CORPORATE GOVERNANCE

Target and Performance

Long term target by 2030: The company has set a long-term target to pass corporate governance assessments every year, by a recognized institution.



2025 Performance: Achieved the 2030 target, the Company has passed Thai Listed Companies Corporate Governance Assessment from Thai Institute of Directors (IOD) by receiving an **"Excellent"** (5-stars) rating for the 8th consecutive year.



100% Corporate Governance (CG) policies are updated, communicated, public disclosed and implemented.

100% ESG risks are integrated in the Organizational risks.

100% Board of Director are trained Code of Conduct and Anti-corruption as annual basis

100% Executive, Manager and Employee are trained Code of Conduct and anti-corruption as annual basis

100% Monitor non-compliance, enforcement action, penalty and reporting periodically

100% Whistleblowing cases are investigated and corrected

Opportunities and Challenges

To attain business growth on the path of sustainability, the Company emphasizes Corporate Governance (CG), building on an anti-corruption culture, managing risks across the organization, preparing organizational competition readiness, and expanding long-term business opportunities.

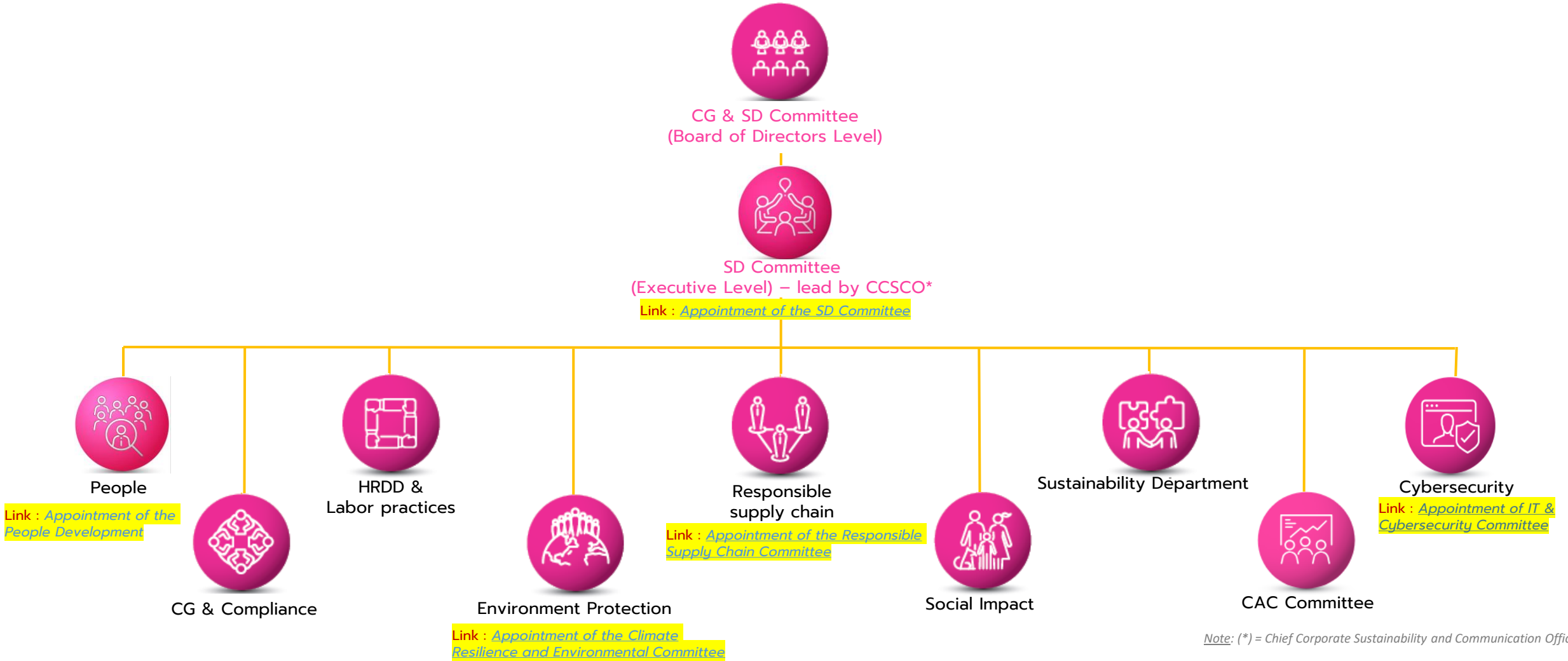
Policy and Management Approach

The company implements Zero tolerance policy and guidelines of the Corporate Governance (CG) and Business' Code of Conduct Manual in Thai, English, and Cambodian for a thorough understanding of executives, employees, and Company's representatives alike, to be applied as duties and responsibilities. All personnel must sign, acknowledge and strictly comply with the guidelines in the manual, to achieve Company's goals while maintaining the highest level of the Business' Code of Conduct.

