

# CENTRALRETAIL

Ref. CRC CS028/2025    **Subject:**    **Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025**

October 16, 2025    **To:**    **Shareholders,  
Central Retail Corporation Public Company Limited**

- Attachments:
- 1) Information Memorandum on the Connected Transactions and Disposal of Assets related to Rinascente Department Store Business of Central Retail Corporation Public Company Limited (List 2)
  - 2) Independent Financial Advisor's Opinion Report on the Connected Transactions and Disposal of Assets Related to Rinascente Department Store Business
  - 3) Procedures and instructions for attending the EGM and related Articles of Association
  - 4) Privacy Notice for the EGM of Central Retail Corporation Public Company Limited
  - 5) Proxy Form A, Form B, and Form C (Proxy Form B is recommended.)
  - 6) Management Discussion and Analysis of Performance Results based on the consolidated financial statements for the Three-month and Year Ended December 31, 2024
  - 7) Management Discussion and Analysis of Performance Results based on the consolidated financial statement for the Three-month and Six-month Period Ended June 30, 2025

The Board of Directors' Meeting of Central Retail Corporation Public Company Limited (the "**Company**") resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2025 (the "**EGM**") on Thursday, November 6, 2025, at 2.00 p.m. only through electronic means (E-EGM) according to related laws and regulations, to consider the following agenda:

**Agenda 1:    Approval of the Connected Transactions and Disposal of Assets Related to the Rinascente Department Store Business**

Fact and Rationales: The Board of Directors has received a proposal from Harn Central Department Store Limited ("**HCDS**"), who is a major shareholder of the Company, with the key details as follows:

- (1) HCDS proposes to acquire the Rinascente Department Store Business, through the purchase of all 100 percent of the issued and paid-up shares of CRC Holland B.V., a subsidiary of the Company which holds all shares of the group of companies operating the Rinascente department store business in Italy ("**Rinascente Department Store Business**"), from the Company. The acquisition value is EUR 250 million (or approximately THB 9,384 million<sup>1</sup>); and

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<sup>1</sup> The exchange rate of EUR 1 is equal to THB 37.54 as of September 8, 2025, announced by the Bank of Thailand.

- (2) HCDS, or its subsidiary, also proposes to assume the shareholder loan from Central Retail Investment Limited, a subsidiary of the Company, which was granted to CRC Rinascente S.p.A., a subsidiary of CRC Holland B.V. The total amount to be paid by HCDS or its subsidiary, comprising principal and accrued interest, will depend on the outstanding principal and accrued interest as of the date of the share transfer which will take place after the Company has obtained approval for the Transaction from the Company's shareholders meeting. (As of June 30, 2025, the outstanding principal and accrued interest amounted to approximately EUR 141 million<sup>2</sup>, or about THB 5,297 million<sup>3</sup>). The repayment of the shareholder loan by HCDS or its subsidiary to Central Retail Investment Limited and the transfer of the Rinascente Department Store Business to HCDS will occur concurrently.

((1) – (2) collectively, the “**Transaction**”)

HCDS has specified in the proposal that HCDS intends to consolidate the Rinascente Department Store Business and the department store businesses in Europe under the management of HCDS to be under one roof.

Currently, the Company has two agreements with HCDS, which are HCDS' undertakings to the Company prior to the Company's initial public offering (IPO), namely the Department Store Business Letter of Undertakings<sup>4</sup> and the Flagship Company Letter of Undertakings<sup>5</sup>. Following the completion of this Transaction, the Rinascente Department Store Business will not be subject to either of the foregoing undertakings as it is a disposal of the Company's own business. However, the Company's rights under the above undertakings will remain the same and not be affected by this Transaction. Please refer to additional details regarding the two above undertakings and the relevant measures for preventing conflicts of interest under Section 1.3.3 (*Relationship with the Businesses Corporation of Major Shareholders*) of the Company's Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report).

In this connection, HCDS or its subsidiary, which will be the purchaser and a party to the relevant agreements, is a major shareholder of the Company or a related person of the Company's major shareholder. Therefore, the Transaction is considered as a connected transaction with significant transaction size, pursuant to

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<sup>2</sup> The principal amount is EUR 130 million with an interest rate based on the 3-month Euribor. As of June 30, 2025, accrued interest amounted to EUR 11 million. The loan is due for repayment on December 31, 2026, or the Company will receive the repayment of the loan upon completion of the sale of the Rinascente Department Store Business, whichever occurs earlier.

