

- Translation -

**Minutes of the Annual General Meeting of Shareholders for the year 2023
of
Central Plaza Hotel Public Company Limited**

Date, time and place of the meeting

The meeting was held on Tuesday, April 25, 2023 at 2:30 p.m., through electronic means (e-AGM) only. The Company was recorded the meeting and provided the electric voting (e-Voting)

Mr. Suthikiati Chirathivat, the Chairman of the Board, gave an opening speech to the Meeting and assigned Mrs.Paranee Galviroj, the Company Secretary to introduce the Board of Directors, Executives, the External Auditor, and inspector assigned to witness the vote counting.

Directors attended at the Meeting Room

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| 1. Mr. Suthikiati Chirathivat | Chairman of the Board |
| 2. Mr. Sudhisak Chirathivat | Director |
| 3. Mr. Sudhitham Chirathivat | Director |
| | Member of Nomination and Compensation Committee |
| | Member of Risk Management and Corporate Governance Committee |
| 4. Mr. Gerd Kurt Steeb | Independent Director |
| 5. Mr.Thirayuth Chirathivat | Chief Executive Officer |
| | Director |
| | Member of Risk Management and Corporate Governance Committee |

Directors attended via electronic media

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| 1. Mr. Suthichai Chirathivat | Honorary Chairman |
| 2. Mr. Prin Chirathivat | Director |
| | Member of Nomination and Compensation Committee |
| | Member of Risk Management and Corporate Governance Committee |

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| 3. | Mrs.Supatra Chirathivat | Director
Senior Executive Vice President - Corporate Affairs & Social Responsibilities |
| 4. | Ms. Sopawadee Lertmanaschai | Independent Director
Chairman of Audit Committee |
| 5. | Mr. Norachit Sinhaseni | Independent Director
Member of Audit Committee
Chairman of Nomination and Compensation Committee
Chairman of Risk Management and Corporate Governance Committee |
| 6. | Mr. Chaiwat Thongkamkoon | Independent Director
Member of Audit Committee
Member of Nomination and Compensation Committee |
| 7. | Mrs. Chintana Boonyarat | Director |
| 8. | Mrs. Sirikate Chirakiti | Director |

Directors attending the Meeting 12 directors attended the meeting, representing 100%, details are as follows:

Advisors of the Board and Executives attended at the Meeting Room

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| 1. | Mr. Dan Chinsupakul | Advisor to Chairman of the Board |
| 2. | Mr. Gun Srisompong | Chief Financial Officer and Vice President of Finance and Administration |
| 3. | Mrs. Paranee Galviroj | Company Secretary |

Executives attended via electronic media

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| 1. | Mr. Nath Vongphanich | President, Central Restaurant Group Co., Ltd. |
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Auditor attended via electronic media

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| 1. | Mr.Wichart Lokatekrawee | Auditor from EY Office Limited |
| 2. | Ms. Supaporn Siridonthanakasem | Auditor from EY Office Limited |

Voting Inspector

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| 1. | Mr. Khemchat Apichatrojanakul | Photiyainithitham Legal and Accounting Office |
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The Company Secretary informed the Meeting that there were 3 shareholders attending the meeting in person totaling 3,800 shares and 1,315 proxies attending the meeting, representing 1,103,414,350 shares. In total, 1,318 authorized proxies, representing 1,103,418,150 shares or

81.73% of the total shares, exceeding one-third of the total number of shares issued, thus, constituted the required quorum for the Annual General Meeting as per the Company's Articles of Association. However, the Company is still open for shareholders to register and attend the Meeting and cast their votes on agenda items which are not yet voted.

Before considering the various Agenda Items in the Meeting, the Chairman requested Mrs. Paranee Galviroj, the Company Secretary, to explain the voting rights and procedures, criteria of an invalid voting ballot, and procedures for comments and inquiries, then proceeded with the meeting agendas.

Voting Rights

1. Shareholders have voting rights equal to the number of shares they hold, each 1 share shall represent 1 voting right.
2. Shareholders shall use all their existing voting rights to vote for either approving, disapproving or abstaining from voting only, except for the shareholders who are foreign investors and appointed a custodian in Thailand for safekeeping their shares, in which case, they can cast their votes separately, the total number of votes must not exceed the number of available voting rights. Should the Custodian who acts as a proxy did not use all the available voting rights, the unused voting rights shall be deemed abstain vote.