See more ***Policies and Corporate Document***

Corporate Governance & Sustainable Development Committee

The company has announced the CG & SD Committee to oversee the efficiency and effectiveness of sustainability performance throughout the organization. The committee consists of senior executives from all departments related to economic, social and environmental aspects, responsible for setting targets, action plans to monitor performance and assigning the working teams to implement and drive the action plans to achieve 2030 sustainability strategies.



Note: (*) = Chief Corporate Sustainability and Communication Officer

Remark: (*) = Chief Corporate Sustainability and Communication Officer

Code of Conduct management system

Strategies	Description and 2025 performance
Policies and guidelines with clear responsibility and accountability	• Corporate Governance and Code of Conduct manual • Guideline for Fair Trade Practice and Treatment of Business Partners under Fair Trade Competition • Anti-Corruption policy • Supplier's Code of Conduct
Code of Conduct Monitoring Process	• Complaints are screened, investigated, resolved, and remediated • **100%** of complaints are fully investigated within two weeks • **100%** of investigation outcomes are reported to the Audit and Risk Management Committee (Board of Directors level) on a quarterly basis
Consultancy Hotline / Advisory	• Education & Consultancy channel within CG Journal (quarterly basis) • Whistle Blowing and issuer protection
Training & Communication	• **100%** of Board of Director are trained Code of Conduct and Anti-corruption as annual basis • **100%** of Executive are trained Code of Conduct and Anti-corruption as annual basis • **100%** of Manager are trained Code of Conduct and Anti-corruption as annual basis • **100%** of Employee are trained Code of Conduct and Anti-corruption as annual basis • **100%** of Supplier are trained and acknowledged the supplier's CoC manual
Motivation & Disciplinary	• Compliance link to employee remuneration. • CoC compliance are integrated to Employee performance & Promotion. • Disciplinary action of breach case as Company's Rules Manual
External verification	• Certificate by IOD - supported by The Stock Exchange of Thailand (SET) – rated **"Excellent"** (5-stars) for the 7th consecutive year. • Certification of CAC for Anti-corruption change agent

Trained and Communicated on Code of Conduct & Corporate Governance & Anti-Corruption Policy



Board of Director



Management-level



Non-management level, operational officers and staffs



New employees



Business partners acknowledge the anti-corruption policy through the Supplier's Code of Conduct.

Partnerships to Drive Sustainable Development

Since 2020, the Company has committed to the ten principles UN Global Compact (UNGC) to support human rights, labor practice, environment, and anti-corruption, as well as collaborating with the World Business Council on Sustainable Development (WBCSD). In 2021, the Company also endorsed the Women's Empowerment Principles (WEPs) to advocate workplace policies and practices that promote gender equality, enhancing sustainable performance in the process. And, in 2023 the Company participated in CDP - climate reporting (cdp-report-en.pdf)

Membership of Associations in 2025

The Thai Chamber of Commerce (TCC)	Netherlands Thai Chamber of Commerce
The Personnel Management Association of Thailand (PMAT)	The Global Compact Network Thailand (GCNT)
The Thai Listed Companies Association (TLCA)	World Economic Forum
The Thai Institute of Directors Association (IOD)	Thailand Carbon Neutral Network
The Thai Retailers Association (TRA)	Italian Chamber of Commerce
Thai Rice Packers Association	Thai Frozen Foods Association
The Federation of Thai Industries (FTI)	World Business Council for Sustainable Development
The Regulatory Affairs Pharmacy Association (Thailand) (RAPAT)	Kanchanaburi Tourism Association
Thai-Russian Chamber of Commerce	CDP (Carbon Disclosure Project)
Asia-Pacific Economic Cooperation	

