Annual Registration Statement / Annual Report

Form 56-1 One Report

(e-One Report)

CP AXTRA PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2024

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Part 1 Business Operations and Performance

1. Organizational structure and operation of the group of companies

1.1 Policy and business overview

1.1.1 Overview of the vision, objectives, goals and business strategies

In 2024, the Board of Directors reviewed and approved the Company's vision, mission and strategic planning to ensure that executives and employees have the same goals in which the Company will operate the business for the greatest benefits to shareholders and all stakeholders.

In addition, the Company has monitored operations with the strategic planning by comparing the actual performance with the strategic goals that the Company has been set.

Message from the chairman

The year 2024 has been a period of remarkable growth and transformation for CP Axtra Public Company Limited ("the Company"). Amidst a rapidly evolving economic landscape and shifting market demands, we have remained steadfast in our commitment to continuous innovation, adaptation, and operational excellence. The Company views these challenges as opportunities to redefine products and services through technological advancements and innovation. Over the past year, we have executed a comprehensive growth strategy, encompassing diverse store formats while simultaneously enhancing out-of-store sales, reinforcing our position as a leader in retail and wholesale tech. These efforts have not only strengthened our competitive edge but also laid the foundation for long-term, sustainable value creation.

A cornerstone of our strategy is our ability to leverage data-driven insights to enhance customer experiences. The Company continues to integrate AI-driven business intelligence and advanced data analytics to precisely understand and anticipate customer preferences. We are committed to offering high-quality, great value, healthy, and eco-friendly products and expanding the private label participation mix, driving higher sales and improving gross profit margins, as well as increasing brand loyalty.

Digital transformation remains at the heart of our business evolution. Through significant investments in advanced digital infrastructure, we have elevated customer interactions and streamlined operations. The adoption of AI-driven Hyper-Personalization and Micro-Segmentation has enabled us to enhance our online platforms, providing seamless, intuitive, and personalized shopping experiences. This customer-centric approach has resulted in higher engagement and retention rates across all channels, reinforcing our omnichannel capabilities.

A key priority for the Company is to enhance asset value and deliver sustainable returns for our shareholders. To achieve this, we strategically invest in high-potential locations, both in major urban centers and potential growth areas, strengthening our competitive edge. By differentiating store formats and sizes, we ensure that our retail spaces are tailored to meet the unique demands of each community, transforming them into a smart community center that seamlessly integrates into modern lifestyles and serves all generations. In parallel, we adopt a balanced approach between self-operated businesses and strategic partnerships in industries that require specialized expertise. This model allows us to optimize returns while mitigating risks.

A defining moment in early October 2024 was the successful completion of the amalgamation between Makro and Lotus's in Thailand, marking a transformational milestone in strengthening our organizational capabilities. This amalgamation is designed to add synergy value, enhance efficiency, cost optimization, and eliminate operational redundancies. While creating new opportunities to drive higher returns and enhanced business performance.

Beyond financial performance, sustainability remains a core pillar of our corporate strategy. The Company has been recognized by multiple global and national institutions for Environmental, Social, and Governance performance. Notably, in 2024, we achieved an S&P CSA Global Score of 84/100, ranking 4th in the Food & Staples Retailing industry, reflecting our strong progress and unwavering commitment to responsible business practices. Our sustainability efforts extend beyond compliance; we are proactively working to reduce environmental impact, drive economic and social contributions, and uphold the highest standards of corporate governance.

On behalf of the Board of Directors and Executive Committee, I extend my heartfelt gratitude to our shareholders, partners, and

stakeholders for your unwavering trust and support. I also wish to express my sincere appreciation to our employees and leadership team for their dedication and perseverance throughout the year. Lastly, the Board of Directors, the executives, and I would like to assure you that the Company will firmly commit to conducting the business to pursuit sustainable growth for the nation, the community, and all groups of the Company stakeholders.

Image Message from the chairman

Mr. Supachai Chearavanont/Chairman of the Board of Director

Vision

"To bring about change for how life could be better fulfilled with good health, love, joy, and wellbeing."

Objectives

N/A

Goals

"To become the number one B2B and B2C retailer in Asia, combining both online and offline platforms, by fulfilling our customers' daily needs with technology, innovation, and operational excellence, together with individuals and partners in a sustainable way."

Business strategies

• *To increase its competitive potential both domestically and internationally* through the targeted expansion plan, store optimization, and strengthening the business with the use of technology to better understand customers, leading to a product and service offering that serves customer's needs.

• *To lead in retail and wholesale tech by enhancing the Omni channel platform* through online and B2B sales teams across South and Southeast Asia, with an emphasis on fresh food and groceries.

• *To leverage the competitiveness and optimize the assets* by refreshing and expanding the stores to establish the smart community hub to promote smart lifestyles for all ages and better aligning the formats with each catchment area.

• *To strengthen supply chain capabilities* to manage tremendous growth in Omni Channel sales, a foodservice business, and store expansions.
• *To enhance the synergy between wholesale and retail businesses* through fully optimizing assets and reduce the duplication of future investments and combining of the personnel's expertise, as well as leveraging the full capabilities of the CP Group to drive greater benefits in the long terms.
• *To create a platform of opportunity for all our stakeholders* by bringing positive changes in the economy and society while minimizing negative environmental repercussions.

Business Structure and Operating Performance

CP Axtra Public Company Limited ("the Company") is formed by the amalgamation of CP Axtra Public Company (Limited) ("CPAXT (before the amalgamation)") and Ek-Chai Distribution System Company Limited ("Ek-Chai") under the provisions of the Public Limited Companies Act B.E. 2535, as amended (including any amendments) ("the PLCA") on 1 October 2024, which the amalgamation was completed. The Company has assumed all assets, liabilities, rights, duties, and responsibilities of CPAXT (before the amalgamation) and Ek-Chai under the laws.

Our vision is to bring about change for how life could be better fulfilled with good health, love, joy, and wellbeing. In our Makro wholesale business, we are committed to being a trusted partner to our professional customers. For over 30 years, the Company has been committed to developing its business, products, and services to be in line with the needs of its customers, together with expanding the business in its home market of Thailand as well as abroad through various formats and sales channels to create and maintain its competitive advantage.

The Company and its subsidiaries believe competitive advantage in wholesale includes, among others, its status as a leading grocery and consumer goods modern wholesaler in South and Southeast Asia, the strengths of its online sales platform, and its robust customer development program where it maintains direct contact with its professional customers and provides consulting and advisory services. In addition, we completed the Lotus's Acquisition on 25 October 2021, Lotus's is a leading grocery and consumer goods retailer and mall operator in Thailand and Malaysia. By completing the Entire Business Transfer (EBT) of CP Retail Holding Co., Ltd. ("CPRH"), CPRH operates as a holding company, including CP Retail Development Co., Ltd. ("CPRD"). CPRD, in turn, holds Lotus's Thailand, Ek-Chai and Lotus's Malaysia, which it acquired from the Tesco Group in December 2020. The objective of the Lotus's acquisition was to leverage the increased strengths of wholesale business, retail business, and Lotus's malls businesses in Thailand and Malaysia. We plan to become a leader in retail and wholesale fresh foods and grocery and consumer products and expand the scope of our business operations to be competitive at a regional level in Asia, both offline and online. After the Lotus's acquisition, our full spectrum of businesses comprises two segments: wholesale and retail and malls.

On 1 October 2024, CPAXT (before the amalgamation), which operated the wholesale business under the brand "Makro" and Ek-Chai which operated the retail business in Thailand under the brand "Lotus's" and rental space management business in Thailand, have been amalgamated to the Company. The amalgamation primarily aims to restructure the group's internal business by leveraging the synergy of the wholesale and retail businesses in Thailand, enhance flexibility in its business management, and remove the complexity of the shareholding structure and organization structure of the Group. This will increase the performance of the management of business and resources and generate added value from resulting business synergy, as well as attract quality personnel and create opportunities for the group's business growth in the future.

1.1.2 Material changes and developments

Details regarding material changes and developments

Year	Material changes and developments
2024	• The shareholder's meeting of CPAXT (before the amalgamation) and Ek-Chai approved for the Group Internal Business Restructuring Plan, including CPAXT (before the amalgamation) accepts the transfer of the entire business (EBT) of Lotus's Stores (Thailand) Co., Ltd. ("Lotus's Thailand") and the amalgamation of CPAXT (before the amalgamation) and Ek-Chai. • On 1 April 2024, CPAXT (before the amalgamation) accepted EBT of Lotus's Thailand. • On 23 September 2024, the shareholder's meeting between CPAXT (before the amalgamation) and Ek-Chai considered and approved for the necessary actions for the Amalgamation under the PLCA.

Year	Material changes and developments
2024	• On 1 October 2024, CPAXT (before the amalgamation) and Ek-Chai registered the registration of the Amalgamation with the public companies' registrar. Therefore, CPAXT (before the amalgamation) and Ek-Chai shall cease their status as juristic persons, and the public companies. The Company shall assume all assets, liabilities, rights, duties, and responsibilities of CPAXT (before the amalgamation) and Ek-Chai. • On 1 October 2024, CPAXT (After the amalgamation) was relisted in SET under the trading symbol "CPAXT", with the first trade date of 3 October 2024. • LPF was converted to Axtra Future City Freehold and Leasehold Real Estate Investment Trust ("AXTRART"), with the first trade date of 12 December 2024.
2023	• In January, the Company introduced Lotus's Prive' a premium hypermarket, to meet the lifestyle of customers looking for superior value for money. • In June, the Company changed the Company's name from Siam Makro Public Company Limited to CP Axtra Public Company Limited and the Company's securities symbol from "MAKRO" to "CPAXT". • In July, the Company successfully inaugurated the first unmanned smart store at Lotus's North Ratchapruek to drive digital transformation to become a RetailTech company. • In August, the Company introduced Lotus's Eatery, a standalone food court, with the aim of creating an inspiring fresh food destination. • The Company developed a new format that leverages the strengths of Makro-Lotus Mall to serve both entrepreneurs and consumers in Samut Prakan, and Nakhon Sawan areas in the fourth quarter.
2022	• In March, Lotus's Thailand launched a new online shopping platform "Lotus's SMART Application" along with membership system "My Lotus's". • In November, Lotus's Thailand opened a prototype SMART Community Center at North Ratchapruek to support smart lifestyles in every dimension of every generation. • Integrating and developing Makro's online ordering services "MakroClick" to new online platforms "Makro PRO" to meet the demand of online customers in all dimensions.
2021	• In February, Lotus's large stores were rebranded under the "Lotus's" brand, and we opened our first "Go Fresh" mini supermarket. • On 25 October 2021, CPAXT (before the amalgamation) completed its acquisition of Lotus's via the Entire Business Transfer ("EBT"). • On 22 December 2021, CPAXT (before the amalgamation) allocated the newly issued ordinary shares up to 770,000,000 shares with a par value of Baht 0.50 each to the public and completed the registration of change in paid-up capital from the previous paid-up capital amount of Baht 4,905,161,750, increased by Baht 385,000,000, to the aggregate paid-up capital amount of Baht 5,290,161,750.
2020	• COVID-19 pandemic caused major disruption in the world economy, affecting our business in Thailand, Malaysia, and overseas. • Opened its first Makro store in Yangon, Myanmar. • The investment in Lotus's by CPALL, CPH, and CPM through shareholding in a special purpose vehicle, CPRH, was completed in December.
2019	• Makro-TH launched its online sales platform via MakroClick. • Launched its "digital store" format with the opening of the first Foodservice stores in Lad Krabang, Bangkok, Thailand. • Lotus's Malaysia completed a refresh of 21 stores under its next generation program.
2018	• Opened its first two LOTS Wholesale Solutions stores in New Delhi, India. • Completed its acquisition of 80% of Indoguna, giving it a foothold in Singapore, Hong Kong, and Dubai. • Ek-Chai began redeveloping its hypermarket and mini.
2017	• Opened its first Makro store overseas in Phnom Penh, Cambodia. • Makro-TH developed and introduced the i-Trace system, which allows customers to trace the origin of products through QR code scanning through a partnership with CPF.
2015	• Ek-Chai opened regional DCs in the Northeast and South of Thailand.

Year	Material changes and developments
2015	• Lotus's Malaysia launched a strategic partnership with Lazada.
2014	• Launched its Makro online sales channel for mobile devices.
2013	• CPALL became CPAXT's major shareholder. • Ek-Chai and Lotus's Malaysia launched their Grocery Home Shopping ("GHS") online shopping platform, allowing customers to buy fresh, groceries, and general products online.
2012	• Launched the Makro Foodservice Store in Hua Hin, Thailand, and penetrated the Vietnamese market through the establishment of Vina Siam Food. • LPF began trading on the SET.
2010	• Launched the Siam Frozen store in Chiang Mai, Thailand.
2009	• Launched the first Eco Plus store format in Pattaya, Thailand. • Opened a DC in Wangnoi, Ayutthaya, Thailand. • Ek-Chai launched its Clubcard loyalty program in Thailand. • Lotus's Malaysia opened its ambient DC in Bukit Beruntung, Selangor, Malaysia.
2007	• Lotus's Malaysia acquired the Makro Malaysia cash and carry business. • Lotus's Malaysia launched its Clubcard loyalty program in Malaysia. • Lotus's Malaysia opened its fresh products DC in Simpang Pulai, Perak, Malaysia.
2005	• Acquired Siam Food Services Co., Ltd. in order to expand distribution of frozen and chilled products.
2003	• Ek-Chai launched the first Talad store opened in Phongphet, Thailand.
2002	• Lotus's Malaysia opened its first hypermarket store in Puchong, Selangor, Malaysia.
2001	• Ek-Chai opened its first mini-supermarket called Express Ramindra in Bangkok. • Tesco and Sime Darby entered into a joint venture to form the Lotus's Malaysia business.
1996	• Ek-Chai inaugurated the first distribution center in Wangnoi, situated near Bangkok.
1994	• Listed in SET under "MAKRO". • Ek-Chai opened its first Lotus's Thailand hypermarket store in Seacon Square in Bangkok.
1989	• Opened its first store, which is the Ladprao branch in Bangkok, Thailand.
1988	• Established as Siam Makro Co., Ltd.

1.1.3 Spending of the raised fund to serve the objectives declared in the registration statement for securities offering

Is there an issuance of equity securities or debt securities? : No

1.1.4 The obligations to which the company has committed in the registration statement, including the compliance with such obligations or conditions in the following years

Are there any issued securities with obligations or conditions? : No

1.1.5 Company information

Company name : CP AXTRA PUBLIC COMPANY LIMITED

Symbol : CPAXT

Address	:	1468 Phatthanakan Road, Phatthanakan Sub District, Suan Luang District
Province	:	Bangkok
Postcode	:	10250
Business	:	Wholesale business under the brand name "Makro" and retail business under the brand name "Lotus's" and mall management
Registration number	:	0107567000414
Telephone	:	0-2067-8999
Facsimile number	:	0-2067-9888
Website	:	www.cpaxtra.com
Email	:	ir@cpaxtra.co.th
Total shares sold		
Common stock	:	10,427,661,800
Preferred stock	:	0

Diagram of organization's logo

1.2 Nature of business

1.2.1 Revenue structure

The total revenue of the business group by business category is as follows:

Revenue structure by product line or business group

	2022	2023	2024
Total revenue from operations (thousand baht)	469,131,439.00	489,949,167.00	512,041,888.00
Wholesale Business - Revenue from sale of goods (thousand baht)	242,437,660.00	259,810,455.00	273,491,523.00
Wholesale Business - Revenue from rendering of services (thousand baht)	4,240,668.00	4,806,384.00	4,515,955.00
Wholesale Business - Revenue from rental and rendering retail services (thousand baht)	442,822.00	517,054.00	524,124.00
Retail Business - Revenue from sale of goods (thousand baht)	204,744,774.00	206,423,214.00	215,370,063.00
Retail Business - Revenue from rendering of services (thousand baht)	1,181,478.00	1,128,464.00	1,046,817.00
Retail Business - Revenue from rental and rendering retail services (thousand baht)	13,034,361.00	13,786,346.00	13,796,624.00
Others (thousand baht)	3,049,676.00	3,477,250.00	3,296,782.00
Total revenue from operations (%)	100.00%	100.00%	100.00%
Wholesale Business - Revenue from sale of goods (%)	51.68%	53.03%	53.41%
Wholesale Business - Revenue from rendering of services (%)	0.90%	0.98%	0.88%
Wholesale Business - Revenue from rental and rendering retail services (%)	0.09%	0.11%	0.10%
Retail Business - Revenue from sale of goods (%)	43.64%	42.13%	42.06%
Retail Business - Revenue from rendering of services (%)	0.25%	0.23%	0.20%
Retail Business - Revenue from rental and rendering retail services (%)	2.78%	2.81%	2.69%
Others (%)	0.65%	0.71%	0.64%

Diagram of revenue structure by product line or business group

The illustration 1.2.1 total revenue of the business group by business category

Business Group	For the year ended 31 December					
	2022		2023		2024	
	Baht thousand	%	Baht thousand	%	Baht thousand	%
Wholesale Business						
Revenue from sale of goods	242,437,660	51.7	259,810,455	53.0	273,491,523	53.4
Revenue from rendering of services	4,240,668	0.9	4,806,384	1.0	4,515,955	0.9
Revenue from rental and rendering retail services	442,822	0.1	517,054	0.1	524,124	0.1
Total Revenue - Wholesale Business	247,121,150	52.7	265,133,893	54.1	278,531,602	54.4
Retail Business						
Revenue from sale of goods	204,744,774	43.6	206,423,214	42.1	215,370,063	42.1
Revenue from rendering of services	1,181,478	0.2	1,128,464	0.3	1,046,817	0.2
Revenue from rental and rendering retail services	13,034,361	2.8	13,786,346	2.8	13,796,624	2.7
Total Revenue - Retail Business	218,960,613	46.6	221,338,024	45.2	230,213,504	45.0
Other Income	3,049,676	0.7	3,477,250	0.7	3,296,782	0.6
Total	**469,131,439**	**100.0**	**489,949,167**	**100.0**	**512,041,888**	**100.0**

By geographical area or market

	2022	2023	2024
Total revenue (thousand baht)	469,131,439.00	489,949,167.00	512,041,888.00
Domestic (thousand baht)	418,344,548.00	439,669,595.00	456,539,266.00
International (thousand baht)	50,786,891.00	50,279,572.00	55,502,622.00
Total revenue (%)	100.00%	100.00%	100.00%
Domestic (%)	89.17%	89.74%	89.16%
International (%)	10.83%	10.26%	10.84%

Other income as specified in the financial statements

	2022	2023	2024
Total other income (thousand baht)	3,049,676.00	3,477,250.00	3,296,782.00
Other income from operations (thousand baht)	3,049,676.00	3,477,250.00	3,296,782.00

	2022	2023	2024
Other income not from operations (thousand baht)	0.00	0.00	0.00

Share of profit of joint ventures and associates accounted for using equity method

	2022	2023	2024
Share of profit (thousand baht)	831,423.00	746,230.00	672,764.00

1.2.2 Information on products and services

1.2.2.1 Product/service information and business innovation development

The Company's business is divided into two core businesses:

• Wholesale business consists of the Company's wholesale stores in Thailand and internationally and Foodservice business.

• Retail business, which is operated under a brand of Lotus's in Thailand and Malaysia.

Wholesale Business

The wholesale business is divided into the following two sub-business groups:

• **Wholesale stores** - the core wholesale business consists of wholesale stores in Thailand and overseas, under Makro and LOTS Wholesale Solutions, with exclusive rights to the registered trademark of "CPALL," the major shareholder of the Company. As of 31 December 2024, the Company operates 165 stores in Thailand, 3 in Cambodia, 6 in India (under "LOTS Wholesale Solutions"), and 1 in Myanmar. The business focuses on both third-party brands and private labels of general consumer goods, including fresh food, dry goods, and non-food products, to three main target customer groups, namely operators in retailers, HoReCa, and the hospitality industry.

• **Foodservice** - the core food business of premium food import-export distribution, alongside related services and delivery, where the products vary from the normal Wholesale Store offerings, be it by variety, price range, or target customer group latter being 4–5-star hotels, fine-dining and upscale restaurants, airline-related businesses, retail stores, and E-commerce companies. As of 31 December 2024, this business offers services in 7 countries and 20 cities, namely Thailand, Cambodia, Vietnam, Singapore, Hong Kong, the United Arab Emirates, and Oman.

The Foodservice business specializes in sourcing and selecting exquisite products from high-quality sources, with key offerings including meat, seafood, plant-based foods, dairy products, bakery and pastries, beverages, charcuterie (processed pork products), fine-dining and delicatessen, as well as fruits and vegetables. The Foodservice business offers over 100 brands that meet the highest standards of international food safety and quality control criteria. In addition to the premium brand names, private label products under the Company trademarks provide alternative options for customers. These include charcuterie (pork products) under the "Carne Meats" brand, seafood under the "Ocean Gems" brand, and halal dim sum under the "Masterpiece" brand. These products are available through the company's distribution channels and its subsidiaries. Furthermore, the Foodservice business provides counseling services, customized product solutions to meet customer needs, and a full-range food product for foodservice operators.

Wholesale Store Customers

The majority of the customer base of the Company's wholesale store are professional entrepreneurs, mainly from small and medium-sized business-to-business (B2B) customers in various industrial sectors. The three main groups are as follows:

• **Retailers** – consumer goods retailing operators, including grocery stores, local shops, and minimarts.

• **HoReCa operators** – hotels, restaurants, and catering businesses, including small and medium-sized shops and street vendors providing a variety of food and beverages.

• **Service providers** – service business operators in various sectors, including government agencies, service businesses, schools, hospitals, non-profit organizations, beauty parlors, printing, and laundromats, among other retail and service-based businesses.

In addition, the Company's wholesale store also serves the following customer groups:

• **Distributors** – small and medium-sized independent regional wholesaling operators providing food-related products.

• **Other parties** such as small B2B businesses, street vendors, and non-food retailing operators, including large families and customers in demand for large quantities of food.

The wholesale business serves both members and non-member customers. However, to strengthen customer loyalty and increase customer stickiness, the company places emphasis on promoting customer membership. Customers can register as a "Makro" membership through various channels, including nationwide stores and the online platform, called Makro Pro, which provides convenience and increases access to the company's products and services. As of 31 December 2024, Makro has approximately 4.8 million members. To enhance the value of Makro membership, the company has developed a rewards program tailored to meet the needs of different customer groups, offering exclusive benefits such as special product prices, additional discounts, and special services to support business activities for B2B customers. The Makro Loyalty program is designed to cater to the needs of both business operators and personal consumers.

For the year ended 31 December 2024, revenue from the sale of goods from Makro Thailand and international amounted to Baht

264,436 million. The wholesale store revenue from sale of goods, categorized by customer group, is comprised of 21.7% from Retailers, 30.0% from HoReCa, 6.4% from Service, 6.9% from Distributors, and 35.0% from other customers. The illustration displays the wholesale store revenue from the sale of goods, categorized by customer group, for the years ended 31 December 2022 to 2024, provided in Appendix 1.

Since the first overseas store in Cambodia in 2017, the Company has commenced a total of 10 other stores in overseas, including 1 classic store and 2 Eco Plus stores in Cambodia, 5 Eco Plus stores and 1 Dark store under LOTS Wholesale Solutions in India, and 1 Eco Plus store in Myanmar. The first business establishment overseas in any given country allows the Company to study the local market and evaluate potential business expansions in the future. Notwithstanding the economic uncertainty, the Company has delayed overseas plans until the situation ensures plans can be fully implemented without encountering outsized obstacles or restrictions.

The same-store sales growth (SSSG) of the wholesale business for the years ended 31 December 2022 to 2024 were 8.1%, 5.2%, and 2.8%, respectively.

Wholesale Store Products

The wholesale business provides a wide range of consumer goods in the following 3 main groups:

- **Fresh food** – fresh, frozen, ready-to-cook, ready-to-eat, and chilled, including fruits and vegetables, meat, seafood, dairy products, and bakery items, among others.
- **Dry grocery** – Beverages, snacks, cleaning supplies, cosmetics, alcohol and tobacco, and personal care products, among others.
- **Non food** – electronics, appliances, kitchen equipment, tableware, furniture, office equipment, HoReCa-related products, food industry clothing, stationery, office supplies, home appliances, and household maintenance, among others.

The Company has prioritized fresh food products. In addition to products under the brand of other distributors, the Company also offers a variety of private label products as an alternative for customers through outsourcing several qualified and competent manufacturers. The Company determines the private label specifications, ingredients, and recipes to provide good quality at cost-effective prices and continuous improvement of product quality and variety to meet the rapid, ever-changing consumption needs and preferences.

The main private labels offered in the wholesale store are as follows:

- **Aro** is the main brand for B2B products consisting of raw materials, cooking utensils, and consumer goods, as well as Aro Gold, which focuses on premium, organic, and high-quality products.
- **Savepak** is an entry-level product brand.
- **M&K** is a brand for snacks and beverages, targeting small retailers.
- **Q-Biz** is a brand for office supplies.

The private label brands are owned by CPALL with a 0.5% royalty fee on sales revenue, including the gross margin, from the first 10 distribution centers that commenced operations under Makro Thailand.

For the year ended 31 December 2024, Makro Thailand and international had total sales revenue of Baht 264,436 million. The wholesale store revenue from sale of goods, categorized by product type, is comprised of fresh food, dry groceries, and non food. The sales participant mix stood accounts for 39.7%, 53.4%, and 6.9% of the total sales, respectively. The illustration displays the wholesale store revenue from the sale of goods, categorized by product type, for Makro Thailand and international, for the years ended 31 December 2022 to 2024, provided in Appendix 2.

The product mix strategy focuses on fresh food business growth to maintain the Company's position as a leader in the fresh food market in Thailand by increasing fresh food sales space and product range as well as improving supply chain system capacities. In addition, the Company and its subsidiaries focuses on the product mix strategy for highly secure, trustworthy, and cost-effective HoReCa clients, a full-range food raw material plan is developed to proffer the sector, particularly focusing on providing value for money with private label products. For the year ended 31 December 2024, private label sales accounted for 17.3% of the total Wholesale sales.

Wholesale Store Distribution Channels

The wholesale business of the company and its subsidiaries sells products through “Makro” wholesale distribution centers, which serve as offline channels, as well as through online channels and Omni Channel sales, offering product delivery to customers. As of 31 December 2024, Wholesale store expanded to a total of 175 stores, with 165 locations in Thailand and 10 stores overseas.

These operate in 4 different formats, varying in terms of target customer groups, sales space, location, and product mix.

1) Offline channels

The wholesale store offline channel consists of 4 formats:

• **Classic store** – the first distribution center designed, developed, and launched by Makro Thailand under the "Complete Product, Good Service, Cheap Price" concept, catering to a wide range of customers, especially HoReCa operators, with small retailers being the main customers. Each branch has an average sales area of about 5,500 to 12,000 square meters. Classic stores are operated a great many throughout Thailand with a highlight of a complete variety of fresh food, dry groceries, and non food products at prices affordable and suitable for small B2B retailers to resell for profit. Over the years, the Company has emphasized fresh food provision through this offline classic by expanding the sales space, which has proven to be increasingly attractive to HoReCa operators.

• **Eco plus store** – as a Classic store brainchild, this store format further expands the fresh food space to meet the needs of B2B customers, be the retailers or HoReCa customers, with an average sales area between 5,000 and 7,000 square meters at each branch. The stores are generally located in urban Bangkok with a high concentration of HoReCa operators.

• **Foodservice store** – the new type of distribution center is designed and developed to offer a one-stop shopping service for HoReCa customers with an average sales area ranging from 1,000 to 5,000 square meters. The highlight is the focus on fresh food and dry food products that are highly in demand by HoReCa operators. Other consumer products are offered in the remaining space, also catering to HoReCa's needs.

• **Small format store** – these include Food Shop and Siam frozen shop, focusing on fresh food, frozen food and selected dry food with a sales area of less than 1,000 square meters

  • Food shop - this format is focused on selling fresh and dry food. Food Shops are generally located near small and medium HoReCa operators for their shopping convenience with minimal travel with an average sales area of 1,000 square meters or less.

  • Siam frozen shop - this format is developed to increase frozen and dry food distribution channels for small restaurant operators in the surrounding areas with an average sales space ranging between 80 and 260 square meters.

The number of wholesale stores of the company and its subsidiaries in Thailand and overseas, categorized by format and location as of 31 December 2022 to 2024, is shown in Appendix 3.

Optimizing the supply chain, distribution system, and logistics network are the main business strategy that allow the Company to maintain adequate inventory levels of fresh and high-quality products across distribution centers nationwide, ensuring the customers enjoy the best value for money while profitable margins return to the Company in the same process. As of 31 December 2024, the distribution network for Makro Thailand's wholesale business covers a total area of approximately 103,460 square meters, consisting of 7 main distribution centers. In the future, the Company plans to focus on its distribution centers, which prioritizes fresh food distribution as customers need a reliable source for on-demand high-quality fresh food that delivers on time. Most of Makro's fresh food producers and distributors rely on the Company transportation, storage, and distribution networks, whereby special teams are assigned to Makro distribution centers, consisting of the Company employees and quality control personnel on duty. The Company hired the outsources to operate the distribution centers, comprising a Mid-mile logistics fleet of over 1,400 transport trucks that handle in and outbound shipments from the Company distribution centers to Makro stores nationwide.

Moreover, the Company has been improving and increasing its distribution capacity, by establishing a new distribution center of approximately 100,000 square meters in Wang Noi District, Ayutthaya Province (Central Region of Thailand). This distribution center will use to commence fresh food, dry food and e-commerce, which has been started in 2023 and expected to be complete in 2025 respectively, replacing currently operational legacies, namely the Wang Noi Fresh Food Distribution Center, Wang Noi dry food distribution center 1, and Wang Noi 2 dry grocery distribution center.

By early 2024, the Company launched an online fulfillment center - dry food commenced services to support Omni Channel business expansion, distributing over 5,000 popular dry goods directly to customers in Bangkok and the Bangkok Metropolitan Area. Furthermore, the Company procurement is directly from the manufacturers who ship the products to the Company's online fulfillment center. While the Company distributes products directly to the customers via last-mile delivery. This process optimizes efficiency in shipment volume and cargo handling, reducing the costs otherwise incurred by the traditional multi-step distribution channels, which It is not necessary to deliver the products through the stores. In addition, the Company had its own last-mile logistics fleet of more than 2,800 transport trucks both in stores and online fulfillment center.

After the amalgamation, the Company is studying how to enhance the efficiency and flexibility of logistics operations, such as

utilizing the existing assets in full potential, as well as reducing the duplication of investment. This would efficiently develop the organization structure and create opportunities to obtain long-term return for the Company.

2) The online platform

In today's digital economy, the retail sector is undergoing a rapid transformation, driven by technological innovation, data-driven strategies, and evolving customer expectations. In 2024, MakroPRO made a bold stride to redefine the e-commerce space, effectively serving both B2B and B2C customers with unmatched efficiency and value.

MakroPRO's remarkable success highlights the strength of combining a solid legacy with forward-looking strategies. By leveraging decades of retail expertise, an extensive physical store network, and the ambitious adoption of cutting-edge technologies, MakroPRO has firmly established itself as a leading grocery and retail platform in Thailand. At the core of MakroPRO's success in 2024 is its extensive assortment of over 33,000 products, seamlessly blending in-house inventory with a thoughtfully curated selection from third-party sellers. The platform's ecosystem was designed for seamless convenience, integrating exclusive promotions, loyalty programs, and strategic partnerships into a unified shopping experience. Signature campaigns like Makro-Mail (a bi-weekly curated deals catalogue), Axtra-Finds, Roll-Max, and Axtra-Day catered to B2B segments, while initiatives like Double Days, Brand Days, and Early Bird Deals captured the attention of B2C customers.

In 2024, MakroPRO took innovation further, introducing two transformative services that redefined customer convenience and engagement:

• **Express delivery** – Addressing the growing demand for quick commerce, this service supported urgent needs for HoReCa businesses and PROsumers, focusing on essentials like fresh produce, groceries, and pantry items.

• **Live streaming sales** – Capitalizing on the rise of social commerce, MakroPRO partnered with Key Opinion Leaders (KOLs) and influencers to create engaging, real-time shopping experiences that boosted both engagement and sales.

These advancements positioned MakroPRO as a leader in Thailand's competitive e-commerce market, delivering exceptional results in 2024:

• **Product leadership** – Focused on achieving more than 100% growth in the fresh food and non food categories compared to the previous year, while also expanding the product range in categories such as personal care, homecare, electronics, and baby & pet products.

• **Platform strengths** – Seamlessly enhanced technological advancements, including order management, warehouse management, picking systems, and transportation systems, resulting in a 50% increase in Monthly Active Users (MAU) compared to the previous year.

• **Services excellence** – Developed new services to enhance convenience and meet customer needs comprehensively, including same-day
delivery, next-day bulky item delivery, store pickup, container load delivery, and pre-order options.

• **Customer base expansion** – Successfully expanded the B2B customer base with a significant year-on-year growth, particularly in the HoReCa segment, which grew more than twofold. Meanwhile, the B2C customer base saw growth of over 50%.

To maintain its position as a leader in sustainable growth in 2025, the Company has set a strategy with a customer-centric approach and a commitment to innovation. The plan includes developing the platform by incorporating Artificial Intelligence (AI) to enhance customer experiences, utilizing big data and advanced analytics to identify new opportunities, and advancing digital services to support B2B sales with sales records and purchasing patterns. Furthermore, the Company will establish benchmarks to drive platform scalability, foster innovation, and prioritize customer-centricity.

Wholesale Store Pricing Strategy

The ability to set product prices at a competitive level for retail customers is one of Makro's key advantages in maintaining its competitive advantage and position as the market leader. As such, the following pricing strategies are used by the Company:

• Cost control to maintain leading price levels in the market and continuous improvement of organizational structure and supply chain efficiency.

• Competitive product pricing in regional markets with regular price evaluation and adjustments accordingly.

• Maintaining long-term relationships and cooperation with manufacturers and distributors of the Company products.

• Pricing criteria in comparison with wet market, local modern wholesalers, and retailers of dry or packaged food.

The Company believes sustainable development relies on steady progress and grows together in tandem with the support policy to help entrepreneurs develop to increase their competitiveness. Makro business development teams are in place to plan and develop retail operators and hotel-restaurant business operators, namely the Makro Retailer Alliance (MRA) and the Sustainable Food Business Growth Community (Chef's Club by Makro), respectively. Moreover, B2B sales team is also developed to ensure Makro

entrepreneurial customers are closely taken care of and experience a positive engagement as Makro customers.