<sup>3</sup> The exchange rate of EUR 1 is equal to THB 37.54 as of September 8, 2025, announced by the Bank of Thailand.

<sup>4</sup> **Department Store Business Letter of Undertakings** is the agreement that HCDS grants the right to acquire the existing retail business of HCDS, for example, KaDeWe, Oberpollinger, and Alsterhaus department stores in Germany, ILLUM department store in Denmark, Globus department store in Switzerland, and the Central Department Store in Indonesia (Central Indo), to the Group before HCDS can offer such business to other buyers (Right of First Refusal) at the prices and on conditions not more favourable than what HCDS received from outside parties. HCDS also granted the Group the right to acquire such department store businesses at prices and on conditions which the parties will agree in good faith (Call Option) (Conditions must comply with relevant undertakings.)

<sup>5</sup> **Flagship Company Letter of Undertakings** is the agreement under which HCDS agrees that if HCDS finds any future new business opportunities in retail business having the same nature and competing with the multi-format, multi-category retailing business of the Company, HCDS shall allow the Group to serve as the Flagship Company to first decide to invest in such opportunity before HCDS (First Right). HCDS also has the policy to not invest or co-invest in retail businesses that will in the future be similar in nature to or may compete against the Group's businesses in Thailand and overseas, except in events that the Company's Board of Directors (without the directors having a conflict of interest) has decided not to pursue the opportunity in the said businesses. Additionally, after investments/co-investments are made by HCDS under the aforementioned conditions, HCDS shall still grant the Company the right to invest in these businesses if it becomes interested later (Call Option). (Conditions must comply with relevant undertakings.)

the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended) (collectively, the “**Notifications on Connected Transactions**”), whereby the transaction size, when calculating based on the consolidated financial statements reviewed by the Company’s certified auditor as of 30 June 2025, is equivalent to 44.42 percent of the value of net tangible assets (NTA), constituting the transaction size exceeding 3 percent of the value of net tangible assets of the Company. The Company has no other connected transactions within the past 6 months prior to the date of approval of the transaction by the Board of Directors. Therefore, the size of the connected transaction is equivalent to 44.42 percent. The Company, therefore, shall be obligated to disclose information memorandum regarding connected transactions to the Stock Exchange of Thailand (the “**SET**”), appoint an independent financial advisor to provide opinion on connected transactions to the Company’s shareholders and convene the shareholders’ meeting of the Company to consider and approve the entry into the connected transactions with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting, pursuant to criteria stipulated in the Notifications on Connected Transactions.

In addition, the above Transaction constitutes a disposal of assets in accordance with the criteria specified in the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547 (as amended) (collectively, the “**Notifications on Acquisition and Disposition**”). The highest transaction size is equal to 5.09, calculated based on the total value of consideration criterion, according to the consolidated financial statements reviewed by the Company’s certified auditor as of June 30, 2025. When combined with other asset disposition transactions within the past 6 months prior to the date of approval of transaction by the Board of Directors, the highest transaction size based on the total value of consideration criterion is equivalent to 5.71 percent. Nevertheless, in respect of the entry into the transaction on this occasion, the Company is required to comply with the rules set forth in the Notifications on Connected Transactions. The Company, therefore, considers it appropriate to appoint an independent financial advisor to provide opinion on the asset disposition transactions to the Company’s shareholders, and propose this matter to the shareholders’ meeting of the Company for consideration and approval of the asset disposition transactions with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting, as if the asset disposition transactions falls under category 1, i.e., the transaction whose transaction size is equivalent to 50 percent or more but not exceeding 100 percent pursuant to the criteria stipulated in the Notifications on Acquisition and Disposition, simultaneously.

