



No. CPAXT 005/03/2026

9 March 2026

Subject: Notice of the 2026 Annual General Meeting of Shareholders

To: Shareholders

- Enclosures:
1. The 2025 Annual Report (Form 56-1 One Report)
  2. Director Nomination Procedures and Definition of Independent Director's Qualifications
  3. Profiles of the Nominated Candidates to be Elected as Directors to Replace Directors to be Retired by Rotation in 2026 (accompanying document for Agenda 4)
  4. Profiles of the Proposed Auditors for the Year 2026 (accompanying document for Agenda 6)
  5. The Articles of Association of the Company Regarding the Shareholders' Meeting and Voting
  6. Profiles of the Independent Directors Proposed by the Company to Act as Proxy of Shareholders
  7. Guidelines for Attending the 2026 Annual General Meeting of Shareholders through Electronic Means
  8. Proxy Forms (Form A, Form B, and Form C)
  9. The 2026 AGM Question Form
  10. Requisition Form of the 2025 Annual Report (Form 56-1 One Report)
  11. Requisition Form of the Proxy Form B

Pursuant to the resolution adopted by the Board of Directors of CP Aextra Public Company Limited (the "**Company**"), the 2026 Annual General Meeting of Shareholders will be held on Thursday, 9 April 2026 at 1.00 p.m., which will be held through electronic means pursuant to the criteria specified in the law related to electronic meetings, and the date to determine the names of shareholders who are entitled to attend the Meeting (Record Date) was on 9 March 2026.

The Company would like to inform you that the minutes of the 2025 Annual General Meeting of Shareholders was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the meeting date and has been uploaded on the Company's website since 9 May 2025 for the shareholders' examination and none of the shareholders requested for amending the minutes. Furthermore, in order to set the 2026 Meeting agendas, the Company had announced on its website to invite agenda proposal from the shareholders in advance from 30 September 2025 to 31 December 2025. After the said period, there was no agenda proposed to the Company. In this regard, the Company would like to announce the agendas proposed by the Board of Directors together with opinions of the Board of Directors as follows:



**Agenda 1 To acknowledge the Company's performance for the year 2025**

Facts and rationales:

Pursuant to the Company's Articles of Association, the Company has prepared the Company's performance report and significant changes in 2025, as appeared in 2025 Annual Report (Form 56-1 One Report) (details appeared in Enclosure 1) for the shareholders' meeting to acknowledge.

Board of Directors' opinion:

The Board of Directors opined and deemed it appropriate to request the shareholders' meeting to acknowledge the report on the Company's performance for the year 2025.

Vote required:

Voting is not required since this agenda is for acknowledgement.

**Agenda 2 To consider and approve the financial statements for the year ended 31 December 2025**

Facts and rationales:

To comply with the Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association, the shareholders are required to consider and approve the Company's financial statements for the year ended 31 December 2025 as duly audited and certified by the certified public accountant of the Company (details appeared in Enclosure 1).

Audit Committee's opinion:

The Audit Committee reviewed the Company's financial statements for the year ended 31 December 2025 as duly audited and certified by the certified public accountant of the Company and opined that the financial statements present fairly, in material respects, in accordance with Thai Financial Reporting Standards (TFRS).

Board of Directors' opinion:

The Board of Directors opined and deemed it appropriate to request the shareholders' meeting to consider and approve the Company's financial statements for the year ended 31 December 2025 which were duly audited and certified by the certified public accountant of the Company, which expressed an unqualified opinion on the aforementioned financial statements and reviewed by the Audit Committee.

A summary of the Company's consolidated operating results and financial position are as follows:

<b>Consolidated Operating Results</b>		<b>For the Year Ended 31 December 2025</b>
Total revenues	(THB million)	520,706
Net profit*	(THB million)	9,356
Earnings per Share	(THB per share)	0.90

\* Profit attributable to equity holders of the parent company



Consolidated Financial Position		As of 31 December 2025
Total assets	(THB million)	576,671
Total liabilities	(THB million)	276,284
Shareholders' equity	(THB million)	300,387

Vote required:

Majority votes of the shareholders who are present at the meeting and cast their votes.