Voting practices

1. As this meeting is conducted via electronic media, therefore, the ballots were not printed for the attendees.
2. To cast each vote, each shareholders shall go to the e-Voting tab to vote on each agenda within the 1-minute time limit.
Once the vote is chosen, a pop-up window will show up to confirm the vote, the Shareholders are instructed to choose OK to confirm their voting.
3. In the event that the shareholder wishes to change the vote, the Shareholder may change the vote by re-selecting the type of vote again. However, if the Agenda has been closed for voting, the Shareholders will not be able vote or change their vote.
For attendees via a mobile device or tablet, please switch from Zoom Application back to Chrome to cast votes in the e-Voting menu.
4. Once you have finished casting the vote, please return to the e-meeting windows (Zoom Application) to continue viewing and hearing the content of the meeting.
5. The system will collect all the votes and counting the votes casted via e-Voting and advance voting via proxies.

For Shareholders who appointed a proxy to attend the meeting on their behalf via Proxy Form A and Proxy Form B, as well as foreign shareholders who appointed a custodian in Thailand to safeguard their shares and appointed a proxy via Proxy Form C, the company shall record their votes in each agenda as they have specified their votes in advance.

Instances where a voting slip is considered invalid

1. Where a voting via proxy appointment form contains more than one type of vote for the same Agenda Item; except those voting ballots are submitted by the appointed local Thai Custodian for overseas Shareholders to safeguard the investments and shareholdings, whereby they can specify different types of votes.
2. Where there are corrections or crossing out of the votes by the Shareholder or Authorized Proxy without an accompanying signature to verify
3. Where a proxy appointment form is damaged to the extent that the vote cannot then be read clearly

Expressing opinions or comments / inquiries

Shareholder who wishes to pose an inquiry may do so by following these steps;

1. Go to the Chat menu in the Zoom Application and type in your inquiries
2. Press 'Enter' to send the message to the system.

In case the shareholder wishes to ask a question through conversation, can be done as follows:

1. Go to the Participant menu below and Press the Raise Hand button.
2. When the MC calls your name, the staff will proceed to open the microphone for you to inquire. You will need to press Unmute and turn on the microphone on your device.
If the shareholder cannot speak through the microphone, the shareholders can type their questions via Chat instead so that the moderator will read the questions to the Meeting instead.
3. When posing inquiries, the attendees are instructed to specify their names and surnames and identify whether the attendee is attending in person or via a proxy before commencing for the clear and thorough record of the Minutes of Meeting.
4. The Company allows the attendees to submit the inquiries in each agenda, in the event that no attendee have any inquiry within 2 minutes, the Company shall carry on with the meeting. Should the attendee have any further inquiry, the inquiry may be submitted via Chat and the staff shall read the inquiry of the attendee later on.

Before commencing with each agenda item of the meeting, Shareholders are advised that between 1st October 2022 and 1st February 2023, the Company had opened a website (<http://www.centarahotelsresorts.com/investors.html>) to allow the shareholders to submit their comments regarding additional agenda item at the meeting as well as nominate any person as a director of the Company according to the criteria of Good Governance on the Shareholder's rights. It appears that, to the date in which the Board of Director had a meeting to specify the date for the Annual General Meeting of Shareholders of 2023, no shareholder had submitted any comment whatsoever, the Board of Director therefore determined the agenda items according to the law and the Company's Article of Association.

Agenda Item 1. To consider the adoption of the Minutes of the Annual General Meeting of 2022 held on April 28th, 2022.

The Chairman proposed that the Meeting consider adopting the Minutes of Meeting of the Annual General Meeting of 2022 held on April 28th, 2022, the document of which has been delivered to the Shareholders together with the Invitation Letter of this Annual General Meeting.

The Chairman then welcomed shareholders' queries for more details and other views. There were no queries or recommendations, the Chairman asked to cast the votes to consider the adoption of the Minutes of the Annual General Meeting of 2022 held on April 28th, 2022.

Resolution: The Meeting have considered the matter and resolved to adopt the Minutes of the Annual General Meeting of 2022, held on April 28th, 2022, with the following votes:

Approve	1,103,151,450	votes (99.98%)
Disapprove	-	votes
Abstentions	266,700	votes (0.02%)
Invalid voting ballots	-	votes

Agenda Item 2. To acknowledge the Operating Performance Results of the Company for Full Year (FY) 2022

The Chairman invited Mr.Thirayuth Chirathivat, Chief Executive Officer, to present the report of the operating performance results of the Company for FY/2022 to the Meeting, the report, as presented by Mr. Thirayuth Chirathivat, can be summarized as follows;

Hotel Business

In the previous year, regarding the Covid-19 pandemic situation, the Government entered the stage of fully reopened, with the removal of the Thailand Pass registration and quarantine schemes. These factors create more confidence among to tourist in overall, and positive impact to the Company's operation. Furthermore, the number of international tourists from neighboring countries such as Malaysia, Singapore, the Philippines, India, etc. arrivals continued to increase significantly compared to the previous period. As a result, positively affects the overview of the hotel and tourism businesses continuously, especially in the fourth quarter of 2022 which are approximately 5.5 million tourists in Thailand and 11.2 million in total year 2022. This situation has a positive effect on business improvement continuously.

