

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

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

**1. Qualifications of shareholders**

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

- 1.1 Being a shareholder of CRC holding a minimum of 5% of the total paid-up share capital, either individually or in combination with other shareholders:
- 1.2 Being a shareholder or shareholders of CRC and continuously holding a minimum of 0.1% of the paid-up and issued shares for at least 1 year up to the date of proposing the shareholders' meeting agenda or nominating directors, and until the record date for that year's annual shareholders' meeting.

**2. Proposal of meeting agenda**

2.1 Matters that will not be accepted on the agenda of the shareholders' meeting are as follows:

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

2.2 Procedure

- 2.2.1 Qualified shareholders under item 1 must prepare and submit an "Agenda Proposal Form for Shareholders' Meeting" (downloadable from CRC's website) along with complete and accurate supporting documents to the Company Secretary by January 15 of each year

and must clearly state whether such matters are to be proposed for acknowledgment, consideration, or approval. The address is:

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

The Company might request more details for consideration.

In the event that shareholders fail to submit the complete and accurate documents within the specified deadline, CRC will acknowledge that those shareholders have not exercised their right to propose the shareholders' meeting agenda.

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

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

3.1 Directors' qualifications are as follows:

- (1) Be an ordinary person and
  - (a) have come of legal age;
  - (b) are not bankrupt, incompetent persons or quasi-incompetent persons;
  - (c) have never been sentenced with final judgement to imprisonment for an offence relating to corruption;
  - (d) have never been dismissed or removed from government service, government organizations or agencies for malfeasance
- (2) Be well-informed and capable, honest and ethical in the conduct of business, and have adequate time to dedicate knowledge and skills in order to perform duties to the Company.
- (3) Be fully qualified and not be under any of the prohibitions prescribed in the Public Limited Company Act, the Securities and Exchange Act, and other related laws. In addition, directors must not possess any distrustful characteristics unsuitable for the Company's management position according to the SEC's announcement.
- (4) Not conduct business under similar conditions that compete with CRC's business, nor be a partner in any ordinary partnership, a partner with unlimited liability in a limited partnership,

or a director of any private company or other company conducting similar businesses to those of CRC, whether for personal or other's interests, unless such information is disclosed at the Shareholders' Meetings before the appointment resolution is reached.

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

### 3.2 Procedure

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

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

The Company might request more details for consideration.

In the event that shareholders fail to submit the complete and accurate documents within the specified deadline, CRC will acknowledge that such shareholders have not exercised their right to nominate directors.

- 3.2.2 The Company Secretary will preliminarily screen the documents before proposing them to the Nomination and Remuneration Committee ("NRC") for consideration. The NRC will further consider the qualifications of the nominated candidates and provide their opinion to the Board on whether they should be nominated at shareholders' meetings. The Board's decision shall be final.
- 3.2.3 The candidate(s) approved by the Board will have their names included in the agenda item for election of directors, along with the Board's opinions. For those who fail the screening by the NRC or the Board, CRC will notify shareholders at the shareholders' meeting or through other channels.