**Agenda 3 To consider and approve the allocation of profit and dividend payment for the year 2025**

Facts and rationales:

The Company has the policy to pay dividends of not less than 40% of the net profit based on the consolidated financial statements after deducting income taxes and legal reserves in each year. However, the dividend payout ratio may be changed depends on the operating results, the company's financial position, economic situation, the ability to repay the principal and interest in accordance with the debt covenants including future investment plans.

In 2025, the Company reported a consolidated net profit attributable to equity holders of THB 9,356 million, or THB 0.90 per share, and as of 31 December 2025, the Company's legal reserve was not less than 10 percent of the registered capital. The Company, therefore, is not required to appropriate the annual net profit for legal reserve.

Board of Directors' opinion:

The Board of Directors opined and deemed it appropriate to request the shareholders' meeting to consider and approve the 2025 dividend payment of THB 0.71 per share for the total dividend amount of THB 7,404 million, representing 79 percent of the net profit based on the consolidated financial statements, which is in compliance with the Company's dividend policy; when deducting the interim dividend at the rate of THB 0.18 per share paid on 5 September 2025, the remaining dividend will be paid at THB 0.53 per share for the total amount of THB 5,527 million payable to the shareholders whose name appear on the list as of the date to determine the shareholders who are entitled to receive dividend (Record Date) on 21 April 2026. The final dividend will be paid on 7 May 2026.

Comparison of dividend payments for the year 2025 and 2024:

Details of Dividend Payments	Operating Results for the Year	
	2025 (Current Proposal)	2024
Consolidated net profit <sup>1)</sup> (THB million)	9,356	10,569



Details of Dividend Payments	Operating Results for the Year	
	2025 (Current Proposal)	2024
Number of shares (shares)		
(1) Interim dividend	10,427,661,800	10,580,323,500
(2) Final dividend	10,427,661,800	10,427,661,800
Total dividend paid from annual operating results (THB/share) including	<b>0.71</b>	<b>0.71</b>
(1) Interim dividend	0.18	0.18
(2) Final dividend	0.53	0.53
Total dividend payment (THB million)	7,404	7,431
Dividend payout ratio (%)	79	70

Remark:

- <sup>1)</sup> Net profit attributable to equity holder of the parent company

Vote required:

Majority votes of the shareholders who are present at the meeting and cast their votes.

**Agenda 4 To consider and approve the election of the Company's directors to replace directors who will be retired by rotation for the year 2026**

Facts and rationales:

The Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association require that one-third of the directors shall retire from office at every annual general meeting. A retiring director is eligible for re-election. At the 2026 Annual General Meeting of Shareholders, there are 6 directors who are retired by rotation as follows:

1. Mrs. Kannika Ngamsopee Independent Director
2. Mr. Jukr Boon-Long Independent Director
3. Mr. Prasert Jarupanich Director
4. Mr. Pittaya Jearavisitkul Director
5. Mr. Piyawat Titasattavorakul Director
6. Mr. Adirek Sripratak Director

The Company provided an opportunity to the shareholders to nominate candidate(s) for directorship from 30 September 2025 to 31 December 2025 and posted details and criteria of such nomination on its website



and notified the shareholders in advance via disclosure to the Stock Exchange of Thailand. However, no shareholder has nominated candidates for directorship.

Nomination and Remuneration Committee's opinion:

The Nomination and Remuneration Committee had undertaken the nomination process by considering required aspects of directors as defined in the Board of Directors Charter regarding to related laws/regulations and variety in the Board composition and skills matrix, e.g. knowledge, experience, expertise in beneficial to the Company, competence in managing the businesses of the Company, regardless of age, gender and the suitability of the Company's business as well as performance of each director and time dedication to the Company. The Nomination and Remuneration Committee, excluding the directors who have interests in this matter, therefore, recommended the Board of Directors to propose to the shareholders' meeting to consider the re-election of the 6 retiring directors to resume their directorship for another term.