In 2022, the Company has opened a total of 4 new hotels which are Centara Riverside Hotel Chiang Mai, Centara Hotel Korat, Centra by Centara Hotel Bangkok Phra Nakhon and Al Hail Waves Hotel Managed by Centara.

On 31st December 2022, the Company has a total of 92 Hotels (19,348 rooms) across 13 other countries worldwide, which includes 50 hotels (10,406 rooms) in operation and 42 hotels

(8,942 rooms) under development. In the 50 hotels in operation, 19 hotels (5,051 rooms) are owned by the Company, and 31 hotels (5,355 rooms) are hotels under management contract.

In 2022, hotel business has a total revenue of 6,541 million Baht, increased by 4,209 million Baht (or 180%) compared to the same period of the previous year and currently at a loss of 161 million Baht, the loss decreased by 1,784 million Baht (or 92%) compared to the same period in the previous year.

Overall, the Occupancy Rate (OCC) increased from 19% to 52% while Average Room Rate (ARR) increased 7% compared to the same period in the previous year to 4,791 Baht, resulted in the Revenue Per Available Room (RevPar) increased 193% compared to the previous year to 2,486 Baht. However, the hotel Overseas are continuing growth. In Maldives has RevPar grew by 50% and in Dubai by 32% compared to the previous year.

The strong recovery of the hotel business in 2022 was due to significant recovery of five-star and luxury hotels located in tourist attractions, particularly in Bangkok, Pattaya, Phuket, and Samui.

Although, recovery trends in hospitality industry were unclouded by many positive factors including China reopening earlier than expected. However, high inflation causes higher operating expenses of the hotel business including wage, cost of raw materials, energy cost, and commercial banks' interest rate. The Company has plans to mitigate the impact of cost-push inflation. In 2023, the Company will recognize the operating performance from a new owned hotel which is Centara Grand Hotel Osaka, 5-star hotel with 515 keys, is targeted to open on July 1, 2023.

Rewards and Achievements

- Hotels and Resorts under Centara Group have been presented with these following rewards;
 - Thailand Sustainability Investment Award (THSI) for 5th consecutive year, Stock Exchange of Thailand
 - Outstanding Investor Relations Award for the 3rd year
 - Outstanding Sustainability Model Organization in the Thai Capital Market for Supporting the Disabled 2022.
 - Outstanding Disability Employer Award from the Ministry of Social Development and Human Security (Centara Grand Beach Resort & Villa Hua Hin)
 - GSTC-Recognised Standard from the Global Sustainable Tourism Commission
- Thailand Tourism Standard Award of 2022
 - Centara Reserve Samui
- World Luxury Hotel Awards 2022
 - Centara Grand Island Resort & Spa Maldives
 - Centara Ras Fushi Resort & Spa Maldives
 - Centara West Bay Hotel & Residences Doha
- Travelers' Choice Awards of 2022 from TripAdvisor, 11 hotels
- G Green Awards of 2022, awarded to environmental-friendly hotels from the Department of Environmental Quality Promotion, Ministry of Natural Resources and Environment

- Gold Class Centara Grand Beach Resort & Villas Hua Hin
 Centara Grand Mirage Beach Resort Pattaya
 Centra by Centara Phu Pano Resort Krabi
 Centra by Centara Government & Convention Chaeng Watthana
 COSI Krabi Ao Nang Beach
- Silver Class Centara Grand at Central Plaza Ladprao

Food Business

Last year the overall of the food business continued growing. Restaurants have fully reopened services, resulting in positive revenue continuously, especially driven by Dine-in channel. Although affected by material price inflation and increases in minimum wage.

As for the operation results in 2022, the Company has an income of 11,675 million Baht from the food business, an increase of 2,372 million Baht (or 25%) from the same period of the previous year, and have attained a profit of 559 million Baht, an increase of 348 million Baht (or 165%) from 2021.