In addition, the Board of Directors resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to authorize the Chief Executive Officer and/or any person designated by the Chief Executive Officer to take any actions necessary and relating to the Transaction, including but not limited to: (1) determining or amending any details necessary and relating to the disposal of the Rinascente Department Store Business and the transfer of the shareholder loan to ensure completion of the Transaction; (2) negotiating the terms and conditions of other agreements relating to the Share Purchase Agreement of CRC Holland B.V. and other documents relating to the Transaction on behalf of the Company; (3) executing agreements and documents, including but not limited to the transfer agreement of the shareholder loan; (4) executing applications, waiver requests, notices, and any other documents relating to the Transaction, including liaising with, and submitting applications or waiver requests and other documents to, officers or

representatives of any relevant authorities; and (5) undertaking any other actions necessary and relating to the Transaction to ensure the completion of the Transaction.

In this regard, additional details regarding the Transaction are shown in the Information Memorandum on the Connected Transactions and Disposal of Assets related to Rinascente Department Store Business of Central Retail Corporation Public Company Limited (List 2) (as detailed in Attachment 1), and the Board of Directors has appointed Avantgarde Capital Company Limited to be an independent financial advisor to prepare and provide opinion to the shareholders regarding the Transaction, as detailed in the Independent Financial Advisor's Opinion Report on the Connected Transactions and Disposal of Assets Related to Rinascente Department Store Business (as detailed in Attachment 2).

Board of Directors' opinion:

The disposal of assets related to the Rinascente Department Store Business constitutes a connected transaction of the Company, which has been duly considered by the Audit Committee of the Company. The Audit Committee, comprising (1) Mrs. Pratana Mongkolkul, (2) Mr. Sompong Tantapart, and (3) Ms. Parnsiree Amatayakul, considered the overall benefits and impacts on the Company, including a comparison of the purchase price offered for the Rinascente Department Store Business against the fair value of the business as determined by various valuation methods, the rate of return the Company would receive from the sale, and the potential impacts of the Transaction on the Company's financial position, performance, and revenue.<sup>6</sup> The Committee also considered the Company's future business plans, which focus on expanding its investments in Southeast Asia such as Thailand and Vietnam, which are high-growth markets where it has already established a strong Omnichannel Ecosystem, while Italy's growth outlook is relatively low<sup>7</sup>. Additionally, operating in Italy requires the Company to allocate resources to oversee the business, including compliance with Italian laws and tax regulations, which are complex and differ from the legal and tax frameworks in Thailand and Vietnam, the Company's key markets.<sup>8</sup> The Audit Committee concluded that the Transaction aligns with the Company's current business strategy and policy, and that the planned allocation of proceeds from the Transaction would be in the best interests of the Company and its shareholders. The Audit Committee's assessment of the benefits and impacts was carried out thoroughly and diligently. Furthermore, the Audit Committee considered the Company's rights under the two agreements with HCDS — the Department Store Business Letter of Undertakings and the Flagship Company Letter of Undertakings (details of these agreements are provided in Section "Fact and Rationales" above). Following the Transaction, the Rinascente Department Store Business will not be subject to these two agreements. However, the Company's rights under the above undertakings will remain the same, and the Company will continue to serve as a Flagship in its multi-format and multi-category retail operations both domestically and internationally, in accordance with HCDS's undertakings under the Flagship Company Letter of Undertakings. Therefore, the Audit Committee concluded that the Transaction is appropriate, reasonable, and in the best interests of the Company and its shareholders.

Subsequently, at the Board of Directors' Meeting No. 6/2025 held on September 17, 2025, excluding directors with conflicts of interest, the Board considered the overall benefits and impacts on the Company, including the fair value of the Rinascente Department Store Business, the expected rate of return from the sale, the

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<sup>6</sup> Please review the details of the financial position and performance analysis of the Rinascente Department Store Business, as well as the impact of the Transaction on the Company's financial position, performance, and revenue, as set out in Items 4.1(7) and 4.2.

<sup>7</sup> Based on various data, such as the average GDP growth rates for 2024A–2029E: Vietnam 5.4%, Thailand 2.0%, and Italy 0.7% (source: IMF).