• **Makro Retailer Alliance ("MRA")** - Over 17 years of operating MRA, Makro is committed to continuously enhancing the potential of more than 500,000 retailer stores through various activities that provide knowledge of retail stores' management, such as Makro Retailer Expo, Shohuay On-Tour, and seminar sessions, as well as providing solutions by continually working and developing the business to improve more than 50,000 retailer stores. As Makro has learned about the living of retailer stores, in 2024, the MRA has enhanced the potential of store development under the "Mitr Tae Shohuay" and successfully partner with more than 3,000 stores along with solution development by analyzing problems and applying technologies. This will create an efficient store management system and connect the best ecosystem for store owners (Makro Ecosystem) by focusing on 4 main areas as follows:

• Smart Order with the suggested list that analyzes the selling history and recommends promotional products and high margin products

• Delivery with a standard logistic system

• Smart Merchant with product management system and product details such as recommended price and auto replenishment system

• Valuable Deal by delivering benefits for Makro members through Makro campaign and Makro PRO Point, as well as providing the list of special promotion products via FR-Makro Mail

This will help retailers' owners to operate and manage their stores more easily and conveniently, leading to freedom in operating businesses, as well as promoting the retailer business as a stable career that can grow sustainably with Thai society.

• **B2B sales team** - is set up to facilitate and develop professional customers regularly to discuss products and services to fill the basket or increase the basket's value in order to help customers expand their business with profitable and sustainable growth. B2B sales team will regularly meet professional customers and render assistance as needed to develop and expand their business in various formats such as grocery stores, restaurants, and hotels. Moreover, we have developed the sales tools that are currently used to take orders and combined into one platform with Makro PRO to boost work efficiency and product diversity, as well as exclusive promotions for entrepreneurs via Makro PRO. Therefore, online purchasing will be under one platform to fulfil the customer's demand that want to order products themselves and order through the sales teams that will deliver products to their storefront in time-saving and one-stop service processes. In addition, the B2B sales team has implemented a Visit Plan, an automatic customer visit planning system, to improve the efficiency of the store visit and increase the number of store visits.
In 2025, B2B sale team are not only the salesmen, but the Company will transform to "B2B Taokae Team". They will be a customer's partner and able to address customer pain points and having a deep understanding of how to manage the business operations of each group of customers.The Company plans to collaborate with business partners to develop our customers for sustainable growth under the project "Grew up Together, For example, we will offer ready-to-eat and ready-to-cook products to meet the needs of professional customers, particularly in the HoReCa sector. These products will provide consistent taste and quality, addressing pain points such as preparation time, cost, and labor shortages. Additionally, we plan to attract new customers in order to expand our market share, enhance delivery potential, and manage delivery and logistic costs.

• **Sustainable food business growth community (Chef's Club by Makro)** - aims to create a community that connects food enthusiasts, restaurant owners, and professional chefs through knowledge, inspiration, and comprehensive solutions. The goal is to establish a network of food business partners and elevate industry standards through four key missions:

• Quality raw material solutions (Product solution) – Collaborating with chefs and professional experts to develop and offer specially curated and enhanced ingredients, enabling entrepreneurs to create high-quality menus at optimal costs.

• Knowledge and Inspiration Hub (Knowledge) – Offering free offline and online courses covering a wide range of topics, including ingredient preparation, restaurant management, and marketing techniques. Examples of courses include "building a popular restaurant with TikTok sales success" and "traditional boat noodle recipes."

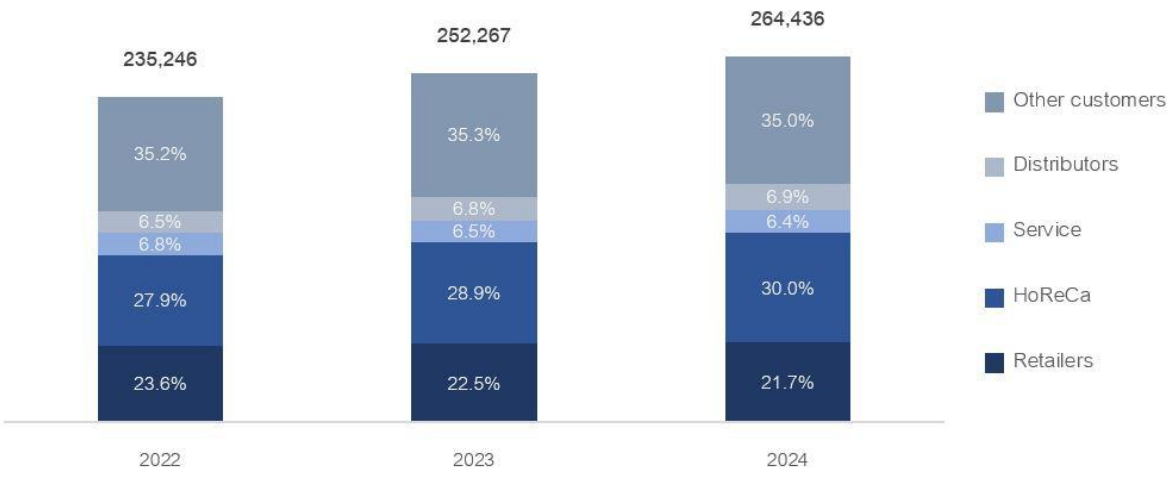
• Business support and benefits (Business support) – Providing exclusive benefits, such as special membership prices and business equipment based on accumulated order volumes, to support the growth of entrepreneurs and create opportunities for sustainable income generation.

• Food business network (Community) – Creating a space for chefs and entrepreneurs to exchange ideas and experiences, fostering collaboration to develop their businesses. This is achieved through special events that promote networking and learning opportunities.

Diagram of Wholesale Business

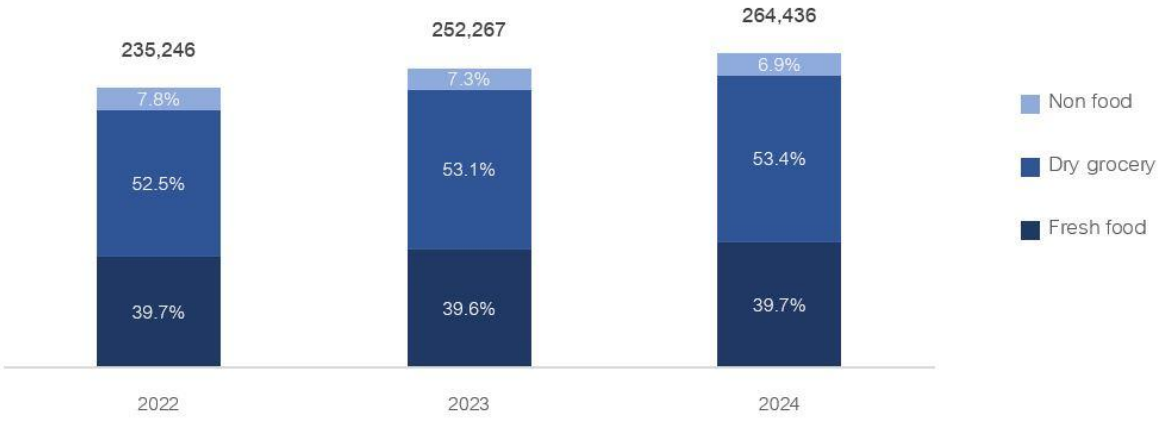
Appendix 1: Shows the **wholesale store revenue from sale of goods by customer group of Makro Thailand and international** for the years ended 31 December 2022 to 2024

Total revenue from sale of goods of the wholesale stores (Unit: million Baht, percentage proportion to total sales revenue)



Appendix 2: Shows the **wholesale store revenue from sale of goods by product type of Makro Thailand and international** for the years ended 31 December 2022 to 2024.

Total revenue from sale of goods of the wholesale stores (Unit: million Baht, percentage proportion to total sales revenue)



Appendix 3: Illustration the number of wholesale stores of the company and its subsidiaries

(Unit: stores)	As of 31 December		
	2022	2023	2024
Wholesale Store Format Thailand and Overseas			
Classic	80	80	80
Eco Plus	16	23	31
Foodservice	42	45	45
Small format	14	12	9
Total Thailand	152	160	165
Total Overseas	10	8	10
Total Wholesale Stores	162	168	175

Retail Business - Thailand

Lotus's Retail Business in Thailand

Lotus's operates a retail business and manages rental space in shopping centers in Thailand under brand Lotus's ("Lotus's Thailand"), which is the leading multi-channel retailer in Thailand, either store-space or market-share-wise. As of 31 December 2024, Lotus's Thailand had 2,483 stores in 76 provinces across Thailand, consisting of 226 hypermarkets, 178 supermarkets, and 2,079 Lotus's Go Fresh. Lotus's retail business in Thailand is secured with a supply chain system and a strong and efficient distribution and logistics domestic network. Lotus's Thailand retail business model was developed to enhance the Lotus's brand and proven strategies to generate profitable growth through business operations. Lotus's Thailand also drives growth with ongoing investment projects in the following areas:

• Quality improvement of products and services at a cost-effective price

• New store embellishment, decoration, and modernization, as well as applying new technological systems to optimize Lotus's Thailand business operations and boost customer convenience

• Increase in branches to cover more areas in Thailand, with the expansion of both in-store and out-of-store sales channels. Focus on growing out-of-store sales channels and direct delivery to customers through the Lotus's Thailand online distribution platform (Lotus's SMART Application), offering both express and next-day delivery services to enhance customer convenience. The company leverages its network of 2,294 stores to support widespread product distribution while also expanding partnerships with leading online platforms such as Grab, Food panda, Shopee, Lazada, Lineman, and TikTok Shop to increase consumer's distribution points

• Moreover, the core business is strengthened by expanding into related businesses such as coffee and cafe chains under Jungle Cafe and Arabitia, and collaborating with the CP Group to expand the scope of retail product offerings

For the year ended 31 December 2024, Lotus's in Thailand had revenue from the sale of goods amounting to Baht 178,889 million. The revenue from sales, categorized by retail format, is comprised of 53.6% from hypermarkets, 9.4% from supermarkets, 28.5% from Lotus's Go Fresh, and 8.5% from online channels (including sales via My Lotus's APP and the third parties), as a percentage of total revenue from sales for Lotus's in Thailand.

Additionally, online sales and out-of-store sales with product delivery to customers ("Omni Channel") accounted for 13.0% of Lotus's total sales in Thailand as of 31 December 2024. The illustration displays the retail business revenue of Lotus's in Thailand, categorized by retail format, for the years ended 31 December 2022 to 2024, provided in Appendix 4.

The same-store sales growth (SSSG) of all sales channels for Lotus's in Thailand for the years ended 31 December 2022 to 2024 were 0.2%, 2.1%, and 3.6%, respectively.

Retail Stores in Thailand

Lotus's operates offline brick-and-mortar retail stores in three formats: Hypermarkets (H-Store), Go Fresh supermarkets, and Lotus's Go Fresh

• **Lotus's hypermarket** is a large retail store with a one-stop shopping complex, which normally has sales area of about 2,000 to

7,000 square meters. Lotus’s Thailand is one of the leading hypermarket networks in Thailand. H-Stores focus on fresh food and dry food, including health and beauty products, household and baby products, home appliances, and clothing, among others. H-Stores provide various services to meet customers' needs, such as top-up, bulk, or stock-up purchases for later use. H-store is key to the online distribution integration project as a multi fulfillment hub and an offline foot traffic display center promoting online sales growth. The hallmark of Lotus’s Thailand is the consistent sales of competitive everyday affordable products as the main attraction for target Lotus's Thailand customers.

• **Go Fresh supermarkets** is a medium-size retail store with a sales area between 500-1,500 square meters, serving mostly in commercial or suburban areas under the neighborhood store concept for regular and convenient close-range drive and foot shopping with a focus on the distribution of quality fresh and dry food products, including various consumer products, especially in health and beauty, household goods, and baby products. Customer needs for either top-up additional items or stock-up for later use can be satisfied at Go Fresh. This mid-size retailer also plays a key role in Lotus's online retail business.

• **Lotus’s Go Fresh** is a small retail store with a sales area ranging from 150 to 400 square meters. As one of the largest mini-supermarket operators in Thailand, Lotus’s Thailand has positioned Lotus’s Go Fresh as a key driver for the future growth of its retail business in the country. Currently, Lotus’s Thailand operates Lotus’s Go Fresh stores in various residential and commercial areas, including petrol stations, to offer convenience and easy access for customers. Lotus’s Go Fresh focuses on fresh food, consumer products, and other essential non-food items, catering to daily food preparation and top-up shopping needs. Additionally, Lotus’s Go Fresh plays an increasingly important role in online sales, particularly in offering on-demand delivery services to customers.

As of 31 December 2024, Lotus's in Thailand had a total of 2,483 stores, consisting of 226 hypermarkets, 178 supermarkets, and 2,079 Lotus's Go Fresh stores. The number of stores categorized by format for Lotus's Thailand for the years ended 31 December 2022 to 2024 is shown in Appendix 5.

Online channels and out-of-store sales with customer delivery services ("Omni Channel")

In addition to brick-and-mortar retailing, Lotus's Thailand serves online Thai customers by leveraging an extensive network of storefronts across the country that serve as fulfillment hubs. Lotus's online channel serves convenience-centric customers via Lotus’s Smart application and allows customers to shop online. Additionally, all hypermarkets, Lotus Go Fresh Supermarket and Lotus Go Fresh stores will be used as distribution points to directly deliver products to customers. With a distance closer to the customer's home, this will help to make the delivery process faster and more efficient. Also, customers can choose the delivery format of both same-day and next-day delivery with reasonable shipping costs, as the stores are located near the delivery location. Moreover, Lotus's Thailand has partnered with other leading online platforms and its delivery fleets to offer Lotus’s products to customers with same-day delivery and next-day delivery.

SMART features of the online shopping system on Lotus's SMART App have over 30,000 products covering all categories, such as fresh food, dry food, beverages, home appliances, mother-and-child products, health and beauty products, etc. The stocks have been continuously updated, which can track delivery status and connect with Google Maps for accurate delivery coordinates. Customers can choose the delivery option from both the same-day and next-day delivery. Also, it conveniently and easily connects with My Lotus's to collect and exchange Lotus’s coins, as well as provide coupons and special discount codes only for purchasing from both storefronts and online.

Retail optimization project in Thailand

The Company is committed to developing and expanding the retail business in Thailand. Several new projects are undergoing as follows:

• **After rebranding the modernized Lotus's** - The rebranding of all stores that completed in 2022 has helped attract new target customer segments, particularly younger customers. While technological applications have boosted Lotus's Thailand business efficiency and customer services, strengthened online sales and new loyalty programs, and facilitated store format optimization by customer segmentation across Thailand.

• **Product and service development** - Lotus's Thailand main attraction is the wide variety of high-quality offers at competitive asking that serve as a one-stop shopping destination for customers. In particular, Lotus's Thailand fresh-food strategy focuses on efficient sourcing from local suppliers that deliver directly to the store to maintain the freshness and quality in a wide variety of fresh foods that are available in all retailing formats, catering to the diverse needs of each customer segment. Lotus's Thailand also invests in private label product development under its trademark. Lotus’s Thailand believes that offering products under its own brand will provide consumers with a wider variety of high-quality, cost-effective options. As of December 31, 2024, sales of private label products accounted for approximately 11.2% of the total retail sales in Thailand. Furthermore, Lotus’s has improved its product categories, including health & beauty, and wellness products, as well as home appliances. In

addition to enhancing product quality, the Company is also focused on improving other aspects of the store to provide better overall in-shop shopping experience. This includes maintaining cleanliness and safety within the store, efficiently planning store layouts, and organizing products to meet the needs of all customer segments. Additionally, the Company has introduced product recommendations and in-store services, as well as the use of technology to enhance convenience, such as self-checkout stations.

• **Hypermarket transformation** - Lotus's Thailand has renovated the hypermarket to be modernized and to fulfill changed consumer behavior by reducing the sales areas of clothing and appliances areas and expanding fresh food and cooking products, in order to meet an increasing demand. In addition, Lotus's Thailand has applied new technology and IT systems to optimize customer shopping satisfaction and Lotus's operational efficiency. Ultimately, the hypermarket transformation goal is to make Lotus's Thailand the most efficient and convenient business for every customer.

• **Go Fresh store concept** - The rebranding of Lotus's Thailand open-market "Talad" supermarket style to the new Go Fresh brand and the mini-supermarket to Lotus's Go Fresh is the underlying instrument for the Winning with Fresh Company Strategy. Lotus's Go Fresh will focus on presenting fresh food, by weight and by package, leveraging the home advantage as the most convenient, quickest, and best fresh food in the neighborhood. Go Fresh store will focus on the look and store atmosphere of a modern fresh market offering quality selections for daily cooking and household use.

• **Expanding store coverage** - As traditional retail stores had a high penetration rate across the country, even in areas without a physical store, Lotus's Thailand plans to open new stores in uncharted territories to make Lotus's stores more accessible to expanded customer bases to better serve and meet their needs. According to the new store expansion plan, Lotus's Thailand aims to open 4 new hypermarkets, 4 new supermarkets, and 200 new Lotus's Go Fresh a year over the next three years.

• **Accelerating online sales by leveraging the nationwide store network** - Lotus's Thailand developed Lotus's SMART Application online distribution platform, by using both hypermarket and Lotus's Go Fresh as the distribution center. With the optimal location in the neighborhood, this will enhance the speed and efficiency of delivery. Lotus's Thailand customers can choose delivery options from On-demand, Next day delivery, and Click-and-collect in all branches. Furthermore, Lotus's Thailand had the partnerships with internal and other leading online service providers such as Makro PRO, Shopee, Lazada, Grab Food Panda, 7Market, and TikTok Shop to strengthen Lotus's online services.

Retail Product Mix in Thailand

The key factor in the success of the retail business in Thailand is the offering of a wide variety of products in Lotus's Thailand stores. The main product categories sold by Lotus's Thailand are fresh food, dry groceries, and non-food items. Lotus's Thailand sells these product categories under leading brands both domestically and internationally, including small and medium-size enterprises (SME) as well as Lotus's private label products. The details are as follows:

• **Fresh food** - includes meat, seafood, fruits and vegetables, dairy products, eggs, ready-to-cook, ready-to-eat, bakery items, and frozen food. In addition, Lotus's Thailand has developed a range of value-added products such as grilled chicken, ready-to-cook and ready-to-eat meat, as well as product innovations like plant-based meat. Fresh food is the key and fastest growing product category for Lotus's Thailand.

• **Dry grocery**

  • Dry Food Consumer Goods - includes cooking products, beverages, dry foods, pasteurized milk, and plant-based milk, infant products, confectioneries, dietary supplements, canned foods, and baking machines. These consumables are carefully curated with a wide range of price levels, various brands, including imports.

  • Non-durable Fast-moving Consumer Goods - includes health and beauty items, household goods, baby products, and pet products. These non-durable goods are carefully curated with a wide range of price levels, various brands, and imports.

  • Liquor and Tobacco - the liquor and tobacco line includes beer, wine, and spirits, as well as a wide range of both locally produced and imported tobacco products for each store format.

• **Non food -** includes household appliances and products, e.g. toys, stationeries, sports equipment, bathroom and bedroom products and accessories, furniture, bags and suitcases, plastic storage boxes, kitchen utensils, auto accessories, electronics, and home improvement DIY products that require self-assembly and installation. Lotus's Thailand also focused on offering a wide range of kitchen and food preparation products to leverage its hallmark as the nation's leading food distributor and optimize in-store sales spaces for the changed consumer behavior and food trends. For electronics, Lotus's Thailand offers both large and small appliances, and also collaborates with the CP Group on co-marketing campaigns to offer products in the electronics section, namely mobile phones, SIM cards, and internet-connected home goods, such as smart bulbs, power sockets, and thermostats, along with electronics accessories, and have a joint effort to develop online telehealth consultation services where customers can seek doctor consultation online at the store.

  • Clothing - Clothing products include everyday wear, with a focus on essential comforts for all family members.

In addition to offering products under leading brand manufacturers, Lotus's Thailand offers over 5,000 private-label products

across all product categories under the Company's trademark (Private label) as an alternative for customers, aiming to differentiate and add value to the products in the 2 following groups:

• **"Lotus's"** is Lotus's Thailand core brand, offering various groups of high-quality products, which the quality exceeds the price.

• **"Value"** is an entry-level brand for everyday life-essential brands, providing an alternative at very cost-effective prices, as well as a brand for daily essentials at the lowest price every day.

Moreover, Lotus's Thailand continuously develops private label merchandises, such as Momento for home goods, Aliv for health and beauty products, NaxNax for snacks, Cute & Care for mother and baby products, and MeStyle for clothing products.

For the year ended 31 December 2024, Lotus's retail business in Thailand had total sales revenue from the sale of goods amounting to Baht 178,889 million. The sales revenue from the wholesale store business, categorized by product type, consists of consumer goods, fresh food, and general merchandise, accounting for 62.8%, 25.7%, and 11.5% of total sales revenue in Thailand, respectively. The illustration displays the retail sales revenue by product type for Lotus's Thailand for the years ended 31 December 2022 to 2024, provided in Appendix 6.

Retail Customers in Thailand

The retail customer segments in Thailand vary by age, income, and household size ranges. The key strengths of Lotus's Thailand in attracting customers include:

• The attitude of customers toward Lotus's Thailand products as value for money.

• With a commitment to developing the business to meet the smart shopping needs of today's consumers and creating a positive experience every day at Lotus's, the company was awarded 14 accolades at the Marketing Excellence Awards 2024, organized by MARKETING-INTERACTIVE magazine from Singapore. Notably, Lotus's received the Gold award for Excellence in Retail/Shopper Marketing and the Marketing Team of the Year award, reflecting its position as a leading Thai retailer with outstanding achievements, recognized on the international stage.

• Lotus's Thailand dedicates to the customer service and involvement in the local community that focuses on sustainability for communities.

• Lotus's Thailand plans to leverage these advantages to reach an expansive base of customers, especially those in the younger age group.

Lotus's Thailand analyzed in-depth customer data to provide a deeper understanding of Lotus's Thailand customers and thus an opportunity to create a satisfying shopping experience, bring in new and retain existing customers, and curate suitable products for each group. The analytics also brings to light purchasing behavior, enabling Lotus's to study the underlying shopping motives, develop pricing strategies and promotions that add value to the engagement with Lotus's, and accurately predict future shopping behavior.

The My Lotus's Thailand membership program is introduced to build and maintain hard-earned customer relationships and enable customers to collect points for their purchases at Lotus's stores. The data analysis suggests that My Lotus's Thailand members are more likely to shop than non-members, either by total purchase value or individual purchase volume. As of 31 December 2024, Lotus's Thailand had approximately 18.8 million My Lotus's members. Additionally, Lotus's Thailand offers the Lotus's Smart Application for members, which provides access to member-only information, discounts, coupons, and other promotional campaigns. The application also serves as a direct communication channel between customers and Lotus's. The net sales from the My Lotus's members accounted for 67.4% of Lotus's sales in Thailand.

Retail Distribution and Logistics Network of Lotus's Thailand

A key factor in Lotus's retail strategy is the optimization of the supply chain and the distribution and logistics network, which allows Lotus's to optimize inventory levels across stores and distribution centers in a way that is efficient and suitable for products with a short shelf life to remain fresh and maintain the highest quality, enabling Lotus's to offer value-for-money to its customers continuously.

The distribution center of the Company has adopted modern logistics machines and systems such as a semi-automatic light-based product picking system (Pick-to-Light system), and automatic product sorting machine (Sortation system), to prepare the products for delivery to the stores. This will ensure maximum efficiency and quality in operating the distribution center. Due to the rapid expansion of online business, some distribution centers offer online order storage and distribution, as well as optimize the nationwide stores to provide Last-mile delivery to customers. This is our competitive advantage over other online competitors.

The Company continues to focus on improving the efficiency of its distribution system and logistics network, such as implementing

the "Hub & Spoke" distribution system for large electrical appliances. This system designates certain hypermarket stores as storage and delivery hubs, ready for installation at customers' homes. In June 2024, the Company launched the Lamphun distribution center to serve as a distribution center for the norther region. The Company also provides transportation and storage services for its own retail stores, as well as transportation services to partners and third parties (Backhaul & Primary transport services).

As of 31 December 2024, the Company had 7 distribution centers for its retail business, with a total building area of approximately 297,096 square meters. This area includes 2 online fulfillment centers with a combined area of approximately 16,900 square meters.

Lotus's Shopping Center in Thailand

The shopping center consists of property management and operation of Lotus's Thailand shopping centers and retail stores, as well as acting as the property manager of the shopping centers that the Axtra Future City Freehold and Leasehold Real Estate Investment Trust (AXTRART), a fund of which holds 25% of investment units.

As of 31 December 2024, Lotus's shopping center business in Thailand has the following details.

- Leasing space management in 204 shopping centers, excluding the 23 shopping centers invested by AXTRART (as detailed below), with a permanent net leasable area (permanent NLA) of approximately 787,058 square meters with Lotus's Thailand hypermarkets as the flagship store, whereby the Company is the freehold land-and-building owner of 64 shopping centers.
- The occupancy rate of the shopping centers is approximately 93.2%, calculated from the permanent NLA.
- As of 31 December 2024, the Company holds 25% unitholding, which is the largest unitholder of the fund. AXTRART being a SET-listed Real Estate Investment Trust (REIT) invested in 23 shopping centers across the country. The Company has entered a fund agreement with AXTRART to position itself as the AXTRART property manager.

Lotus's shopping center mix in Thailand

Lotus's shopping center lease management business in Thailand, excluding duties as the AXTRART property manager, manages lease spaces in the following 3 types of shopping centers to serve various groups of customers:

- **Family malls, or large shopping centers** for families with various shopping services and entertainment activities, focus on particular business lessees, namely restaurants, fashion boutiques, financial service providers, and lessees providing entertainment-related activities, among other service providers. It typically has a permanent NLA of over 5,000 square meters.
- **Neighborhood malls are medium-size stores**, where customers can swing by in the community for a quick and easy grab, especially food products. It typically has lease spaces for a variety of restaurants, beverage shops, and grab & go-fast food outlets. Although the lease spaces are smaller than Family Malls, in-store shops are available for family entertainment activities and fashion boutiques, along with financial and other service providers. The malls typically have a permanent NLA between 2,000 and 5,000 square meters.
- **Service malls are smaller malls** providing one-stop-shop spaces. The smallest of the three formats focuses on everyday products, necessities, and services, alongside selected restaurants, clothing shops, and children's play areas, among other services provided. It typically has a permanent NLA of up to 2,000 square meters.

The Company's shopping centers sit in suitable locations throughout Thailand to serve in strategic areas that reach as many customers as possible, mostly in the central Bangkok metro area as well as other regions in the metropolis, each having a hypermarket under brand Lotus's as the flagship attraction. As of 31 December 2024, Lotus's Thailand shopping centers, built on the Company's owned property, accounted for about 31% of all shopping centers under brand Lotus's.

Shopping center leasing projects

Lotus's Thailand continues to select suitable locations for new shopping centers across Thailand using the following criteria:

- Area with a large and dense population.
- Prominent locations with the potential of increasing in-store foot traffic.
- Access to main roads, public transit system, large parking areas and sound infrastructure

Lotus's Thailand has several projects related to shopping center leasing as follows:

- Future shopping center development projects include transforming rental spaces into community shopping centers for all ages, seamlessly integrating offline and online experiences. These centers will support the sale of products through online channels and offer delivery services to meet customer needs. Lotus's Thailand also has plans to optimize foot-traffic shopping satisfaction in the future by expanding the product mix and related services in collaboration with business partners to

personalize marketing by customer segmentation.
• Optimizing shopping center space layouts, particularly idle spaces, and seamless hypermarket-leased space services.
• Space optimization: expanding food-related commercial space, balancing mass market, niche, and traditional food brands, and transforming shopping centers into food destinations, maximizing customer foot traffic volume and rate for in-demand shopping center leases in the process.
• Optimizing food courts: renovating and optimizing shopping center food court spaces and introducing new brands and service providers, such as Cloud Kitchens, to satisfy food court goers.
• Lotus's Eatery is a new format of food court that Lotus has created to response to the needs of customers who want a diverse and quality dining experience in a comfortable and modern format. It is a space that combines restaurants and various cafes focused on providing consumers with a modern, convenient, and high-quality dining experience.
• Digital experience optimization: incorporating and implementing new IT infrastructures and applications to support digital payments and create shopping satisfaction.
• In-store shop mix optimization: managing the appropriate proportions of suitable shopping center lessees by selecting and attracting restaurant operators and other quality service providers, focusing on branded or widely known franchises, and presenting a new shopping center atmosphere and image with the best in-store shop mix variety.
• Health and beauty optimization: improving health and beauty services by allocating space for health and beauty and selecting suitable service providers to adapt to the changed demand of consumer preferences.

Investment and provision of services to Axtra Future City Freehold and Leasehold Real Estate Investment Trust

The Company holds 25% of AXTRART, which was the largest unitholder of AXTRART, the Real Estate Investment Trust listed on the Stock Exchange of Thailand. AXTRART owns 23 shopping centers under the Lotus's brand across Thailand. In addition, the Company has also entered into an agreement to act as an asset manager for the trust.

As of 31 December 2024, the investment portion of AXTRART consisted of 11 Family Malls, 11 Neighborhood Malls, and 1 Service Mall. As of 31 December 2024, there is a permanent NLA totaling 339,000 square meters.

As the property manager and the largest unitholder of AXTRART, the Company holds 25% of trust. AXTRART receives income from the mutual fund as follows:
• **Property management fee** - As the Property Manager, the Company collects 4 types of fees from AXTRART for providing shopping center services: leasing and service fees, property management fees, incentive fees, and commission from leases. The Company receives a monthly fee as the property manager, calculated from various AXTRART shopping center performance indicators, including the share leasing and service fee from net monthly revenue from AXTRART shopping center that does not exceed 3.0%, the property management fee that must not exceed 0.3% of AXTRART's net asset value, and the incentive fees that not exceed 2.35% of the monthly net profit from AXTRART shopping center.
• **Dividend** - The Company receives dividends as an AXTRART unitholder proportionately to its investment unit holdings. The dividend rate is not less than 90% of the net profit from quarterly investments and paid no more than 4 times a year.

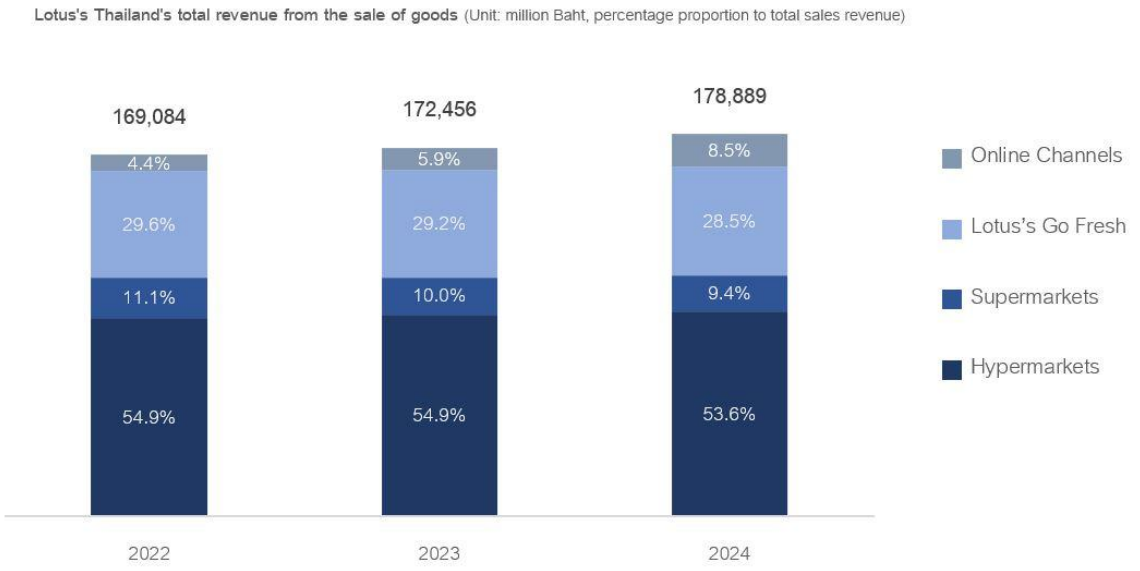
Shopping center tenants mix in Thailand

Lotus's Thailand has several types of tenants in Lotus's shopping centers in Thailand. The three main tenants are as follows:
• **Permanent lessees -** 1-year or longer tenants with either a fixed monthly lease payment or variable lease rate according to sales performance, with or without a minimum lease guarantee, including hypermarket and other lessees As the source of revenue stream, permanent lessees, namely the largest group of tenants in Hypermarkets, are integral to Lotus's Thailand shopping center leasing business success, averaging a lease term of about 3 years with major tenant lease commitments as long as 30 years. Financial, hospitality, technology-related, food, clothing, beauty, and entertainment service providers are Lotus's Thailand permanent occupied NLA.
• **Temporary lessees** - 1-year or shorter leases that set up shop as stands or small vendors with a high turnover rate, allowing Lotus's Thailand to tailor new products and services to customers.
• **Food court lessees** - Lotus's Thailand services contracts with food court operators in shopping centers for an average term of one year. Food courts help attract foot traffic to shopping centers and other in-store lessees as customers prefer the price, quality, and quantity that offer a good value there.