Overall, the Net profit of the food business continued growing YoY driven by all distribution channels: dine-in, takeaway, and delivery, in which dine-in reported the strongest growth. KFC, Auntie Anne's, Ootoya, and Pepper Lunch were the key growth drivers compared to the previous year.

At the end of 2022, the Company had in total of 1,580 outlets (included Joint Venture brand), an increase of 197 outlets compared to Q4/2021. Most of the outlet expansion was driven by Arigato (+75), Mister Donut (+45), and Shinkanzen Sushi (+44), a new Joint Venture brand acquired in May 2022.

For 2022, the Same Store Sales (SSS) increased by 20% compared to the previous year (2021: -14%). The top four brands reported SSS growth at 17% compared to the previous year and the others were at 39% compared to the previous year in aggregate. While the Total Systems Sales (TSS) was 26% compared to the previous year with the top four brands' TSS at 23% and the others' TSS at 46% in aggregate compared to the same period last year.

However, factors that may impact ongoing business operations in 2023 which are fluctuating raw materials prices, together with cost increase in the electricity supply and wage hike are challenges to effective cost controls. The company has realized the situation and has been focusing on three key pillars; namely: generating revenues, decreasing costs and expenses, and being cautious and prudent on business expansion and investment projects. For revenue generating, the company is concentrating on the growth of all distribution channels: dine-in, takeaway, delivery, and new e-commerce channels.

Rewards and Achievement

- Central Restaurants Group Co., Ltd.
 - “Thailand Digital Excellence Awards 2022” in the ESG Revolution category at the TMA Excellence Awards 2022 organized by the Thailand Management Association (TMA). The General Prayut Chan-o-cha, Prime Minister, presided over the ceremony and presented awards to leading organizations in Thailand.
 - “The Asia Corporate Excellence & Sustainability Awards 2022” (ACES) in Industry Champions of the Year category from MORS Group.
 - “Organizations for supporting for Person with Disabilities for the year 2022 at an excellent level” for 8 consecutive years on the International Day of Persons with Disabilities 2022.
- KFC
 - Awarded “The Most Powerful Brands of Thailand 2022”, the ultimate powerful brand for three consecutive years of the Department of Marketing Faculty of Commerce and Accountancy Chulalongkorn University in the Chain Restaurant category.
- Mister Donuts
 - No. 1 Brand Thailand Awards 2021-2022 in the category of donuts for the sixth consecutive year
- Brown Café
 - Awarded “Restaurant Guru Recommended 2022”
- Salad Factory
 - “The Goodlife Good Choice Awards 2022” from Goodlife update which is a quality media under Amarin Group in the Good Health category.
 - “The Robinhood academy awards 2022”, which is the Merchant Popular award, the most popular healthy restaurant of the year.
- Shikanzen Sushi
 - “The Robinhood academy awards 2022”, which is the Merchant Popular award, the most popular sushi restaurant of the year.

The company has joined Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC) which is an initiative under Thailand’s Institute of Directors (IOD), the Thai Chamber of Commerce, Foreign Chambers of Commerce, Thai Listed Companies Association, The Thai Bankers’ Association, The Federation of Thai Capital Market Organizations, The Federation of Thai Industries, and The Tourism Council of Thailand on 1st September 2011 and was evaluated and certified as a member of Thailand’s Private Sector Collective Action Coalition Against Corruption on 22nd April, 2016 and has been completed the 2nd renewed on October 5, 2022 and shall renew the membership again after 3 years.

The Company has laid out the “Anti-Corruption Policies” as a guideline for all employees of the Company to adhere to in their operation as well as for all relevant stakeholders to acknowledge the Company’s intention and business operation guidelines, the Company also publicizes its Anti-Corruption Policies on the Company’s website and issued letters for all its trading partners to notify them to keep the business dealings honest and transparent under the measures that have been

laid out and invited all trade partners to express their intention to join the Private Sector Collective Action Coalition Against Corruption. Furthermore, the Company also communicated its no-gift policies to its employees as well as notifying all its stakeholders through the Company's website for all parties to strictly adhere to.

The Chairman then welcomed shareholders' queries for more details and other views. There were no queries or recommendations, the Chairman asked to cast the votes to acknowledge the Operating Performance Results of the Company for Full Year (FY) 2022

Resolution: The Meeting acknowledged the Operating Performance Results of the Company for Full Year (FY) 2022 (no voting required)

Agenda Item 3. To consider and approve the financial statements for the year ended on December 31st, 2022, which have been certified by the auditor.

