



Charter of the Executive Committee

CP Axtra Public Company Limited

(Effective from 1 October 2024)

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1. Objectives

The Board of Directors ("the Board") of CP Axta Public Company Limited ("the Company") appointed the Executive Committee ("the ExCom") to oversee the management and operations of the Company and companies in the Group of CP Axta Public Company Limited in accordance with the policies, strategies and business directions as prescribed by the Board of Directors in order to operate business with maximum efficiency and build confidence to all stakeholders.

2. Composition and Qualifications

- 2.1 The ExCom comprises of the Company's directors, Group Chief Executive Officer, and senior executives of the Company. The number is deemed appropriate by the Board.
- 2.2 The ExCom must have knowledge, abilities, and suitable experience, especially in the business and industry in which the Company operates and able to dedicate sufficient time to perform duties as well as have no prohibited characteristics prescribed by law in the Public Limited Company Act and other relevant laws.
- 2.3 Group Chief Executive Officer has been appointed as a member of the ExCom by position.
- 2.4 Head of Company Secretary Department or a person assigned by head of Company Secretary Department, who has been approved by the ExCom, shall act as the secretary of the ExCom.

3. Appointment, Tenure and Termination

3.1 Appointment of the ExCom

- 3.1.1 The ExCom must be appointed by the Board.
- 3.1.2 The Chairman of the ExCom may be appointed by the Board or by the ExCom members.
- 3.1.3 The Chairman of the ExCom may elect one or more the ExCom members to serve as Vice Chairman of the ExCom.

3.2 Tenure

- 3.2.1 In the case of members of the ExCom are a director of the Company, the tenure shall follow the tenure of their directorship, unless the Board resolves otherwise.
- 3.2.2 In the case of members of the ExCom are an executive of the Company, the tenure shall follow the tenure of executive position, unless the Board resolves otherwise.
- 3.2.3 When completing their terms, the ExCom's members are eligible for re-election.

3.3 Termination

- 3.3.1 Members of the ExCom shall be terminated upon the termination of their directorship, or the termination of being an executive of the Company, or the Board's resolution to terminate their position.
- 3.3.2 Members of the ExCom shall be terminated upon disqualification as a member of the ExCom, or possessing of prohibited characteristics as prescribed by the law pertaining to Public Company Limited, the Securities and Exchange Act and/or other applicable laws.

3.3.3 To resign from the ExCom, a resignation letter shall be submitted to the Chairman of the Board. The resignation shall be effective from the date on which the Chairman of the Board receives the resignation letter.

4. Roles and Responsibilities

- 4.1 Perform duties within the scope of the law, objectives and Articles of Association, as well as resolutions of the Board and resolutions of the shareholders' meeting with duty of loyalty, duty of care, accountability, ethic, and taking into account the interests of all shareholders equally.
- 4.2 Oversee and monitor the Company's operation and performance and its subsidiaries in accordance with budget and goals set.
- 4.3 Consider and approve the investment in projects, investment in new countries, or other investment related to business of the Company and its subsidiaries as well as the acquisition and disposal of assets with a total value of more than Baht 200 million but not exceeding Baht 500 million. Except for connected transactions or transactions that may cause conflicts of interest between the Company and related persons, to conform with the requirements of relevant laws.
- 4.4 Consider and approve the operations that are normal business transactions of the Company to conform with the investment budget or the budget approved from the Board, with the amount of money for each item in accordance with the approval authority table approved by the Board.
- 4.5 Appoint the Company's representatives to serve as a director of subsidiary companies or associate companies in accordance with Policy on Supervisory of Subsidiaries and Associate Companies.
- 4.6 Review the following matters prior to propose to the Board for approval
 - 4.6.1 The Company's strategies, financial targets, annual budget, and business and operational plan.
 - 4.6.2 The investment in projects, investment in new countries, or other investment related to business of the Company and its subsidiaries as well as the acquisition and disposal of assets with a total value of more than Baht 500 million.
 - 4.6.3 Review any other matters related to the Company's operations or overseeing the operations of the Company or its subsidiaries.
- 4.7 Appoints the secretary of the ExCom.
- 4.8 In performing its duties, the ExCom may seek opinions from independent consultants or other professional consultants and has the authority to hire consultants or external independent experts to provide opinions or advice as necessary and appropriate, at the Company's expense.
- 4.9 Perform other duties as assigned by the Board.

5. Meeting

5.1 Number of meeting

The ExCom shall hold meetings at least once a month. In case of necessity, the Chairman of the ExCom has the power to cancel monthly meetings or may call for additional meetings as a special case.

5.2 The Chairman of the ExCom considers and approves the agenda of meetings, as well as other matters proposed by any directors. At the ExCom meeting, the chairman of the meeting may allow any other person to attend the meeting or provide opinions to the meeting.

5.3 Attendees

5.3.1 The quorum of the ExCom meeting requires not less than half of the members. The Chairman of the committee is the Chairman of the meeting.

5.3.2 In case the Chairman of the ExCom is not present or is unable to perform his duty, the Vice Chairman shall act as chairman of the meeting.

5.3.3. The secretary of the ExCom or a designated person must attend every Meeting.

5.4 Exercising Votes

5.4.1 Resolutions of the committee meeting require a majority vote. Each member has one vote. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

5.4.2 Members of the ExCom having any vested interest in any agenda being considered must excuse themselves and abstain from voting on that particular matter.

5.5 Minutes of Meetings

The secretary of the ExCom or a designated person shall take the minutes of meetings and keep the approved minutes of meetings for reference and audit purposes.

6. Performance Assessment

The ExCom is required to conduct performance assessment of the ExCom as a whole and the individual self-assessment every year. The secretary of the ExCom is responsible for preparing a summary of the results of assessment and report to the ExCom and the Board for acknowledgement as well as to disclose the result in the Annual Registration Statements / the Annual Report (Form 56-1 One Report).