

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.



2024 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 7th 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

Code of Conduct management system

Strategies	Description and 2024 performance
Policies and guidelines with clear responsibility and accountability	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • Education & Consultancy channel within CG Journal (quarterly basis) • Whistle Blowing and issuer protection
Training & Communication	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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

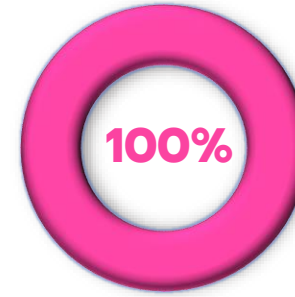
Trained and Communicated on Code of Conduct & Corporate Governance & Anti-Corruption Policy



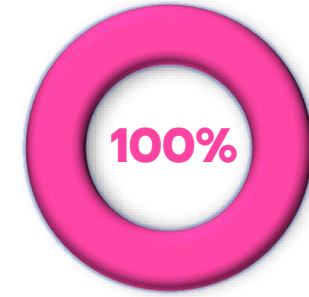
Board of Director



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 2024

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)
Lobbying, persuasion, or similar activities	0	0	0	0	0
Local, regional, or national political campaigns / associations / candidates	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
Others (e.g., spending on voting or referendum measures)	0	0	0	0	0
Climate disclosure – CDP	0	0	0	101,332.50	113,026
Total	248,988.85	1,028,817.14	1,048,253.77	1,898,816.26	1,980,708.38

Top 3 Spending of Sustainability Membership Fee

No.	Association	Description	Contribution (Baht): fiscal year 2024
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.	700,000
2	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).	373,792.50
3	Thai Chamber of Commerce (TCC)	The intermediary institute promotes enterprises and collaborates between business entities, traders, the private sector, and the Thai government under the Chamber of Commerce Act 1966.	23,635.21

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.

See more [***Whistleblowing***](#)

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 Aextra Public Company Limited.

1468 Phatthanakan Road, Phatthanakan subdistrict Suan Luang District, Bangkok 10250

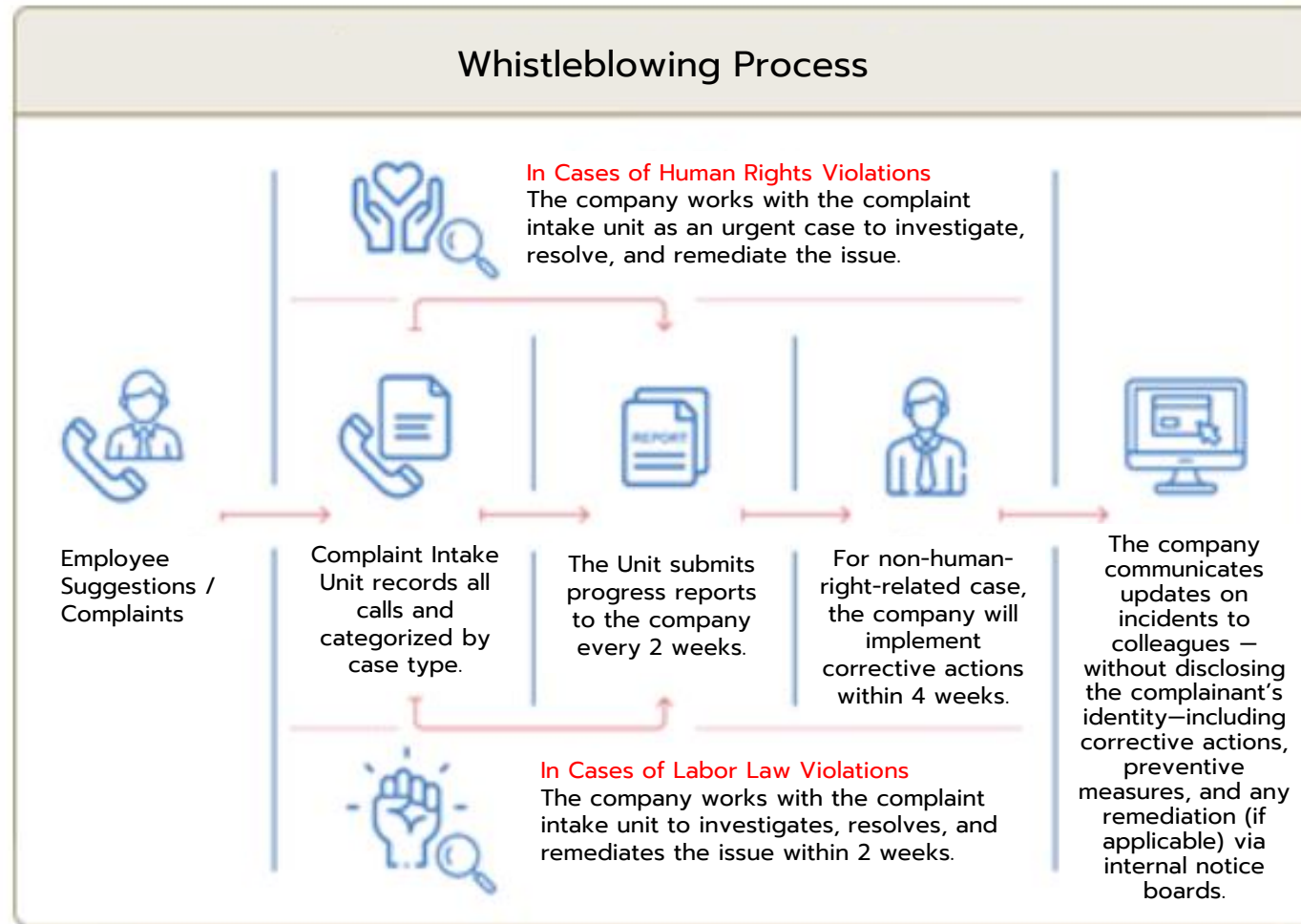
Email: cgooffice@cpaxtra.co.th

Phone: 0-2067-9300 (Monday - Friday 08:00 AM - 12:00 PM, 13:00 PM - 17:00 PM)

Toll-free: 1800019099 (Everyday 8:00 AM to 7:00 PM)

Fax: 0-2067-9119

Complaint Management and Remediation Process



Reporting of Breach Cases

Reporting on Code of Conduct breaches

Reporting on Code of Conduct breaches	Issued case	Makro	Lotus's (Thailand)	Lotus's (Malaysia)	CP Aextra	Confirmed	Under Investigation	Management Measure					
								Verbal Warning	Written Warning	Training	Suspension / Transfer	Legal action	Dismissal /Resigned
Breach category	Case												
• Conflict of Interest : COI	Case	3	0	0	3	3	0	1	-	-	2	-	-
• Money Laundering / Insider Trading	Case	0	0	0	0	0	0	-	-	-	-	-	-
• Corruption	Case	0	0	0	0	0	0	-	-	-	-	-	-
• Fraud & Bribery	Case	8	38	3	49	24	12	1	7	-	-	3	13
• Misconduct	Case	37	108	0	145	85	17	24	25	11	6	-	19
• Customer Privacy	Case	0	0	0	0	0	0	-	-	-	-	-	-
• Discrimination	Case	13	73	0	86	42	9	10	9	18	1	1	3
• Harassment	Case	28	94	21	143	82	10	27	19	31	-	-	5
• Sexual Harassment	Case	1	2	0	3	2	0	1	-	-	-	-	1
Fine & Penalty	Baht	-	0	-	0	0	-						
Closed Action of Substantiated cases	%	100											
Correction	%	100											

Reporting on Community, Social & Environmental breaches

Description	Unit	Total	Makro	Lotus's
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			