

**Terms and Conditions on the Purchase of Shares in  
CP Aextra Public Company Limited from the Dissenting Shareholders**

<b>Purchaser</b>	:	CP All Public Company Limited (the “ <b>Purchaser</b> ”)
<b>Persons who have the right to sell shares</b>	:	<p>The shareholders of CP Aextra Public Company Limited (the “<b>Company</b>”) who have the following characteristics (the “<b>Dissenting Shareholders</b>”):</p> <ol style="list-style-type: none"> <li>1. having their name in the share register book of the Company as of the date on which the names of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders are determined (Record Date), to consider and approve the amalgamation between the Company and Ek-Chai Distribution System Company Limited under the provisions of Public Limited Companies Act B.E. 2535, as amended (the “<b>PLCA</b>”) (the “<b>Amalgamation</b>”);</li> <li>2. having attended the 2024 Annual General Meeting of Shareholders in person or by proxy and voted against the Amalgamation; and</li> <li>3. completing the form accepting the offer to purchase the shares and returning it together with relevant supporting documents by the date specified by the Purchaser.</li> </ol>
<b>Securities to be purchased</b>	:	Ordinary shares of the Company.
<b>Purchase price</b>	:	The price of ordinary shares in the Company last traded on the Stock Exchange of Thailand (“ <b>SET</b> ”) immediately prior to the date on which the 2024 Annual General Meeting of Shareholders resolves to approve the Amalgamation in accordance with Section 146 Paragraph 2 of the PLCA, which in this case is the closing price of shares of the Company traded on the SET 28 March 2024.
<b>Number of shares to be purchased</b>	:	Not more than the total number of shares held as of the Record Date by the Company’s shareholders who voted against the Amalgamation at the 2024 Annual General Meeting of Shareholders.
<b>Conditions for the share purchase</b>	:	<p>The Purchaser reserves the right, in any case, to use its discretion to withdraw from being the purchaser of shares from the Dissenting Shareholders, as well as to amend the terms and conditions for the purchase of the shares, including upon the occurrence of any of the following events:</p> <ol style="list-style-type: none"> <li>1. prior to the commencement of the share purchase period, the Purchaser does not obtain a waiver from the SEC Office for the obligation to make a mandatory tender offer for all securities of the Company in case such obligation is triggered as a result of the purchase of shares from the Dissenting Shareholders;</li> <li>2. there having been an abnormal movement in respect of the amount of sale and purchase of ordinary shares of the Company and the price of ordinary shares of the Company; or</li> </ol>

		3. there having been any change or development that causes or could be reasonably expected to cause serious damage to the status or assets of the Company, provided that such change or development is not caused by the Purchaser.
<b>Offer agent</b>	:	The Purchaser will further notify the Dissenting Shareholders in the purchase offer document.
<b>Share purchase period</b>	:	The Purchaser will further notify the Dissenting Shareholders regarding the share purchase period in the purchase offer document.
<b>Payment method</b>	:	The Purchaser will further notify the Dissenting Shareholders in the purchase offer document.