



Scope, Authority, Duties and Responsibilities
of
the Executive Committee

CP Axtra Public Company Limited

(Effective From 18 February 2022)

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1. Objectives

The Board of Directors (“the Board”) of CP Aextra Public Company Limited (“the Company”) has appointed the Executive Committee (“Excom”) according to guidelines for good corporate governance of listed companies. To support the Company and group of companies under CP Aextra Public Company Limited to operate their businesses in accordance with the policies, strategies and business directions as approved by the Board of Directors. Consequently, the Board of Directors approved the scope, authority, duties, and responsibilities of the Executive Committee to perform their duties with maximum efficiency and build confidence to all stakeholders.

2. Duties and responsibilities of the Executive Committee

- 1) Review and propose to the Board of Directors for approval on the followings matters:
 - 1.1) Company's strategies, financial targets and business plan
 - 1.2) Annual budgeting
 - 1.3) Investment and disposal of assets with total value of more than Baht 500 million and any other related business transactions under the scope of authority of the Executive Committee, except related party transactions and transactions that may have conflict of interests between the Company and its related persons
 - 1.4) Transaction and process of merger and acquisition and investment in new countries
- 2) Monitor and control the performance of the Company and its subsidiaries to achieve the financial target and business plan.
- 3) The Chairman of Executive Committee or any persons authorized by the Chairman of Executive Committee has the power to approve the management structure of the Company and its subsidiaries including the scope of authority of the Company and its subsidiaries.
- 4) Review and approve transactions on investment and disposal of assets with total value of exceeding Baht 200 million but limited to Baht 500 million and any other related business transactions under the scope of authority of the Executive Committee, except related party transactions and transactions that may have conflict of interests between the Company and its related persons

- 5) Consider financing options when there is a need for a source of funds for various investment projects e.g. issuance of debentures, capital increase, borrowings from financial institutions, etc.
- 6) Monitor the progress and results of synergy between Makro and Lotus's to create value for B2B and B2C businesses.
- 7) Appoint the working team to drive the synergies between Makro and Lotus's (B2B and B2C)
- 8) Oversee various operations related to sustainability
- 9) Perform any other tasks as considered appropriate and assigned by the Board of Directors.
- 10) The Chairman of Executive Committee has sole authorization to appoint / remove the Executive Committee members as deemed appropriate by taking into an account for the best interests to the Company.

Records of Revision

<u>Revision No.</u>	<u>Date</u>	<u>Revised Section</u>	<u>Description of Revision</u>