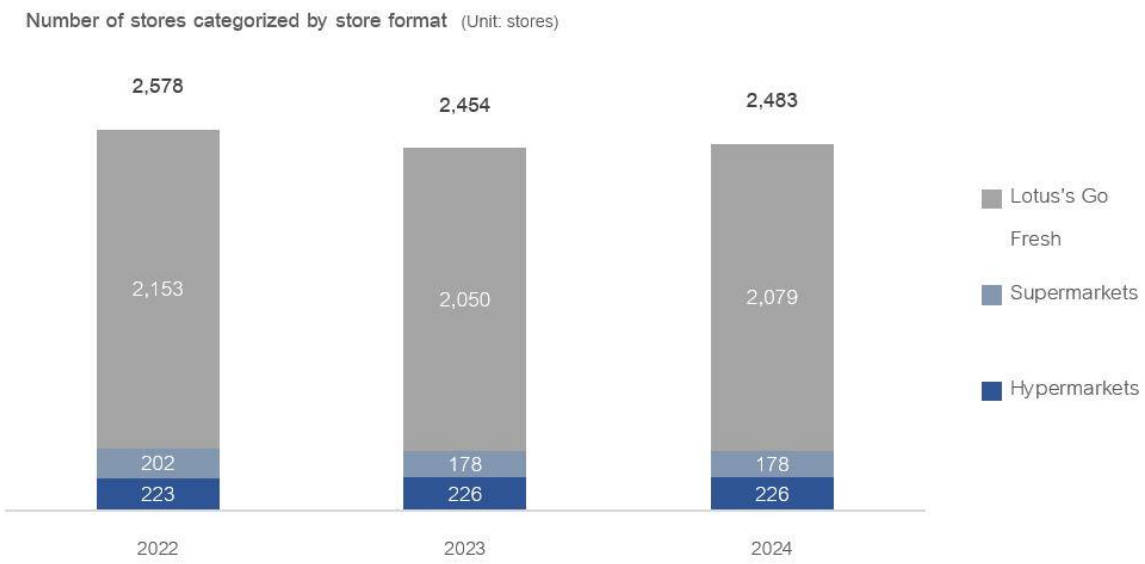
In addition to revenue streams from lessees, Lotus's shopping center leasing business in Thailand includes other sources of income from service charges, such as utility bills and land-and-building taxes, pylon signage leasing fees, property management fees from managing AXTRART-invested shopping centers, among others.

Diagram of Retail Business - Thailand

Appendix 4: Shows the **Lotus's Thailand's total revenue from sale of goods by retail format**
for the years ended 31 December 2022 to 2024

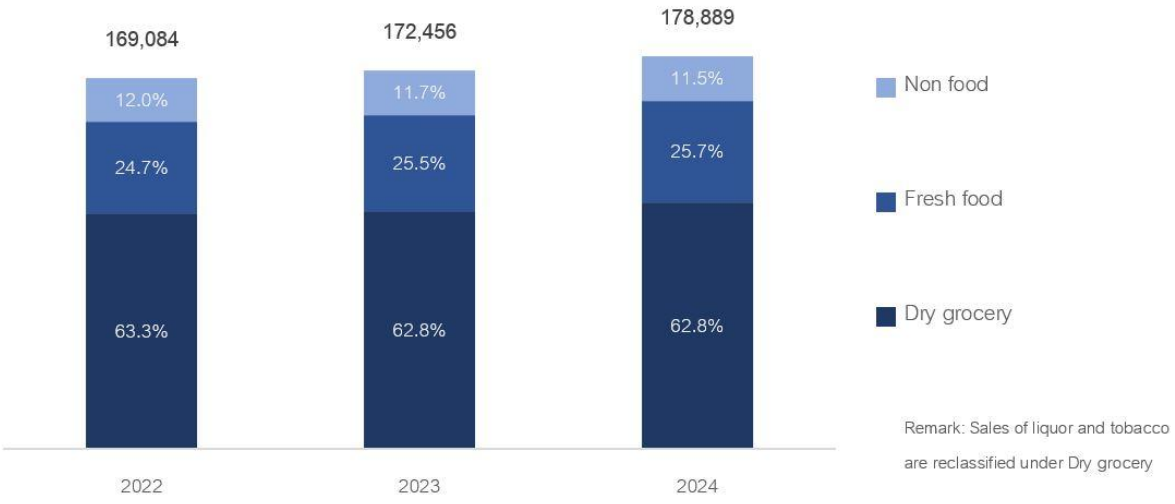


Appendix 5: Shows the **number of stores categorized by store format for Lotus's Thailand**
for the year ending 31 December 2022 to 2024



Appendix 6: Shows the **Lotus's Thailand's total revenue from sale of goods by product type**

for the years ended 31 December 2022 to 2024



Retail Business - Oversea

Lotus's Retail Business in Malaysia

Lotus's Malaysia's is a leading retail and shopping center business through its subsidiary, Lotus's Malaysia, the leading retailer in Peninsula Malaysia. As of 31 December 2024, Lotus's Malaysia had 70 stores, including 43 hypermarkets and 27 supermarkets. Similarly to Thailand, Lotus's retail business in Malaysia has a reliable supply chain and an efficient distribution and logistics network, in addition to the strength of Lotus's brand and the following key strategic investment plans:

- Attract new customer segments with modernized Lotus's rebranding
- Enhance the quality of goods and services with cost-effective offerings
- Accelerate online sales growth by leveraging a network of over 10 stores, including improving efficiency and collaborating with leading online platforms such as Food Panda, Grab, Lazada, and Shopee to increase point-of-sale products for consumers
- Leverage the wholesaling group know-how to expand and optimize distribution channels for B2B customers across the country, focusing on independent restaurants, traditional retail stores, and other local businesses such as hospitals, hotels, and schools

Lotus's Malaysia is the leading retailer in Peninsula Malaysia, with total sales revenue of 4,727 million Malaysian Ringgit. For the year ended 31 December 2024, the retail sales revenue, categorized by retail format, is comprised of 68.0% from hypermarkets, 27.0% from supermarkets, and 5.0% from online and other channels.

Additionally, online sales and out-of-store sales with product delivery to customers ("Omni Channel") accounted for 5.0% of Lotus' s total sales in Malaysia for the year ended 31 December 2024. The illustration displays the retail business revenue of Lotus's in Malaysia, categorized by retail format, for the years ended 31 December 2022 to 2024, provided in Appendix 7.

The same-store sales growth (SSSG) of all sales channels for Lotus's in Thailand for the years ended 31 December 2022 to 2024 were (1.8%), (2.5%), and 3.7%, respectively.

Retail Store Formats in Malaysia

Lotus's operates 2 retail store formats in Malaysia: hypermarkets and supermarkets. As of 31 December 2024, Lotus's Malaysia had 70 retail stores located primarily in the Northwest, Central, and Southwest of Peninsula Malaysia, with as many as 25 stores in Klang Valley, Kuala Lumpur, the capital of Malaysia.

- **Hypermarket** - Lotus's Malaysia hypermarkets are large retailers in Malaysia with a one-stop shopping complex focusing on fresh food and consumer products with a sales area between 4,000 to 7,000 square meters and an average sales area of about 4,300 square meters.
- **Supermarket** - Lotus's Supermarkets are medium-size retailers under the Corner Store concept with a sales space between 1,000 to 4,000 square meters, located primarily in Peninsula Malaysia as a convenient choice for daily groceries and other goods.

As of 31 December 2024, Lotus’s Malaysia had a total of 70 stores, consisting of 43 hypermarkets and 27 supermarkets. The illustration displays the number of stores categorized by retail format for Lotus’s Malaysia for the years ended 31 December 2022 to 2024, provided in Appendix 8.

Online channels

Alongside Lotus's Malaysia's offline brick-and-mortar retail outlets is Lotus's Malaysia online channel and services through the online shopping and other third-party online service providers such as Lazada, Grab, Food Panda, and Shopee. Lotus’s Malaysia has various methods to improve online customer satisfaction as follows:

• Delivery online services that create greater customer satisfaction through Lotus's continuous IT improvement program, smart promotion, and presentation of enhanced alternative products

• Develop an online service center prototype, enabling more online services with optimized efficiency and lower operating costs

• Increase the number of branches, from currently ten outlets in Malaysia

Retail optimization in Malaysia

The Company aims to improve and expand the retail business in Malaysia with the following initiatives:

• **Optimizing products and services** - one of Lotus's Malaysia core competencies in retailing, according to the Company, is its ability to offer a wide variety of quality products at affordable, worthwhile prices as the customers’ preferred one-stop-shop destination, in particular, Lotus's Malaysia fresh food has strategy that focuses on locally sourced fresh supplies delivered directly to Lotus’s stores to maintain freshness and quality to meet the diverse needs of each customer group. Lotus's Malaysia also invests more in developing private label products under its trademark for the Malaysian retail market to offer value-for-money products compared to other products in the same price range on the shelf. As of 31 December 2024, private label product sales accounted for about 16.0% of the total retail sales in Malaysia. Moreover, Lotus's Malaysia product mix is also tailored to meet the changed consumption needs as well as continuously changing trends, including health, beauty, and well-being products, as well as household appliances. Not only improving the product quality, but Lotus’s Malaysia also aims to improve other in-store components for enhanced shopping experiences such as in-store layout and services, cleanliness, and safety, applying technology to implement spontaneous shelf replenishment, and self-checkout features alongside online shopping services.

• **Store modernization** - 8 Lotus's Malaysia stores have been modernized to better accommodate the changing needs of customers. Currently, the spaces for clothing and accessories in hypermarkets have been reduced while the space for fresh food and food preparation-cooking products has been expanded to meet the growing demand for these product categories. Lotus's Malaysia has also adopted new technology and IT systems to enhance customer shopping satisfaction and improve store operations efficiency.

• **Store scaling** - Lotus's Malaysia currently operates more than 4,000 square meters of sales space of hypermarkets and 1,000-4,000 square meters of supermarkets, as Lotus’s has seen a shift in consumer shopping behaviors that favors convenient smaller retailers.

• **Accelerating online sales by optimizing the store format** - Lotus’s Malaysia plans to boost retail sales significantly by leveraging an optimized, reliable online infrastructure along with its retail network to support an efficient, reliable, and seamless shopping experience through the online shopping system and mobile app, accelerating growth through the online channel in the process. Lotus's Malaysia also develops relationships with leading online service providers such as Food Panda, Lazada, and Shopee to further strengthen Lotus's Malaysia online presence, ensuring customers can easily access prompt services through their preferred online channel.

• **B2B business development** - alongside the enhancement of offline brick-and-mortar is optimizing service capacities for B2B operators as a one-stop-shop destination for restaurant operators and local grocery chains regularly in need of meat, fresh food, dry food, and cooking facilities in bulk. To increase B2B sales through Lotus's Malaysia, it has established a B2B sales unit dedicated to providing direct service to nearby restaurants and food retailers to facilitate business convenience.

• **Cost management** - Lotus's Malaysia recent investments in cost management programs comprise cost-saving energy efficiency projects, leveraging technological renewable capacities to Lotus's Malaysia stores in the areas of refrigeration, heating, ventilation and air conditioning, HVAC and lighting, as well as switching to renewable energy sources by installing roof solar panels to large retail stores and distribution centers to generate electricity. Also, Lotus's continued to evaluate the cost structure and expenditure associated with its distribution and sales network to improve and develop various related procedures. Furthermore, Lotus’s Malaysia continuously adopting the technology to enhance stores efficiencies and improve the operation model of the stores. e.g. implementing and increasing self-checkout kiosks from 15 stores to 34 stores for cost optimization and removing high dependency on physical labor.

Retail Product Mix in Malaysia

Providing one-stop-shop destinations with wide-ranging, affordable, and high-quality product mixes, namely fresh food, general

goods, or clothing under various brands and private labels, among other consumer goods, is the core competency that determines Lotus's retail success in Malaysia. The retail product mix in Malaysia is as follows:

• **Fresh food** - Fresh food includes fresh fruits and vegetables, meat and seafood, and bakery products, as well as value-added items such as ready-to-cook food and ready-to-eat meals. Fresh food is a fast-growing product segment that effectively boosts foot traffic to the store.

• **Dry grocery** - Lotus's consumer goods include commodities, dry food, canned food, cooking and baking products, hot beverages, desserts, dietary supplements, beer, wine and spirits, cold beverages, health and beauty items, and infant products.

• **Non food** - General merchandise includes a wide range of durable household goods, including home furnishings and accessories, electronics and computer accessories, outdoor entertainment, bags, home improvement items, auto-related products, toys, and stationery.

• Apparel - Lotus’s Malaysia plans to expand its product categories into men's and children's wear, as well as festive apparels i.e. Chinese New Year, Back to School and Hari Raya.

Under its trademark, Lotus's private label products are offered to provide shopping alternatives to customers where the product groups with large markets, high growth potential, brand variety in the market, and the best chance to stand out in the respected are selected for private label development under its trademark. While local manufacturers are outsourced to produce the private labels, the intellectual property rights to the trademark and production are retained by Lotus's.

The Company plans to strengthen the quality of Lotus' products in the retail market in Thailand and Malaysia, including health food and other health-related products to focus on attracting more health-conscious consumers with wellness-oriented lifestyles. The Company plans to combine its product strategy for Lotus's Malaysia with its retail business in Thailand to allow cross-market distribution of Lotus's private labels and common sourcing to harmonize and synergize product mixes in Thailand and Malaysia with cross-market capacities without compromising the specific needs of each.

For the year ended 31 December 2024, Lotus’s Malaysia had total sales revenue of 4,727 million Malaysian Ringgit. The retail sales revenue, categorized by product type, is comprised of dry grocery, fresh food, and non food. The sales proportion accounts for 64.9%, 28.6%, and 6.5% of the total sales, respectively. The illustration displays the retail revenue from sales by product type for Lotus’s Malaysia for the years ended 31 December 2022 to 2024, provided in Appendix 9.

Lotus’s Retail Tenants Mix in Malaysia

Lotus's retail customers in Malaysia vary by age, income, and household size. To grasp consumption patterns, Lotus's has partnered with an established company providing professional customer segmentation and analytical services to conduct measurable studies of each customer segment and develop product strategies, plan product sales through both online and in-store channels, develop a loyalty program, and an effective marketing plan.

To build and maintain customer relationships, the My Lotus’s program is presented to enable customers to collect points from their purchases from Lotus’s outlets. As of 31 December 2024, Lotus's Malaysia reported about 3.1 million members. In addition, My Lotus’s mobile application is also available, providing members with information, member-only discounts and coupons, and other promotions, as well as a convenient medium for direct communication with customer service.

The Distribution and Logistics Network in Malaysia

Strategic to Lotus's success in Malaysia is the supply chain distribution and logistics network optimization for maximum efficiency and effectiveness in managing appropriate inventory levels in Lotus's Malaysia stores across the peninsular. This is also necessary for maintaining the freshness of produce, deli, and fresh food through the journey from sourcing to Lotus's Malaysia shelves with the highest quality and offering value-added products to customers at a suitable price.

As of 31 December 2024, Lotus's Malaysia owned 2 distribution centers and leased 1 distribution center for frozen products across the country, with about 89,243 square meters.

Lotus's Malaysia operates with 3 different types of distribution centers: room-temperature distribution centers storing consumer and general products, fresh-food distribution centers keeping products at 1-2 degrees Celsius, and frozen-product distribution centers operated by third-party service providers. Lotus's Malaysia hypermarket, on the other hand, has an average storage space of 250 square meters with over 5.5-meter-high ceilings, excluding leased stores with pending adjustments.

Lotus’s Malaysia mostly operates its own distribution and logistics network in Malaysia. The network was comprised of a truck

unit transporting goods from-to distribution centers, shops, and warehouses in the northern, southern, and eastern regions of Malaysia with prime movers, ambient trailers, and refrigerated trailers.
Lotus's Malaysia also provides distribution and logistics services for manufacturers and distributors in Malaysia to promote Lotus's online channels, including handling services such as freight, returns, and trades through cross-docking centers and transportation systems.

Shopping Center Business in Malaysia

As of 31 December 2024, Lotus's Malaysia shopping center business comprised:
• Management of leased space in 63 shopping centers, with about 327,282 square meters of permanent NLA of these, Lotus's owns 26 centers as freehold properties and holds leasehold rights [1] for 37 centers from the Malaysian government.
• An occupancy rate of about 92.3%, calculated from the permanent NLA.

[1] Under Malaysian laws, freehold is the right to use land from the Malaysian government that can hold and use the land for an indefinite period of time. While leasehold means the right to use land from the Malaysian government not more than 99 years, the owner can hold the land until the expiration of the lease agreement. If there is no extension or renewal of the lease agreement, the owner must return the land to the Malaysian government. Both freehold and leasehold ownership can be transferred.

Lotus's shopping center mix in Malaysia

Lotus's Malaysia manages three types of shopping centers in Malaysia to serve the following customer groups:
• **Family malls** are large shopping centers that target families and households with a permanent NLA of over 6,000 square meters where a range of shopping and entertainment activities are offered by the main lessees, namely restaurants, fashion boutiques, financial service providers, and entertainment event organizers, among others.
• **Neighborhood malls** are medium-size shopping centers with a permanent NLA between 3,000 and 6,000 square meters for customers to swing by for quick grab-and-go, especially food items, from wide-ranging restaurants, beverage shops, and fast-food eateries. Although smaller than Family Malls, there are also shops providing family entertainment activities, fashion boutiques, as well as financial and other services.
• **Service malls** are smaller shopping centers with a permanent NLA of up to 3,000 square meters serving as a one-stop shopping destination for daily products and services, along with restaurants, clothing shops, and service shops for various daily needs and playground areas for children.

Lotus's Malaysia regularly evaluates and selects shopping center locations in strategic areas across Peninsular Malaysia to maximize access and consumer reach with a hypermarket as the main lessee in the establishment. The assessment criteria for selecting new locations are as follows:
• An area with a large and dense population
• A prominent location with increasing in-store customer foot traffic
• Access to main roads and public transit systems
• A large parking area with a sound infrastructure system

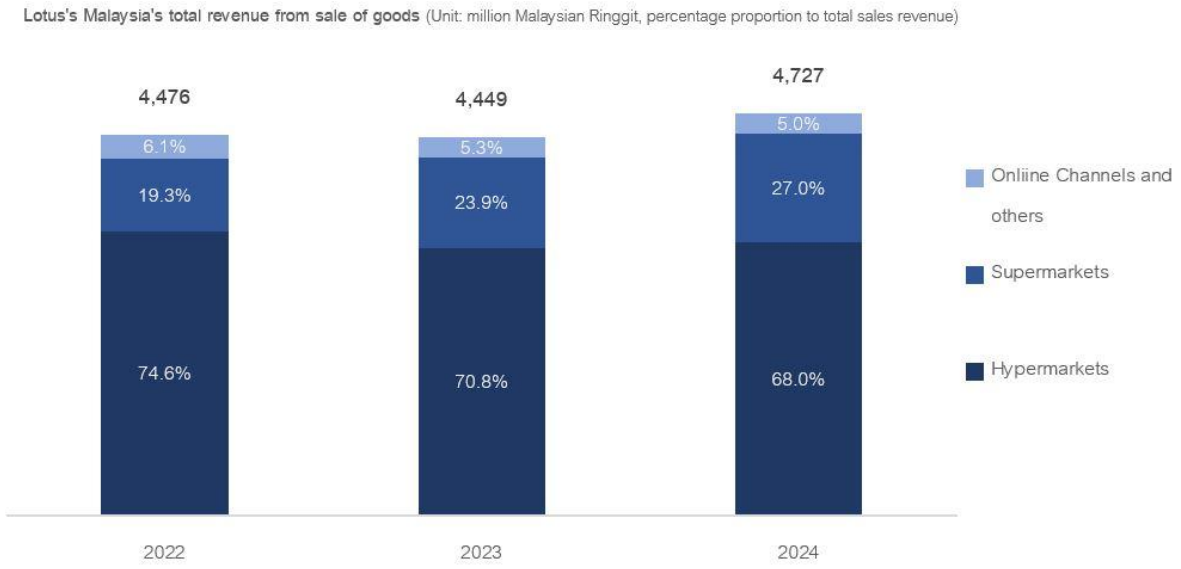
Shopping center tenants mix in Malaysia

There are three main groups of Lotus's Malaysia shopping center tenants:
• **Permanent tenants** with a minimum lease period of at least 1 year or longer with fixed or variable lease rates based on sales performance, with or without minimum payment requirements. Where the average lease term is approximately 2 years, major tenants have an average term of 3 years. Together, they contribute to the success of Lotus's shopping center leasing business in Malaysia as a source of a stable income stream, including tenants in various businesses such as food-beverage, health-beauty, DIY, and clothing, entertainment, and sporting goods, among other service providers.
• **Temporary tenants** have under one-year leases that set up stalls or small shops and have a high turnover rate, allowing Lotus's Malaysia to tailor new products and services to changing consumer behavior.
• **Food court** - Lotus's Malaysia has lease contracts with food court service operators in Lotus's shopping centers in Malaysia for an average term of one year. Food courts attract foot traffic to shopping centers and other shops as customers prefer reasonably priced meals.

Diagram of Retail Business - Oversea

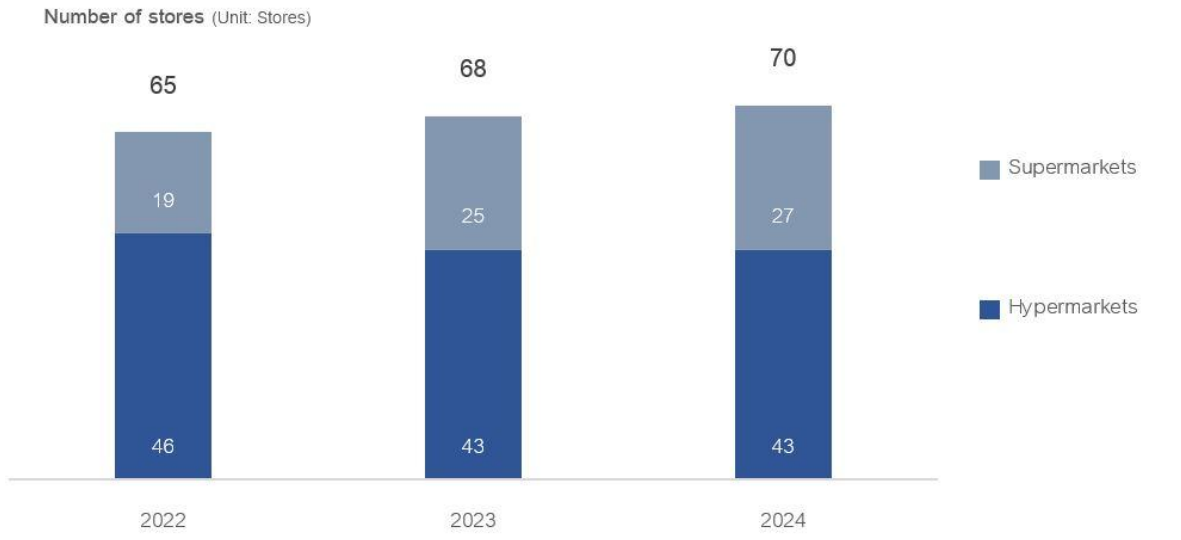
Appendix 7: Shows the **Lotus's Malaysia's total revenue from sale of goods by retail format**

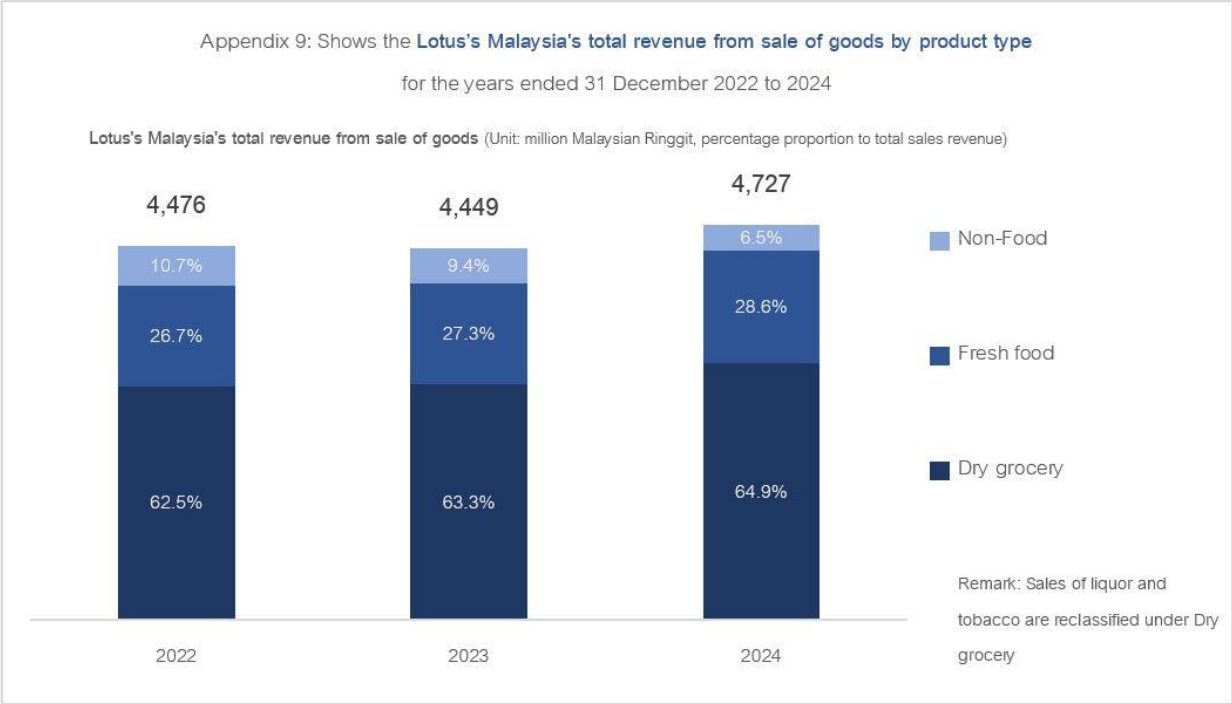
for the years ended 31 December 2022 to 2024



Appendix 8: Shows the **number of stores categorized by retail format for Lotus's Malaysia**

for the years ended 31 December 2022 to 2024





Research and development policy in various areas, and details regarding innovation development in processes, products and/or services, or business models.

Research and development (R&D) policy : Yes

R&D expenses in the past 3 years

	2022	2023	2024
Research and development (R&D) expenses over the past 3 years (Million Baht)	1,590.00	1,821.00	1,451.00

Additional explanation about R&D expenses in the past 3 years

R&D expenses over these three years reflect the commitment to strengthening technological capabilities in digital platforms and advanced IT infrastructure that can swiftly and efficiently meet customer needs, support sustainable growth, and secure long-term competitive advantages.

1.2.2.2 Marketing policies of the major products or services during the preceding year

The Company's marketing campaigns are planned on a national scale and implemented locally. CPAXT's fundamental marketing strategy concerns realigning traditional marketing through digital online channels while highlighting high-quality products at better value for target customers through various distribution channels. Wholesale brands and products are promoted through various offline and online media by developing product catalogs and promotions through Makro Mail, HoReCa Mail, and Foodservice Mail. Customers will be able to compare product prices and plan to increase profits. In addition, we select high-quality products with everyday low prices to match the needs of every customer and Buy More Save More promotion. Furthermore, we have product demonstrations in stores, as well as campaigns through the Company's website and social media channels to communicate with various ages of customers. The Company also expands and maintains existing customer bases through its loyalty program, alongside curbside pickup and delivery services.

The Company has multiple teams providing specific one-to-one marketing responsibilities. The insight team monitors store operations and analyzes customer data to optimize marketing, as the proposition team produces strategic marketing proposals based on analysis from the insight team. While the communication team executes the strategy developed by the proposition team, and social commerce via Tiktok and Facebook to increase customer participation.

Lotus's retail business aims to provide customers with a one-stop-shop destination with convenient, swift, and proficient services through offline and online channels for all-encompassing needs, especially high-quality fresh food for value. Consistency in enhancing value and quality is fundamental to maintaining long-term customer relationships and thus Lotus's success. To account for rapid changes in customer behavior and shopping preferences following the pandemic, increasingly turning to shop at stores in the neighborhood and using online delivery services, Lotus's has adjusted its marketing activities as follows:

- Promoting enhanced customer services through online channels.
- Promoting in-store shopping to increase shopping frequency.
- Promoting per-shop volume to increase basket sizes.

In addition, Lotus's offers other marketing programs to reach new customers and retain the existing base with new-customer referral campaigns through various partner platforms such as restaurant service providers, food aggregators, e-commerce platforms and marketplaces, telecommunication service partners, and entertainment platforms. This includes new-customer welcome packs, personalized offers, exclusive customer rewards, and personalized customer communication to strengthen customer loyalty.

Lotus's is expanding its promotional and marketing campaigns of store trademarks and product brands to different customer segments, nationally and locally, through interviews with key thought leaders, online influencers, and business partners via social media as the target medium, as well as television and target local press, along with product demonstrations and in-store events.

Lotus's has several teams dedicated to marketing, namely the insight team responsible for tracking and analyzing customer data to optimize marketing, the corporate and category team responsible for formulating marketing strategies using in-depth analysis, and the communication executing strategy provided by the proposition team. Additionally, Lotus's also applies customer data to personalize its products to individual customers by adjusting pricing and promotions accordingly.

The industry competition during the preceding year

Industry Overview

The global economic outlook in 2025 is expected to continue on a gradual upward trajectory, primarily fueled by the robust performance of large economies, particularly the United States, where strong labor markets and sustained domestic demand should bolster growth. Additionally, emerging market economies, especially India, are projected to drive growth through solid domestic consumption and public investment. However, some nations may face challenges that could hinder their growth potential. For the economies in Asia and Southeast Asia, where the company has investments, growth is expected to be relatively strong, supported by increased government investment, private consumption, exports, and tourism.

According to the International Monetary Fund ("IMF") report in January 2025, global economic growth is projected at 3.3% in 2025, slightly higher than the 3.2% in the previous year. The United States is projected to grow by 2.7%, supported by a robust labor market, sustained consumer spending underpinned by accommodative monetary policy, and a continued recovery in investment. Additionally, the economy is expected to benefit from new stimulus measures aimed at fostering economic expansion. Meanwhile, the Eurozone economy is forecast to remain sluggish, affected by weak manufacturing, political uncertainty, and geopolitical risks that may impede the region's economic recovery. The IMF also projects global inflation to decline to 4.2% in 2025, down from 4.3% in the previous year, with further moderation expected in the years ahead. Advanced economies are expected to return to their inflation targets more swiftly than emerging and developing economies.

The Asian Development Bank ("ADB") in its December 2024 report projects Asia's economic growth at 4.8% in 2025, slightly down from 4.9% in the previous year. The growth is attributed to infrastructure investments, strong domestic demand, and the expansion of exports, particularly in the electronics sector. ADB forecasts that India's economy will grow by 7.0%, driven by higher agricultural output, a strong services sector, and the positive impact of declining crude oil prices, which will benefit import costs. Similarly, ADB expects Cambodia's economy to grow at 6.0%, fueled by industrial growth, especially in tourism, along with a rise in agricultural production. Malaysia's economy is projected to expand by 4.6%, driven by export growth, strong private consumption, key infrastructure investments, and increased government spending. However, ADB anticipates Thailand's growth will lag behind other regional economies due to persistent household debt pressures.

The Office of the National Economic and Social Development Council ("NESDB") in its November 2024 report forecasts that

Thailand's economic growth fall between 2.3% and 3.3%. This growth is supported by increased government spending, improved private investment, and continued growth in private consumption, driven primarily by government economic stimulus measures and minimum wage increases. The continued rebound of the tourism sector is another major contributor to the economy this year. NESDB predicts foreign tourist arrivals will reach 38.0 million, up from 36.0 million last year, along with an increase in tourist spending, particularly from high-spending tourists in key markets. However, Thailand's economy could encounter challenges from elevated household and business debt levels, along with instability in the agricultural sector, driven by fluctuations in production and commodity prices.

However, the global economy in 2025 may face significant risks due to uncertainties surrounding the economic and trade policies of major economies, which could affect global trade volumes. Additionally, geopolitical conflicts may result in weaker investment and consumption demand, potentially impacting both Thailand's economy and the economies of the countries in which the company has investments.

For the modern retail business from 2025 to 2027, Krungsri Research estimates average annual growth of 5.0% to 6.0%, supported by the recovery of domestic purchasing power in line with economic growth, an increase in foreign tourists driving consumption in tourist destinations, and government investment in Mega projects which will enhance employment and income levels. Additionally, the development of new community hubs will provide opportunities for retail businesses to expand into more suburban areas. The modern retail sector is expected to grow across all store types, particularly: 1) Supermarkets, as customers in this segment have higher purchasing power, and operators are likely to stimulate spending by modernizing store formats with a greater focus on premium products, and 2) Convenience stores, which will expand their coverage in more locations, adjust sales strategies for online channels, and increase offerings of fresh food and beverages. Retail operators in the modern retail sector are likely to continue expanding both in Bangkok and other provinces to cater to the growing domestic purchasing power and from neighboring countries. At the same time, various business models are being developed to cater to specific customer groups and boost sales through Omni Channels. However, in December 2024, the Thai Retailer Association reported a decline in the overall Retail Sentiment Index (RSI) for 2024 compared to the previous year. Nonetheless, retail sentiment in 2025 is expected to recover gradually, contingent on the clarity of economic stimulus measures for the year.

As for retail rental space from 2025 to 2027, Krungsri Research forecasts average annual growth of 3.0%, driven by the expected recovery in private consumption following economic and tourism growth. The influx of foreign tourists will increase demand for retail space, especially in city centers. This, coupled with the government’s investment in transportation infrastructure and private residential development projects in suburban areas, will support retail space expansion to meet growing residential areas and broader consumer demand. However, the supply of new space is expected to continue entering the market, particularly with large-scale developments, which may put downward pressure on the rental rates, maintaining stability or experiencing a slight decrease in the near term.

Competition

Given its diverse business scope, the Company faces many competitors across operating market segments, namely wholesaling, retailing, and leasing management in shopping centers. The Company believes that it has no direct competitors in the market segments that operate a variety of food businesses with a scope and scale comparable to the Company's business, notwithstanding the highly competitive food industry.

The Company is determined to become the leader in each operating market with competitive marketing and strategies to face the competition. Aside from the competitive edge in price levels, product quality, brand positioning and recognition, store locations, shopping convenience, product mix, and the availability of goods and services, it also has a significant competitive edge over competitors with traditional distribution channels. The Company's wholesaling-retailing cost structure and supply chain logistics capacities at scale make it extremely difficult for new entrepreneurs to enter the market and compete with the Company effectively.

Wholesale competition

The wholesale business has continued to face challenges and high competition. The Company is in direct competition at diverse regional and local levels with wholesalers, import-export companies, frozen-chilled foodservice distributors, manufacturer and distributor channels, and modern wholesalers of food and general goods in the same market. Our competitors are GO Wholesale, Thai Foods, and Big C Food Services. Also, we have competition from online channels.