Board of Directors' opinion:

The Board of Directors, excluding the directors who have interests, considered the candidates nominated by the Nomination and Remuneration Committee with due care and opined that the nominated candidates have been considered by the Company's selection process. The qualifications of each nominated candidate were considered with all related regulations and suitable for the Company's business. In addition, the first to the second (1-2) candidates are qualified as an independent director as stipulated in the regulations relating to Independent Director, and able to independently opine in accordance with related regulations. The Board of Directors then requests the shareholders' meeting to consider and approve the election of the six directors to be retired by rotation to be re-elected as directors for another term as follows: (Profiles of the six nominated directors appeared in Enclosure 3).

- |                                 |                      |
|---------------------------------|----------------------|
| 1. Mrs. Kannika Ngamsopee       | Independent Director |
| 2. Mr. Jukr Boon-Long           | Independent Director |
| 3. Mr. Prasert Jarupanich       | Director             |
| 4. Mr. Pittaya Jearavisitkul    | Director             |
| 5. Mr. Piyawat Titasattavorakul | Director             |
| 6. Mr. Adirek Sripratak         | Director             |

Vote required:

Majority votes of the shareholders who are present at the meeting and cast their votes. The candidates will be appointed individually, pursuant to criteria and procedures described in Article 14 of the Company's Articles of Association, prescribed as follows:

- A shareholder shall have a number of votes which is equivalent to the number of shares held by each of them;
- Each shareholder may exercise all the votes under a) to elect one or more persons as directors, but it may not split the votes among any such persons;



- c) The persons receiving the highest number of votes in the respective order of the votes shall be elected as directors up to the total number of directors required or to be elected at such time. In the event that a number of persons receiving an equal number of votes for the last directorship exceed the number of directors or to be elected at such time, the Chairman of the meeting shall have a casting vote.

**Agenda 5 To consider and approve the remuneration of directors for the year 2026**

Facts and rationales:

According to Article 29 of the Company’s Articles of Association, the directors are entitled to receive remunerations from the Company in forms of a salary, gratuity, meeting attendance fee, reward, bonus, and other benefits in accordance with the Articles of Associations or as resolved by the shareholders’ meeting which may be specified as fixed amount or rules and may be fixed for a specified period or permanently until change, and this shall not affect the right of the Company’s officer or employee who is appointed as the Company’s director to receive remunerations or benefits from the Company as being the Company’s employee.

Nomination and Remuneration Committee’s opinion:

The Nomination and Remuneration Committee considered the criteria of directors’ remuneration in relation to the appropriateness based on their duties, responsibilities, and individual performance, as well as the achievement related to the Company’s performance and other relevant factors, including the comparison to remunerations of other companies in the same industry of similar size and overall business situations. The Nomination and Remuneration Committee recommended the Board of Directors to propose to the shareholders’ meeting to consider and approve the remuneration of directors for the year 2026 at the same rate as the year 2025 as follows:

Types of Remuneration	2026 (Proposed) Until Another Shareholders’ Meeting Resolved Otherwise		2025 Until Another Shareholders’ Meeting Resolved Otherwise	
	THB/Person/ Month	THB/Person/ Year	THB/Person/ Month	THB/Person/ Year
<b>1. Regular Remuneration</b>				
1.1 Chairman	155,000	1,860,000	155,000	1,860,000
1.2 Chairman of the Audit Committee	140,000	1,680,000	140,000	1,680,000
1.3 Independent Director who is the member of the Audit Committee	115,000	1,380,000	115,000	1,380,000
1.4 Director/Independent Director who is not the member of the Audit Committee	100,000	1,200,000	100,000	1,200,000



Types of Remuneration	2026 (Proposed) Until Another Shareholders' Meeting Resolved Otherwise		2025 Until Another Shareholders' Meeting Resolved Otherwise	
	THB/Person/ Month	THB/Person/ Year	THB/Person/ Month	THB/Person/ Year
In the case that directors/independent directors hold positions in sub-committees, namely: 1) The Nomination and Remuneration Committee 2) The Corporate Governance and Sustainable Development Committee. They will receive additional remuneration, with details as follows:				
1) The Nomination and Remuneration Committee				
- Chairman	15,000	180,000	15,000	180,000
- Member	5,000	60,000	5,000	60,000
2) The Corporate Governance and Sustainable Development Committee				
- Chairman	15,000	180,000	15,000	180,000
- Member	5,000	60,000	5,000	60,000
2. <b>Annual Bonus</b>	0.50 percent of the dividend paid to shareholders for the year 2025, amounted to THB 37.02 million <sup>1)</sup>		0.50 percent of the dividend paid to shareholders for the year 2024, amounted to THB 37.16 million	
3. <b>Other Benefits</b>	None		None	

