



Audit Committee Charter

CP Axtra Public Company Limited

Audit Committee Charter

Purpose

To assist the CP Aextra Public Company Limited (“the Company”)’s Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the Company’s process for monitoring compliance with laws and regulations and the code of conduct.

Audit Committee Structure

1. The Board of Directors shall appoint at least 3 independent directors (“Audit Committee members”) to be the Audit Committee. One member shall serve as Chairperson.
2. The Audit Committee members shall fully meet the qualifications prescribed by the Securities and Exchange Commission, or the Capital Market Supervisory Board and at least one member shall have sufficient knowledge and experience in accounting or finance.

Term of Membership

1. The term of office for the Audit Committee members is three years.
2. The Audit Committee members may be re-appointed for another term by the Board of Directors, but the Board shall not consider re-appointing such members automatically. The Audit Committee members shall hold positions not exceeding nine years.
3. In case of any vacancy in the Audit Committee, the Board shall select a qualified candidate who possesses no prohibited characteristics to serve as a member of the Audit Committee. Such substitute member of the Audit Committee shall hold office only for the remaining term of office of such member whom he/she replaces.

Meetings

The committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require. All committee members are expected to attend each meeting, in person or via teleconference or electronic meeting (E-Meeting). The committee will invite members of management, auditors, or others to attend meetings and provide pertinent information, as necessary. For each Audit Committee Meeting, at least half of the total number of Audit Committee Members is required to make a quorum.

Audit Committee Secretary

The Audit Committee will be responsible for electing a secretary annually to perform the following duties:

1. Provide notification of meetings to other Committee members.
2. Draft minutes of the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. The minutes should be forwarded to the Committee Chairperson for review and subsequently to all members of the Committee.
3. Provide detailed documentation and minutes regarding any discussion of the criteria set forth in the Committee Responsibilities. In the event of a concern of accounting irregularities, fraud, or a significant violation of senior management is established, careful attention must be given to the level of detail in regard to the completeness and accuracy of the minutes.

Authority

The audit committee has authority to conduct or authorize investigations into any matters within its duties and responsibilities, as necessary. It is empowered to:

1. obtain independent professional opinions or advice for the matters related to its duties and responsibilities, as necessary.
2. access to any information it requires and to request a meeting with management, employees, or external parties, as appropriate.

Duties and Responsibilities of the Audit Committee

1. To review the Company's financial report in order to ensure that it is accurate and adequate.
2. To review the Company's internal control system including risk management and internal audit system ensuring that they are suitable and effective, to determine the degree of independence of the internal audit group, as well as to approve the appointment, transfer and dismissal of the head of an internal audit group or any other group responsible for internal audit functions within the Company.
3. To review the Company's compliance with the laws on Securities and Exchange, the SET's regulations, and any other laws relating to the Company's business.
4. To consider the qualifications, independence, performance and audit fee of the external auditors in order to exercise final approval on the appointment or termination of the auditors.

5. To meet separately with the external auditors without the presence of management at least once a year.

If the external auditors discover any suspicious circumstance that the director, manager, or any person responsible for the Company's operation commits an offence under Section 89/25 of the Securities and Exchange Act B.E.2535, the Audit Committee shall report the initial suspicious circumstance to the SEC Office immediately after informed by the external auditors; and report the progress report to the SEC Office and the external auditors during the investigation period.
6. To review any connected transactions or transactions that may lead to a conflict-of-interest situation, in order to ensure that they are in full compliance with the laws and regulations of the SET as well as that such transactions are reasonable and undertaken for the fullest benefit of the Company.
7. To review the Company's compliance with private sector's anti-corruption and certification programs, including the Collective Action Coalition against Corruption's Self-Evaluation Tool.
8. Review the whistle-blowing report prepared by Internal Audit Department on a quarterly basis and oversee the Company's whistle-blowing process for receiving whistle-blowing information and taking appropriate action.
9. To review the consistency of the financial reports with other information on financial position and operating results that the Company had disclosed to investors or related parties.
10. To review that the Company has established internal controls to monitor that the proceeds from the raising of funds had been appropriately used according to the disclosed objectives.
11. To prepare the Audit Committee's Report to be included in the Company's Annual Report, which must be signed by the Audit Committee Chairman and consists of at least the following information:
 - a. An opinion on the accuracy, completeness, and reliability of the Company's financial report.
 - b. An opinion on the adequacy of the Company's risk management and internal controls system.
 - c. An opinion on the compliance with the laws on Securities and Exchange, the SET's regulations or any other laws relating to the Company's business.
 - d. An opinion on the suitability of an auditor.
 - e. An opinion on the transactions that may lead to conflict-of-interest situations.
 - f. The number of the Audit Committee meetings and the attendance record at such meetings by each member of the Audit Committee.
 - g. Any opinions or comments that are received by the Audit Committee in performing its duties in accordance with its Charter.
 - h. Other transactions which, in the opinion of the Audit Committee, should be made known to the Shareholders and general investors, subject to the scope of duties and responsibilities as assigned by the Company's Board of Directors.

12. To perform any other activities as assigned by the Company's Board of Directors and concurred to by the Audit Committee.

Amendment Records

<u>Amendment No.</u>	<u>Date</u>	<u>Page</u>	<u>Details of Major Change</u>
1	18/11/2016	Page 1 Page 2	Clearly define term of membership Identify the Audit Committee's authority and add duty and responsibility for termination of the external auditor
2	08/08/2017	Page 3 Page 3	Add duty and responsibility for expressing opinion on the adequacy of the Company's risk management system Add duty and responsibility for reviewing the Company's compliance with private sector's anti-corruption and certification programs, including the Collective Action Coalition against Corruption's Self-Evaluation Tool
3	08/08/2019	Page 1	Revise term of membership previously identified as "the Audit Committee members shall not serve for more than three consecutive terms or nine years (starting from 2017 Annual General Shareholders' Meeting onwards)" to "the Audit Committee members shall hold positions not exceeding nine years"
4	30/07/2020	Page 2	Clearly define duty and responsibility for reviewing the risk management system and edit wording from internal audit function to internal audit system
5	05/11/2021	Page 3	Add duty and responsibility for reviewing and overseeing the whistle-blowing process, aligning with current practice
6	09/11/2022	Page 3	Amend chairman of the Audit Committee
7	27/07/2023	Page 1	Change the Company Name and clearly define a quorum
8	08/11/2023	Page 3	Add duty and responsibility according to the Audit Committee's Best Practice Guideline issued by the SEC Office
9	01/02/2024	Page 1	Change wording videoconference to E-Meeting