Retail competition

The retail business is considered a fiercely competitive business, as most products are similar products. In addition, there were many products from China to penetrate the market. Lotus's faces competition in Thailand and Malaysia from a wide range of national, regional, and local competitors, including online and offline hypermarket operators, as well as wet markets and traditional retailing corner shops. Lotus's main competitors are Big C, Tops, CJ more, local minimarts and online shopping in Thailand, and Econsave, NSK, Mydin, and 99 Speedmart in Malaysia.
Lotus's is one of the largest fast-moving consumer goods retailers in Thailand. Its competitive edge is solid end-to-end fresh food sourcing and distributing, from producers and distributors to end consumers, as well as a comprehensive network of stores encompassing the larger part of Thailand. The Company thus believes few operators can effectively compete with Lotus's in the kingdom, especially in fresh food, as opposed to the highly competitive non-fresh food segment.

Shopping center competition

Lotus's competes with major shopping center leasing operators in Thailand and Malaysia for tenant retention, occupancy, shopping center location, customer convenience, tenant selection, tenant mix, and brand awareness. Competitors include Central Pattana, The Mall group, and Big C in Thailand, and Giant and Aeon Big in Malaysia. Notwithstanding, Lotus's intends to transform shopping centers in some existing stores across the nation into "Smart Community Centers", a center for smart living for people of all ages in the communities via opening new stores mall transformation and mall extension. These centers shall be adorned with exquisite designs, offering an array of products and services, that cater to the diverse lifestyles of individuals in specific locales. Furthermore, Lotus's strives to be an Inspiring Fresh & Food Destination by launching the Eatery food court, a culinary complex that mixes famous street food and famous local restaurants to fulfill all customers of all ages in the communities.

Online competition

The Company faces increasing competition through online channels from the same wholesale and retail competitors in Thailand. In particular, the rapidly evolving online retail business has forced the Company to keep up with changing customer expectations and the developments of competitors' new services. Customers have increasingly been communicating with the Company online through social media from their mobile phones and other mediums such as tablets, laptops, and other internet-connected electronics to shop and chat. The shift in shopping preference is evident in the product selection as well as the expectation for standard swift delivery. The Company has made significant investments in technological infrastructure and will continue to do so, especially in the part of the Company's website and application, aiming to improve offline and online seamless integration strategy. The online mobile capacity allows customers to easily compare pre-purchase prices. Furthermore, the Company utilizes existing stores more than 2,294 stores as distribution centers to improve product delivery speed and efficiency. In addition, the Company prioritizes customers' convenience by allowing them to select the delivery format and delivery time, whether it is On-demand, Next-day delivery, or Click-and-collect to support the growth of the Omni channel.

1.2.2.3 Procurement of products or services

Wholesale procurement

The Company has developed and maintained strong direct relationships with its procurement sources, either international, domestic, or local, many of whom for over 30 years, namely manufacturers, producers, distributors, and small and medium-sized enterprises (SME) for all categories of products, including farmers and fishers. The Company's wholesale procurement strategy, especially for fresh food products, involves direct sourcing from farmers, manufacturers, local producers, distributors, and SMEs. No large-quantity procurement or particular product is dependent on a single source for its wholesale business. In 2024, procurement from the top ten largest sources did not exceed 30% of the total orders, nor did any single order account for more than 10% of the total orders during the year.
Group partners allow the Company better access to its manufacturers and distributors, namely the CPF partnership strengthening a stable supply of pork, poultry, eggs, and shrimp products and thus growth in the industry. CPF is also the center coordinator with overseas manufacturers and distributors for certain products.

Retail procurement

For the retail business in Thailand, the Company procures directly from a wide range of sources, including manufacturers, distributors, and suppliers, of brand-name products to provide a resourceful and wide-ranging value chain that delivers affordable quality products to customers. The Company's Code of Conduct ensures that all procurement dealings are ethical and legal, where all merchandisers receive ongoing training.
The Company has leveraged its supply chain system to strengthen its capacity to source raw materials and supply goods directly from farmers, producers and local distributors. In so doing, the Company has also developed a wide range of value-added fresh food to meet customers' needs, including marinated, ready-to-cook, ready-to-eat meat products, and the latest meat-product

innovation, plant-based meat.
For the retail business in Malaysia, Lotus's Malaysia procures directly from a wide range of sources for brand-name products, including manufacturers, distributors, and suppliers. Although no products are procured primarily from a particular source, a high proportion of products are procured from popular brands. Lotus's Malaysia negotiates with these sources for trade terms and large-volume purchase privileges to manage procurement costs. Notwithstanding the potential impact on product availability in the future, Lotus's Malaysia can procure the same or similar products from its extensive network of suppliers in the event of a shortage for any reason.

The company’s production capacity

	Production capacity	Total utilization (Percent)
None (none)	0.00	0.00

None

Acquisition of raw materials or provision of service

N/A

Proportion of domestic and overseas procurement

Countries	Name of raw material	Value (Baht)
Thailand	No manufacturer or supplier has an order exceeding 10% of the total orders	0.00

Major raw material distributors

Number of major raw material distributors (persons) : 0

1.2.2.4 Assets used in business undertaking

Core permanent assets

Significant fixed assets of the Company and its subsidiaries as of 31 December 2022, 2023, and 2024 comprised
• Investment properties amounted to Baht 43,910 million, Baht 44,314 million, and Baht 56,463 million, respectively.
• Property, plant, and equipment amounted to Baht 118,115 million, Baht 115,574 million, and Baht 117,695 million, respectively.
• A right-of-use assets amounted to Baht 37,167 million, Baht 39,751 million, and Baht 41,079 million, respectively.
Please consider in detail Attachment 4: Business Assets and Appraisal Details.

Core intangible assets

Significant intangible assets of the Company and its subsidiaries as of 31 December 2022, 2023, and 2024 amounted to Baht 10,521 million, Baht 10,983 million, and Baht 10,831 million, respectively. These mainly consist of computer programs, trademarks, and other assets.
Please consider in detail Attachment 4: Business Assets and Appraisal Details.

Investment policy in the subsidiaries and associated companies

Investment policy in the subsidiaries and associated companies : Yes

The Company's policy is to invest in potential subsidiaries and associated companies with similar vision and growth plans that synergize operational capacities or optimize its operating results or competitiveness as a Group in attaining set goals as a leading operator in the business.
The Company, its subsidiaries, or associated companies, or all, may consider investing in other businesses under the same

conditions. In considering such investment, the Company evaluates investment proportions, calculated risks and return, financial status, as well as investment feasibility and potential. The approval by the Executive Committee or the Board of Directors or the Company's shareholders' meeting is required, or by more than one of the approving parties as the case may be, under the Notifications of the Capital Market Supervisory Board and relevant SEC notifications.

1.2.2.5 Under-construction projects

Under-construction projects : No

Details of under-construction projects

Total projects : N/A

Values of total ongoing projects : N/A

Realized value : N/A

Unrealized value of remaining projects : N/A

Additional details : -

1.3 Shareholding structure

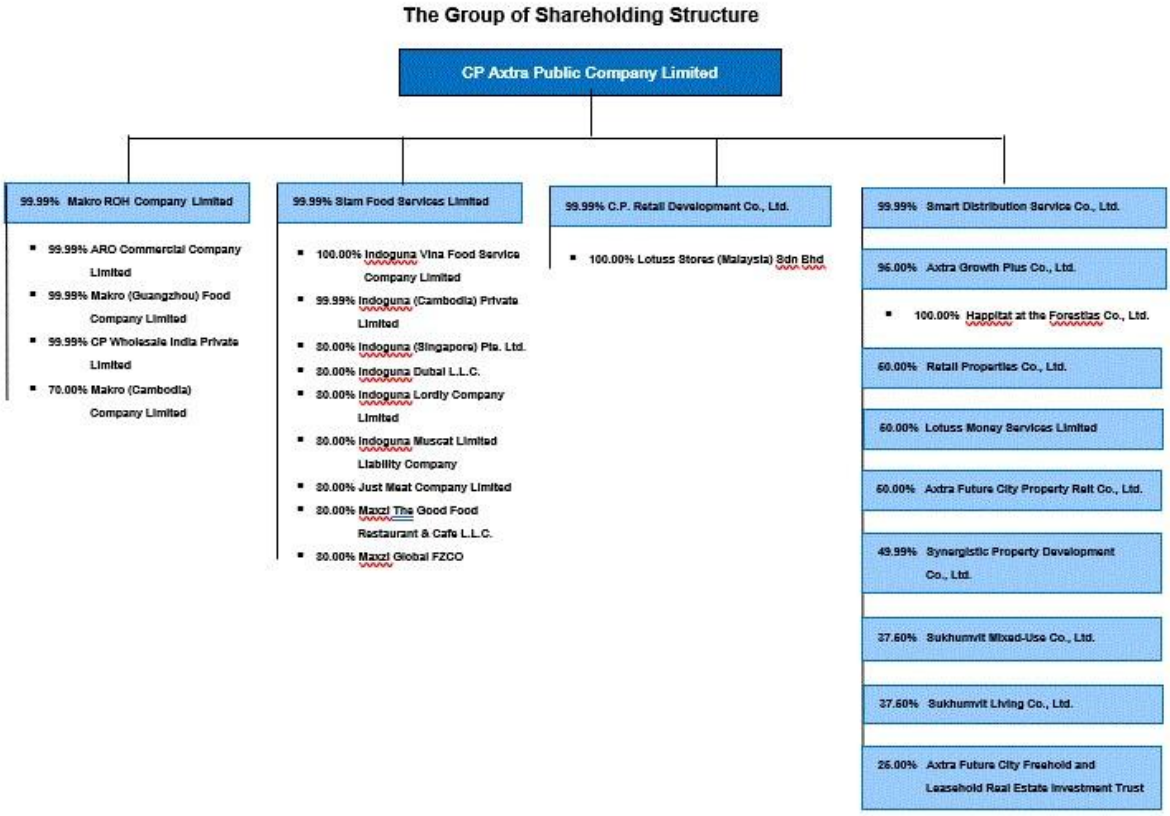
1.3.1 Shareholding structure of the group of companies

Policy on operational organization within the group of companies

The company operates in wholesale and retail business of consumer goods and the mall management. The wholesale business consists of wholesale store business in Thailand and overseas, under the brand name “Makro” and “LOTS Wholesale Solutions, and the Food Service business, which is importing and distributing premium food products with storage and delivery services both in Thailand and abroad. Retail business of consumer goods and mall management in Thailand and Malaysia are operated under the brand name "Lotus’s".

Shareholding diagram of the group of companies

Shareholding diagram



Subsidiaries

Company name	Juristic person who holds shares of the company	Shareholding proportion (%)	Voting right proportion (%)
Makro ROH Company Limited	CP AXTRA PUBLIC COMPANY LIMITED	99.99%	99.99%
ARO Commercial Company Limited	CP AXTRA PUBLIC COMPANY LIMITED	99.99%	99.99%
Makro (Guangzhou) Food Company Limited	CP AXTRA PUBLIC COMPANY LIMITED	99.99%	99.99%
CP Wholesale India Private Limited	CP AXTRA PUBLIC COMPANY LIMITED	99.99%	99.99%

Company name	Juristic person who holds shares of the company	Shareholding proportion (%)	Voting right proportion (%)
Makro (Cambodia) Company Limited	CP AXTRA PUBLIC COMPANY LIMITED	70.00%	70.00%
Siam Food Services Limited	CP AXTRA PUBLIC COMPANY LIMITED	99.99%	99.99%
Indoguna Vina Food Service Company Limited	CP AXTRA PUBLIC COMPANY LIMITED	100.00%	100.00%
Indoguna (Cambodia) Company Limited	CP AXTRA PUBLIC COMPANY LIMITED	99.99%	99.99%
Indoguna (Singapore) Pte. Ltd.	CP AXTRA PUBLIC COMPANY LIMITED	80.00%	80.00%
Indoguna Dubai L.L.C.	CP AXTRA PUBLIC COMPANY LIMITED	80.00%	80.00%
Indoguna Lordly Company Limited	CP AXTRA PUBLIC COMPANY LIMITED	80.00%	80.00%
Indoguna Muscat Limited Liability Company	CP AXTRA PUBLIC COMPANY LIMITED	80.00%	80.00%
Just Meat Company Limited	CP AXTRA PUBLIC COMPANY LIMITED	80.00%	80.00%
Maxzi The Good Food Restaurant & Cafe L.L.C.	CP AXTRA PUBLIC COMPANY LIMITED	80.00%	80.00%
Maxzi Global FZCO	CP AXTRA PUBLIC COMPANY LIMITED	72.00%	72.00%
C.P. Retail Development Co., Ltd.	CP AXTRA PUBLIC COMPANY LIMITED	99.99%	99.99%
Lotuss Stores (Malaysia) Sdn Bhd	CP AXTRA PUBLIC COMPANY LIMITED	100.00%	100.00%
Lotuss Stores (Malaysia) Sdn Bhd	CP AXTRA PUBLIC COMPANY LIMITED	100.00%	100.00%
Smart Distribution Service Co., Ltd.	CP AXTRA PUBLIC COMPANY LIMITED	99.99%	99.99%
Axtra Growth Plus Co., Ltd.	CP AXTRA PUBLIC COMPANY LIMITED	95.00%	95.00%
Happitat at the Forestias Co., Ltd.	CP AXTRA PUBLIC COMPANY LIMITED	95.00%	95.00%

Associated companies

Company name	Juristic person who holds shares of the company	Shareholding proportion (%)	Voting right proportion (%)
Retail Properties Co., Ltd.	CP AXTRA PUBLIC COMPANY LIMITED	50.00%	50.00%
	Charoen Pokphand Group Co., Ltd.	27.00%	27.00%
Lotuss Money Services Limited	CP AXTRA PUBLIC COMPANY LIMITED	50.00%	50.00%
	Ayudhya Capital Services Company Limited	50.00%	50.00%

Company name	Juristic person who holds shares of the company	Shareholding proportion (%)	Voting right proportion (%)
Synergistic Property Development Co., Ltd.	CP AXTRA PUBLIC COMPANY LIMITED	49.99%	49.99%
	Central Pattana Public Company LimitedED	49.99%	49.99%
Sukhumvit Mixed-Use Co., Ltd.	CP AXTRA PUBLIC COMPANY LIMITED	37.50%	37.50%
	CP Future City Development Corporation Limited	37.50%	37.50%
	Magnolia Quality Development Corporation Co., Ltd.	25.00%	25.00%
Sukhumvit Living Co., Ltd.	CP AXTRA PUBLIC COMPANY LIMITED	37.50%	37.50%
	CP Future City Development Corporation Limited	37.50%	37.50%
	C.P. Land Public Company Limited	25.00%	25.00%
Axtra Future City Freehold and Leasehold Real Estate Investment Trust	CP AXTRA PUBLIC COMPANY LIMITED	25.00%	25.00%
	Social Security Office	10.44%	10.44%
	Government Pension Fund	8.70%	8.70%
	Bangkok Life Assurance Public Company Limited	5.65%	5.65%
Axtra Future City Property Reit Co., Ltd.	CP AXTRA PUBLIC COMPANY LIMITED	50.00%	50.00%
	CP Future City Development Corporation Limited	50.00%	50.00%

Company that holds 10% or more of the total shares sold

Name and the location of the head office	Type of business	Type of shares	The number of shares	The number of shares sold
Makro ROH Company Limited 1468 Phatthanakan Road, Phatthanakan Sub District, Suan Luang District Bangkok 10250 Telephone : 0 2067 8999 Facsimile number : 0 2067 9044	Providing teachnical and supporting services to the Group	Common shares	83,970,000	83,970,000
ARO Commercial Company Limited 322, Upper Pazundaung Road, Sat San Ward, Mingalar Taung Nyunt Township, Yangon, Myanmar 11221 Telephone : (95) 9770 330 003 Facsimile number : -	Wholesales and retail operator and related business	Common shares	3,196,000	3,196,000

Name and the location of the head office	Type of business	Type of shares	The number of shares	The number of shares sold
Makro (Guangzhou) Food Company Limited Room 1124, No. 193, Zhongshan 5th Road, Yue Xiu District, Guangzhou, China Telephone : - Facsimile number : -	Wholesales and retail operator and related business	Common shares	0	0
CP Wholesale India Private Limited 7th & 8th Floor, WeWork BlueOne Square, 246, Phase IV, Udyog Vihar, Gurugram -122016, India Telephone : (91) 124 447 9000 Facsimile number : -	Wholesales and retail business	Common shares	122,999,989	122,999,989
Makro (Cambodia) Company Limited 5734, Street 1003, Bayab Village, Sangkat Phnom Penh Thmey, Khan Sen Sok, Phnom Penh, Cambodia Telephone : (855) 23 977 377 Facsimile number : -	Wholesale and retail operator and related business	Common shares	6,800,000	6,800,000
Siam Food Services Limited 2439 Old Paknam Railway Road, Prakhanong, Klongtoey Bangkok 10110 Telephone : 0 2782 6000 Facsimile number : 0 2782 6009	Importing and trading of food product from international and domestic sources and providing freight, delivery rental and storage services	Common shares	34,870,000	34,870,000
Indoguna Vina Food Service Company Limited No. 248A, No Trang Long Street, Ward 12, Binh Thanh District, Ho Chi Minh City, Vietnam Telephone : (84) 907 091 188 Facsimile number : (84) 28 3995 6756	Trading, distribution, import and expot food products	Common shares	0	0
Indoguna (Cambodia) Company Limited Building C, Unit A10&A11, 1st Floor, Phum Bonla Saet, Sangkat Khmuonh, Khan Sen Sok, Phnom Penh, Cambodia Telephone : (855) 2390 1369 Facsimile number : -	Importing and trading of food related products	Common shares	550,000	550,000

Name and the location of the head office	Type of business	Type of shares	The number of shares	The number of shares sold
Indoguna (Singapore) Pte. Ltd. 36 Senoko Drive, Senoko Industrial Estate, Singapore 758221 Telephone : (65) 6755 0330 Facsimile number : (65) 6755 9522	Manufacturing, trading, importing and exporting of food related products	Common shares	1,231,579	1,231,579
Indoguna Dubai L.L.C. Al Quoz Industrial Area 4, Building No. 24, Road No. 25, P.O. Box 123125, Dubai United Arab Emirates Telephone : (971) 4 338 6304 Facsimile number : -	Importing and trading of food related products	Common shares	1,800	1,800
Indoguna Lordly Company Limited Unit 5A & Unit 7B, Sing Mei Industrial Building, 29-37 Kwai Wing Road, Kwai Chung, Hong Kong Telephone : (852) 2730 2025 Facsimile number : (852) 2730 2024	Manufacturing, trading, importing and exporting of food related products	Common shares	10,110,000	10,110,000
Indoguna Muscat Limited Liability Company Al Harm, Barka, Sourth Al Batinah Governorate, P.O. Box 869, Postal Code 115, Muscat, Sultanate of Oman Telephone : +96892490280 Facsimile number : -	Importing and trading of food related products	Common shares	300,000	300,000
Just Meat Company Limited Unit 5A & Unit 7B, Sing Mei Industrial Building, 29-37 Kwai Wing Road, Kwai Chung, Hong Kong Telephone : (852) 2730 2025 Facsimile number : (852) 2730 2024	Importing and trading of food related products	Common shares	1,000	1,000
Maxzi The Good Food Restaurant & Cafe L.L.C. Al Shafar Investment Building, Shop No. 20, P.O. Box 126113, Al Quoz 1, Dubai, United Arab Emirates Telephone : (971) 4 395 3988 Facsimile number : -	Restaurant and minimart	Common shares	8,000	8,000

Name and the location of the head office	Type of business	Type of shares	The number of shares	The number of shares sold
Maxzi Global FZCO Dubai Silicon Oasis, P.O. Box 25748, Dubai, UAE Telephone : - Facsimile number : -	Restaurant franchise management business	Common shares	5,000	5,000
C.P. Retail Development Co., Ltd. No.629/1 Nawamintr Road, Kwaeng Nuanchan, Khet Buengkoom Bangkok 10230 Telephone : 02-797-9000 Facsimile number : 02-797-9884	Retail business and shopping center	Common shares	158,521,241	158,521,241
Lotuss Stores (Malaysia) Sdn Bhd Level 3, No.3, Jalan 7A/62A, Bandar Menjalara, 52200 Kuala Lumpur, Malaysia Telephone : 03-6287 6000 Facsimile number : 03-6272 8770	Retail business and other related business	Common shares	56,000,000	56,000,000
Lotuss Stores (Malaysia) Sdn Bhd Level 3, No.3, Jalan 7A/62A, Bandar Menjalara, 52200 Kuala Lumpur, Malaysia Telephone : 03-6287 6000 Facsimile number : 03-6272 8770	Retail business and related business	Preferred shares	60,000,000	60,000,000
Retail Properties Co., Ltd. 313 C.P. Tower Bldg. 1 Fl. Si Lom Rd. Silom, Bang Rak, Bangkok 10500 Telephone : 02 247 3737 Facsimile number : -	Renting and operating of self-owned or leased of non-residential buildings	Common shares	2,100,000	2,100,000
Lotuss Money Services Limited 550 Krungsri Ploenchit Tower Bldg. Phloen Chit Rd. Lumpini, Pathum Wan, Bangkok 10330 Telephone : 1712 Facsimile number : 02-627-8615	Credit card	Common shares	20,800,000	20,800,000
Synergistic Property Development Co., Ltd. 999/9 Rama I Rd. Pathum Wan, Pathum Wan Bangkok 10330 Telephone : 02-667-5555 Facsimile number : 02-264-5570	Property business	Common shares	4,650,000	4,650,000

Name and the location of the head office	Type of business	Type of shares	The number of shares	The number of shares sold
Sukhumvit Mixed-Use Co., Ltd. 18 True Tower Bldg. Ratchadaphisek Rd. Huai Khwang, Huai Khwang Bangkok 10310 Telephone : - Facsimile number : -	Real estate development for rental as an office building and commercial office	Common shares	84,474,000	84,474,000
Sukhumvit Living Co., Ltd. 695 Moo. 12 Bang Kaeo, Bang Phli Samut Prakarn 10540 Telephone : - Facsimile number : -	Property business	Common shares	35,000,000	35,000,000
Axtra Future City Freehold and Leasehold Real Estate Investment Trust 111, 10th Floor, Unit 1001/1, True Digital Park West, Sukhumvit Rd., Bang Chak, Phra Khanong Bangkok 10260 Telephone : 06-3848-4677 Facsimile number : -	Invest in Freehold & Leasehold of properties which comprises of 23 shopping malls (Lotus's)	Common shares	2,337,282,928	2,337,282,928
Axtra Future City Property Reit Co., Ltd. 111 True Digital Park West Bldg. 10 Fl. Room 1001/1 Sukhumvit Rd. Bang Chak, Phra Khanong, Bangkok 10260 Telephone : - Facsimile number : -	Trust for investment in property business	Common shares	3,500,000	3,500,000
Smart Distribution Service Co., Ltd. 629/1 Nawamintr Road, Kwaeng Nuanchan, Khet Buengkoom Bangkok 10230 Telephone : 02-797-9000 Facsimile number : 02-797-9884	Distribution center business	Common shares	1,900,000	1,900,000
Axtra Growth Plus Co., Ltd. 1468 Phatthanakan Road, Phatthanakan Sub District, Suan Luang District Bangkok 10250 Telephone : 0 2067 8999 Facsimile number : 0 2067 9044	Holding Business	Common shares	839,000,000	839,000,000
Happitat at the Forestias Co., Ltd. 695 Moo 12 Bang Kaeo, Bang Phli Samut Prakarn 10540 Telephone : - Facsimile number : -	Property in Mixed Use Development	Common shares	839,000,000	839,000,000

1.3.2 Shareholding by a person with a potential conflict of interest holding exceeding 10 percent of the voting shares in a subsidiary or associated company

Does the company have a person with potential conflicts of interest holding shares in a subsidiary or : Yes

associated company?

The Companies has potential conflict of interests, holding more than 10 percent in associated company's voting shares are as follows:

1. Retail Properties Company Limited
2. Sukumvit Mixed-Use Company Limited
3. Sukumvit Living Company Limited
4. Axtra Future City Propety REIT Company Limited

Nevertheless, the investment in abovementioned associate companies may have conflict of interests with the Company. The Board of Directors has considered that the shareholding structure of these investments and related transactions are in line with the policies and investment strategy of the Company, and in the best interests to enhance with the Company's business operation.

1.3.3 Relationship with major shareholders' business

Does the company have a relationship with a business group of a major shareholder? : Yes

The ultimate major shareholder of the Company is Charoen Pokaphand Group, which operates business in various industries, such as agriculture, food retail, e-commerce and digital, and real estate, etc.

The Company operates in retail and wholesale business of consumer goods and mall management, having transactions and collaboration with the Companies under CP Group such as trading commodities which are the normal business and normal business support transactions, and other relevant matter depending on the Company's necessity. In this regard, the Company has appropriate procedures to approve the connected transaction in accordance with the regulations stipulated by the Capital Market Supervisory Board and the Stock Exchange of Thailand, as well as strictly comply with the rule and regulations of the connected transactions, regarding to the price and conditions of transactions that will not transfer benefits.

1.3.4 Shareholders

List of major shareholders (1)

List of major shareholders as of the latest book closing date (As of 1 October 2024)

Group/List of major shareholders	Number of shares (shares)	% of shares
1. CP All Public Company Limited	3,640,861,753	34.91
2. Siam Makro Holding (Thailand) Limited	2,608,119,739	25.01
3. Charoen Pokphand Holding Company Limited	1,663,774,369	15.96
4. C.P. Merchandising Company Limited	922,559,731	8.85
5. Thai NVDR Company Limited	364,800,899	3.50
6. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	56,847,939	0.55
7. STATE STREET EUROPE LIMITED	46,004,964	0.44
8. Mr. Prinya Tieanworn	25,624,850	0.25
9. Krungsri LTF Dividend Stock	17,913,249	0.17
10. Government Pension Fund	15,453,756	0.15
11. Other shareholders	1,065,700,551	10.21

Remark : [1]* *The companies under the CPG group hold in an aggreegate of 84.73 % of the total issued and paid up shares*

Major shareholders' agreement

Does the company have major shareholders' agreements? : No

1.4 Amounts of registered capital and paid-up capital

1.4.1 Registered capital and paid-up capital

Registered capital and paid-up capital

Registered capital (Million Baht)	:	10,427.66
Paid-up capital (Million Baht)	:	10,427.66
Common shares (number of shares)	:	10,427,661,800
Value of common shares (per share) (baht)	:	1.00
Preferred shares (number of shares)	:	0
Value of preferred share (per share)	:	0.00

Has the company listed in other stock exchange?

Has the company listed in other stock exchange?	:	No

1.4.2 Other types of share whose rights or terms differ from those of ordinary share

Other types of share whose rights or terms differ from those of ordinary share	:	No

1.4.3 Shareholding by Thai NVDR Company Limited (NVDR)

Are shares held by Thai NVDR Company Limited (NVDR)?	:	Yes
Number of shares (Share)	:	364,800,899
Calculated as a percentage (%)	:	3.50

The impacts on the voting rights of the shareholders

In case that Thai NVDR Company Limited (NVDR) does not exercise its right to vote in the shareholder meeting, the Company is affected by only 3.5% of the number of paid-up shares.

1.5 Issuance of other securities

1.5.1 Convertible securities

Convertible securities : No

1.5.2 Debt securities

Debt securities : Yes

Debenture

Item 1	
Debenture name	Debentures of CP Axtra Public Company Limited No. 1/2023 Tranche 1Due in 2025 (CPAXT253A)
Debenture type	Senior Debenture
Maturity (year)	1 year, 6 months
Maturity date	13 March 2025
Interest rate (% per annum)	3.04
Outstanding debenture (million baht)	10,000
Additional details	unsecured debenture
Item 2	
Debenture name	Debentures of CP Axtra Public Company Limited No. 1/2023 Tranche 2 Due in 2026 (CPAXT269A)
Debenture type	Senior Debenture
Maturity (year)	3 years
Maturity date	13 September 2026
Interest rate (% per annum)	3.2
Outstanding debenture (million baht)	3,000
Additional details	unsecured debenture

Item 3	
Debenture name	Debentures of CP Axtra Public Company Limited No. 1/2023 Tranche 3 Due in 2028 (CPAXT289A)
Debenture type	Senior Debenture
Maturity (year)	5 years
Maturity date	13 September 2028
Interest rate (% per annum)	3.55
Outstanding debenture (million baht)	1,000
Additional details	unsecured debenture
Item 4	
Debenture name	Debentures of CP Axtra Public Company Limited No. 1/2023 Tranche 4 Due in 2030 (CPAXT309A)
Debenture type	Senior Debenture
Maturity (year)	7 years
Maturity date	13 September 2030
Interest rate (% per annum)	3.8
Outstanding debenture (million baht)	1,000
Additional details	unsecured debenture
Item 5	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2022Tranche 2 Due in 2025 (LOTUSS25OA)
Debenture type	Senior Debenture
Maturity (year)	3 years
Maturity date	20 October 2025
Interest rate (% per annum)	3.25
Outstanding debenture (million baht)	8,533.8
Additional details	unsecured debenture

Item 6	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2022 Tranche 3 Due in 2027 (LOTUSS27OA)
Debenture type	Senior Debenture
Maturity (year)	5 years
Maturity date	20 October 2027
Interest rate (% per annum)	3.55
Outstanding debenture (million baht)	1,179.7
Additional details	unsecured debenture
Item 7	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2022 Tranche 4 Due in 2029 (LOTUSS29OA)
Debenture type	Senior Debenture
Maturity (year)	7 years
Maturity date	20 October 2029
Interest rate (% per annum)	4
Outstanding debenture (million baht)	3,931.1
Additional details	unsecured debenture
Item 8	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2023 Tranche 2 Due in 2026 (LOTUSS264A)
Debenture type	Senior Debenture
Maturity (year)	3 years
Maturity date	20 April 2026
Interest rate (% per annum)	3.2
Outstanding debenture (million baht)	10,374.7
Additional details	unsecured debenture

Item 9	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2023Tranche 3 Due in 2028 (LOTUSS284A)
Debenture type	Senior Debenture
Maturity (year)	5 years
Maturity date	20 April 2028
Interest rate (% per annum)	3.54
Outstanding debenture (million baht)	5,356
Additional details	unsecured debenture
Item 10	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2023Tranche 4 Due in 2031 (LOTUSS314A)
Debenture type	Senior Debenture
Maturity (year)	8 years
Maturity date	20 April 2031
Interest rate (% per annum)	3.83
Outstanding debenture (million baht)	1,111.4
Additional details	unsecured debenture
Item 11	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2023 Tranche 5 Due in 2033 (LOTUSS334A)
Debenture type	Senior Debenture
Maturity (year)	10 years
Maturity date	20 April 2033
Interest rate (% per annum)	4
Outstanding debenture (million baht)	5,803.2
Additional details	unsecured debenture

Item 12	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2023 Tranche 7 Due in 2033 (LOTUSS334B)
Debenture type	Senior Debenture
Maturity (year)	10 years
Maturity date	20 April 2033
Interest rate (% per annum)	4
Outstanding debenture (million baht)	1,050
Additional details	unsecured debenture
Item 13	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2024 Tranche 1 Due in 2025 (LOTUSS25OB)
Debenture type	Senior Debenture
Maturity (year)	1 year, 5 months, 25 days
Maturity date	20 October 2025
Interest rate (% per annum)	2.9
Outstanding debenture (million baht)	1,500
Additional details	unsecured debenture
Item 14	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2024 Tranche 2 Due in 2027 (LOTUSS27OB)
Debenture type	Senior Debenture
Maturity (year)	3 years, 5 months, 25 days
Maturity date	20 October 2027
Interest rate (% per annum)	3.14
Outstanding debenture (million baht)	3,500
Additional details	unsecured debenture

Item 15	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2024 Tranche 3 Due in 2028 (LOTUSS28OA)
Debenture type	Senior Debenture
Maturity (year)	4 years, 5 months, 25 days
Maturity date	20 October 2028
Interest rate (% per annum)	3.38
Outstanding debenture (million baht)	3,000
Additional details	unsecured debenture
Item 16	
Debenture name	Debentures of Ek-Chai Distribution System Company Limited No. 1/2024 Tranche 4 Due in 2031 (LOTUSS31OA)
Debenture type	Senior Debenture
Maturity (year)	7 year, 5 months, 25 days
Maturity date	20 October 2031
Interest rate (% per annum)	3.56
Outstanding debenture (million baht)	1,000
Additional details	unsecured debenture

Bills of exchange

Item 1	
Bill of exchange issue date	3 May 2024
Value as at issue date (million baht)	4,960
Outstanding value as at the end of the fiscal year (million baht)	0
Maturity date	4 June 2024
Call option	-
Additional details	-

Item 2	
Bill of exchange issue date	4 June 2024
Value as at issue date (million baht)	3,000
Outstanding value as at the end of the fiscal year (million baht)	0
Maturity date	4 September 2024
Call option	-
Additional details	-
Item 3	
Bill of exchange issue date	7 June 2024
Value as at issue date (million baht)	2,000
Outstanding value as at the end of the fiscal year (million baht)	0
Maturity date	10 September 2024
Call option	-
Additional details	-
Item 4	
Bill of exchange issue date	6 September 2024
Value as at issue date (million baht)	5,300
Outstanding value as at the end of the fiscal year (million baht)	5,300
Maturity date	6 March 2025
Call option	-
Additional details	-
Item 5	
Bill of exchange issue date	6 September 2024
Value as at issue date (million baht)	200
Outstanding value as at the end of the fiscal year (million baht)	200
Maturity date	6 March 2025
Call option	-
Additional details	-

Item 6	
Bill of exchange issue date	10 September 2024
Value as at issue date (million baht)	2,000
Outstanding value as at the end of the fiscal year (million baht)	2,000
Maturity date	21 March 2025
Call option	-
Additional details	-

1.6 Dividend policy

The dividend policy of the company

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.

The dividend policy of subsidiaries

The Board of Directors of each subsidiary shall consider its dividend payment policy on a case-by-case basis.