The Chairman has invited Mr. Gun Srisompong, Chief Financial Officer and Vice President of Finance and Administration, to present the details for the consideration of the Shareholders.

Mr. Gun Srisompong stated that the Company's separate financial statement and the consolidated financial statement for the year ended on December 31st 2022 have been audited by the auditor who expressed his unqualified opinion detailed as follows;

The overall business situation in 2022 showed an improvement in the domestic hotel industry, particularly in the second half of the year after the country fully reopened in July 2022, and due to the government-supported "Rao Tiew Duay Kan" (We travel together) program aimed at boosting the tourism industry. Additionally, Centara hotels have resumed normal operations, with all 19 company-owned hotels operating in Q4/2022, and all company-managed hotels operating.

Despite the war situation between Russia and Ukraine, the overall picture in 2022 showed that it did not significantly affect tourism, which is the Company's primary business. Phuket Province welcomed Russian tourists, accounting for 15% of all foreign tourists arriving in Phuket in 2022. In terms of the food business, the Company has continued to expand with new brands. In May 2022, Central Restaurants Group Co., Ltd. acquired 51% of shares in Food Selection Group Co., Ltd., which operates a Japanese food distribution business under the Shinkansen Sushi brand. By the end of 2022, there were a total of 44 branches in operation.

According to the consolidated financial statements of the Company and its subsidiaries as of December 31, 2022, the Company had a total asset of 48,166 million Baht, comprising of current assets of 6,315 million Baht, an increase of 10% compared to 2021, mainly from an increase in trade and other receivables and a rise of inventories on operation activities and non-current assets of 41,851 million Baht. Total liabilities of 29,275 million Baht, a decrease of 2.9% compared to the end of 2021. The decreases in total liabilities were mainly from a decline in bank overdrafts and short-term loans from financial institutions and a decrease in lease liabilities.

The Company had total Shareholders' Equity of Baht 18,891 million, an increase 2.5%, mainly resulted from an increase in unappropriated retained earnings of operation result in 2022.

In addition to the Company's business situation, Mr. Gun Srisompong reported on the Company's liquidity as of 31 December 2022. The Company had cash and cash equivalents of approximately 3,100 million baht, with approximately 1,800 million baht from the hotel business and 1,300 million baht from the food business. Moreover, in Q1/2023, the hotel business has a credit line of approximately 3,600 million baht, and the Finance Department plans to issue debentures to repay loans and debentures due within Q2/2023 and Q3/2023. The Company has also sought additional loans to support investment activities for new projects in the Maldives and renovation projects at Centara Karon Resort Phuket and Centara Grand Mirage Beach Resort Pattaya. At present, several financial institutions have shown interest in granting credit to the Company, and negotiations are ongoing. In summary, the Company's overall liquidity is sufficient for its business operations.

At the ended of 31 December 2022, the Company achieved total Revenues of 18,216 million Baht (2021: 11,635 million Baht), an increase of 6,581 million Baht (or 57%), with the proportion of total revenues between the Hotel Business and the Food Business being 36%:64% respectively. The Company achieved an EBITDA of 4,411 million Baht (2021: 2,004 million Baht), an increase of 2,407 million Baht (or 120%) compared to the previous year according to the growth from both the hotel and food businesses. An EBITDA Margin of 24% was an increase from the same period last year (2021: 17%). The Company had a Net profit of 398 million Baht compared to a Net loss of 1,734 million Baht last year or a growth of 123% compared to the previous year.

The Company's interest-bearing debt (excluding lease liabilities) at the end of 2022 was approximately 15,300 million baht, representing a 2% decrease compared to 2021. The Company is also in the process of acquiring loans and debentures at a fixed interest rate and using operating cash flow to repay loans with high floating interest rates.

Mr. Gun Srisompong also reported on the Company's business plan for the next three years for both the hotel and food businesses. The total expected investment is approximately 15,000 to 23,000 million Baht. In 2023, the expected investment plan is approximately 4,400 to 6,800 million Baht, with approximately 1,000 to 1,500 million Baht for the food business and 3,400 to 5,300 million Baht for the hotel business. The investment will be made for the development of two new islands in the Maldives, and for the renewal of a long-term lease of a hotel in Hua Hin, which is currently in the process of negotiation and contract drafting with the lessor. Renovations for two hotels, Centara Karon Resort Phuket and Centara Grand Mirage Beach Resort Pattaya, will begin in Q3/2023.