**Remarks:**

- 1) The annual bonus has been proposed to be paid at the rate of 0.50 percent of the dividend paid to the shareholders for the year 2025. The Chairman of the Board will consider the allocation of annual bonus to each director as deemed appropriate. In the case that the 2026 Annual General Meeting of Shareholders have considered and approved the dividend payment for the year 2025 operating results to shareholders at the rate of THB 0.71 per share, totalling THB 7,404 million, so the annual bonus of director for the year 2025 operating results will be amounted to THB 37.02 million.

The Company would like to inform the shareholders that apart from the monetary remuneration, the Company provides Directors & Officers Liability Insurance with a sum insured of not exceeding USD 40 million or approximately THB 1,249.20 million (at the exchange rate of USD 1.00 for THB 31.23).

**Board of Directors' opinion:**

The Board of Directors agreed with the Nomination and Remuneration Committee's proposal and considered proposing to the shareholders' meeting to consider and approve the remuneration of directors for the year 2026, which is the same rate as the year 2025 according to the details as proposed.

**Vote required:**

Not less than two-thirds (2/3) of the total number of votes of shareholders who are present at the meeting.



**Agenda 6 To consider and approve the appointment of the Company's auditors and the determination of the audit fee for the year 2026**

Facts and rationales:

The Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association require that the appointment of the Company's external auditors and the audit fee each year shall be approved at the annual general meeting of shareholders, and the former auditors can be re-appointed. The auditors must not be the Company's directors, officers, employees or persons holding any positions in the Company.

Audit Committee's opinion:

The Audit Committee resolved the selection of KPMG Phoomchai Audit Ltd. ("KPMG") to be the audit firm of the Company for the fiscal year ended 31 December 2026. KPMG not only has performed the duties expertly, but also has performance standards, experience and expertise in auditing, effective audit procedures, good business understanding and independence. Considering the scope of services offered, responsibilities and increasing workload from the recent business expansion of the Company, KPMG apparently offered an appropriate audit fee and the utmost benefits to the Company.

Board of Directors' opinion:

The Board of Directors agreed with the Audit Committee's proposal and deemed it appropriate to propose to the shareholders' meeting to consider and approve the appointment of the Company's auditors and the determination of the audit fee for the year 2026 as follows:

1. To appoint KPMG to be the Company's auditors for the fiscal year ended 31 December 2025 as per the list as follows:

- 1) Mr. Charoen Phosamritlert Certified Public Accountant (Thailand) No. 4068  
(Certified on the Company's financial statements in 2014-2017, 4 years in total)
- 2) Mrs. Munchupa Singsuksawat Certified Public Accountant (Thailand) No. 6112  
(Never certified on the Company's financial statements)
- 3) Mrs. Piyatida Tangdenchai Certified Public Accountant (Thailand) No. 11766  
(Certified on the Company's financial statements in 2021-2025, 5 years in total)

In this regard, KPMG and the nominated auditors do not have any relationship or conflict of interest with the Company, subsidiaries, managements, major shareholders, or related persons of the said parties (profiles of the proposed auditors for the year 2026 are detailed in Enclosure 4).

In 2026, KPMG is an auditor of 6 Company's subsidiaries in Thailand and KPMG (foreign office) is an auditor of 3 overseas subsidiaries. The other 22 overseas subsidiaries will be audited by other audit firms. In this regard, the Board of Directors will ensure other audit firms, which are not KPMG, to prepare the financial statements of the subsidiaries on time.

In the absence of the above-mentioned auditors to perform the duty, KPMG is authorized to appoint other Certified Public Accountant from KPMG to carry out the work.