Historical dividend payment information

	2020	2021	2022	2023	2024
Net profit per share (baht : share)[(2)]	1.3700	2.3800	0.7300	0.8200	1.6100
Dividend per share (baht : share)	1.0000	0.7200	0.5100	0.5700	0.7100
Dividends from the first half operating results (Baht:Shares) (baht : share)	0.4000	0.4000	0.1800	0.1800	0.1800
Dividends from second half operating results (Baht:Shares) (baht : share)	0.6000	0.3200	0.3300	0.3900	0.5300
Ratio of stock dividend payment (existing share : stock dividend)	0.0000	0.0000	0.0000	0.0000	0.0000
Value of stock dividend per share (baht : share)	0.0000	0.0000	0.0000	0.0000	0.0000
Total dividend payment (baht : share)	0.0000	0.0000	0.0000	0.0000	0.0000
Dividend payout ratio compared to net profit (%)	73.10	40.00	70.00	70.00	70.00

Remark : [(2)] *Basic earnings per share for the 2020-2023 is calculated based on profit attributable to the parent company and the weighted average number of ordinary shares with a par value of THB 0.5 per share.*

Basic earnings per share for the 2024 is calculated based on profit attributable to the parent company and the weighted average number of ordinary shares with a par value of THB 1.0 per share.

2. Risk management

2.1 Risk management policy and plan

Risk management policy and plan

CP AXTRA Public Company Limited recognizes the critical importance of effective risk management in achieving its business objectives amid today's diverse challenges. The Company's wholesale and retail operations face various risk factors that directly and indirectly affect product and raw material prices. These challenges include intense competition in pricing, service delivery, and sales channels, shifting consumer behavior toward increased online purchasing, and risks related to security and food safety. The Company acknowledges these potential impacts and has implemented preventive measures to address these risks.

To ensure business operations align with organizational goals and objectives, the Company has developed a comprehensive risk management process that addresses both impacts and opportunities. The Risk Management Committee, comprising senior executives, oversees and establishes risk management policies while developing a risk assessment framework aligned with international standards. The prioritization of these risks serves as a crucial tool for monitoring, auditing, evaluating, and formulating the organization's risk management plans. The Committee also defines stakeholder responsibilities to ensure risk management execution follows established plans and maintains impacts within acceptable levels.

The Company has implemented an enterprise-wide Risk Management System to enhance the efficiency and effectiveness of risk management processes. The Risk Management Department leads this initiative and provides support through Enterprise Risk Management (ERM) Training for executives and System Training for risk management system operations.

Establishment of Sub-committees to Enhance Risk Management Efficiency

To enhance clarity and efficiency in risk management operations, the Company has proposed the establishment of Sub-Risk Management Steering Committees:

1. The International Business Sub-Risk Committee oversees risk management for the Company's overseas operations.
2. The Siamfood Services Risk Committee facilitates risk management specifically for the Siam Food Services group companies.
3. The Information Technology and Cybersecurity Committee supervises risks related to information technology systems and cybersecurity.

These sub-committees report directly to the Company's Risk Management Committee, ensuring critical risks receive effective and continuous management attention.

Risk Management Standards

The Company has implemented the COSO (The Committee of Sponsoring Organizations of the Treadway Commission) international standards across its enterprise-wide risk management processes. This implementation encompasses the establishment of policies, objectives, risk management frameworks, and governance structures that align with these globally recognized standards.

In addition to robust risk management practices, the Company has demonstrated its firm commitment to anti-corruption principles through its certified membership in the Thai Private Sector Collective Action Against Corruption (Thai CAC). The Company's dedication to maintaining high ethical standards is evidenced by its recent membership certification renewal, which was successfully completed on March 31, 2024.

Risk Management Tools

To maintain operational excellence in risk management, the Company employs several sophisticated instruments.

- Risk Map serves as a strategic visualization tool for identifying and prioritizing critical risks across the organization.
- Mitigation Plan provides a structured framework for risk response and control.
- Key Risk Indicators (KRIs) function as an early warning system, allowing the Company to monitor and assess risk impacts continuously.
- Emerging Risks Assessment enables the Company to maintain a forward-looking perspective on potential new threats that may arise during the year.

Risk Knowledge Enhancement and Communication

The Company has developed an enterprise-wide risk management system and provides training to enhance risk management knowledge among executives and employees. This includes communication channels that allow employees to suggest and alert

significant risks directly to risk management team or through designated channels, such as email at RMcommunication@cpaxtra.co.th.

2.2 Risk factors

2.2.1 Risk that might affect the company's business, including environmental, social and corporate governance issues

Risk 1 Strategic Execution Risk

Related risk topics :

Strategic Risk
- Volatility in the industry in which the company operates
- Government policy
- Policies or international agreements related to business operations
- Changes in technologies
- Business operations of partners in the supply chain
- Competition risk
- Economic risk

Operational Risk
- Shortage or reliance on skilled workers
- Shortage or fluctuation in pricing of raw materials or productive resources

Risk characteristics

Type of Risk: Strategic Risk

Strategic execution risk refers to the risk of failure or inefficiencies in executing planned strategies, leading to an inability to achieve business objectives as intended.

Risk-related consequences

Achieving strategic objectives is crucial for the Company's sustainable development and growth. Internal factors such as changes in the business environment, market uncertainties, technological advancements, limited resources, and personnel readiness, along with external factors including regulatory changes, government policies, and economic and political situations, can impact both opportunities and risks in the Company's operations. Rapid growth according to strategic plans may lead to operational risks such as resource shortages or implementation delays.

Risk management measures

To manage these risks, the Company conducts workshops to communicate short-term and long-term strategic directions and goals to executives, fostering unified understanding and cooperation. This includes identifying and assessing potential risks, establishing preventive measures, and continuous monitoring. Additionally, the Company develops new business models responding to changing customer behaviors and needs, while identifying key projects supporting growth objectives. The Company implements close project monitoring processes to ensure timely completion and appropriate returns.

Risk 2 Strategic Project Management Risk

Related risk topics :

Strategic Risk
- Volatility in the industry in which the company operates
- Government policy
- Policies or international agreements related to business operations
- Changes in technologies
- Business operations of partners in the supply chain
- Competition risk
- Economic risk

Operational Risk
- Shortage or reliance on skilled workers
- Shortage or fluctuation in pricing of raw materials or productive resources
- Delays in the development of future projects

Risk characteristics

Type of Risk: Strategic Risk

Strategic project management risk refers to the risk of failure or inefficiencies in managing projects that support organizational strategy, leading to missed objectives, delays, or budget overruns.

Risk-related consequences

In the era of Digital Disruption, the Company must adapt for survival and competitiveness through Digital Transformation, encompassing work processes, personnel skill development, and organizational culture.

Risk management measures

The Company closely monitors and evaluates projects while developing personnel capabilities through training, motivation, and cultural adaptation to accommodate changes. Furthermore, technologies such as AI, Big Data, and Paperless Workflow are implemented. A central unit has been established to monitor project progress and success, and external experts are engaged as project consultants to ensure the Company can adapt and operate according to set objectives.

Risk 3 Overseas Investment and Other Business Risk

Related risk topics :

Strategic Risk
- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy
- Policies or international agreements related to business operations
- Competition risk
- Economic risk

Compliance Risk
- Violations of laws and regulations

Financial Risk
- Fluctuation in exchange rates, interest rates, or the inflation rate

Risk characteristics

Type of Risk: Strategic Risk

Overseas investment and other business risk refers to uncertainties and factors that may impact the returns and success of investments made outside the home country or in non-core business ventures.

Risk-related consequences

Overseas investment is a key strategy for the Company but faces complex factors such as cultural differences, legal and regulatory requirements, economic and political situations, and exchange rate volatility, which may affect operations, finances, reputation, and regulatory compliance in each country.

Risk management measures

The Company requires executives in each country to regularly assess risks and impacts while establishing risk mitigation measures and closely monitoring operational results. Additionally, experienced local executives and senior executives from Thailand are appointed to transfer knowledge and experience and monitor overseas business operations to address issues and develop businesses according to set objectives.

Furthermore, in significant situations affecting operations in each country, such as the COVID-19 pandemic or political uncertainties, senior executives and relevant management committees maintain close monitoring of situations in each country, providing consultation and guidance on various measures for adaptation in each country to ensure business continuity.

Risk 4 Liquidity Risk

Related risk topics :

Strategic Risk
- Economic risk

Financial Risk
- Fluctuation in exchange rates, interest rates, or the inflation rate
- Liquidity risk

Risk characteristics

Type of Risk: Economic Risk and Financial Risk

The Company faces challenges from economic and financial volatility affecting purchasing power, supply chain management, and operational costs. Economic uncertainties such as inflation rates, Thai baht value, and interest rates, along with financial risks such as liquidity management and exchange rate hedging, all affect organizational financial stability. Therefore, the Company has developed economic and financial risk management strategies to reduce impacts and build flexibility, supporting changes and maintaining long-term stability.

Risk-related consequences

Efficient liquidity management is crucial for the Company's operations and growth, especially in volatile economic and

financial market conditions. Lack of liquidity may result in business discontinuity or delays in important projects. Additionally, debt obligations and effective working capital management are critical factors that can impact financial stability and influence the perception of the company among partners, investors, and stakeholders.

Risk management measures

The Company continuously monitors and assesses its liquidity position to efficiently manage cash and liabilities, including developing working capital management plans and improving liability management processes to increase financial flexibility. Furthermore, backup credit lines are established, and financial costs are closely monitored to enable the Company to effectively handle financial volatility.

Risk 5 Reputation Risk

Related risk topics : Strategic Risk
• Damage to company image and reputation

Risk characteristics

Type of Risk: Reputation Risk

Reputation risk refers to the potential damage to an organization's image, credibility, and stakeholder trust, which can lead to business impacts such as customer loss, revenue decline, or even legal consequences.

Risk-related consequences

The Company recognizes the importance of corporate reputation and image in maintaining stakeholder trust. Reputational risk may arise from negative or incorrect information about the Company communicated through various channels, especially social media, which can spread rapidly. Negative opinions about products, services, or the organization may impact credibility, image, and reputation of both the Company and its personnel, potentially leading to reduced confidence from customers and business partners.

Risk management measures

The Company implements proactive measures in managing reputational risk by establishing specialized teams and utilizing modern technology to monitor and verify information from social media. This includes handling complaints and suggestions through various channels such as call centers and branches nationwide to monitor and assess risks that may affect corporate image and reputation.

The team reports significant incidents to management, proposing clear corrective and preventive measures with defined timeframes for reporting, incident response, and effective resolution. Additionally, the Company implements improvement projects addressing negative feedback received, such as employee service, product quality, and branch management, to reduce the likelihood of negative opinions and demonstrate commitment to development and consumer feedback response.

During crisis, the Company maintains clear internal and external communication systems, conducts regular crisis response drills, and regularly reviews and updates crisis management procedures to ensure rapid and effective response to various situations.

Risk 6 Climate Resilience Risk

Related risk topics : Strategic Risk
• ESG risk
Operational Risk
• Climate change and disasters

Risk characteristics

Type of Risk: Environment, Social, and Governance Risk

Climate resilience risk refers to the risks arising from climate shifts and their associated impacts, which can affect business operations, supply chains, and long-term sustainability.

Risk-related consequences

Environmental crisis caused by climate change represent a key challenge affecting businesses across all sectors. The Company recognizes potential impacts on business operations, energy consumption, and environmental management costs. These changes not only increase pressure on sustainable business operations but also affect corporate image in stakeholders' views. Changes in environmental laws and standards create challenges in complying with national and international requirements.

Risk management measures

The Company manages climate change risks through comprehensive and clear measures, setting definite sustainability goals including Carbon Neutrality by 2030 and Net Zero emissions by 2050. To achieve these goals, the Company has developed strategies

to reduce both direct and indirect greenhouse gas emissions by promoting renewable energy use, such as Solar Rooftop, Solar Thermal, and Solar Tube technology, along with energy management according to ISO 50001:2018 standards and compliance with relevant laws such as royal decrees and ministerial regulations governing energy requirements.

Additionally, the Company implements key projects promoting energy conservation and greenhouse gas emission reduction, such as Solar Rooftop projects in distribution centers, Water-Loop Cooling systems reducing electricity consumption and greenhouse gas emissions, and projects promoting electric vehicle (EV) use in product transportation and electric forklift adoption. Furthermore, the Company has established an Energy Committee to support budgeting, improve energy performance, and monitor project progress quarterly.

In knowledge development and motivation, the Company conducts training programs and energy conservation campaigns, such as training for mechanics and raising employee awareness about energy conservation importance. Greenhouse gas emissions data across all scopes is recorded and monitored, with transparent verification and reporting to ensure stakeholder confidence. Moreover, the Company has received recognition for sustainability through the "Energy and Environmental Sustainability Award," reflecting its commitment to environmentally friendly business operations and response to future climate change challenges.

Risk 7 Human Rights Risk

Related risk topics : Strategic Risk
• ESG risk

Risk characteristics

Type of Risk: Environment, Social, and Governance Risk

Human rights violation risk refers to the risk of non-compliance with international human rights standards, potentially leading to legal, reputational, and stakeholder relationship issues.

Risk-related consequences

Human rights and labor practices are crucial issues in sustainable business operations. Failing to prioritize human rights and labor management may affect organizational credibility and lead to human rights violations in business activities, including risks of discrimination and workplace harassment, impacting operational efficiency and company image. Non-compliance with legal requirements or international labor standards may result in legal consequences and loss of stakeholder trust, including customers, employees, and business partners.

Risk management measures

The Company is committed to respecting human rights and labor practices by establishing policies aligned with international standards such as the Universal Declaration of Human Rights (UDHR), UN Global Compact principles, and UN Guiding Principles on Business and Human Rights (UNGPs), while complying with legal requirements in all operating countries.

Human Rights Due Diligence (HRDD) processes are implemented to assess and improve human rights policies, including establishing a human rights working group responsible for risk assessment, impact evaluation, and performance monitoring. The Company communicates and trains employees on human rights policies through new employee orientation and current employee training to build awareness and understanding of human rights and labor issues. This policy is integrated into employee compensation criteria and performance evaluations.

The Company prioritizes human rights risk assessment in operational processes such as mergers and acquisitions, joint ventures, or new unit openings, including regular assessment of business partners and major contractors for human rights risks and impacts. Human rights performance is monitored and reported to the Sustainability Development Committee and Risk Management Steering Committee quarterly. Additionally, performance results are disclosed in annual reports to ensure transparency and credibility with stakeholders.

To promote gender equality and reduce discrimination, the Company implements programs supporting women's roles in the organization and supply chain, developing workplace diversity and acceptance of differences, emphasizing equal compensation and performance evaluation for all employees. The Company has received gender equality awards such as the WEP Award from UN Women an
d
HR Excellence Award in "Excellence in Women Empowerment Strategy," reflecting its commitment to promoting human rights and labor practices.

In occupational health and safety, the Company aims to achieve zero lost-time accidents by 2030, developing safety management systems aligned with ISO 45001 standards and implementing 10 Life-Saving Rules to strictly prevent workplace accidents and diseases. The Company also provides defensive driving and safe forklift operation training courses, including continuous workplace safety inspections and improvements.

Through these measures, the Company maintains its commitment to strengthening human rights respect and labor practices to

build a sustainable, fair organization that effectively meets stakeholder expectations.

Risk 8 Organizational and Workforce Readiness Risk

Related risk topics : Operational Risk
- Reliance on employees in key positions
- Shortage or reliance on skilled workers

Risk characteristics

Type of Risk: Operational Risk

Organizational and workforce readiness risk refers to the risk arising from a lack of sufficient capability or resources to support business operations, changes, or strategic initiatives.

Risk-related consequences

Human resources are the most crucial assets in driving an organization toward its defined goals. The lack of personnel readiness in terms of quantity, skills, knowledge, and appropriate management structure may prevent the organization from effectively responding to changes or emergency situations. This risk affects both operational continuity and market competitiveness. Furthermore, low employee engagement may lead to talent drain and delays in implementing key organizational strategies.

Risk management measures

The Company prioritizes personnel risk management by developing comprehensive policies and operational plans. This begins with creating training programs aligned with organizational needs, establishing appropriate courses for personnel at all levels, from operational staff to senior executives, to enhance skills, knowledge, and readiness for change. The Company also emphasizes succession management by identifying key positions and developing employee potential for higher positions, while creating clear career paths to increase personnel motivation and engagement.

Additionally, the Company has established a People Steering Committee to oversee personnel-related policies and practices, and to promote organizational culture that supports sustainable business operations, focusing on balancing human resource management with organizational business objectives.

Through these approaches, the Company is committed to building an organization with high-potential personnel, supporting efficient operations, and strengthening sustainability in human resource management systems to effectively respond to current and future business challenges.

Risk 9 Food Safety and Product Quality Risk

Related risk topics : Strategic Risk
- Damage to company image and reputation

Operational Risk
- Systems or internal control system
- Human error in business operations
- Safety, occupational health, and working environment
- Pandemic risk

Compliance Risk
- Violations of laws and regulations
- Legal risk

Risk characteristics

Type of Risk: Operational Risk

Food safety and product quality risk refers to risks arising from non-compliance with food safety and product quality standards, potentially impacting consumer health, corporate reputation, and market trust.

Risk-related consequences

Food safety and product quality are crucial factors directly affecting consumer health, satisfaction, and confidence. Product safety and adherence to quality standards are fundamental factors that directly influence the Company's reputation, credibility, and the trust we maintain with our customer. Furthermore, food safety crises could cause damage to both business operations and stakeholder relationships. Therefore, the Company places the highest priority on delivering quality and safe products while promoting consumer health and well-being to build business sustainability and maintain long-term confidence.

Risk management measures

The Company has developed food safety and product quality management processes according to international standards, from

raw material sourcing and supplier selection to product delivery. The Company conducts strict supplier and source evaluations (Ethical Sourcing) to ensure products sold come from quality sources. The Company has developed food safety standards following internationally recognized guidelines such as GLP, Q Mark, GHP, HACCP, and GMP Codex to ensure all products are safe and comply with food safety standards.

To ensure consumer confidence, the Company has implemented a traceability system called "i-Trace" using QR codes to display product origin information. Customers can scan QR codes on packaging to directly access information about production sources, quality inspections, and product safety standards. This system enhances transparency and builds confidence among consumers and operators.

Furthermore, the Company closely monitors disease situations, collaborating with government agencies and relevant organizations to track news and develop effective preventive measures. Safety management covers prevention, control, and concrete crisis response to ensure the Company is prepared to handle and reduce impacts from food safety crises.

The Company also emphasizes developing products that align with consumer trends, such as health foods, by developing new products focusing on safety and quality to meet continuously changing market demands. The Company is committed to maintaining customer trust and creating sustainable standards in the food industry and consumer goods.

Risk 10 Cybersecurity Risk

Related risk topics :

Strategic Risk
- Changes in technologies

Operational Risk
- Information security and cyber-attack
- System disruption risk

Risk characteristics

Type of Risk: Operational Risk

Cybersecurity risk refers to threats that compromise data security, IT systems, and business operations, potentially leading to financial and reputational damage.

Risk-related consequences

In an era where business relies on information technology as a core operational component, cyber-attacks and information security threats have become increasingly severe, complex, and rapidly evolving risks. Failure to protect information systems may impact on critical data, business continuity, and organizational credibility. Additionally, threats related to data attacks, personal data leaks, or system disruptions may cause financial damage, customer relationships, and long-term organizational stability.

The Company recognizes the importance of cybersecurity in preventing such damage and is committed to building modern defense systems and enhancing organizational security to handle rapid and unexpected threats.

Risk management measures

The Company has implemented various measures to manage and reduce cybersecurity risks by establishing a Cyber Security Department responsible for overseeing and governing organization-wide data security. This department includes a Security Operation Center (SOC) team monitoring cyber threats 24/7, utilizing advanced technologies such as Artificial Intelligence (AI) and Machine Learning (ML) for real-time threat analysis and response.

The Company continuously tests and audits information system security through cyber threat simulations (Cyber Simulation), such as Phishing Campaign training, to build readiness in preventing and responding to potential incidents. Additionally, Data Loss Prevention tools and intrusion protection systems (Web Application Firewall and Intrusion Prevention System) are implemented to protect critical data and reduce attack risks.

The Company has also developed a cybersecurity culture through communication and training for employees at all levels, emphasizing data security awareness through Phishing Testing, Phishing Training, and Security Email Alert, including establishing security guidelines covering both organizational operations and external communications.

To enhance infrastructure-level security, the Company has implemented ISO 27001 standards and Information Security Management Systems for operational governance and auditing. Additionally, a Disaster Recovery Plan has been established to handle situations that may cause system damage or disruption.

Through these measures, the Company is committed to strengthening cybersecurity in line with international standards and sustainably responding to the trust of customers and stakeholders across all sectors.

Risk 11 End-to-End Operation Risk

Related risk topics : Strategic Risk
- Behavior or needs of customers / consumers
- Changes in technologies
- Business operations of partners in the supply chain
- Competition risk

Operational Risk
- Systems or internal control system
- Human error in business operations
- System disruption risk

Risk characteristics

Type of Risk: Operational Risk

End-to-End (E2E) business operation risk refers to risks affecting the entire value chain, from sourcing and production to logistics, sales, and after-sales service. These risks can impact business efficiency, continuity, and overall quality.

Risk-related consequences

In an era where businesses must respond to rapidly changing consumer needs, developing services that integrate online and offline experiences to provide seamless customer service through Omni Channel has become a crucial goal for the Company. However, this more complex new business model brings challenges and risks in multiple dimensions, such as delivery delays, product quality impacts (especially for fresh food items), and supply chain management efficiency that may not meet customer expectations. These risks may affect customer satisfaction, organizational credibility, and necessary technological system investments.

Risk management measures

The Company has implemented various measures to effectively manage risks arising from E2E business operations, focusing on continuous system and process development to appropriately respond to customer needs. This includes enhancing convenience in online product ordering with diverse product selection, payment methods, and delivery options, including in-store pickup options. Distribution centers have been established in certain Bangkok branches to improve storage efficiency and comprehensive area coverage.

Additionally, the Company has developed relevant equipment and tools, such as temperature control devices for fresh food items and improved cleaning methods, to maintain product quality throughout the delivery process. New information technologies have also been implemented, such as Inventory Management System, Delivery Management System, and Order Management System, to increase accuracy and operational efficiency.

To ensure all parties involved in E2E business operations understand related processes, the Company has improved training courses for employees and partners, such as transportation and delivery companies, emphasizing E2E process knowledge and product quality management, while promoting personnel capability to operate in accordance with established standards.

Through these measures, the Company aims to minimize E2E business operation risks for maximum effectiveness, creating excellent experiences and fully meeting customer expectations.

Risk 12 Ethical and Regulatory Compliance Risk

Related risk topics : Strategic Risk
- Damage to company image and reputation

Compliance Risk
- Change in laws and regulations
- Violations of laws and regulations
- Legal risk

Risk characteristics

Type of Risk: Compliance Risk

Ethical and regulatory compliance risk refers to the risk of failing to adhere to laws, ethical standards, or business regulations, which may result in legal penalties, reputational damage, and financial consequences for the organization.

Risk-related consequences

The Company conducting business with honesty, transparency, and fairness under corporate governance frameworks and business ethics, including compliance with laws and regulations in Thailand and countries where the Company operates. Non-compliance with laws or regulations, whether intentional or unintentional, may severely impact reputation, credibility, and stakeholder trust. Additionally, it may lead to delays in business processes, loss of business opportunities, and penalties or fines from regulatory bodies, affecting long-term organizational performance and image.

Risk management measures

The Company has developed processes and systems to prevent and reduce legal and regulatory compliance risks continuously. The Company's legal department plays a crucial role in monitoring news and significant changes in laws and regulations that may impact business operations, providing alerts and training to executives and relevant department employees to enhance understanding and ensure correct compliance. Additionally, work processes are developed to align with new regulations to ensure the Company is prepared for changes.

In technology, the Company has developed systems to monitor and report legal compliance, such as contract renewal tracking, relevant license management, and important document storage in an accessible and secure format. For overseas subsidiaries, the Company has engaged both domestic and international legal consultants to closely monitor legal changes and provide appropriate advice to ensure overseas business operations fully comply with various requirements.

Furthermore, the Company emphasizes creating an organizational culture that strictly adheres to ethics and regulatory compliance by establishing whistleblowing channels for employees and related parties to safely report inappropriate behavior or ethical violations. The Company pledges to protect whistleblower safety and conduct investigations and problem resolution transparently and fairly. These measures reflect the Company's commitment to maintaining transparency and legal compliance in all business operation dimensions.

Risk 13 Personal Data Protection Act (PDPA) Compliance Risk

Related risk topics : Strategic Risk
- Damage to company image and reputation

Compliance Risk
- Violations of laws and regulations
- Legal risk

Risk characteristics

Type of Risk: Compliance Risk

Personal data protection act (PDPA) compliance risk refers to the risk of failing to comply with laws and regulations governing the collection, use, and disclosure of personal data, potentially leading to legal penalties, financial losses, and loss of stakeholder trust.

Risk-related consequences

The Personal Data Protection Act B.E. 2565 (2022), effective since 2022, requires the Company to carefully consider and manage personal data covering information of member customers, employees, manufacturers, and suppliers. Non-compliance with legal requirements may cause severe damage to the Company's reputation, loss of stakeholder trust, and legal penalties or fines, which may affect the Company's financial status and long-term credibility.

Risk management measures

The Company has implemented proactive measures to ensure correct and complete PDPA compliance by engaging expert consultants and appointing special task forces to develop computer systems and work processes aligned with PDPA requirements. The Company has established personal data protection policies and formed a PDPA working committee to oversee work processes, receive reports, and make decisions on important issues.

Additionally, the Company has provided training to relevant executives and employees to increase understanding of legal requirements and potential impacts, including continuous communication of important PDPA information and announcements through the PDPA Office via internal channels such as newsletters and the Company website to create broader awareness.

In terms of data security, the Company has appointed a Data Protection Officer (DPO) responsible for overseeing the correct collection, use, and disclosure of personal data. The DPO also plays a role in gathering operational results and assessing organizational risks to present reports to the Risk Management Steering Committee and executives. Furthermore, the DPO provides consultation to employees and oversees communication regarding disciplinary actions and remedial measures in cases affecting data owners.

For transparency and stakeholder confidence, the Company has published its personal data policy, details about data usage, personal data rights requests, and channels for consent change notifications on the Company's website to ensure operations align with legal requirements and appropriately respond to customer and stakeholder expectations.

Risk 14 Digital Technology and AI Risk

Related risk topics : Strategic Risk
• Changes in technologies
Operational Risk
• Information security and cyber-attack
Compliance Risk
• Violations of laws and regulations

Risk characteristics

Type of Risk: Emerging Risk

Digital technology and AI risk refers to risks associated with the development, deployment, and reliance on digital and AI technologies, which may impact security, privacy, ethical standards, and business continuity.

Risk-related consequences

Digital technology and artificial intelligence (AI) changes are significantly impacting all business and economic sectors. These technologies not only increase operational efficiency but also enable better access, analysis, and response to customer needs. However, such changes present an opportunity for the Company to leverage technology to enhance operations and improve service efficiency, allowing for a more responsive approach to customer needs. Nonetheless, the Company remains vigilant about the risks associated with excessive reliance on technology, such as AI system instability or a shortage of skilled professionals in technology and AI.

Moreover, digital-era consumer behavior expecting more personalized experiences and rapid service may force businesses to accelerate adaptation to meet customer needs in both products and services. They must also develop systems to create better user experiences while ensuring secure data management to build long-term customer confidence.

Risk management measures

The Company is committed to adapting and responding to changes in the digital technology and artificial intelligence era. We have developed a comprehensive Digital and AI Transformation strategy that encompasses all organizational dimensions. This strategy begins with system development and the implementation of cutting-edge technologies in customer service, aimed at enhancing the overall service experience for our customers.

Regarding data security, the Company recognizes the importance of protecting customer and internal organizational data, designing operational guidelines and related policies referencing international standards such as NIST (National Institute of Standards and Technology) to create reliable data security standards. Processes are established for preventing data leak risks, monitoring data access, and managing user rights, along with establishing a Cybersecurity team for continuous cyber threat monitoring.

The Company has also invested in employee skill development projects to enable efficient work with new technologies, including adapting work processes to align with digital technology and AI to increase competitiveness and develop products and services that comprehensively respond to digital-era customer needs. Additionally, it focuses on creating an organizational culture that supports safe and transparent technology use in all processes.

Risk 15 Consumer Preference Change Risk

Related risk topics : Strategic Risk
• Behavior or needs of customers / consumers
• Changes in technologies
• Competition risk

Risk characteristics

Type of Risk: Emerging Risk

Consumer preference change risk refers to the risk arising from changes in consumer trends, expectations, and purchasing behaviors, which may impact sales, competitiveness, and an organization's ability to adapt to market demands.

Risk-related consequences

Changing consumer behavior, especially adaptation to the "New Normal," has resulted in more diverse patterns of product and service selection. Consumers are increasingly prioritizing convenience through online channels and delivery services over traditional in-store shopping. This change affects market competition intensity due to the emergence of many new online sales platforms developed from modern technology applications.

For the Company, these consumer behavior changes not only increase competitive pressure but also create challenges in meeting customer expectations for safer, more modern, and more convenient shopping experiences. If the Company cannot adapt appropriately, it may impact the ability to maintain customer base, increase market share, and grow sustainably in the long term.

Risk management measures

The Company is committed to developing online platforms to respond to changing consumer behavior by creating diverse online sales channels to increase convenience and access to products and services anytime, anywhere. The Omni Channel system has been developed to seamlessly integrate online and offline sales channels, allowing customers to purchase products, receive goods, and make payments through channels that suit their needs.

Additionally, the Company prioritizes safety in all processes, from developing online payment systems (E-Payment), managing quick and safe product transportation processes, to developing digital marketing strategies to enhance brand awareness and customer engagement.

The Company has also increased channels for receiving customer feedback to improve operations, such as online channels through applications and websites, including offline store communications, allowing customers to express opinions and contact the Company conveniently. These reflect the Company's commitment to maintaining customer satisfaction and creating shopping experiences that truly meet digital-era consumer needs.

2.2.2 Risk to securities holders

Are there any risk factors affecting securities holders? : Yes

Risk 1 The risk arising from a major shareholder group holding more than 75% of the shares

Related risk topics : Risk to Securities Holder

• Risk of the company having a single shareholder holding >= 75% of shares

Risk characteristics

The major shareholders of the Company are 1) CP ALL Group, consisting of Siam Makro Holding (Thailand) Co., Ltd. and CP ALL Public Company Limited, with a combined shareholding of 59.92 percent of the total number of shares sold; 2) Charoen Pokphand Holding Co., Ltd. with a shareholding of 15.96 percent; and 3) C.P. Merchandising Co., Ltd. with a shareholding of 8.85 percent. All four companies are affiliated company of Charoen Pokphand Group, with an aggregate shareholding of 84.73 percent of the total number of shares sold.

Risk-related consequences

The major shareholders hold an aggregate shareholding of 84.73 percent of the total number of shares sold. This may cause investors to be concerned about the risk that the major shareholders, with an aggregate shareholding of more than 75 percent, will control the resolutions and decision-making processes of the Company, including special resolutions of the shareholders' meeting, causing minority shareholders to be unable to collect votes to check and balance the matters proposed by the major shareholders.

Risk management measures

The Company adheres to conducting business under the principles of good corporate governance, and therefore provides equal opportunities for minority shareholders to propose the meeting agenda and nominate persons for consideration and selection as directors in advance of the annual general meeting of shareholders. In addition, the Company’s Board of Directors consists of independent directors, who are qualified, knowledgeable, and socially recognized, to protect the rights and benefits of minority shareholders.

2.2.3 Risk to securities holders from investing in foreign securities (applicable to only foreign companies)

Are there any risk factors affecting securities holders from investing in foreign securities? : No

3. Business sustainability development

3.1 Policy and goals of sustainable management

Sustainability Policy

Sustainability Policy : Yes

To be the number one trusted partner for customers, offering safe and high-quality products at fair prices, supporting customers to maintain their competitiveness and profitability. To enhance stakeholders' quality of life without compromising the future generations' opportunity to access the resources for their needs.

Reference link for sustainability policy : https://www.cpaxtra.com/th/sustainability/sustainability-policy-and-announcement

Page number of the reference link : 1

Sustainability management goals

Does the company set sustainability management goals : Yes

The Company has established a framework for developing and managing sustainability in three dimensions: economy, society, and environment. the Company expanded Sustainability strategies to cover ESG dimensions with the long-term action as a 10-year roadmap start from 1 January 2020 to 31 December 2030 as detail of each strategy and target as below.

Heart: Living Right or Governance Strategy, this strategy consists of five goals, long-term targets, and outcomes as follows:

• Corporate Governance

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 Result: 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.

• Human Rights and Labor Practices

Long term target by 2030: 100% of business groups conduct annual human rights impact assessments for high-risk organizational activities and direct suppliers.

2024 Result: Achieved the 2030 target, 100% completing the annual human rights impact assessment for the organization and its suppliers.

• Education and Reducing Inequality

Long term target by 2030: 150,000 people gain access to quality education, lifelong learning opportunities, and essential skill development.

2024 Result: Achieved the 2030 target, with 231,429 people participating the education programs-Mitr Tae Sho Huay and Chef's Club by makro

• Leadership and Human Resource Development

Long term target by 20300: All employees receive training and development for essential job skills.

2024 Result: Achieved the2030 target, with 100% of employees receiving necessary training and skill development.

• Cybersecurity and Data Protection

Long term target by 2030: The company achieves international standards for cybersecurity and data privacy certifications.

2024 Result: Achieved the 2030 target, with the company receiving NIST assessment scores for the 3rd consecutive year. The Company's average score is 4.22 (while National average score is 1.91)

Health: Living Well or Social Strategy, target and result as following:

• Health and Well-being

Long term target by 2030: 70% of sales come from B2B and B2C products and services that promote health and well-being.

Annual Target of 2024: At least 47%.

2024 Result: Achieved the annual target, with 50% of sales from such products and also increased 3% from previous year.

• Social Impact and Economic Contribution

Long term target by 2030: Create jobs or income for 400,000 people in communities.

Annual Target of 2024: At least 194,000 people.
2024 Result: Achieved annual target, generated income for 245,607 individuals and communities, which is 26.6% higher than 2024 target and accounted for 61.4% of the long-term target.

• Food Security and Access to Nutrition

Long term target by 2030: 150,000 youth and individuals gain access to safe and nutritious food.
Annual Target of 2024: At least 90,000 people.
2024 Result: Achieved the annual target, with 108,006 people has reached.