According to the business outlook in 2023 for the Company's hotel and food businesses is as follows. The hotel business is expected to have an average occupancy rate of 68% to 72%, with an average revenue per room of 3,350 to 3,650 Baht. For the food business, it is expected that the sales growth of existing branches (%SSS) will be 7% to 9%, the growth rate of total sales (%TSS) will be 13% to 15%, and the number of branches will increase by an estimated 120 to 150 branches.

The Board of Directors has considered and approved the consolidated financial statements of the Company and its subsidiaries as of 31 December 2022, as presented in the 2022 Annual

Report on pages 249 to 367. The financial statements have been audited by certified auditors from EY Office Limited and have been prepared in accordance with financial reporting standards. The financial statements present correct and accurate data and have been reviewed by the Audit Committee.

The Chairman then welcomed shareholders' queries for more details and other views. There were no queries or recommendations, the Meeting therefore proceeded to cast the votes.

Resolution: The shareholders' Meeting has considered and resolved to approve the financial statements for the year ended on December 31, 2022, which have been audited and certified by a certified public accountant with the following votes;

Approve	1,103,418,150	votes (100%)
Disapprove	-	votes
Abstentions	-	votes
Invalid voting ballots	-	votes

Agenda Item 4. To consider and approve the allocation of profit for the statutory reserve and no dividend payment for the 2022 operating results.

The Chairman has invited Mr. Gun Srisompong, Chief Financial Officer and Vice President of Finance and Administration, to present the details to the Shareholders for consideration.

Mr. Gun Srisompong declared that the Company's dividend payment policy stipulated dividend payment shall be no less than 60 percent of the net profit after income tax, unless in the event of business expansion, in which case, it may consider refraining from paying dividends or pay dividends at less than 60 percent of its net profit.

When considering dividend payment, the net profit will be referred to from the separate financial statements. Although the Company had a net profit of 398 million baht in 2022 according to the consolidated financial statements, the separate financial statement still showed a net loss of 29 million baht. Furthermore, the Company has an investment plan for business expansion as described on Agenda 3. However, the management team is confident that the operational results in 2023 will show significant improvement.

The Board has considered that the Meeting shall approve no dividends payment for the performance of the year 2022.

The Chairman then welcomed shareholders' queries for more details and other views. There were no queries or recommendations, the Meeting therefore proceeded to cast the votes.

Resolution: The Meeting considered and unanimously resolved to approve no dividends payment for the performance of the year 2022 by a majority of vote of the shareholders attending the Meeting and vote as follows:

Approve	1,103,281,150	votes (99.99%)
Disapprove	137,000	votes (0.01%)
Abstentions	-	votes
Invalid voting ballots	-	votes

Agenda Item 5. To consider and appoint Directors to replace those who retire by rotation for the year 2023

The Chairman invited Mrs.Paranee Galviroj, the Company Secretary, to propose to the Meeting to consider appointing Directors to replace those retiring by rotation for the year 2023

Mrs.Paranee Galviroj declared that, according to the Company's Articles of Association, one-third of the Directors shall be retired, in each Annual General Meeting of Shareholders, in 2023, there are 4 Directors who shall be retired by rotation as follows;

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| 1. Mr. Norachit Sinhaseni | Independent Director /
Member of Audit Committee /
Chairman of Nomination and Compensation Committee /
Chairman of Risk Management and Corporate Governance Committee |
| 2. Mrs. Chintana Boonyarat | Director |
| 3. Mrs. Supatra Chirathivat | Director /
Senior Executive Vice President - Corporate Affairs & Social Responsibilities |
| 4. Mr. Thirayuth Chirathivat | Chief Executive Officer /
Director /
Member of Risk Management and Corporate Governance Committee |

The company had allowed the Shareholders to nominate an individual to be considered as the Director of the Company in advance between 1st October 2022 – 1st February 2023 by publicizing via the Stock Exchange of Thailand news system as well as the Company's Website (<http://www.centarahotelsresorts.com/investors.html>). However, no shareholder made any nomination for an individual to be considered as the Director of the Company.

The Board of Directors, excluding those Directors who have interests over the matter, had considered and agreed with the proposal of the Nomination and Compensation Committee. It is deemed appropriate to propose to the shareholders to consider appointing 4 retired Directors in 2023 to be the Company's Director for another term, namely.