2. To approve the determination of audit fee for the year 2026 of THB 16,000,000 which is the same rate as the year 2025, as illustrated in the table below:



(Unit: THB)

Type of Fee	2026 (Current Proposal)	2025
Annual audit fee of the Company	16,000,000	16,000,000

The above-mentioned 2026 audit fee paid to KPMG is inclusive of non-audit fees of Baht 13,718,271.

Remarks:

- The above fee includes:
  1. The stock count attendance fee.
  2. Fee for reviewing quarterly financial statements of the Company's subsidiaries.
- The above fee excludes the attendance fee for goods destroyed and actual expenses incurred during the audit, which does not exceed 10% of audit fee for the whole year.

**Comparison Table of Audit Fee and Non-Audit Fee from the Last Year**

(Unit: THB)

Type of Fee	2025
Annual audit fee of the Company	16,000,000
Non-audit fee	13,718,271

Vote required:

Majority votes of the shareholders who are present at the meeting and cast their votes.

**Agenda 7 To consider other matters (if any)**

Board of Directors' opinion:

The Board of Directors opined that the Company should designate this agenda to allow the shareholders to raise any inquiries (if any) and/or for the Board of Directors to answer any questions or to clarify any matters to the shareholders. However, there should not be any other matters to be considered by the meeting in this agenda in order to comply with the Principles of Good Corporate Governance for Listed Companies and the Annual General Shareholders Meeting Assessment. The shareholders' meeting should consider only the matters notified in advance for fairness to all shareholders.

The Company would like to cordially invite all shareholders to attend the 2026 Annual General Meeting of Shareholders on **Thursday, 9 April 2026 at 1.00 p.m., which will be held through electronic means (E-Meeting)**. The registration will start at 11.00 a.m. onwards.



The shareholders or proxies who would like to attend the shareholders' meeting, please thoroughly study the "Guidelines for Attending the 2026 Annual General Meeting of Shareholders through Electronic Means (E-Meeting)" of the Company, details appear in Enclosure 7.

The shareholders who are inconvenient to attend the shareholders' meeting through electronic means can also authorize one of the Company's Independent Directors to attend and vote on your behalf. To do so, the documents for registration as indicated in the "Guidelines for Attending the 2026 Annual General Meeting of Shareholders through Electronic Means (E-Meeting)" (Enclosure 7) and the "Proxy Form B" (Enclosure 8) must be submitted to the Company. Profiles of the Independent Directors proposed by the Company to act as Proxy of Shareholders are set out in Enclosure 6.

In this regard, the Company has adopted the e-Proxy Voting service provided by the Thailand Securities Depository Company Limited (TSD) to facilitate and enhance the shareholders' voting rights. This service also helps to reduce time, paper usage, and greenhouse gas emissions. All shareholders can further study more details relating to the e-Proxy Voting service at <https://www.set.or.th/th/tsd/services/investors/e-services/e-proxy-voting>.

In order to arrange the 2026 Annual General Meeting of Shareholders through electronics means smoothly and efficiently, the Company would like to request all shareholders to study and follow the instructions, registration process, appointment of proxy and supporting documents for registration to attend the meeting. If the shareholders have any questions, opinions or suggestions, **please kindly send those queries to the Company in advance** by submitting the 2026 AGM Question Form (Enclosure 9) **within 7 April 2026**. Only the questions received in advance and relating to the voting agendas will be addressed in the meeting.

Moreover, the shareholders can request the hard copy of the 2025 Annual Report (Form 56-1 One Report) by submitting the "Requisition Form of the 2025 Annual Report (Form 56-1 One Report)" to the Company via channels as specified in the Enclosure 10.

The Company truly appreciates your understanding and looks forward to your kind cooperation.

Yours faithfully,

By instruction from the Board of Directors

CP Axtra Public Company Limited

*-Tanin Buranamanit-*

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(Mr. Tanin Buranamanit)

Group Chief Executive Officer



Company Secretary Department

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**Remarks:** The Company has announced a Privacy Policy to notify the shareholders regarding details of collecting, use, and disclosure of your personal data. Please see further details at <https://www.cpaxtra.com/en/privacy-notice-for-customer>