<sup>8</sup> Revenue breakdown by country for the years 2022–2024 and for the six months ended June 30, 2025, is as follows: Thailand accounted for 69.3%, 71.5%, 72.7%, and 73.5%, respectively; Vietnam accounted for 24.3%, 21.3%, 20.1%, and 20.0%, respectively; and Italy accounted for 6.5%, 7.2%, 7.2%, and 6.4%, respectively.

impact of the Transaction on the Company's financial position, performance, and revenue, and acknowledged the planned allocation of proceeds from the Transaction in the best interests for the Company and its shareholders. The Board also considered the Company's future business plans, strategies, and policies, which focus on expanding its investments in Southeast Asia such as Thailand and Vietnam, which are high-growth markets where it has already established a strong Omnichannel Ecosystem and has opportunities for business expansion, while Italy's growth outlook is relatively low.<sup>9</sup> Furthermore, the Board also considered the Company's rights under the two agreements with HCDS (details of these agreements are provided in Section "Fact and Rationales" above). After thorough consideration, the Board concluded that entering into the Transaction is appropriate, reasonable, and in the best interests of the Company and its shareholders, and that the return from the Transaction is fair and reasonable. The consideration process was conducted in accordance with good corporate governance principles to ensure that the Transaction serves the best interests of the Company and its shareholders (as detailed in Item 8 of the Attachment 1). No Audit Committee member expressed a differing opinion from the Board's conclusion. The benefits the Company will receive from the Transaction are appropriate and reasonable as follows:

- (1) The proposed Transaction is aligned with the Company's current strategy and policy to allocate resources—both personnel and capital—efficiently and to maximize benefits. The Company is currently focused on expanding its investments in Southeast Asia such as Thailand and Vietnam, which are high-growth markets where it has already established a strong Omnichannel Ecosystem. Additionally, there are opportunities to grow the business, as well as potential for future expansion into other countries in Southeast Asia and Asia. Meanwhile, the economic growth prospects and retail market potential in Italy and other countries in Europe are relatively low. Therefore, the Company currently has no plans to expand its business in Italy or other countries in Europe. The Company has already derived significant benefits from its operation in Italy, particularly through knowledge exchange and the expansion of its business network with leading international brands. Following the completion of the Transaction, Rinascente department store will continue to be the Company's business partner, which includes special privileges for the Company's customers (loyalty program), joint events and activities, knowledge sharing from the Rinascente team, and other potential business collaborations in the future.
- (2) The acquisition value of Rinascente Department Store Business is in line with the fair value range assessed by the Company and its financial advisors. The assessment was conducted in accordance with generally accepted valuation approaches, including (1) Trading Comparable Approach, using P/E and EV/EBITDA multiples of retail companies in Europe and other developed countries whose business operations are comparable to those of the Rinascente Department Store Business, to compare with the 2025 performance projections of the Rinascente Department Store Business based on the Company's financial reporting standards and accounting policies (TFRS). The purchase price of the Rinascente Department Store Business proposed by HCDS was higher than the equity value derived from this approach; and (2) Discounted Cash Flow (DCF) Approach, compared with the 2025 performance projections of the Rinascente Department Store Business, which have been adjusted to be consistent with the Company's financial reporting standards and accounting policies (TFRS), under which the purchase price of the Rinascente Department Store Business proposed by HCDS falls within the valuation range derived from this approach. In addition, the purchase price of the Rinascente Department Store Business represents an average annual return of approximately 38 percent over the Company's 7-year<sup>10</sup> investment period in the Rinascente Department Store Business, based on

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<sup>9</sup> Based on various data, such as the average GDP growth rates for 2024A–2029E: Vietnam 5.4%, Thailand 2.0%, and Italy 0.7% (source: IMF).

<sup>10</sup> In September 2018, the Company invested in the Rinascente Department Store Business as part of a group restructuring undertaken to prepare for the Company's listing on the stock exchange and its initial public offering (IPO).

the Company's separate financial statements, with an investment amount of approximately EUR 26 million. This rate of return is higher than the Company's typical project investment return. The final sale price was the result of mutual agreement between the buyer and the seller. Furthermore, the cash proceeds from the repayment of shareholder loan are based on the outstanding principal and accrued interest as of the date of the share transfer, which will take place after the Company has obtained approval for the Transaction from the Company's shareholders' meeting. Based on initial estimates, the Company expects to receive net cash proceeds of approximately THB 13,000 million<sup>11 12</sup> from the sales of the Rinascente Department Store Business and loan repayment, after deducting taxes.