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| 1. | Mr. Norachit Sinhaseni | Independent Director /
Member of Audit Committee /
Chairman of Nomination and Compensation
Committee /
Chairman of Risk Management and Corporate
Governance Committee |
| 2. | Mrs. Chintana Boonyarat | Director |
| 3. | Mrs. Supatra Chirathivat | Director /
Senior Executive Vice President - Corporate Affairs &
Social Responsibilities |
| 4. | Mr. Thirayuth Chirathivat | Chief Executive Officer /
Director /
Member of Risk Management and Corporate
Governance Committee |

The brief Resume of each Directors are presented in the attachment number 3, regarding the document of Invitation to the 2023 Annual General Meeting of Shareholders.

All individuals nominated in this meeting had undergone a thorough consideration by the Board of Directors and found to have the appropriate qualification for the operation of the Company's business, furthermore, the individual nominated as an Independent Director shall be able to provide independent comment under the relevant regulations.

Every individual proposed to be appointed as Directors have all the qualifications sets forth in the Company's Articles of Association, the Public Company Limited Act, the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. Each of the proposed individual has a wide range of knowledge and abilities and has experience in hotel business management and other businesses that are beneficial to the Company, able to devote their time and talent to the best interests of the Company, its shareholders and all of its stakeholders, hence, they are suitable to hold the position of the Company's Directors. It shall be noted that the Company had set forth the criteria of Director's independence to a stricter standards than as required by the requirements of the Securities and Exchange Commission.

Remarks: The Company had set forth the criteria of Director's independence to a stricter standards than as required by the requirements of the Securities and Exchange Commission, details are presented in the 2022 Annual Report, page 219-220.

The Chairman then welcomed shareholders' queries for more details and other views. There were no queries or recommendations, the Meeting therefore proceeded to cast the votes by individually.

Resolution The Meeting has considered and resolved to appoint 4 retired Directors in 2023 to be the Company's Director for another term as proposed above, by a majority of vote of the shareholders attending the Meeting and vote with individual resolutions as follows:

1. Mr. Norachit Sinhaseni	receives the following votes	
Approve	1,095,778,198	votes (99.31%)
Disapprove	7,639,952	votes (0.69%)
Abstained	-	votes
Invalid voting ballots	-	votes
2. Mrs. Chintana Boonyarat	receives the following votes	
Approve	1,092,865,197	votes (99.04%)
Disapprove	10,552,953	votes (0.96%)
Abstained	-	votes
Invalid voting ballots	-	votes
3. Mrs. Supatra Chirathivat	receives the following votes	
Approve	1,095,569,197	votes (99.29%)
Disapprove	7,848,953	votes (0.71%)
Abstained	-	votes
Invalid voting ballots	-	votes
4. Mr. Thirayuth Chirathivat	receives the following votes	
Approve	1,101,468,997	votes (99.82%)
Disapprove	1,949,153	votes (0.18%)
Abstained	-	votes
Invalid voting ballots	-	votes

Agenda Item 6. To consider and approve the Directors' compensation for the year 2023

The Chairman invited Mrs. Paranee Galviroj, the Company Secretary, to propose to the Meeting to consider and approve the Directors' compensation for the year 2023.

Mrs. Paranee Galviroj stated that the Nomination and Compensation Committee had thoroughly considered to determine the compensation for the Directors to be at a similar rate to other listed companies in the Stock Exchange of Thailand, considering the duty, responsibility, operational success that reflected to operational turnout, and other related surrounding factors as well as comparing with the compensation rates of other companies in the same or similar business segment. The Board of Directors therefore have considered and thereby agreed with the proposal of the Nomination and Compensation Committee, it is deemed appropriate to propose to the shareholders to consider and approve the Directors' compensation for the year 2023 in the amount

limit of not more than 10,000,000 Baht (Ten million Baht only), which has the same compensation payment structure in 2022 as laid out in Attachment Number 4, regarding the document of Invitation to the 2023 Annual General Meeting of Shareholders.

It shall be noted that in 2022, the actual compensation paid to the Company's Directors is 9,855,000 Baht, (nine million and eight hundred fifty-five thousand Baht only), which is in accordance with the payment structure approved by the Shareholders, details are shown in the 2022 Annual Report, page 243.