Association Membership Fees

Association	2020 (Baht)	2021 (Baht)	2022 (Baht)	2023 (Baht)	2024 (Baht)	2025 (Baht)
Lobbying, persuasion, or similar activities	0	0	0	0	0	0
Local, regional, or national political campaigns / associations / candidates	0	0	0	0	0	0
Trade associations or tax-exempt groups (e.g., expert groups)	248,988.85	1,028,817.14	1,048,253.77	1,797,483.76	1,867,682.38	2,623,233.09
Others (e.g., spending on voting or referendum measures)	0	0	0	0	0	0
Total	**248,988.85**	**1,028,817.14**	**1,048,253.77**	**1,898,816.26**	**1,980,708.38**	**2,723,735.09**
Climate disclosure – CDP	0	0	0	101,332.50	113,026	100,502

Top Spending of Sustainability Membership Fee

No.	Association	Description	Contribution (Baht): fiscal year 2025
1	The Global Compact Network Association (GCNT)	The world's largest sustainability development network drives strategic actions through broader social goals focusing on partnership building and innovative developments. It lays strategic operational groundwork under the ten principles of the UN Global Compact, covering four key areas: anti-corruption, environmental protection, labor practices and human rights.	1,400,000
2	World Economic Forum: WEF	An independent, non-profit international organization. It brings together leaders from business, government, academia, and civil society to discuss and shape global, regional, and industry agendas. Their mission is to improve the state of the world through public-private cooperation and stakeholder capitalism.	566,700
3	The World Business Council for Sustainable Development (WBCSD)	The global organization as a community of around the world over 200 leading business CEOs to promote and create a sustainable in terms of economic, social, and environmental aspects. The council works on several related issues in attaining the 17 Sustainable Development Goals (SDGs).	346,762.5
4	The Thai Chamber of Commerce (TCC)	The premier private-sector organization representing the business, trade, and industrial sectors in Thailand. Established to strengthen economic foundations and boost nationwide competitiveness, the TCC serves as a crucial bridge between local businesses and the government, as well as international trade partners	23,000
Total			**2,336,462.5**

Trade Associations and Lobbying - Climate Alignment

Target Carbon Neutral by 2030 and Net Zero by 2050, collaborate with i.e Thailand Carbon Neutral Network. This covers all jurisdictions where operates trade associations and lobbying activity. The management system in place with executive's accountability. The SD committee conduct quarterly review and monitor. The head of operation, logistic and construction lead the actions. The result are verified by external auditor and publicly available on website of TCNN





Whistleblowing

The company recognizes the importance of whistleblowing and complaints, so we have established a Whistleblowing Policy. This policy serves as a tool to prevent potential damage to our company's assets and reputation. It encourages both our staff and all internal and external stakeholders to report any practices that conflict with or are suspected of violating laws, regulations, ethics, or rights. This helps ensure we conduct business correctly and transparently, treating all stakeholders fairly in line with good corporate governance principles and international standards. All whistleblowing reports and complaints are processed through an independent third party, ensuring complete confidentiality while allowing complainants the choice to submit their reports either anonymously or with their identity disclosed.

See more ***Whistleblowing Website***
See more ***Whistleblowing Policy***

Channels for Complaints and Whistleblowing

Mail to:

Chairman of the Board / Chairman of the Audit Committee / Group Chief Executive Officer / Head of the Internal Audit Department

CP Axtra Public Company Limited.
1468 Phatthanakan Road, Phatthanakan subdistrict Suan Luang District, Bangkok 10250

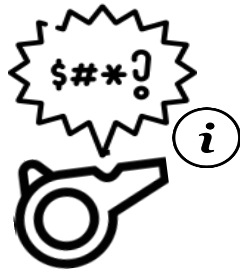
Email: cgoffice@cpaxtra.co.th

Toll-free: 1800019099 (Everyday 08:00 hrs. to 19:00 hrs.) *operated by an independent 3rd party*

Fax: 0-2067-9119

Complaint Management and Remediation Process

Whistleblowing Process



Complainant
(Colleague / Supplier)



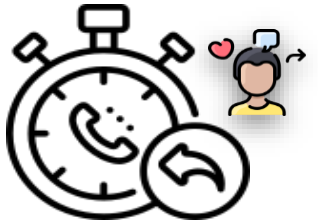
Complaints from all channels are categorized by case type.