The Company plans to allocate the net proceeds from the loan repayment and the sales of the Rinascente Department Store Business to repay loans from financial institutions and distribute dividends to the Company's shareholders, respectively, as follows:

- (1) The Company will allocate the net proceeds from the repayment of the shareholder loan to repay loans from financial institutions, where the amount of such proceeds will be based on the outstanding principal and accrued interest as of the date of the share transfer which will take place after the Company has obtained approval for the Transaction from the Company's shareholders meeting (as of 30 June 2024, the outstanding principal and accrued interest amounts to approximately EUR 141 million<sup>13</sup> or approximately THB 5,297 million<sup>11</sup>). The repayment will help reduce financing costs and debt burdens, and strengthen liquidity and capital structure, thereby increasing the Company's borrowing capacity to support future business growth.
- (2) In addition, the Company will consider allocating the net proceeds from the sale of the Rinascente Department Store Business, after deducting taxes, of approximately THB 7,700 million as a dividend to the Company's shareholders, approximately THB 1.28 per share. This dividend payment will deliver value creation and returns to shareholders as it provides a direct monetary benefit to them. The Company plans to propose to the Board of Directors and/or the shareholders' meeting (as the case may be) to consider and approve the payment of such dividends after the Company has received the proceeds from the asset disposal, to consider paying such dividends in two tranches:  
**First Tranche:** approximately THB 4,200 million, after the Company has received the net cash proceeds from the disposal of the Rinascente Department Store Business; and  
**Second Tranche:** approximately THB 3,500 million, together with the annual dividend from the Company's operating results for the year 2025.

However, the specified amount may be subject to change depending on the actual net proceeds received by the Company from the Transaction, after taxes. The Company will seek approval from the Board of Directors and/or the shareholders' meeting (as the case may be) for the dividend payment after the Company has received the proceeds from the asset sale.

In this regard, the Board considered and appointed an Independent Financial Advisor (IFA) to provide opinions to the shareholders' meeting regarding the appropriateness and reasonableness of the Transaction. Therefore, it was deemed appropriate to propose to the EGM to consider and approve the Transaction which is constituted connected transactions and disposal of assets transactions and to consider and approve

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<sup>11</sup> The exchange rate of EUR 1 is equal to THB 37.54 as of September 8, 2025, announced by the Bank of Thailand.

<sup>12</sup> The Company will receive the net cash proceeds entirely in Euro. Such amount will be adjusted to reflect the outstanding principal and accrued interest under the shareholder loan as at the Closing Date, which will take place following the approval of the Transaction by the shareholders' meeting of the Company.

<sup>13</sup> The principal amount is EUR 130 million with an interest rate based on the 3-month Euribor. As of June 30, 2025, accrued interest amounted to EUR 11 million. The loan is due for repayment on December 31, 2026, or the Company will receive the repayment of the loan upon completion of the sale of the Rinascente Department Store Business, whichever occurs earlier.

the delegation of power to the Chief Executive Officer and/or any designated person(s) to have the authority to undertake any actions necessary for and related to the entering into the Transaction as proposed in all respects.

Vote required:

Not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests as a basis for vote counting.

In this regard, the shareholder who has interests and is not entitled to vote on this agenda is HCDS, whereby HCDS holds 2,114,284,890 shares of the Company, or equivalent to 35.06 percent of the total number of shares of the Company.

**Agenda 2: Other matters (if any)**

It is recommended that the shareholders shall study the procedures and instructions for attending the EGM and related Articles of Association (as detailed in Attachment 3). If shareholders have any queries, please submit the questions regarding the meeting agenda prior to the meeting via email: [ir@central.co.th](mailto:ir@central.co.th) or <https://www.centralretail.com/en/investor-relations/document/shareholder-meetings>

Therefore, the Company hereby invites all shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2025 on the above date and time which is convened through electronic only. Registration for the E-EGM will be opened in advance via the IR Plus (e-Registration) system from Thursday, October 30, 2025, at 8.00 a.m. onwards.

Please be informed accordingly.

Yours sincerely,

- Signed -

(Dr. Prasarn Trairatvorakul)

Chairman

Central Retail Corporation Public Company Limited