• Innovation

Long term target by 2030: Register 6 patents or utility models.
Annual Target of 2024: Register at least 3 patents.
2024 Result: Achieved annual target, with 3 patents have been registered.

• Stakeholder Engagement

Long term target by 2030: Stakeholder engagement score at least 80%.
2024 Result: Achieved the 2030 target, with an engagement score is 88%.

Home: Living Together or Environmental strategy, target and result as following:

• Climate Resilience

Long term target by 2030: Achieve carbon neutrality by 2030 (compared to the 2021 baseline), reducing Scope 1+2 emissions by 42% and Scope 3 emissions by 25%, with a goal of net-zero carbon emissions by 2050 (reducing Scope 1+2 by 90% and Scope 3 by 90%).
Annual Target of 2024: Reduce Scope 1&2 emissions at least 2,500 tons CO2 equivalent and increase renewable energy utilization ratio to 10%.
2024 Result: Achieved the annual target, with Scope 1&2 emissions reduced by 2,983.28 tons CO2 equivalent compared 2023 and renewable energy utilization ratio increased to 16% which is better than previous year which ratio was 13%.

• Circular Economy

Long term target by 2030: Zero waste and food waste sent to landfills and use sustainable packaging.
Annual Target of 2024: Reduce food waste sent to landfills by at least 40% of total food waste.
2024 Result: Reduce 6,032.91 tons of food waste sent to landfills, which accounts for 14.34% of the total food waste. This is an improvement compared to 2023, where the reduction was only 8%.

• Water Stewardship

Long term target by 2030: Reduce water intensity per revenue unit by 20% compared to the 2020 baseline.
Annual Target of 2024: Reduce by at least 8% year-on-year.
2024 Result: Not achieved annual target, with water intensity increasing to 11.34 cubic meters per million THB.

• Ecosystem and Biodiversity Protection

Long term target by 2030: 100% of business units and Tier 1 suppliers do not encroach on declared conservation areas, and 100% of high-risk raw materials are traceable.
2024 Result: Achieved the long-term target, with 100% of store and distribution center and tier 1 supplier or are not in the natural heritage reservation area and 100% traceability of high-risk raw materials.

• Responsible Supply Chain Management

Long term target by 2030: 100% of suppliers assessed ESG risk, and 100% of high-risk suppliers are on-site audited and corrective actions.
Annual target: at least 90% of significant suppliers assessed ESG risks and 100% high-risk suppliers completing on-site assessments and corrective action
2024 Result: Achieved annual target, with 95.67% of significant suppliers assessed ESG risks and 100% high-risk suppliers completing on-site assessments and corrective actions.

United Nations SDGs that align with the organization's sustainability management goals	:	Goal 1 No Poverty, Goal 2 Zero Hunger, Goal 3 Good Health and Well-being, Goal 4 Quality Education, Goal 5 Gender Equality, Goal 6 Clean Water and Sanitation, Goal 7 Affordable and Clean Energy, Goal 8 Decent Work and Economic Growth, Goal 9 Industry, Innovation and Infrastructure, Goal 10 Reduce Inequalities, Goal 11 Sustainable Cities and Communities, Goal 12 Responsible Consumption and Production, Goal 13 Climate Action, Goal 14 Life below Water, Goal 15 Life on Land, Goal 16 Peace, Justice and Strong Institutions, Goal 17 Partnerships for the Goals

Review of policy and/or goals of sustainable management over the past year

Has the company reviewed the policy and/or goals of sustainable management over the past year	:	Yes
Has the company changed and developed the policy and/or goals of sustainable management over the past year	:	Yes

Since 1 October 2024, to align with Charoen Pokphand Group's climate resilience target and result of ESG materiality analysis. Hence The Company commits to achieving Carbon neutrality within 2030. By reducing 42% scope 1 &2 emission compared to the baseline year from our operation and balancing the emitting carbon with the offset and/or absorbing carbon and towards “Net Zero Emission within 2050”

3.2 Management of impacts on stakeholders in the business value chain

3.2.1 Business value chain

The Company emphasizes the engagement both direct and indirect stakeholders. Their feedback and expectation are considered and managed throughout the analyzing, categorizing and periodically reviewing the engagement channels. The groups of stakeholders are identified as follow;

• Direct groups: Employees, Shareholders and Investors, Customers and Entrepreneurs, Supplier (including local SME and farmer), Contractors, and Community and Society.

• Indirect groups: Financial Institutions, Government, Mass Media, NGO and ESG Rating Agency.

Business value chain diagram

Sustainability Management within the Value Chain

3.2.2 Analysis of stakeholders in the business value chain

Details of stakeholder analysis in the business value chain

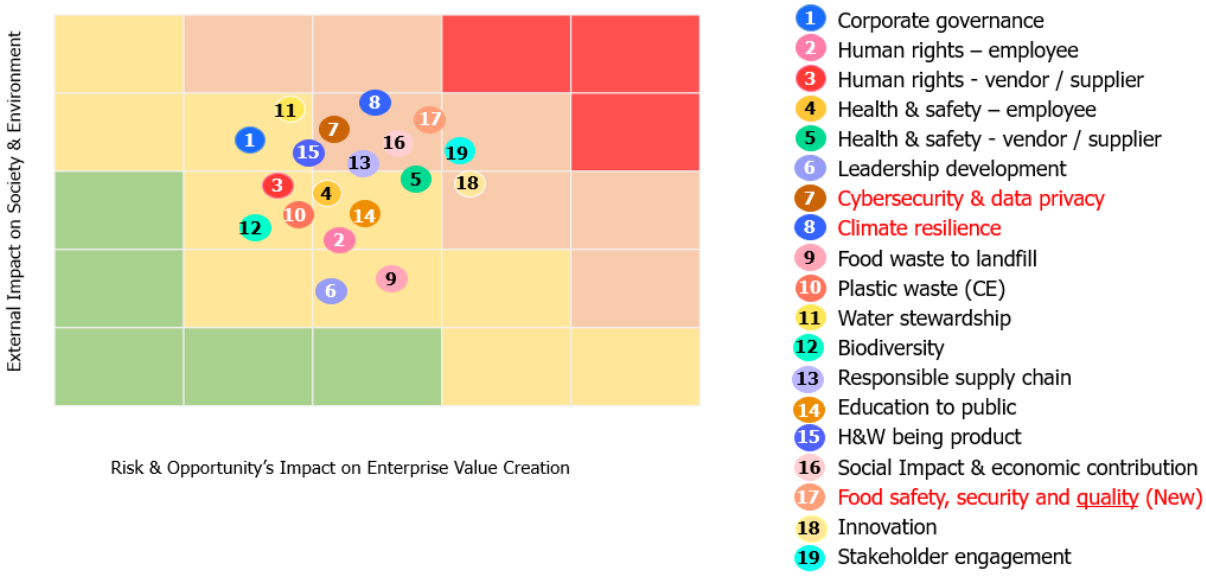
Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
Internal stakeholders			
• Employees	• Benefit, welfare, compensation, and career growth. • Safe working condition and equipment. • Work life balance • Upskill and reskill for modern competency. • Equality, non-discrimination diversity and inclusion for migrant worker at store.	• Human rights - Non-discrimination. • Health & safety. • Human capital development. • Human rights - migrant workers at store (new topic)	• Online Communication • Internal Meeting • Complaint Reception • Employee Engagement Survey • Satisfaction Survey

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
External stakeholders			
• Investors or investment institutions • Shareholders	• Accurate, complete, and timely information disclosure • Transparency management • Protect shareholder's rights • Business growth & competitiveness • Comply with stock market's new CG and transparency disclosure	• Corporate governance • Stakeholder engagement • Innovation product & service • Cybersecurity & data privacy	• Annual General Meeting (AGM) • Others • Quarterly Analysts Meeting, and Investor meeting
• Customers	• Ontime delivery with safe, quality and promote health. • Affordable food prices. • Stock availability. • Reliable & traceable product label & information. • Personal data protection. • Product and service that support the competitiveness for entrepreneur customers.	• Supply chain management. • Health & well Being product. • Innovative product & service. • Cyber security and data privacy. • Education & inequality reduction for customer who's small entrepreneur.	• Online Communication • Complaint Reception • Satisfaction Survey
• Suppliers	• Support agricultural products local SME and farmer. • Fairness and transparency supplier selection process. • Better understand the certified sustainable agriculture product requirement.	• Job creation and local SME and farmer. • Supply chain management • Stakeholder engagement • Supplier's capacity building	• Visit • Satisfaction Survey • Others • Supplier audit and capacity-building program.
• Contractors	• Selection and encourage business partners with transparency. • Better understand the human rights and labor practice in Supplier's Code of Conduct manual. • Knowledge sharing for road accident prevention.	• Job creation for small local service company and worker • Supply chain management • Human rights & labor practice • Health & safety - road safety	• Visit • Online Communication • Complaint Reception • Satisfaction Survey • Training / Seminar • Others • Monthly meeting

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
• Community	• Collaborative with local firms to develop and support communities. • Job and carrier opportunities for local community members. • Protection of accident and environmental impact on the community. • CSR activities / donations / continuous support during the crisis or natural disaster • Support for student's education in community.	• Social impact job creation and economy contribution. • Wastewater & waste management. • Health & safety. • Food security and access to nutrition. • Education & inequality reduction	• Online Communication • Complaint Reception • Satisfaction Survey
• Financial institution	• Strict compliance with accuracy, transparency, and punctuality principles. • Compliance with contractual terms and conditions. • Climate change target and action. • Encourage climate change and social support to local farmer.	• Corporate governance. • Job creation and economy impact to local. • Climate resilience target and action plan	• Visit • Press Release • Online Communication • External Meeting • Annual General Meeting (AGM)
• Government agencies and Regulators	• Compliance with legal and regulation. • Support activities beneficial to the community, society, and the environment. • Encourage BCG Model and protect natural resource. • Encourage and protection of human right in among value chain. • Collaboration to prevent food shortage from demand and supply including control or reduce price for end user during economic concern.	• Corporate governance. • Supply chain management. • Human rights & labor practice. • Circular economy. • Climate resilience. • Water stewardship. • Food security & access to nutrition • Quality control (New)	• Visit • External Meeting • Others • Collaborative agreements with government agencies.
• Media	• Communicate relevant, factual, and timely performance. • Strategy for business impact on the economy and society	• Corporate governance - transparent. • Social impact, economic contribution and environment	• Press Release • Online Communication • Satisfaction Survey

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
• Others • ESG Rating Agency & NGO	• Human rights along supply chain. • Supplier screening with ESG criteria. • Carbon reduction strategy in own operation and supply chain • disclosure as and TNFD guideline • Prevent ocean plastic waste. • Promote the gender equity in supply chain • Animal welfare	• Supply chain management. • Climate resilience. • Sustainable packaging. • Biodiversity & ecosystem protection. • Human rights - indigenous • Human rights - non-discrimination within the supply chain	• External Meeting • Others • Research and discussion, and Participate disclosure and rating program.

Diagram of the stakeholder analysis in the business value chain



2024 Materiality Analysis

3.3 Management of environmental sustainability

3.3.1 Environmental policy and guidelines

Environmental policy and guidelines

Environmental policy and guidelines	:	Yes
Environmental guidelines	:	Electricity Management, Fuel Management, Renewable/Clean Energy Management, Water resources and water quality management, Waste Management, Biodiversity Management, Greenhouse Gas and Climate Change Management

Environmental Management

To preventing and minimizing the environmental impact of our operation and being the organizational practice also advocates employees and all related business partners through the value chain to acknowledge and perform this policy as duties and responsibilities. 1) Compliance with all relevant environmental laws and regulations in every country that has operated. 2) Operation of our business, facility, distribution, and logistics include the activity of suppliers, contractors including service providers in a manner that prevents and minimizes the environmental impact with proper management of waste. 3) Develop products and services that can be operated, produced, distributed, used, disposed or recycled in a safe and sustainable manner 4) Review existing and potential environmental risks and manage through the Company's risk management processes and this information shall be considered during the merger and acquisition process. 5) Set targets and objectives to reduce environmental impacts and public disclosure of the annual environmental practices, performances, and targets as annual basis. 6) Continuous improvement of environmental performance and collaboration with suppliers, contractors, and service providers for the reduction of the environmental impact from the Company's operations. 7) Train employees and workers to understand the impact of their work activities on the environment. Altogether, raise internal and external stakeholders' awareness.

Energy Management (Electricity and Fuel Management)

The Company places high importance on energy conservation, natural resource sustainability, and environmental preservation. All executives and employees are required to actively support and take responsibility for efficient energy use to ensure continuous sustainability and collaboration across all stakeholders with the practices as follows: 1) Establish targets, and action plans for energy conservation, with regular reviews of their effectiveness every year. 2) Promote energy conservation activities, ensuring a balanced and appropriate use of natural resources and the environment, in alignment with the growth of the business and the organization. 3) Comply with all laws and regulations related to energy use, energy consumption, and energy efficiency. 4) Emphasizing the importance of involving relevant personnel and fostering awareness to all stakeholder 5) Design, procurement, and acquisition of machinery, tools, equipment, and other necessary to enhance energy performance. 6) Continuously improve energy performance with increasing energy efficiency and appropriately applying it to various activities. 7) Provide adequate resources and information for implementation.

Renewable Clean Energy Management

The company aims to continuously increase the proportion of clean energy usage every year, striving towards RE100. This will be achieved through initiatives such as installing solar rooftops, solar thermal systems, transitioning fuel vehicles, forklifts, and transport trucks to electric and hydrogen energy. These efforts aim to drive a significant transformation in the logistics systems of wholesale-retail business towards clean energy throughout the supply chain. In 2024, the Company's % of clean energy per total energy utilization reached 16%, up from 13% in 2023.

Water Management

The Company commits to reduce 20% compared with baseline year of water consumption per revenue within 2030 which framework as 1) Assess water risk facility of own operation and critical tier 1 that is located within or nearby water stress areas which are quantity, quality or water pricing structure, flooding, water conflict, regulation, water pricing structure or other significant water risks. Including water use assessment to identify opportunities for water efficiency improvement. 2) Set up a long-term plan with the target to reduce water consumption and intensity such as rainwater reservoir, maintenance program to prevent water leakage, utilize water-saving equipment, and application of water recycling including action to improve wastewater quality monitoring to ensure its complied with the legal requirement. 3) Train and communicate to raise awareness related to the water

efficiency management program to the employees, temporary workers, contractors, and critical tier-1 suppliers who have high risk in the water stress area. 4) Encourage key business partners, service providers and contractors from the production, transportation, storage, distribution and trading to implement the water-saving program and increase water recycling. 5) Encourage key business partners, service providers and contractors from the production, transportation, storage, distribution and trading to implement the water-saving program and increase water recycling. 6) Collaborate with other organizations such as government, education institutes, community, etc. to find the opportunities for corporative solving the water risks

Waste Management
The majority waste of business operations is food waste while other waste materials such as paper and plastic are reused and sent to recycle process. To align with the potential risk to the environment, the Company commits to achieving zero waste, food loss & food waste to landfills within 2030 and has a framework as 1) Measuring food loss & food waste with the acceptable method and breaking down volumes by category and/or lifecycle stage or processing flow to identify the critical area for improvement. 2) Define an appropriate action plan and target that may have economic, environmental, or social benefits instead of being discarded without any value creation such as the appropriate inventory planning, destinations, and repurposing actions may include any utilized for other processes including the alternative uses of waste and food waste which based on food safety practice. 3) Train and communicate to raise awareness related to food loss & waste reduction actions and targets to the employees, temporary workers, contractors, and suppliers in the supply chain. 4) Collaborate and encourage the up/downstream partners, service providers, and contractors among production, transportation, storage, distribution, and trading to reduce the amount of food loss & waste in the value chain. 5) Publicly disclose the status of the food waste & food loss reduction program and performance compare targets as annual basis 6) Collaborate with other organizations for corporative solutions the food loss & waste.

Biodiversity Management
The company is committed to aims to create a "positive impact" to halt and restore the natural losses caused by its activities, its partners, or business alliances by the year 2030. To protecting, conserving, and sustainably managing forests "No Gross Deforestation" by the year 2030 altogether announcing the policy of "Do not catch, do not buy, and do not sell juvenile marine animals" at every store. The objective is to promote not selling and buying juvenile marine animals starting from the proper sourcing, defining & inspect the size and species, equipment, and fishing methods, ensuring no adverse impact on the environment. Additionally, the company is providing training and raising awareness among supplier, producers, traders, and fishing groups throughout its supply chain. Altogether, actively collaborating with government. This initiative aims to drive behavioral changes to the sustainable fishery.

Greenhouse Gas and Climate Change Management
The Company commits to achieving Carbon neutrality from our operation within 2030 (42% reduction of Scope 1&2 and 25% of Scope 3 compared to the baseline year). By balancing the emitting carbon with the offset and/or absorbing carbon, Altogether towards “Net Zero Emission within 2050” (90% reduction of Scope 1&2 and Scope 3 compared to baseline year) which has the framework as 1) Evaluate risk, opportunity, and impact from climate change through the supply chain both upstream and downstream with trustable methodology as TCFD framework and integrated to the Company’s risk assessment process 2) Set up the long-term plan, appropriate scope and target to improve energy efficiency, energy-saving, increasing renewable energy or clean energy proportion include applying technology or innovation to reduce overall energy consumption. 3) Train and communicate to raise awareness that related to climate change to the employees, temporary workers, contractors and other workers in the supply chain. 4) Encourage key business partners, service providers and contractors from the production, transportation, storage, distribution and trading to reduce carbon emission through the supply chain. 5) Publicly disclose the status of climate change project’s performance compares targets as annually basis. 6) Collaborate with other organizations such as government, education institutes, community, etc. to find the opportunity for corporative solving the climate change issue. For more detail about the executive and working team for climate-related governance and management, Risk-opportunity and business's financial strategies, and impact can be found at the special report (TCFD report) at: https://www.cpaxtra.com/storage/document/tcfd-reports/2023/tcfd-report-en.pdf

Reference link for environmental policy and guidelines : https://www.cpaxtra.com/storage/document/sustainability/environmental-policy-en.pdf

Page number of the reference link : 3-5

Review of environmental policies, guidelines, and/or goals over the past year

Review of environmental policies, guidelines, and/or goals over the past year	:	Yes
Changes in environmental policies, guidelines, and/or goals	:	Electricity Management, Fuel Management, Renewable/Clean Energy Management, Water resources and water quality management, Waste Management, Biodiversity Management, Greenhouse Gas and Climate Change Management

Since 1 October 2024, To align with Charoen Pokphand Group's climate resilience target and result of ESG materiality analysis. Hence The Company commits to achieving Carbon neutrality from our operation within 2030 (42% reduction of scope 1&2 and 25% reduction of scope 3 compared to the baseline year). By balancing the emitting carbon with the offset and/or absorbing carbon and towards “Net Zero Emission within 2050” (90% reduction of Scope 1&2 and Scope 3 compared to baseline year).

3.3.2 Environmental operating results

Information on energy management

Energy management plan

The company's energy management plan	:	Yes

The action for energy management as follow;

Target & Progress Monitoring

• Improving the energy efficiency 45% in own operation within 2030

Action to reduce the amount of energy use

• High-efficiency chillers project

• LED Replacement and installation project

• Change the Fixed-speed air conditioners to VRF (Variable Refrigerant Flow)

Use of Clean or Renewable Energy

• Rooftop solar at stores and distribution centers

• Solar Thermal for Water Heater

• Solar tube for lighting at head office

• Converted to an electric forklift in own operation

• BEV and HEV for online delivery service (by vendor)

Innovation for energy saving

• Innovation projects for energy saving that initiated by employee

• Install tube and screen to reuse cooled water

• Shorten water looping piping system to reduce pump’s power consumption.

Training and motivation

• Energy and GHG policy

• Energy conservation training program for mechanic

• Energy-saving awareness

• Annual energy-saving event every year

Setting goals for managing electricity and/or oil and fuel

Does the company set goals for electricity and/or fuel management	:	Yes

Details of setting goals for electricity and/or fuel management

Target(s)	Base year(s)	Target year(s)
Increase of electricity and fuel consumption from renewable energy sources	2020 : electricity and fuel consumption from renewable sources 43,868.95 Megawatt-Hours	2030 : Increased by 25%

Performance and outcomes of energy management

Performance and outcomes of energy management : Yes

Target & Progress Monitoring

Total Energy saving

• Total Energy efficiency increased by 6.34 %

• Total Cost saving for energy 93,895,182.29 Baht

Actions and projects to reduce the amount of energy use

• Energy Saving 1,338,249 kilowatt-hours per year

Clean or Renewable Energy Utilization

Total renewable Energy 285,050,053.21 kilowatt-hours per year from below projects;

• Rooftop solar at stores and distribution centers total of 924 stores.

• Solar Thermal Water Heater

• Solar tube for lighting at head office

• Converted to an electric forklift in own operation total of 847 units.

• BEV and HEV for online delivery service (by vendor) total of 47 units.

Innovation for energy saving (as detail Projects and/or Awards Received**)**

• Invest 80,329,331 Baht

• Energy Saving = 276,157,790.82 kilowatt-hours per year

• Saving energy cost 94,770,211.37 Baht per year

Training and motivation

• 100% responsible employees are trained and communicated

• 100% of employee participate energy saving program

Projects and/or Awards Received

"Solar Rooftop" Project

The results of our commitment to conducting business in an environmentally friendly. Generate electricity from solar energy through rooftop installations at distribution centers and both wholesale and retail business, totaling 974 locations. Additionally, our retail business has been recognized with an energy-efficient building award from the Metropolitan Electricity Authority (MEA) for promoting energy efficiency improvements and enhancing indoor air quality.

2024 results:

Reduce energy consumption 275,786,040.82 kilowatt-hours per year.

Cost saving 93,283,211.37 Baht per year.

Reduce emission 94,356.76 tons of CO_2 equivalent per year.

"Replace Refrigerant with "Water-Loop Cooling System and Green Refrigerant" Project

The refrigerant is significant energy consumption and carbon emission at stores. Replacing the refrigerant with a water looping system can improve energy efficiency by the smaller size of the compressor and reduce GHG emissions from refrigerant filling during maintenance. Currently, 11 stores have transitioned to using natural refrigerants, covering a total of 375 refrigeration units. There are also plans to expand this initiative to additional branches in the future.

2024 results:

Reduce energy consumption 371,750 kilowatt-hours per year.

Cost saving 1,487,000 Baht per year.

Reduce emission 185 tons of CO_2 equivalent per year.

"Utilize EV Truck and Bike for Transportation and Delivery service" Project

EV tractor and EV pickup trucks are operated between distribution center and stores. Furthermore, all of store utilizes EV forklift and delivery fleet are EV truck and bike which decrease greenhouse gases emission, energy consumption and costs.
2024 results:
47 EV pickup trucks for delivery and 847 EV forklifts.
Reduce energy consumption 101,915,395.54 Baht per year.
Reduce greenhouse gases emission 8,933.53 tons of CO_2 equivalent per year.

Diagram of Performance and outcomes of energy management

Picture MEA Energy Award

Picture "Solar Rooftop" Project

Picture "Water-Loop Cooling System and low energy refrigerator" Project

Picture "Utilize EV Truck and Bike for Foods Transportation and Delivery service" Project

Energy management: Fuel consumption [3]

	2022	2023	2024
Jet fuel (Litres)	0.00	0.00	0.00
Diesel (Litres)	0.00	5,135,994.18	5,554,017.77
Gasoline (Litres)	1,699,310.32	1,817,710.97	1,893,802.21
Fuel oil (Litres)	0.00	0.00	0.00
Crude oil (Barrels)	0.00	0.00	0.00
Natural gas (Standard cubic feet)	0.00	0.00	0.00
LPG (Kilograms)	1,441,100.64	1,021,929.78	1,031,377.00
Steam (Metric tonnes)	0.00	0.00	0.00
Coal (Metric tonnes)	0.00	0.00	0.00
Ethanol (Litres)	537,389.70	748,010.04	814,682.16

Remark : *[3]Overall diesel consumption increased from the previous year due to business growth and branch expansion.*

Energy management: Electricity consumption

	2022	2023	2024
Total electricity consumption within the organization (Kilowatt-Hours)	1,574,570,574.61	1,558,226,264.04	1,695,612,659.80
Electricity purchased for consumption from non-renewable energy sources (Kilowatt-Hours)	1,426,210,987.23	1,358,598,781.34	1,419,747,780.02
Electricity purchased or generated for consumption from renewable energy sources (Kilowatt-Hours)	148,359,587.38	199,627,482.70	275,864,879.78

Information on water management

Water management plan

The Company's water management plan : Yes

As climate change is seeing intensified flooding and drought year on year, the Company recognizes the water stewardship and resource management efficiency throughout the water life cycle to sustain an economic-ecological co-development that adds economic value to communities without encroaching on natural resources.
The Company announces the long-term target to reducing water consumption per revenue unit 20% compared with baseline year or 2% per year. In areas prone to water scarcity and optimizing wastewater for maximum economic-social value while raising water stewardship awareness in the process.

Water Risk Assessment
• Annually monitoring by applying the aqueduct water risk mapping tool. The Company has thus planned effective water management to increase water usage efficiency and risk management along the supply chain.

Water Saving and Conservation programs
• The water saving and conservation programs to increase efficiency of the water utilization and reduce the water withdrawal from water stress area. The significant programs are implemented as the recycling effluent from wastewater treatment plant, the

installation of water saving equipment, the rainwater collecting tank and the ground water bank project etc.

Creating Awareness

• Communicate through the company's media, including pictures and stickers, to raise water stewardship awareness to employees, customer, and public

• Communicate and conduct training to Suppliers in the water stress area and enhancing them to implement the water conservation program.

Wastewater Management

• Install wastewater treatment systems at all stores.

• Monitor wastewater effluent and set the target as zero wastewater complain or breach case from the stakeholders.

Setting goals for water management

Does the company set goals for water management : Yes

Details of setting goals for water management

Target(s)	Base year(s)	Target year(s)
Reduction of water consumption	2020	2030 : Reduced by 20%

Performance and outcomes of water management

Performance and outcomes of water management : Yes

Results of Water Risk Assessment

The company set an annual target to comprehensively assess the operational areas of the company and its Tier 1 partners. The results achieved the set targets as follows:

• 100% of the company's operational areas and all Tier 1 partners have been assessed for water scarcity risks annually. The assessment utilized the Aqueduct Water Risk Atlas tool, and 100% of all stores and distribution centers , as well as critical tier 1 suppliers, have completed the assessment which achieved the target of the action plans.

• From the survey, the company found that 73% of the Company facilities and 93% of critical tier 1 supplier facilities are based on water stress area which both percent are higher than previous year. see the water stress map as below pictures.

Measures to Mitigate Water Risks

Since 2018, The Company has continuously implemented the "Save Water, Saving the Future" project. In 2024, the result as:

72 stores and 1 distribution center have implemented systems to reuse treated wastewater.

2 stores installed rainwater storage tanks for watering plants and cleaning parking lot.

3 stores implemented underground water bank projects to return treated water to the environment, enhancing soil moisture around the stores.

% of sourced agricultural commodities originating from water-stressed areas

In 2024, The Company also conduct survey water stress by % of sourced agricultural commodities originating from water-stressed areas. The result found that % of agricultural commodities from the water stress area are higher than last year according to country's circumstance. The survey of each category as;

Cattle products 90%

Maize 74%

Palm Oil 52 %

Rice 70%

Soy 97%

Sugar 49%

Tobacco 98%

Cotton 59%
Cassava 74%

Survey Results and Risk Mitigation Measures for Supply Chain

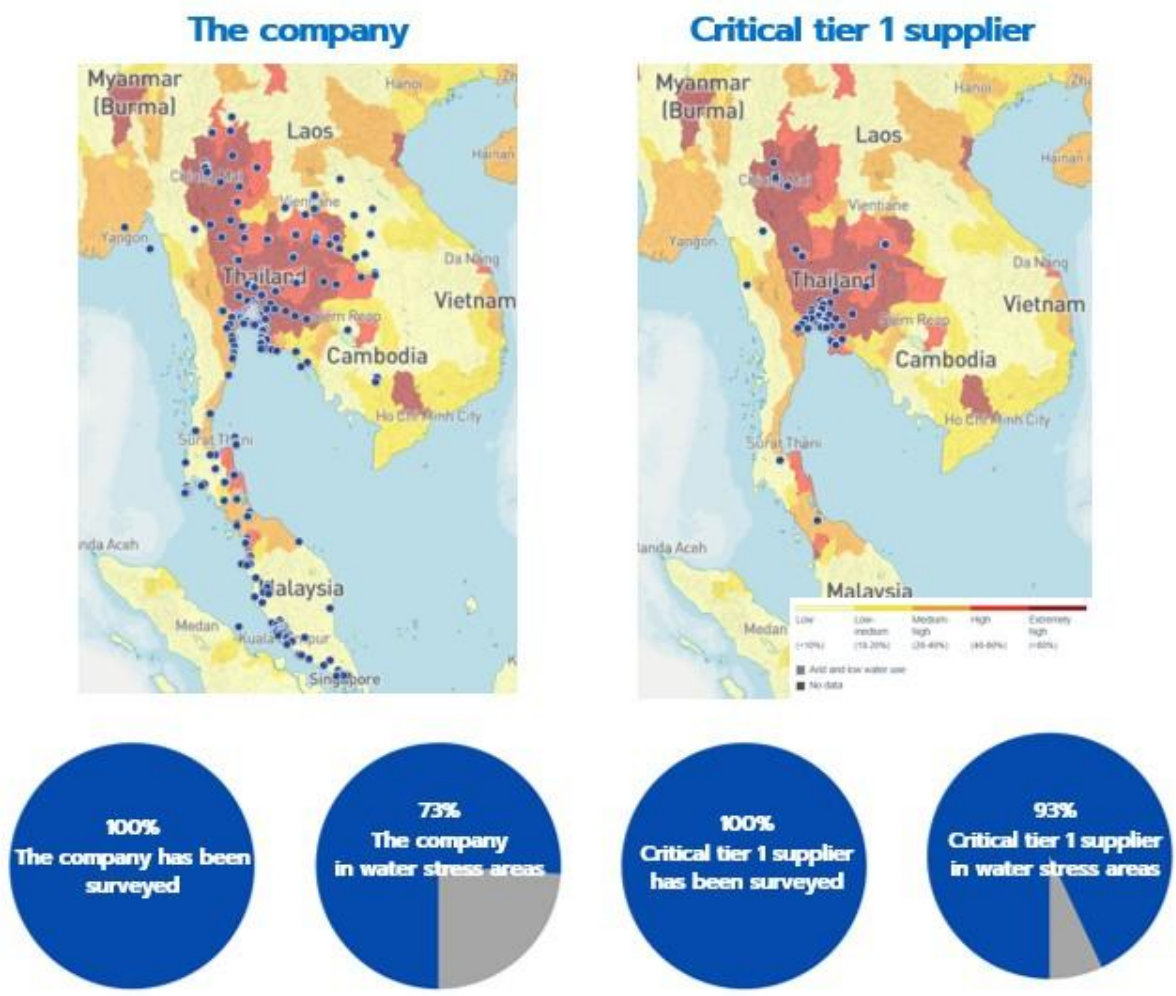
• 81% face risks related to water quantity and quality. To address this, the company implemented risk mitigation measures, including the "Better Life for Highland Farmers" project. This project focuses on providing knowledge and promoting organic farming practices among farmers in the northern and northeastern regions, which face chronic drought issues. The project aims to improve agricultural production efficiency and reduce food loss. The company collaborates with the Department of Agricultural Extension and various universities to encourage farmers to adopt organic farming methods, such as drip irrigation, eliminating pesticide use, and transitioning to organic farming. Additionally, the company educates farmers on low-water-consumption crops that are in high demand, reducing food loss. The company also purchases produce from participating farmers for distribution nationwide.

• 18% face risks related to legal compliance and price structure changes. The main issue identified was partners' lack of understanding of water resource and environmental regulations. To address this, the company organized an annual partner meeting under the Responsible Supply Chain Development Project, which included discussions on partners' roles in preparing for water and environmental measures. The meeting aimed to inform partners about relevant water and environmental laws, changes in regulations, and the company's environmental requirements for partners. In 2024, 2,031 partners (100%) participated in this development program.

• 1% face risks related to water management violations and disputes. The survey found that rice-producing farmers were the significant risk group. As a result, the company selected rice-producing partners, such as Nakhon Luang Rice Mill in Kamphaeng Phet, as a case study for the Rice Production Model Project. This project focuses on efficient water and soil management practices, such as alternate wet and dry farming, organic fertilizer use, efficient water management, and proper rice straw management (avoiding straw burning) to reduce risks of violations and disputes related to water and environmental management with communities. Additionally, the company collaborated with the Professional Qualification Institute (Public Organization) to provide training on Level 4 Rice Quality Control and Inspection Standards for rice mill personnel to enhance their knowledge in sustainable rice production.

As a result of these initiatives, in 2024, there were zero cases of disputes or violations related to water and wastewater of both own operation and supply chain.