The details of the compensation are as follows;

1. Monetary Compensation

- Quarterly Compensation and Meeting Allowance

Type of Compensation	Compensation (Baht)		
	2022	2023 Proposal	Increased
1. Quarterly Compensation (Baht/Quarter)			
- Chairman of the Board of Director	100,000	100,000	-
- Chairman of the Audit Committee	70,000	70,000	-
- Director	60,000	60,000	-
2. Meeting Allowance for Directors Meetings (Baht/Time)			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-
3. Meeting Allowance for Executive Directors Meetings (Baht/Time)			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-
4. Meeting Allowance for Audit Committee Meetings (Baht/Time)			
- Chairman	40,000	40,000	-
- Director	30,000	30,000	-
5. Meeting Allowance for Nomination and Compensation Committee Meetings (Baht/Time)			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-

6. Meeting Allowance for Risk Management and Corporate Governance Committee Meeting (Baht/Time)			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-
The Amount limit pending Shareholders' Approval	10,000,000	10,000,000	-

- Bonus

The Company shall pay bonuses to the Directors upon conditions, details, forms and appropriate bonus payout rates as determined by the Board of Directors. The bonus shall be paid to Directors based on their performance and participation in the Meetings. The Company shall allocate the bonus from the remaining budget at the end of the year to each Director based on the Company's performance, operating performance and participation during Meetings. Executive Directors of the Company shall not receive Director's bonuses.

2. Other Compensations

The Company has granted the right to receive services at its hotels' restaurants to each Director at the amount limit of 80,000 Baht per Director

Restaurant Service Cost	2022	2023 Proposal	Increased
The Amount limit pending Shareholders' Approval (per person/per year)	80,000	80,000	-

The Chairman then welcomed shareholders' queries for more details and other views. There were no queries or recommendations, the Meeting therefore proceeded to cast the votes.

Resolution: The Meeting has considered and resolved to approve the directors' Compensation as proposed above for the year 2023 at the amount not exceeding 10.0 million Baht, by votes of not less than two-thirds of the shareholders who attend the Meeting and vote;

Approve	1,101,832,150	votes (99.86%)
Disapprove	1,586,000	votes (0.14%)
Abstentions	-	votes
Invalid voting slips	-	votes

Agenda Item 7. To consider and approve the appointment of auditors and to determine the audit fee for the year 2023

The Chairman invited Ms. Sopawadee Lertmanaschai, Chairwoman of Audit Committee, to present a report on the appointment of auditors and determination of the audit fees for the year 2023 for the Meeting to consider and approve.

Ms. Sopawadee Lertmanaschai, Chairwoman of Audit Committee had presented the report to the Meeting, which can be summarized as follows;

The Board of Directors, with the consideration and recommendation of the Audit Committee, agrees to appoint the auditors from EY Office Co., Ltd. to be the auditor of the Company and its subsidiaries for the year 2023 as follows:

1. Mr. Wichart Lokatekrawee Certified Public Account Registration No. 4451, or;
2. Ms. Kamonthip Lertwitworatthep Certified Public Account Registration No. 4377, or;
3. Ms. Sathida Rattananurak Certified Public Account Registration No. 4753, or;
4. Ms. Siriwan Nitdamrong Certified Public Account Registration No. 5906

The persons appointed above is independent and does not hold any interests with the Company, its subsidiary, executive, major shareholder or any affiliated person thereof.

Currently, EY Office Co., Ltd. is the auditor for the 40 companies and subsidiaries, and 1 mutual fund. The Company's auditor is Mr. Wichart Lokatekrawee, Certified Public Account Registration No. 4451, who has been the Company's auditor from 2018 to 2022 in total 5 years.

The Board of Directors, with the recommendation of the Audit Committee, agrees to propose to the Meeting to consider and approve the audit fees for the Company for the year 2023 at the amount of 1,890,000 Baht (one million eight hundred and ninety thousand Baht only), increase 21 percent compared to 2022 due to the Company received a discount from COVID-19 situation in 2022.

The Chairman then welcomed shareholders' queries for more details and other views. There were no queries or recommendations, the Meeting therefore proceeded to cast the votes.

Resolution: The Meeting has considered and resolved to appoint EY Office Co., Ltd. to be the auditor of the Company and its subsidiaries for the year 2023 and approved the audit fee for year 2023 is 1,890,000 Baht as proposed above by a majority of vote of the shareholders attending the Meeting and vote as follows;

Approve	1,068,748,011	votes (96.86%)
Disapprove	34,670,139	votes (3.14%)
Abstentions	-	votes
Invalid voting slips	-	votes

Agenda Item 8. To consider other matters (if any)

As no further inquiry or proposal for consideration is made in the Meeting, the Chairman of the Meeting therefore thanked all shareholders for taking their time to attend the Meeting and declared the Meeting closed at 3:50 p.m.

Chairman of the Board

(Mr. Suthikiati Chirathivat)

Minute-Taker

(Ms. Piyawan Navarat)

Company Secretary

(Mrs. Paranee Galviroj)