subsidiary's business to any other person.
- (5) The purchase or acceptance of the transfer of business of other companies by the Subsidiary.
- (6) The execution, amendment, or termination of a contract concerning the lease of the whole or any substantial part of the business of the Subsidiary, the assignment to any other person to manage the Subsidiary's business, or the amalgamation of the Subsidiary's business with any other person.
- (7) The lease or hire-purchase of the whole or any substantial part of the Subsidiary's business or assets.
- (8) Borrowing, lending, granting of credit, provision of a guarantee, entry into any transaction that will cause the Subsidiary to incur additional financial burden, or giving of any other kinds of financial aid to any other person which is not in the ordinary course of business of the Subsidiary. In this regard, lending to directors of the Subsidiary is prohibited, except for lending under employee loan program.
- (9) The dissolution of the Subsidiary.
- (10) The capital increase by issuing new shares and share allocation of the Subsidiary, including any reduction of the registered or paid-up capital of the Subsidiary which is not proportionate to the shareholding of the existing shareholders, or any action that will result in the dilution of more than ten (10) percent of the Company's direct and/or indirect shareholding and/or voting rights (as the case may be) in the general meetings of shareholders of the Subsidiary at any level.
- (11) The capital increase or reduction of the Subsidiary which is not proportionate to the shareholding of the existing shareholders, or any action that will result in the dilution of the Company's direct and/or indirect voting rights in the general meetings of shareholders of the Subsidiary at any level to the extent that the Company loses control over such Subsidiary; and
- (12) Any other transaction which is not in the ordinary course of business of the Subsidiary and may materially affect the Subsidiary.