Diagram of performance and outcomes in water management



Picture Results of Water Risk Assessment

Water management: Water withdrawal by source

	2022	2023	2024
Total water withdrawal (Cubic meters)[4]	14,025,494.66	15,072,217.50	15,539,045.21
Water withdrawal by third-party water (cubic meters)	13,930,405.96	14,960,777.60	15,400,168.51
Water withdrawal by surface water (cubic meters)	0.00	0.00	8,640.00
Water withdrawal by groundwater (cubic meters)	95,088.70	111,439.90	130,236.70
Water withdrawal by seawater (cubic meters)	0.00	0.00	0.00
Water withdrawal by produced water (cubic meters)	0.00	0.00	0.00

Remark : [4] *Due to the company's strategy focusing on becoming a leader in fresh food, business expansion will involve an increase in fresh food sales, which will result in higher water consumption across the business.*

Water management: Water discharge by destinations

	2022	2023	2024
Percentage of treated wastewater (%)	100.00	100.00	100.00
Total wastewater discharge (cubic meters)	8,561,938.59	9,928,032.80	9,733,505.05
Wastewater discharged to third-party water (cubic meters)	1,445,231.90	1,893,940.45	2,301,681.80
Wastewater discharged to surface water (cubic meters)	7,116,706.69	8,034,092.35	7,431,823.25
Wastewater discharged to groundwater (cubic meters)	0.00	0.00	0.00
Wastewater discharged to seawater (cubic meters)	0.00	0.00	0.00

Water management: Water consumption

	2022	2023	2024
Total water consumption (Cubic meters)	5,463,556.07	5,144,184.70	5,805,540.16

Water management: Recycled water consumption

	2022	2023	2024
Total recycled water for consumption (Cubic meters)	N/A	N/A	190.00

Information on waste management

Waste management plan

The company's waste management plan : Yes

As a leading distributor of consumer products, applying the circular economy is paramount in attaining the Company's 2030 Sustainability Targets. Efficient resource utilization, including waste, is the essential strategy to manage resources for optimal utilization value and sustainable product and packaging to mitigate the business impact on society as much as possible. The opportunity of converting waste into products that add economic-social values.
The Company announce target zero waste and food waste to landfilled within 2030. which the waste management program is

Waste Management Program

As the setting target to be Zero waste and food waste to landfill by 2030 and minimum 40% reduction in 2024. The Company has approach and action for waste management and reduction as follow;

- Waste audits to identify opportunities for improving waste performance.
- 100% areas or function where waste is generated are identified, collect data, analysis, action plan and monthly monitor.
- Shrinkage minimization to prevention the waste generate, the cross function working team conduct weekly basis monitoring.
- 100% employee has trained the waste reduction policy and instruction.
- Food waste & waste utilization.
- Invest innovation and R&D to minimize waste such as near-expired food products are discounted or cooked and sold as ready-to-eat products. digital shrinkage management system, Black soldier fly feeding (Research with universities).
- Integration of recycling programs within every facility to reduce the waste sent to landfill.
- Waste diversion from landfill is certified by an independent accredited body.

- 5Rs to reduce the total waste to landfill.

5Rs Strategy for Waste Management

Reduce

• Not provide free plastic shopping bags to customers.

• Not selling deoxy plastic, products contain plastic microbeads and cap seals on beverage bottles.

2024 results:

• 100% implemented at every store

• 100% No product contains deoxy plastic, plastic microbead, and cap seal of beverage bottle.

Reuse

• Reuse material in operation i.e. plastic wrap, paper boxes, and palettes at stores and distribution centers.

2024 results:

• 101,527.63 tons general waste are reused.

• 6,032.91 tons food waste are utilized.

Refuse

• Replace with recyclable PET plastic tray for sliced meat or fruit.

• Biodegradable material (Banana stem) as the packaging “Local Organic Vegetable”.

• Utilized plastic bags that a thickness not less than 40-micron (recyclable).

2024 results:

• 1,794.60 tons. Replacement of recyclable PET can reduce non-recyclable polystyrene packaging.

• 6.74 tons of banana stems are used to substitute the plastic packaging and sale amount is 17,354,476 THB.

• 100% utilized the recyclable material (wholesale business).

Recycle

• Plastic and material from own operation are collected, segregated, and sent to recycling process (Wholesale 620.28 tons Retail 14,277.60 tons).

• Drop point at the store for collecting the plastic packaging from employees, customers, and communities total 77.12 tons (Wholesale 65.01 tons Retail12.10 tons).

2024 results:

• 14,974.98 tons of plastic and 2,595.30 tons of paper waste from stores are sent to the recycling process.

Renewable

63.82 tons of PET plastic bottles from stores and offices are collected and shifted to recycling and upcycling process to be the new uniform shirt for every employee. Besides, are donated to Jak Daeng Temple to produce PET monk robes and 1.19 tons are upcycling by collaboration with Indorama Venture Public Company Limited to produce the 100 sport T-shirt and donate to school which locate nearby the store.

2024 results:

• 65.01 tons are upcycling to new materials or goods.

Food Waste Management

The Company's target to be Zero waste and food waste to landfill by 2030. The Company has an approach and action for food waste management and reduction as follow;1) Measuring food loss & waste with the acceptable method and breaking down volumes by category and/or lifecycle stage or processing flow to identify the critical area for improvement. 2) Define appropriate action plan and target that may have economic, environmental, or social benefits instead of being discarded without any value creation such as the appropriate inventory planning, destinations, and repurposing actions may include any utilized for other processes including the alternative uses of waste and food waste which based on food safety practice. 3) Train and communicate to raise awareness related to food loss & food waste reduction actions and targets to the employees, temporary workers, contractors, and suppliers in the supply chain. 4) Collaborate and encourage the up/downstream partners, service providers, and contractors among production, transportation, storage, distribution, and trading to reduce the amount of food loss & food waste in the value chain. 5) Publicly disclose the status of the food waste & food loss reduction program and performance compares targets as annual basis 6) Collaborate with other organizations such as government, education institutes, community, etc. to find opportunities for corporative solutions the food loss & waste such as The World Business Council for Sustainable Development.

The action to reduce food waste, which company are prioritized step through;

1) Shrinkage prevention: reducing food waste within the operational process. (Planning, Managing, Inventory, Discount)
2) Feed hungry people: Passing the food surplus to agencies, and people who need it.
3) Feed animals: Shifting to animal feed
4) Composting: Convert to fertilizer or EM solution.

Setting goals for waste management

Does the company set goals for waste management : Yes

Details of setting goals for waste management

Target(s)	Base year(s)	Target year(s)	Waste management methods
Increase of waste recovery Waste type: Non-hazardous waste	-	2030 : Increased by 100%	• Reuse • Recycle • Landfilling • Incineration without energy recovery • Other : Animal feed and composting

Performance and outcomes of waste management

Performance and outcomes of waste management : Yes

As the target to achieve zero food waste to landfill within 2030. In 2024, the result of general waster recovery = 71.02% and food waste recovery = 14.34%. The Company has implemented projects the results showed that food waste prevention amounted to 37,989.02 tons, while food waste was repurposed as follows: 526.75 tons surplus food, 2,709.88 tons animal feed, and 2,796.27 tons fertilizer. In addition, the company started to measure the food loss by monthly monitoring the weight 204.23 tons the results are monitor and break down in categories which the majority of food loss is fruits and vegetables during logistics. The company plans to donate this food loss to animal feed.

"Mai Tay Ruam-waste and food waste segregation" Project
In 2024, All wholesale and retail store signed the collaborate MOU with Bangkok Metropolitan Administration to join the "Mai Tay Ruam" project which the segregated food waste and general waste. The food waste will be composted and utilized in all public parks in Bangkok and the general waste is sent to recycling or energy converting process. Furthermore, the Company's "Segregation is Reduction" project continue the campaign for color code garbage bags to promote the waste segregation behavior among customer and community.
2024 Result
Reduce food waste to landfill 6,032.92 tons (wholesale 3,991.71 tons, retail 2,041.21 tons)

"3rd year of Food Waste Donation to the Wildlife Conservation Centers" and "Food Waste for Black Soldier Flies Feeding" Project
Wholesale and retail store continue the third year of food waste donation to feed the animal in zoo and national park. As the collaborative MOU with Ministry of Natural Resource and Environment, by Department of Environmental Quality Promotion, The Department of National Parks, Wildlife and Plant Conservation, the Zoological Park Organization of Thailand under the Royal Patronage, and Forestry Industry Organization. The Company's supports the 37 Wild Animal Reservation and Protection Centers upcountry. In 2024, Both The company received the award the from Department of National Parks, Wildlife and Plant Conservation. Furthermore, stores in the Northeast cooperated with Khon Kaen University to pass the food surplus to farmers within the Khon Kaen University network as feed for Black Soldier Flies (BSF), a protein insect, safe towards plants and communities.
Furthermore, Makro store at Mahachai and Phetchaburi also collaborate Phetchaburi college for study the research studies the food waste from stores for black soldier flies feeding to find out the proper food waste formula, yield production and nutrition from BSF.
2024 Result
2,709.88 tons are donated for animal feeding (wholesale 1,797.62 tons, retail 912.26 tons)

"Food Surplus & Food Waste Donation" Project

This project aims to reduce food waste from retail store which cannot sale but still eatable to community nearby Lotus's store (main format) in Bangkok and vicinity and foundation such as Scholars of Sustenance Foundation, V-VShare Foundation initiated from the pilot project.

2024 Result

526.75 tons donate as food surplus to people.

2,796.27 Food waste donation from convert to compost for community (wholesale 2,194.08 tons, retail 602.19 tons)

"EM Fermentation from Food Waste" Project

To reduce food waste to landfill by fertilizing the organic food waste, such as citrus fruits and pineapples, into bio-fermented water (EM) used to chemical free deodorize and degradable grease and oil in the sewer and floor at stores. Presently, 116 makro stores continue convert food waste to EM fermentation. In 2024, makro also donate EM to Bangkok metropolitan administration for their cleaning and river in Bangkok areas.

2024 Result

44.23 tons of food waste are convert to EM fermentation

"Transition to Sustainable Packaging and Promotion of Circular Economy" Project

CP AXTRA Public Company Limited, signed a Memorandum of Understanding (MOU) with four key partners: Nestle (Thailand) Co., Ltd., Thai Namthip Corporation Limited, Haadthip Public Company Limited, and Patum Vegetable Oil Co., Ltd. This collaboration marks a significant step toward sustainable business operations, with a shared vision of reducing environmental impact through the adoption of a circular economy and sustainable packaging solutions. The MOU highlights a commitment to transitioning towards the use of 'sustainable packaging', including recyclable, biodegradable, and reusable materials, as well as packaging that incorporates recycled content. Including the advertisement PP plastic board at store has changed to paper or biodegradable material. This joint initiative aims to drive positive change in Thailand's wholesale and retail sectors, setting a new standard for sustainability in the industry.

"Sustainable Packaging Product" Project

All stores announced to stop the single-use polystyrene (foam) food box in 2019. Together with continuously educating, promoting, and campaigning to the food business customers, and end consumers with the variable design and accessible prices biodegradable packaging. With a collaborative partnership, can provide more than 530 designed items. Become the centre of in Thailand and motivate sustainable consumer trends.

2024 Result

Biodegradable packaging product is sold in 4,406.83 tons, or income increasing sales of 12.93% and income of 45,655,619 baht.

2,684 tons of plastic waste from store is sent to be recycled content of new products (rPE garbage bag) and sold in the store. Improved recycled content rate 218% compared to last year (2023 = 1,890 tons) and increased sales = 109,322,243 bath.

Recognition Award

Both wholesale and reatil store operation are received the recognition award of The Benefactor to Department of National Parks, Wildlife and Plant Conservation 2024 from the Department of National Parks, Wildlife and Plant Conservation. From the consecutive 3 years that company deliver the fruit, vegetable and meat shrinkage for being animal feeding at wildlife conservation centers upcountry which can reduce food waste to landfill and also helps the wildlife conservation centers saving the cost.

Diagram of Performance and outcomes of waste management

Picture “Mai Tay Ruam-waste and food waste segregation” Project

Picture "Food Waste Donation to the Upcountry Animal Conservation Centers" Project

Packaging Made from rPET **Packaging Made from Paper**

Picture "Transition to Sustainable Packaging and Promotion of Circular Economy" Project

Biodegradable packaging **Made from recycled content**

Picture Examples of Own brand products developed into sustainable packaging "Sustainable Packaging Product" Project

Picture "Recycling and transformed PET into sports shirts" and donated to students and teachers of Wat Bang Khun Non School.

Picture Sustainability Excellence Awards Ceremony throughout the supply chain Biodegradable Materials New Year's hamper project for suppliers at the 17th Makro HoReCa event

Picture "Shelf Ready Display" Project for reducing unnecessary plastic packaging.

Waste management: Waste Generation

	2022	2023	2024
Total waste generated (Kilograms)	69,884,191.26	43,866,721.88	49,381,619.82
Total non-hazardous waste (kilograms)	69,711,666.91	43,658,280.89	48,753,988.22
Non-hazardous waste - Landfilling (Kilograms)	68,259,467.91	43,658,280.89	48,753,988.22
Non-hazardous waste - Incineration with energy recovery (Kilograms)	0.00	0.00	0.00
Non-hazardous waste - Incineration without energy recovery (Kilograms)	0.00	0.00	0.00
Non-hazardous waste – Others (kilograms)	1,452,199.00	0.00	0.00
Total hazardous waste (kilograms)	172,524.35	208,440.99	627,631.60
Hazardous waste - Landfilling (Kilograms)	163,172.35	207,358.99	626,332.00
Hazardous waste - Incineration with energy recovery (Kilograms)	1,897.65	0.00	278.00
Hazardous waste - Incineration without energy recovery (Kilograms)	6,794.00	1,082.00	1,021.60
Hazardous waste – Others (kilograms)	660.35	0.00	0.00

Waste management: Waste reuse and recycling

	2022	2023	2024
Total reused/recycled waste (Kilograms)	103,513,332.32	129,881,227.50	116,446,018.80
Reused/Recycled non-hazardous waste (Kilograms)	103,447,022.60	129,747,843.97	116,425,512.84
Reused non-hazardous waste (Kilograms)	91,081,411.62	117,215,453.90	101,527,631.51
Recycled non-hazardous waste (Kilograms)	12,365,610.98	12,532,390.07	14,897,881.33
Reused/Recycled hazardous waste (Kilograms)	66,309.72	133,383.53	20,505.96
Reused hazardous waste (Kilograms)	40,971.80	0.00	0.00
Recycled hazardous waste (Kilograms)	25,337.92	133,383.53	20,505.96

Information on greenhouse gas management

Greenhouse gas management plan

The company's greenhouse gas management plan : Yes

Aiming for carbon neutrality by 2030 and achieving net-zero greenhouse gas emissions by 2050, the Company has implemented a 6 greenhouse gas management action plan as follows:

• Enhancing energy efficiency through various projects such as High-efficiency chillers, adoption of energy-saving lighting, high-efficiency air conditioning systems, energy-efficient building projects, energy-saving refrigerated etc.

• Utilizing clean energy, such as solar rooftop installations at stores and distribution centers, Solar thermal- water heaters,

Solar tube technology in the headquarters building
• Adopting low-carbon refrigerants by transitioning to low-carbon alternatives like R290 and R-448A, along with preventive maintenance to reduce refrigerant leakage.
• Green vehicle such as: transitioning to electric forklifts, Utilizing electric and hydrogen-powered vehicles for product transportation
• Carbon absorption by planting perennial trees within operational areas and unused spaces.
• Compensating with high-quality and reliable carbon credit

Compliance with principles and standards for greenhouse gas or climate change management

Principles and standards for greenhouse gas or climate change management : Thailand Greenhouse Gas Management Organization (TGO), The Greenhouse Gas Protocol, IPCC Guidelines for National Greenhouse Gas Inventories

Setting greenhouse gas emission goals

Does the company set greenhouse gas management goals : Yes

Company's existing targets : Setting net-zero greenhouse gas emissions targets, Setting carbon neutrality targets

Setting net-zero greenhouse gas emissions targets

Details of setting net-zero greenhouse gas emissions targets

Greenhouse gas emission scope	Base year(s)	Short-term target year	Long-term target year	Certification
Scope 1-2	2020 : Greenhouse gas emissions 825,720.40 tCO_2e	2030 : Reduced by 42% in comparison to the base year	2050 : Reduced by 90% in comparison to the base year	• Thailand Greenhouse Gas Management Organization (TGO) : None • Science-based Targets (SBTi) : None

Setting carbon neutrality targets

Details of setting carbon neutrality targets

Greenhouse gas emission scope	Base year(s)	Target year(s)	Certification
Scope 1-2	2020 : Greenhouse gas emissions 825,720.40 tCO_2e	2030 : Reduced by 42%	None

Performance and outcomes of greenhouse gas management

Performance and outcomes of greenhouse gas management : Yes

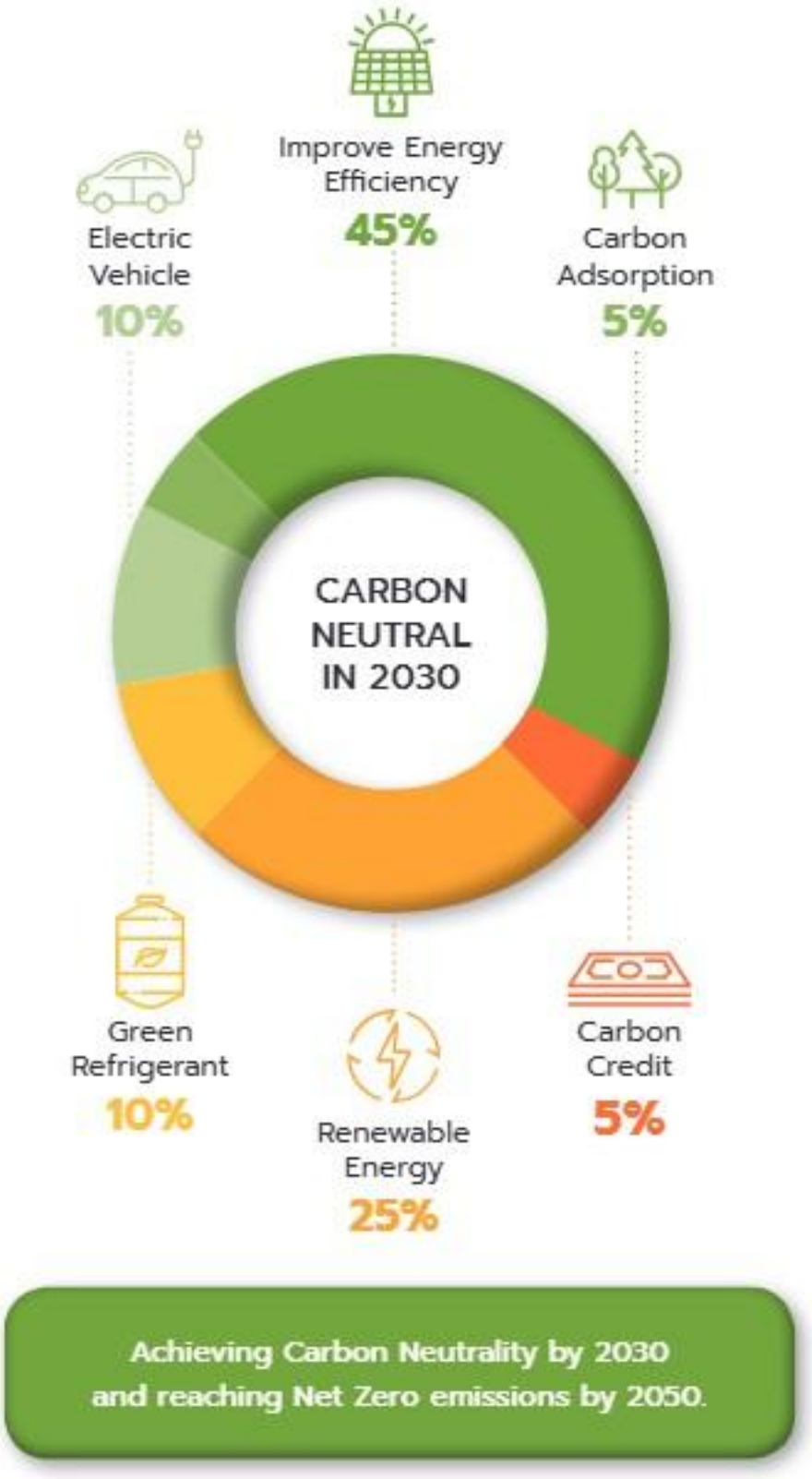
In 2024, the performance of many projects to reduce the greenhouse gases emission as follows:
• Enhancing energy efficiency through various projects such as High-efficiency chillers, adoption of energy-saving lighting, high-efficiency air conditioning systems, energy-efficient building projects, energy-saving refrigerator etc. which can avoid emission 1,878 tons CO_2 equivalent which improved 715 tons CO_2 equivalent from previous year.
• Utilizing clean energy, such as solar rooftop installations at stores and distribution centers, Solar thermal-water heaters, Solar tube technology in the headquarters building can increasing clean energy usage to 16%, up from 13% in the previous year increase which can avoid emission 94,356.76 tons CO_2 equivalent which improved 13,135.31 tons CO_2 equivalent from previous year.
• Adopting low-carbon refrigerants by transitioning to low-carbon alternatives like R290 and R-448A, along with preventive maintenance to reduce refrigerant leakage. which can reduce scope 1 emission from refrigerant 35,455.40 tons CO_2 equivalent.

• Green vehicle such as: transitioning to electric forklifts, utilizing electric and hydrogen-powered vehicles for product transportation which can avoid emission 8,933.51 tons CO_2 equivalent which improved 8,852.90 tons CO_2 equivalent from the previous year.
• Carbon absorption by 7,204 planting perennial trees at our 119 stores.

Recognition award

As the outstanding performance among the industry, the Company won MEA Energy Awards continuous 4 years from the Metropolitan Electricity Authority (MEA) in Efficient Energy Use Building in hypermarkets and convenience stores category. (4 October 2024)

Diagram of Performance and outcomes of greenhouse gas management



Picture Carbon Neutralization Strategy

Greenhouse gas management : Corporate greenhouse gas emission

	2022	2023	2024
Total greenhouse gas emissions (Metric tonnes of carbon dioxide equivalent)	8,019,986.10	8,798,209.03	9,244,910.95
Total greenhouse gas emissions - Scope 1 (Metric tonnes of carbon dioxide equivalent)	212,330.96	142,570.51	108,555.28
Total greenhouse gas emissions - Scope 2 (Metric tonnes of carbon dioxide equivalent)	708,518.96	674,754.76	705,786.71
Total greenhouse gas emissions - Scope 3 (Metric tonnes of carbon dioxide equivalent)	7,099,136.18	7,980,883.76	8,430,568.96

Greenhouse gas management: Verification of the company's greenhouse gas emissions over the past year

Verification of the company's greenhouse gas emissions : Yes

List of greenhouse gas verifier entity : LRQA (Thailand) Limited

Information on incidents related to legal violations or negative environmental impacts

Number of cases and incidents of legal violations or negative environmental impacts

	2022	2023	2024
Number of cases or incidents of legal violations or negative environmental impact (cases)	0	0	0

3.4 Social sustainability management

3.4.1 Social policy and guidelines

Social and human rights policy and guidelines	:	Yes
Social and human rights guidelines	:	Employee rights, Migrant/foreign labor, Child labor, Consumer/customer rights, Community and environmental rights, Safety and occupational health at work, Non-discrimination, Supplier rights

The Company respects human rights and labor practices, such as the Universal Declaration of Human Rights (UDHR), the UN Global Compact, the UN System Code of Conduct, the UN Guiding Principles on Business and Human Rights (UNGPs), and the Declaration on Fundamental Principles and Rights at Work of the International Labor Organization (ILO), including regulation in all countries where business is operated. The company regularly reviews human rights due diligence and communicates the human rights policies and labor practices to stakeholders.

Reference link for social and human rights policy and guidelines	:	https://www.cpaxtra.com/storage/document/sustainability/human-right-policy-en.pdf
Page number of the reference link	:	1-10

Compliance with human rights principles and standards

Human rights management principles and standards	:	Thai Labour Standard: Corporate Social Responsibility of Thai Businesses (TLS 8001-2010) by the Ministry of Labour, The UN Guiding Principles on Business and Human Rights, The OECD Guidelines for Multinational Enterprises, ILO Tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy, Others : Universal Declaration of Human Rights: UDHR, and United Nations Global Compact: UN Global Compact

Review of social and human rights policies, guidelines, and/or goals over the past year

Review of social and human rights policies, guidelines, and/or goals over the past year	:	Yes
Changes in social and human rights policies, guidelines, and/or goals	:	Employee rights, Migrant/foreign labor, Child labor, Consumer/customer rights, Community and environmental rights, Safety and occupational health at work, Non-discrimination, Supplier rights

Human Rights and Labor Practices Policy

Respect for Human Rights

- Civil and Political Rights
- Economic, Social, and Cultural Rights
- Gender Rights
- Community Rights
- Human Rights in the Supply Chain
- Rights to Land and Natural Resources
- Personal Data Privacy Rights

Labor Practices

- Forced Labor
- Child and Youth Labor, Female and Pregnant, Elderly, Disabled and Migrant Workers
- Non-discrimination in Respect of Employment and Occupation
- Harassment in any case and sexual harassment
- Rights to Collective and Bargaining

- Rights to a Decent Working Environment, Access to Clean Water, and Sanitation and Clean Air
- Whistleblowing

Note: see more detail at https://www.cpaxtra.com/storage/document/sustainability/human-right-policy-en.pdf

Human Rights Due Diligence : HRDD

Does the company have an HRDD process : Yes

Human Rights Due Diligence Management

as following steps

1) Policy Commitment
   - Periodically review and update policy to complied with regulation and requirement.
   - Announce the Human Rights Due Diligence working team to review and driven the policy compliance to the global standard and drive the result performance in human rights, labor practice, occupational health and safety to be effective within the organization, and among the supply chain also quarterly update the progress to SD steering committee.

2) Embedding
   - Conduct training to all employees and added in the new employee orientation program.
   - Enforce policies and guidelines by integrating to employee remuneration and performance evaluation criteria.

3) Assessing Human Right Risk Impact
   - Assess all our own operations at least every 2 year or whenever new business unit merging, acquisition, or JV or new facility opening or any change in process that potential impact to human rights.
   - Assess all tier 1 supplier and vendor at least every 3 year.
   - Assess all new supplier and vendor.

4) Integrating to Risk Map
   - All salient issue's reviewed and integrated Enterprise Risk Management process (ERM).
   - Define the root cause and proper action.

5) Tracking Performance
   - Monitor performance as quarterly basis in SD steering committee and Risk management committee.
   - Follow-up action and performance of high-risk supplier in every quarter.

6) Validation by third party
   - Verified by the external audit (See last page of Assurance Statement, Attachment#9)

7) Stakeholder Engagement
   - Engage during human rights impact assessment and onsite audit.
   - Supplier development program.
   - Disclosure performance in The Company's Annual Report.

8) Remediation and Grievance Mechanism
   - Develop complaints channels a rights-based approach for a rights-based approach.
   - Determine the guideline of remediation for salient issues.

HRDD process diagram

3.4.2 Social operating results

Information on employees and labor

Employees and labor management plan

The company's employee and labor management plan : Yes

Employee and labor management plan implemented by the : Fair employee compensation, Employee training and development,

	Company in the past year	Promoting employee relations and participation, Migrant/foreign labor, Child labor, Safety and occupational health at work

Fair employee compensation

The performance management appraisal are conducted both individual and team-based performance. Starting from goal setting, monitoring, and reviewing annual performance in close collaboration with supervisors, promoting awareness of the existing strengths and weaknesses, thus the opportunities for professional growth to prepare effective, progressive professional developmental plans. Since 2023, the agile conversation are applied in the agile working teams. For the flexible objectives and quickly solves the barriers to the effective performance of agile team. This approach will focus on collaboration and regular conversations by bi-weekly and continuous feedback. The supervisor has frequently review employee's performance and development throughout the year.

Employee training and development

The company arranges the training curriculum that has been designed to support the necessary competencies and the skills such as compliance, functional, leadership and digital transformation skills including the emotional intelligence and systematic thinking skills from internal and external instructors to develop employee’s competencies, increase self-esteem and upskill the support business growth strategies. Example of training program such as;

• Online Business Model Training

To support the expansive growth of the online business model, employees and executives retain necessary skills through the online e-training platforms featuring various invaluable courses. The learning objective of the program is to provide the knowledge of management processes and be able to work along value chain both online and offline business systems. The courses to support employee performance include the design thinking for innovation skill improving, the data visualization for complexity data analysis, the creative thinking for improving the systematic problem solving with the flexible solution, and the effective time management for improving time management skill to driven the most effective performance etc. Presently 1,792 employees or 100% has been participated the program and trained employees and supervisors can contribute the revenue of Online business (O2O sales) more than 92,167.56 Million Baht per year.

• Talent's Business Development Training

The Company's Business Academy is arranging the training program to suit the employee's job level to gain our employee knowledge and skills and also promote understanding of attributes and qualities that make a good leader who is able to drive business growth so as to make an advancement in their career path. The program comprise 4 main courses: 1) "STAR" development program for assistant manager level and managers in related lines of work prepare for middle management, such as Store General Manager 2) "Food Service Academy" for assistant manager of Food Service and managers in related lines of work promotion to middle management, such as Food Service Store Manager 3) "Supervisory Academy Program" for promoted manager and 4) "Staff-2 Program" for promoted staff to supervisory level. In 2024, the 227 employees or 100% has been participated the program and trained employees and supervisors can contribute the revenue more than 2,964.51 Million Baht per year. The training attendee can create the revenue increasing 3.198 Million Baht.

Promoting employee relations and participation

The Company engage employee through many programs such as physical and mental health advisory especially, the workplace stress management, annual engagement survey for improvement which the example welfare from employee's voice and became the welfare and

benefit are as sport and health initiatives i.e. exercise gym, additional medical service, flexible working hour, the parental leave, lactation room, praying room, accessible for wheelchair, standby doctor at facility etc.

Enhancing employee's participation through the erection of staff representation for safety committee welfare committee. The Innovation Idea Project, to enhance employee create the way of working which presently has 4,844 innovators, includes volunteer activities and collaborations with local communities is 72,839 hours per year. The annual engagement survey in 2024, the target employee engagement score must more than 80% while the result is 87% which exceed the target that proven the employee is engaged with the Company in high level.

Migrant/foreign labor

The Company updates non-discrimination policy to cover the migrant worker and other form of contracted worker. All migrant worker received the training and development opportunity equality to local employee. Including, the employee's manual and all related

form, document or sign board are updated to cover all migrant worker's language. Furthermore, all supplier and vendor has been trained nondiscrimination, diversity and inclusion also sign the commitment to comply with migrant work practice according to the Supplier's Code of Conduct.

Child labor

Strictly follows the minimum employment age according to the laws of the facility's country or in the absence of law. To ensure that no child under 15 years old is hired and ensure that employees with an age younger than 18 years old are protected as law such as working not over 8 hours a day, and do not work the night shift (22.00 pm - 06.00 am). In addition, prohibit to assign the youth labor for the kind of work that may be harmful to their health and development, affecting their physical and mental state or compulsory education. The child labor practice also applies to all business partners along the value chain

Safety and occupational health at work

The company's target for "Zero Lost time Injury within 2030". To achieve this, occupational health and safety management system is implemented in all operational facilities to promote safe working conditions, equipment and machines, prevention and risk control program, safety training alongside personal hygiene and occupational illness preventive measurement of each operational area. In 2024, beyond the regulation, the Company's recruit professional safety officer at every store site for more effective safety audit and inspection at site. The Company follows ISO 45001, with the 15 procedures for preventing work-related injury and occupational illness as well as proactively managing SHE's performance and continuous improvement and the Life Saving Rules are announced and implemented the whole organization with most strictly degree of protection. Including, add the new two performance indicators which are vehicle accident frequency rate and near miss reporting.

Setting employee and labor management goals

Does the company set employee and labor management goals : Yes

Details of setting goals for employee and labor management

Target(s)	Indicator(s)	Base year(s)	Target year(s)
• Fair employee compensation	All employee has fair performance evaluation and payment which compliance with regulation and sufficient for their living.	-	2024: 100%
• Employee training and development	Employee has trained and engaged in learning and initiatives.	-	2024: 100%
• Promoting employee relations and participation	Score of annual employee engagement survey	-	2024: Not less than 80%
• Migrant/foreign labor	Migrant worker received benefit, welfare and opportunity of training development equal to local employee	-	2024: 100%
• Child labor	Zero illegal child labor	-	2024: 100%
• Safety and occupational health at work	Zero fatality case and lost time injury rate (employee and contractor)	-	2030: Zero lost time injury rate
• Non-discrimination	Employee payment ratio female-male	-	2024: Difference less than 5%

Performance and outcomes for employee and labor management

Performance and outcomes for employee and labor management : Yes

• Fair employee compensation

Target: All employee has fair performance evaluation and payment which compliance with regulation and sufficient for their living.

2024 Result: 100%

• Employee training and development

Target: Employee has trained and engaged in learning and initiatives.

2024 Result: 100%

• Promoting employee relations and participation

Target: Score of annual employee engagement survey not less than 80%

2024 Result: 87%

• Migrant worker received benefit, welfare and opportunity of training development equal to local employee

Target: Migrant worker received benefit, welfare and opportunity of training development equal to local employee

2024 Result: 100%

• Child labor

Target: Zero illegal child labor

2024 Result: 100%

• Safety and occupational health at work

Target: Zero fatality case and lost time injury rate (employee and contractor)

2024 Result: 2 serious cases

• Non-discrimination
Target: Employee payment ratio female-male, difference less than 5%
2024 Result: 3.07%

Recognition Award
The company, receive the award of HR Asia Best Companies to Work for in Asia 2024 - Thailand region which represent the best practice of Human capital management, the high level of employee's participation and Excellence working culture.

Performance Evaluation and Agile Conversation Training
For the flexible objectives and quickly solves the barriers to the effective performance of agile team. The approach will focus on collaboration and regular conversations by bi-weekly and continuous feedback. The company able to manage employee performance and development throughout the year as opposed on annual or bi-annual basis.
2024 Result: 100% agile working team are trained, also 100 % agile team are participated the agile conversation.

Employee Supporting Program
The company provides facilities and programs such as annual health check-ups, by specializing occupational health-safety doctors and Stress counselling by psychologist, annual physical checkup, alternative (Chinese) medical consultation, medical benefits to all employees and sport facility and health promotion programs.
Furthermore, the supporting the employee's family condition either, the company provides the privacy lactation room with proper furniture, air conditioning and refrigerator, even family benefits such as
• 7 weeks for paid parental leave for the primary caregiver
• 1 week for paid parental leave for the non-primary caregiver
• 7 days for paid family or care leave beyond parental leave (care for a child, spouse, partner, dependent, parent, sibling, or other designated relation with a physical or mental health condition).