3rd party submits reports to whistle blowing team within 24 hrs



All cases must be reviewed and investigated in a timely manner, and any non-compliance must be remediated and corrected including any applicable corrective actions, preventive



3rd party inform the complainant of the case outcome and remediation (if applicable), within 3 days of case closure.

Reporting on Code of Conduct Breaches Cases

Reporting on Code of Conduct breaches	Issued case	Makro	Lotus's (Thailand)	Lotus's (Malaysia)	CP Axtra	Confirmed	Under Investigation	Management Measure					
								Verbal Warning	Written Warning	Training	Suspension / Transfer	Legal action	Dismissal /Resigned
Breach category	Case												
• Conflict of Interest : COI	Case	5	3	0	8	4		2	0	0	1	0	1
• Money Laundering / Insider Trading	Case	0	0	0	0	-	-	-	-	-	-	-	-
• Corruption	Case	0	0	0	0	-	-	-	-	-	-	-	-
• Fraud & Bribery	Case	5	26	1	32	26	0	2	13	0	0	0	10
• Misconduct	Case	17	98	2	117	84	12	19	37	13	0	0	15
• Customer Privacy	Case	0	0	0	0	-	-	-	-	-	-	-	-
• Discrimination	Case	41	114	37	192	104	7	18	35	27	1	0	17
• Harassment	Case	33	99	1	133	96	9	23	38	29	1	0	1
• Sexual Harassment	Case	0	3	0	3	2	0	0	1	1	0	0	0
Fine & Penalty	Baht	-	-	-	-	-	-	-	-	-	-	-	-
Closed Action of Substantiated cases	%	65%						21%	37%	22%	1%	0%	12%
Correction	%	94%						14%	24%	14%	1%	0%	8%

The amount of fines related to corruption and bribery	**0 THB** (0 case)

The amount of convictions related to corruption and bribery	**0 case**

Reporting on Community, Social & Environmental breaches

Description	Unit	Total	Makro	Lotus's (Thailand)	Lotus's (Malaysia)
Beaches case	Case	0	0	0	
Fine & Penalty	Baht	0	0	0	
Closed Action of Substantiated cases	%	-	-	-	
Correction	Compensation for construction-related damages paid to those affected				

The amount of fines related to Community, Social & Environmental	**0 THB** (0 case)

The amount of convictions related to Community, Social & Environmental	**0 case**

'AXTRA CG DAY 2025: Good Governance for Sustainable Growth

CP Axtra reinforced the commitment to corporate governance by hosting "**AXTRA CG DAY: Good Governance for Sustainable Growth**" on July 16, 2025, at CP AXTRA Head Office. The event underscored the company's dedication to embedding strong governance principles as the cornerstone of its business operations while cultivating a culture of transparency, accountability, and fairness across all stakeholder relationships.

The company continues to foster good governance as part of its organizational DNA, systematically integrating governance principles across all work processes—from head office to its extensive network of stores nationwide. This approach ensures that true sustainability begins from within and extends outward to positively impact the broader community.

The event demonstrated strong commitment from every organizational level, with attendance from CP AXTRA's Board of Directors and executives, led by Mr. Suphachai Chearavanont, Chief Executive Officer of Charoen Pokphand Group and Chairman of CP AXTRA's Board of Directors. Employees from head office and over 2,600 Makro and Lotus's stores nationwide participated both in-person and online. The event also welcomed media representatives and honored guest Ms. Sineenart Chamsri, Senior Vice President of Corporate Sustainability Development at the Stock Exchange of Thailand, reinforcing the shared commitment to governance excellence.



Annual Whistleblowing Training

The Company conducts mandatory annual whistleblowing training for all employees to reinforce our commitment to maintaining the highest standards of ethical conduct and encouraging a speak-up culture in the organization. This comprehensive training ensures that all colleagues understand their rights and responsibilities regarding the reporting of misconduct, illegal activities, or unethical behavior within the organization, while actively encouraging them to voice concerns when they witness wrongdoing. By providing clear guidance training on how to identify potential issues, navigate the reporting process, and understand the protections available to whistleblowers, this training encourage employees to step forward and speak up. We believe that every employee has a vital role in safeguarding our organization's integrity by promptly reporting concerns, no matter how minor they may seem. The annual training ensures compliance with regulatory requirements, and maintaining stakeholder trust.