Hybrid & Flexible Working Hours
The company is committed to creating a flexible working environment that is conducive to work efficiency and adaptability to fluctuating requirements and thus commenced hybrid working to facilitate a variety of working environments that encourage outcome-based achievements and appropriate time-management among employees without the unnecessary office location or working-hour restrictions, a strategic adjustment under the digital transformation such as
• 4% Traditional working time
• 1% Flexible Working Hours
• 8% Work from Home / Anywhere
• 87% Part time working option

Diversity & Inclusion, Non-discrimination and Gender Equity
The company respects diversity and inclusion where employees, worker, supplier and vendor are treated with fairness, without any discrimination from the race, nationality, color, ethnicity, religion, social status, gender, age, physical features or disability, political belief and marital status. Proven by winning the 1st of the 2024 Asia-Pacific and Thailand WEP Award: Transparency & Reporting category and Honorable Mention for The Community Engagement and Partnerships category from UN Woman.
%Women workforce in each level
57% Women in total workforce
60% Women in management position (first level, middle and top)
51% Women in Top management
56% Women in Middle management
62% Women in first management
57% Women in revenue generating function
67% Women in STEM*
*Note: * STEM means Science, Technology, Engineering and Mathematics*

Gender Pay Indicators
The Company also conducts equal payment analysis to ensure that both men and women are paid equally fair, including the annual reviewing for compensation and benefits at competitive rates with benchmarking in the same industry and leading company. The data

are verified by Third party as the assurance (on last page of attachment#9 - the assurance statement).

Payment Ratio by gender (Female : Male)

• Executive level (base salary only) = 0.77: 1.00
• Executive level (base salary + other cash incentives) = 0.69: 1.00
• Management level (base salary only) = 0.90: 1.00
• Management level (base salary + other cash incentives) = 0.89: 1.00
• Non-management level (base salary only) = 1.02: 1.00

Difference between men and women employee (%) are calculate from below formular which are

• **Mean gender pay gap** = [Male's mean payment - Female's mean payment] / Male's mean payment
2024 Result = **1.3%**
• **Median gender pay gap** = [Male's median payment - Female's mean payment] / Male's mean payment
2024 Result **= -2.9%**
• **Mean bonus gap** = [Male's mean bonus - Female's mean bonus] / Male's mean bonus
2024 Result **= -1.3%**
• **Median bonus gap** = [Male's mean bonus - Female's mean bonus] / Male's median bonus
2024 Result **= -3.3%**
Note: The coverage of the data reported as a % of FTEs = 100%

Facility and supporting for employee, diversity and inclusion

• Design for wheelchair and aging.
• Lactation Rooms for mother
• Prayer rooms for Religions

Employee engagement survey

In 2024, the employee engagement resulted in a score as high as 87%. from 100% employee response the survey as detail score in dimension as;
89.40% Job satisfaction (external motivation, e.g. I am satisfied with my job)
89.00% Purpose (internal motivation, e.g., my work has a clear sense of purpose)
88.00% Happiness (e.g., I feel happy at work most of the time)
86.80% Stress (e.g., I feel stressed at work most of the time)

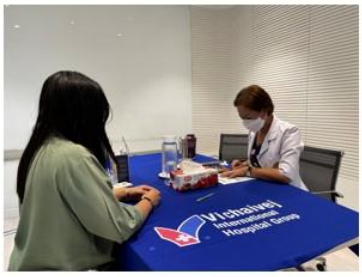
Occupational Health and Safety Management System

Results of Safety and Occupational Health Plan Implementation:
• 100% of key areas and activities have been identified and assessed, covering new business units, changes, normal conditions, abnormal conditions, and crisis.
• 78 risk items have been identified, assessed, and prioritized. All risks rated as moderate or higher have been addressed, and progress is reported to the Risk Management Committee every quarter.
• 100% of all areas conducted annual fire drills and evacuation exercises, including drills for business continuity plans such as flood response and pandemic response plans.
• 100% of areas in retail centers and warehouses across all branches undergo daily safety inspections.
• Applied AI technology integrated with CCTV to detect unsafe behaviors.
• 100% of employees and executives have been trained on accident reporting. Witnesses must report incidents to their supervisors within 24 hours, and senior executives in each area investigate the incidents, define corrective and preventive measures, and follow up until completion.
• 100% of employees have completed basic safety training and job-specific safety training, such as forklift operation training, defensive driving, PPE usage, basic firefighting, etc. Additionally, branch managers communicate safety messages and conduct daily area inspections to raise safety awareness among employees and contractors.
• Investigation of two severe vehicle accidents which one case involving a contractor delivering goods for the wholesale business and anther involving the parttime employee delivery goods for the retail business. Both cases have common root causes which are lack of defensive driving training, particularly at intersections, dark and unsafe road conditions. Corrective actions include updating the content and frequency of defensive driving training, implementing policies to limit working hours, reviewing and increasing reserved manpower, verifying drivers' actual rest hours before starting work, and enforcing strict rules against

assigning tasks to individuals who have not completed safety training.

Diagram of performance and outcomes for employee and labor management

Alternative (Chinese) medical consultation



Stress counseling by Psychologist

Nutrition advisory by Dietitians

Parking lot, sloping and toilet for wheelchair and older person

Lactation rooms for employees

Religion prayer room

Facility and Supporting- Diversity and Inclusion

Winner of 2024 Asia-pacific and Thailand WEPs Awards

Employee Activity-Diversity and Inclusion

Employee and labor management: Employment

Hiring employees

	2022	2023	2024
Total employees (persons)[5]	71,591	64,645	73,268
Male employees (persons)	29,617	26,442	31,504
Female employees (persons)	41,974	38,203	41,764

Remark : [5] The increase in the number of employees in 2024 is due to the inclusion of Lotus's Malaysia's employee data for the first time.

Employment of workers with disabilities

	2022	2023	2024
Total employment of workers with disabilities (persons)	270	203	198
Total number of employees with disabilities (persons)	270	203	198
Total male employees with disabilities (persons)	145	107	108
Total female employees with disabilities (persons)	125	96	90

Employee and labor management: Remuneration

Employee remuneration

	2022	2023	2024
Total employee remuneration (baht)	2,550,072,481.00	2,666,446,774.00	2,549,550,220.00
Total male employee remuneration (Baht)	1,249,535,515.69	1,306,558,919.26	1,313,018,364.00
Total female employee remuneration (Baht)	1,300,536,965.31	1,359,887,854.74	1,236,531,856.00

Employee and labor management: Employee training and development

Employee training and development

	2022	2023	2024
Average employee training hours (hours / person / year)	32.21	47.30	76.13
Training and development expenses for employees (baht)	3,728.64	1,190.60	892.84

Employee and labor management: Safety, occupational health, and environment at work

Safety, occupational health, and environment at work

	2022	2023	2024
Total number of lost time injury incidents by employees (cases)	221	276	315

Employee and labor management: Employee engagement and internal employee groups

Employee engagement

	2022	2023	2024
Total number of employee turnover leaving the company voluntarily (persons)	41,609	22,623	23,103
Total number of male employee turnover leaving the company voluntarily (persons)	16,780	8,676	9,783
Total number of female employee turnover leaving the company voluntarily (persons)	24,829	13,947	13,320
Proportion of voluntary resignations (%)	58.12	35.00	31.53

	2022	2023	2024
Evaluation result of employee engagement[6]	Yes	Yes	Yes

Remark : [6] *In 2024, the employee engagement resulted in a score as high as 87%. from 100% employee response the survey as detail score in dimension as;*

89.40% Job satisfaction (external motivation, e.g. I am satisfied with my job)

89.00% Purpose (internal motivation, e.g., my work has a clear sense of purpose)

88.00% Happiness (e.g., I feel happy at work most of the time)

86.80% Stress (e.g., I feel stressed at work most of the time)

Employee internal groups

Employee internal groups : Yes

Types of employee internal groups : Welfare committee

Information about customers

Customer management plan

Company's customer management plan	:	Yes
Customer management plan implemented by the company over the past year	:	Responsible production and services for customers, Communication of product and service impacts to customers/consumers, Development of customer satisfaction and customer relationship, Consumer data privacy and protection

Responsible Production and Customer Service, and Communication of Product and Service Impact to Customers/Consumers

Quality Control and Product Information

The Company places great importance on food quality and safety throughout the supply chain operations. The company has established food safety guidelines from upstream to downstream as follows:

Upstream: Enhancing Safety from the Farm Level.

The company sets guidelines for environmentally friendly agricultural production, prioritizing consumer safety. It promotes quality certifications such as GAP, Thai GAP, GLOBAL G.A.P., and organic farming standards. The company provides knowledge and understanding to farmers and partners to improve production processes, enabling them to achieve these certifications. This ensures the production of high-quality, safe, and traceable products under the MQP (Makro Quality Pro), aro Gold, and Selected brands, which can be traced back to their origins.

Midstream: Quality Control and Food Safety Throughout the Distribution Process

The Company further develops the System of Makro Initiative Accreditation (MIA) Plus ESG (Environmental, Social, Governance) online question to sustainably manage the entire supply chain. It integrates quality data and enhances standards for packing facilities within the network of farmers, partners, and community enterprises to achieve GMP certification. The company collaborates with the Department of Medical Sciences to develop packing facilities certified as chemical screening laboratory hubs (HUBs), covering agricultural production networks across all regions. Additionally, it improves laboratory standards at its distribution centers, which are ISO 22000 and GHP certified, to assist farmers, partners, and community enterprises in product inspection before distribution. This ensures quality control and food safety throughout the entire distribution process.

Downstream: Traceability and Product Communication

In addition to communicating product and service impacts through product labels, consumers can also access product information via their mobile phones using the Makro i-Trace QR Code. This allows them to trace the product's origin, nutritional information, and healthy recipes. In 2023, the company upgraded the i-Trace system by incorporating blockchain technology to enhance transparency and traceability of raw material sources and nutritional information. This covers fresh food, bakery products, and food items under the aro brand, aiming to engage customers in nutrition and healthy.

Customer satisfaction and relationship development

Presently, the customers vary by age, income, and household size. To grasp consumption patterns, the Company’s has worked with professional partner to conduct the annual customer satisfaction survey and research the behavior of each customer segment to develop product strategies, plan product sales through both online and offline, and an effective marketing plan. To build and maintain customer relationships, the loyalty program as makro PRO POINT and lotus’s Coin are introduced to enable customers to collect points from their purchasing. which member has privilege discounts and coupons, and other promotions, as well as a convenient medium for direct communication with customer service. In 2024, the annual customer satisfaction score was 82.25% which exceed the target that has set as at least 80%

Personal Data Protection

The Personal Data Protection Law sets forth the standards, practices, and obligations that the Company must adhere to when managing or processing personal data. These guidelines apply to all personal data, including that of customers, employees, and stakeholders. To comply with relevant practices and responsibilities, the Company must process personal data according to the following principles:

- Process personal data in a fair and lawful manner.
- Process personal data in accordance with the purposes for which it was collected, used, or disclosed.
- Ensure that personal data processed is adequate, relevant, and not excessive.
- Ensure personal data is accurate and up to date.

• Do not retain personal data longer than necessary
• Process data in accordance with individuals' rights to access and correct their data.
• Ensure personal data is kept secure.
• Personal data must not be transferred to countries with inadequate data protection standards, unless consent is obtained or as required by law.
• Personal data must be used correctly and in a way that does not cause harm to the data subject
The Company has established standards, practices, and processes to support compliance with this policy. The subsections below summarize the key aspects of data protection that the Company must always consider when processing personal data. find more detail at https://www.cpaxtra.com/th/personal-data-protection-policy

Setting customer management goals

Does the company set customer management goals : Yes

Details of setting customer management goals

Target(s)	Indicator(s)	Base year(s)	Target year(s)
• Responsible production and services for customers	Customer impact from consume product and service	-	2027: Zero case
• Communication of product and service impacts to customers/consumers	Nutrition fact & labelling Complaint	-	2024: Zero case
• Development of customer satisfaction and customer relationship	Score of annual customer satisfaction survey	-	2024: not less than 80%
• Consumer data privacy and protection	Customer's data protection breach case	-	2024: Zero customer's data protection breach case

Performance and outcomes of customer management

Performance and outcomes of customer management : Yes

• Responsible production and services for customers
Target: Zero customer impact from consume product and service
2024 Result: 6 cases
• Communication of product and service impacts to customers/consumers
Target: Zero non-compliance labelling
2024 Result: zero case
• Development of customer satisfaction and customer relationship
Target: Score of annual customer satisfaction survey not less than 80%
2024 Result: 82.25%
• Consumer data privacy and protection
Target: Zero customer's data protection breach case
2024 Result: zero case

Performance of Quality Control and Product Information
In 2024, the company has continued to enhance knowledge on agricultural production for farmers, SME partners, and community enterprises, enabling them to achieve various certifications. As a result of these efforts, 447 farmers, SME partners, and

community enterprises have now been certified. These entities have delivered over 574 agricultural products under the MQP (Makro Quality Pro), aro Gold, and Selected labels. Additionally, the company has upgraded 939 agricultural packing facilities to meet GMP* standards and developed 24 chemical screening laboratories certified for quality toxin inspection systems**, covering all regions. Furthermore, the company has improved 2 of its distribution centers to achieve certifications for toxin inspection systems**, ISO 22000***, and GHP***. The makro i-Trace system now covers over 14,000 fresh food and bakery products, representing 100% of the food products under the Aro brand. This initiative has raised awareness about nutrition and health, with over 192,000 visits to the platform.

Notes:

** Certified by the Food and Drug Administration (Thailand-FDA)*

*** Certified by the Department of Medical Sciences*

****Certified by Bureau Veritas (Thailand) Ltd.*

Recognition Award

- Retail Asia Award 2024 for Customer Service Initiative of the Year - Thailand category Hypermarket of the Year - Thailand and Domestic Retail of the Year - Thailand
- Two Best Brand Performance on social media awards category Hypermarket, another category is Supermarket from Thailand Social Award#12

Customer management: Customer satisfaction

Customer satisfaction

	2022	2023	2024
Evaluation results of customer satisfaction[7]	Yes	Yes	Yes

Remark : *[7] Customer satisfaction and engagement*

In 2024, the annual customer satisfaction score was 82.25% which exceed the target that has set as at least 80%

Information on community and society

Community and social management plan

Company's community and social management plan	:	Yes
Community and social management plan implemented by the company over the past year	:	Employment and professional skill development, Education, Forests and natural resources, Sports and recreation, Disadvantaged and vulnerable groups, Reducing inequality

Employment and Professional Skills Development Program

One of the company’s core missions is to be beloved and create benefits for communities in every area where it operates. This is achieved through various activities, such as local employment, supporting farmers, small entrepreneurs, and vulnerable groups, as well as promoting local economies. The company provides knowledge on retail business management to small grocery store owners and small-to-medium-sized food businesses to connect networks, strengthen the community's economic foundation, and assist communities during crises.

2024 Result:

Local product purchases totaled 383,238,182,493.14 THB, which is 97% of total amount purchasing.

- Direct income support through employment or raw material purchases:
  - > 94,104 individuals were employed or had their raw materials purchased.
  - > 18,430 farmers/SMEs received product support.
- Indirect income support through employment in the supply chain:
  - > 53,962 individuals employed by SMEs and farms.
  - > 79,121 individuals employed by contractors.

Support for Farmers and SMEs

The company supports agricultural products from local farmers and small entrepreneurs in various regions, continuously developing their potential to achieve standardized production to ensures high-quality, safe food products and sustainable income.
2024 Result:
• Purchased 674.72 tons of meat and alternative protein products, worth 157 million THB.
• Purchased 6,845.65 tons of organic chicken, eggs, and milk, worth 582 million THB.
• Purchased 13,165.04 tons of seasonal fruits, worth 700 million THB.
• Purchased 52,145.52 tons of vegetables and local herbs, worth 1,848 million THB.
• Purchased 15,000.56 tons of aquatic products and seafood, worth 6,002 million THB.
• Supported 197 local and OTOP products, worth 969,250 THB.

Support Education in Society

Scholarship for student

The company donate the scholarships to youth, including 526 undergraduate scholarships, totaling 98,282,800 THB.

Long Life Learning Program for Community

"Makro Retailer Alliance" Project

For the 17th consecutive year, the company has been developing the skills of small grocery store owners through the "Makro Retailer Alliance" project. This initiative supports and enhances the potential of grocery stores, from opening new stores to improving existing ones, through the "8 Steps to Success" curriculum. Knowledge and skills are accessible via the company's website and Facebook. Additionally, the project offers free business consultations and problem-solving support. Currently, 54,001 people have participated in the project.

"Chef's Club" by makro Project

Previously known as MHA, the Chef's Club by Makro is a comprehensive support program for food entrepreneurs. It provides knowledge to individuals interested in starting or improving HORECA businesses, restaurants, or street food ventures. The program covers all aspects, from ingredient preparation and recipe development to pricing, marketing, and promotion. Courses such as TikTok Marketing and Traditional Boat Noodle Recipes. The program also offers professional training and member-exclusive product prices, benefiting 177,428 participants, with average sales growth of 8.17%. see more detail at http://chefsclub.makro.co.th

Forests and Nature Protection

On 2 October, 2024, the Department of National Parks, Wildlife, and Plant Conservation, Ministry of Natural Resources and Environment, awarded the company a certificate of honor for its contributions to national parks and wildlife conservation, benefiting the public country.

Health and Quality of Life

As the 6th consecutive year, the company provided free breast cancer screening using mobile mammogram units. Over 8,245 individuals have been screened since the project began. Additional, the 1,000 artificial breast prostheses were sewn and donated to cancer patients through the National Cancer Institute.

Sports and Recreation

The company promotes exercise and access to health services through initiatives like Lotus's Aerobic Dance Fit & Fun, held at 10 Lotus stores in Bangkok and on TikTok, featuring professional trainers without any cost for public.

Support for Vulnerable Groups"

Create Jobs, Create Careers, and Promote Careers for People with Disabilities Nationwide": In collaboration with the Department of Empowerment of Persons with Disabilities, the company has been supporting skill development and products for people with disabilities for 3 consecutive years. This year, the company purchased 13,700 bamboo baskets for fruit baskets sold in stores, creating sustainable income for disabled individuals and their families. Additionally, the company provided training on low-investment food businesses to 4 disability development centers, benefiting 491 individuals. In 2024, the company received an award from the Department of Older Persons for promoting employment and income generation for the elderly.

Reducing Social Inequality

"Platform of Opportunity": This initiative includes Business Matching activities to expand opportunities for SMEs and farmers to present their products to the company. The program aims to elevate product standards, improve production quality, and prepare them for export markets. In 2024, 205 entrepreneurs applied, and 36 products were selected and sold at Stores.

Setting community and social management goals

Does the company set community and social management goals : Yes

Details of setting community and social management goals

Target(s)	Indicator(s)	Base year(s)	Target year(s)
• Employment and professional skill development	Direct and indirect job creation	-: 60,000 people	2024: not less than 194,000 people
• Reducing inequality	Number of people are supported through education, lifelong learning and upskilling	2020: Not less than 100,000 people	2024: Not less than 190,000 people

Performance and outcomes of community and social management

Performance and outcomes of community and social management : Yes

• Employment and professional skill development
  Target: Direct and indirect job creation not less than 194,000 people
  2024 Result: 245,607 people
• Reducing inequality
  Target: Number of people are supported through education, lifelong learning and upskilling; not less than 190,000 people
  2024 Result: 231,429 people

Recognition Award

2024 The Model Organization Award for Promoting Job Creation and Income Generation for the Elderly, presented by the Department of Older Persons, Ministry of Social Development and Human Security, recognizes efforts to sustainably enhance the potential of the elderly through the "60 Still Going Strong" project. This project encompasses three key activities which are Employment for the Elderly: Hiring individuals aged 60 and above to work in product distribution centers. Elderly Entrepreneur Mentorship that providing guidance to seniors who wish to start their own businesses and Happy Heart Market event for Seniors by Offering free space within branches for elderly individuals to sell their products without any charges.

Information on other social management

Plans, performance, and outcomes related to other social management

Responsible Supply Chain Management

The Company commits to leverage the ESG along the supply chain with all significant of tier 1 and non-tier 1 suppliers. With focused supply chain ESG program that assess potential ESG risks, and consequently, plan remedial measures to assure sustainability performance along the supply chain. The Company integrated Supplier’s ESG program as one of 2030 Sustainability strategy and closely monitoring program performance. Including clearly communicate and engage the ESG target to all suppliers and all suppliers must comply with ESG assessment score at least 33% without any major concern before starting the business with The Company.

Supplier's Risk Assessment and Potential Impact to The Company

Business Aspect

Risk of Food safety and product quality from supplier. As the food safety and product quality are crucial factors directly affecting consumer health, satisfaction, and confidence. Product safety and adherence to quality standards are fundamental factors that directly influence the Company's reputation, credibility, and the trust we maintain with our customer. Furthermore, food safety crises could cause damage to both business operations and stakeholder relationships. Therefore, the Company places the highest priority on delivering quality and safe products while promoting consumer health and well-being to build business sustainability and maintain long-term confidence.

Mitigation:

The Company has developed food safety and product quality management processes according to international standards, from raw material sourcing and supplier selection to product delivery. The Company conducts strict supplier and source evaluations (Ethical Sourcing) to ensure products sold come from quality sources. The Company has developed food safety standards following internationally recognized guidelines such as GLP, Q Mark, GHP, HACCP, and GMP Codex to ensure all products. Also implemented a traceability system called "i-Trace" using QR codes to display product origin information. Customers can scan QR codes on packaging to directly access information about production sources, quality inspections, and product safety standards. This system enhances transparency and builds confidence among consumers and operators. Furthermore, the Company closely monitors disease situations, collaborating with government agencies and relevant organizations to track news and develop effective preventive measures. Safety management covers prevention, control, and concrete crisis response to ensure the Company is prepared to handle and reduce impacts from food safety crises.

Environment Aspect

Risk of environment impact to supplier's operation which is Climate Resilience risk refers to the risks arising from climate shifts and their associated impacts, which can affect business operations, supply chains, and long-term sustainability. The environmental crisis i.e. water, clean air etc. caused by climate change represent a key challenge affecting businesses across all sectors. The Company recognizes potential impacts on business operations, energy consumption, and environmental management costs. These changes not only increase pressure on sustainable business operations but also affect corporate image in stakeholders' views.

Mitigation:

The Company enhance suppliers and contractors—production, transportation, storage, distribution, and sales—in jointly reducing carbon emissions. This is achieved through activities such as the Supply Chain Sustainability Excellence Award. Furthermore, the greenhouse gas reduction target setting is the one of the supplier's annual evaluation criteria. Additionally, the company implements the "Better Life for Highland Farmers" project. This initiative aims to explore, educate, and support farmers in the northern and northeastern regions, which face chronic drought issues, to improve agricultural production efficiency and prevent food loss. In collaboration with the Department of Agricultural Extension and various universities, the company encourages farmers to adopt organic farming practices for a better quality of life, such as using drip irrigation systems, eliminating pesticide use, and transitioning to organic farming. Furthermore, the company educates farmers on cultivating water-efficient and high-demand fruits and vegetables to prevent food loss and purchases produce from participating farmers for distribution nationwide.

Social Aspect

Risk of social impact from supplier's operation such as the Human rights violation risk refers to the risk of non-compliance with international human rights standards, potentially leading to legal, reputational, and stakeholder relationship issues. Human rights and labor practices are crucial issues in sustainable business operations. Failing to prioritize human rights and labor management may affect organizational credibility and lead to human rights violations in business activities, including risks of discrimination and workplace harassment, impacting operational efficiency and company image. Non-compliance with legal requirements or international labor standards may result in legal consequences and loss of stakeholder trust, including customers, employees, and business partners.

Mitigation:

Human Rights Due Diligence (HRDD) processes are implemented to assess and improve human rights policies, including establishing a human rights working team responsible for risk assessment, impact evaluation, and performance monitoring. The Company communicates and trains supplier on human rights policies The Company conduct human rights risk assessment including supplier and contractors. Additionally, performance results are disclosed in annual reports to ensure transparency and credibility with stakeholders. In occupational health and safety, the Company aims to achieve zero lost-time accidents by 2030, developing safety

management systems aligned with ISO 45001 standards and implementing 10 Life-Saving Rules to strictly prevent workplace accidents and diseases. The Company also provides defensive driving and safe forklift operation training courses, including continuous workplace safety inspections and improvements. (see more detail on topic 2.2 Risk factors - risk 6,7 and 9 within this report)

Supply Chain Management Program

Supplier's Code of Conduct

The Supplier's Code of Conduct manual and training VDO with subtitle are publicly on The Company's website and applied to all suppliers across all countries. All the suppliers must be trained and sign an acknowledgment by their top management or assignee to accept these ESG criteria as the business contract terms and conditions

2024 Result:

• 100% Tier 1 suppliers and non-tier 1 suppliers signed acknowledgment and trained.

• 100% Buyer, QA, and Operation are trained in their roles in the supplier ESG program.

Supplier Screening

The significant supplier is a supplier that is identified as a potential sustainability risk supplier. The screening of the significant suppliers by reviewing potential or actual suppliers' risks of the negative ESG impacts and also business relevance risks or a combination of both. The risk covers factors of country, sector, and commodity-specific risks are considered, below is the Company's criteria for supplier ESG screening as

Business relevance criteria:

• High procurement value

• Key component, material

• non-substitutable components

Governance & Compliance criteria:

• Quality & Product Safety for consumer

• Country's law & Regulation

• Corruption

• Bribery

• Conflicts of interest

• Intellectual property

• Specific certificate or requirement of products, etc.

Environmental criteria:

• Resource efficiency

• Greenhouse gas

• Energy

• Water & Wastewater

• Waste

• Biodiversity

• No deforestation, etc.

Social Aspect criteria:

• Human rights i.e. forced labor, child labor, female labor, etc.

• Labor practice include employee, temporary and migrant worker

• Occupational Health & Safety

• Discrimination / Harassment & Sexual harassment / Community's rights, etc.

2024 Result of KPIs for Supplier Screening

Total number of Tier-1 suppliers = 5,475 suppliers

Total number of significant suppliers in Tier-1= 2,353 suppliers

Total spend on significant suppliers in Tier-1 = 94.44%

Total number of significant suppliers in non-Tier-1 = 6 suppliers

Total number of significant suppliers (Tier-1 and non-Tier-1= 2,359 suppliers

Supplier Assessment & Development Process

Purchasing practices towards suppliers are continuously reviewed to ensure alignment with the Supplier Code of Conduct and to

avoid potential conflicts with ESG requirements.

• Online Assessment:

- All supplier must pass the ESG desk assessments which is the systematic verification of evidence on the company's digital platform and transparent scoring. The assessments follow SMETA and ISO 17025 and ISO 20400.

- All suppliers are informed of the exclusion from contracting if they cannot achieve minimum ESG requirements within the set timeframe (score >33% before starting or > 55% within 2.5 years to continuing the business). Suppliers with better ESG performance are preferred by applying a minimum weight to ESG criteria in supplier selection and contract awarding.

• Onsite Audit:

- Any supplier who has low score (< 33%) and/or potential ESG risk in any criteria i.e. product safety & quality, human rights, labor practices, environment impact or breach case with community, etc. will be conducted the on-site assessments which carried out by the company's audit team and/or independent accredited auditing body (3rd party assessment). The high-risk supplier must have the corrective action and improvement and quarterly update the progression.

KPIs for Supplier Assessment and Development

Coverage and progress of supplier assessment program as following;

• Supplier Assessment:

Total number of suppliers assessed via desk assessments/on-site assessments = 4,333

Target : 100% of significant supplier are assessed

2024 Result:

95.67% of unique significant suppliers assessed

Number of suppliers assessed with substantial actual/potential negative impacts = 284

97.87% of suppliers with substantial actual/potential negative impacts with agreed corrective action/improvement plan

Number of suppliers with substantial actual/potential negative impacts that were terminated = 2

• Corrective action plan support:

Total number of suppliers supported in corrective action plan implementation = 282

Target : 100% of suppliers assessed with substantial actual/potential negative impacts supported in corrective action plan implementation

2024 Result:

100% of suppliers assessed with substantial actual/potential negative impacts supported in corrective action plan implementation

• Capacity building programs:

Total number of suppliers in capacity building programs = 3,980

Target : 100% % of unique significant suppliers in capacity building programs

2024 Result: 100% of unique significant suppliers in capacity building programs

The data in 2024 year, has been third-party verified. See the 3rd party's assurance statement on the last page of attachment#9 of this report or http://www.cpaxtra.com/storage/document/sustainability-reports/2024/appendix-for-e-one-report-th.pdf

Supplier Development Program

• 100% significant supplier are trained the company's ESG program, process and requirement

• 100% Supplier access to ESG benchmarks against peers

• 100% Supplier support on the implementation of corrective/improvement action

• 43 suppliers participated the In-depth technical support programs

• 3,980 suppliers are in the capacity building program

Promoting sustainability Certified Product

The Company enhance and integrate the requirement of the sustainability certification products into the purchasing process. Then the performance in 2024 has the better % purchased of certificated agricultural crops and animal products as detail of each category.

Certification of Agricultural Crops

• Palm oil: % purchased of certified product as RSPO, RSB, ISCC is 47.88% (2023 = 40%) while % exposure of palm oil is 2.47%

• Soy: % purchased of certified RTRS, Pro terra, CRS, ISCC+ is 79.32% (2023 = 78.32%), % exposure of soy of sugar is 2.41%

• Sugar: % purchased of certified Bon Sucro, Fairtrade, Vive is 10.95% (2023 = 3.65%), % exposure of sugar is 1.22%
• Cacao: % purchased of certified Fair Trade, UTZ, Rainforest Alliance, Bird Friendly is 38.58% (2023 = 0.63%), % exposure of cacao is 0.98%
• Coffee: % purchased of certified Rainforest Alliance, UTZ, Fairtrade, IRTAC, SRP, Global G.A.P, BRC is 18.93% (2023 = 0.74%), % exposure of coffee is 2.24%
• Cereals: % purchased of certified FSA Gold, Global G.A.P, BRC is 21.25% (2023 = 16%), % exposure of cereals is 2.47%
• Cotton: % purchased of certified Fair trade-certified cotton, BCI, GOTS, OCS, GRS, RCS, Global organic textile standard is 28.57% (2023 = 0.9%), % exposure is 0.45%
Note:
% Purchased of certificated product per total purchasing agricultural crops.
% Exposure = Purchased agricultural crops per total purchasing.

Certification of Animal Product
• Aquaculture: % purchased of certified ASC, G.A.P, BAP, Non-GMO, BRC is 89.69% (2023=54%) % while % exposure of aquaculture is 0.6%
• Cattle (exclude dairy): % purchased of certified G.A.P, AAWCS, BRC is 27.78% (2023=22.45%), % exposure of cattle is 0.60%
• Dairy: % purchased of certified G.A.P, AAWCS, BRC, Fairtrade, GMP is 23.15% (2023=11.59%), % exposure of dairy is 5.14%
• Swine: % purchased of certified G.A.P, AAWCS, Fairtrade, BRC, GMP is 76.20% (2023=37.31%), % exposure of swine 8.14%
• Poultry: (include egg) % purchased of certified G.A.P, AAWCS, BRC, GMP is 50.07% (2023=30.51%), % exposure of poultry 5.83%
• Wild fishery: % purchased of certified MSC, MSC Chain of Custody, G.A.P, ATBF is 20.65% (2023=19%), % exposure of wild fishery 1.88%
Note:
% Purchased of certificated product per total purchasing animal products.
% Exposure = Purchased animal products per total purchasing.

Own Brand ASC & MSC Certified
"ocean gems" own brand product has 42 items which are certified by Marine Stewardship Council (MSC) and Aquaculture Stewardship Council (ASC) in the 6 product categories which are fish, crab, shellfish, shrimp, squid, and roe. In 2024 selling volume of The company own brand products are ASC MSC certified value 332.33 million THB significantly increased compared to 113.47 million THB in previous year. The increasing sales of own brand sustainable products reflect the growing trend of consumer acceptance towards certified sustainable products. The certificate are posted on the company's website which accessible through below links
https://www.cpaxtra.com/storage/document/sustainability/asc-certificate.pdf
https://www.cpaxtra.com/storage/document/sustainability/msc-certificate.pdf

Promoting the Animal Welfare and organic products
The company's commitment and engagement to animal product suppliers must be audited and qualified with QA and product safety criteria before trading and reassessment every 3 years to ensure the product is safe for consumers.
2024 Result:
• 100% supplier not to use the antibiotics
• 100% supplier not to use GMO or cloned animal
• 100% supplier Not to apply growth-promoting substance
•100% supplier are audit every 3 year and lab sampling in every product lot.
• 33.82% Share of organic products per total fresh food products which is increased 10.93% compared last year. (2023 = 22.89%)

Cage Free Egg Product
Collaborates with supply chain and government agencies to improve cage-free egg production, develop egg farmers, educate customers and consumers, as well as sales at all stores since 2020. In 2024, the total sales of cage free egg is 75.08 million THB which increase 11.23 million THB (2023 sales = 63.85 million THB).

Information on incidents related to legal or social and human rights violations

Number of cases and incidents of significant legal or social and human rights violations

	2022	2023	2024
Total number of cases or incidents of significant legal or social and human rights violations (cases)	0	0	0
Total number of cases or incidents leading to significant labor disputes (cases)	0	0	0
Total number of incidents or complaints related to business partner's rights violations (cases)	0	0	0
The total number of cases or complaints related to partner rights violations (Cases)	0	0	0
Total number of cases or incidents leading to disputes with the community/society (cases)	0	0	0
Total number of cases or incidents related to cybersecurity or customer data breaches (cases)	0	0	0
Total number of cases or incidents related to workplace safety and occupational health (cases)	0	0	0

4. Management Discussion and Analysis (MD&A)

4.1 Operation, financial condition and material changes

Operational overview

4.1.1 Business overview

In 2024, the economic situation in both Thailand and the countries where the Company has investments experienced sluggish growth. This was despite positive momentum from the expansion of the tourism and services sectors, which continued to drive economic activity. Additionally, the recovery of the manufacturing sector supported consumption and strengthened the labor market, while the gradual slowdown in global inflation and interest rates provided some relief. However, these factors were offset by persistently high real interest rates, rising living costs, and increasing fuel and production expenses, all of which placed pressure on investment and economic activities.

In Thailand, the economy grew at a modest pace, despite support from the services sector, which benefited from the strong recovery of foreign tourists, as well as the ongoing growth in domestic tourism. Exports also experienced a solid recovery, further bolstered by economic stimulus measures implemented in the late third quarter and the normalization of government spending. However, household debt remained elevated, and the risk of default continued to be a significant concern. The cost of living continued to rise, domestic consumption demand declined, and consumers increasingly reduced spending on non-essential goods and services. Additionally, private sector investment showed a continued contraction. These factors continue to negatively impact the economic recovery for both households and the corporate sector.

In 2024, the Company successfully opened 120 new stores both domestically and internationally, refurbished existing locations, and expanded its food court areas (“Lotus’s Eatery” and “Lotus’s Eats”) in alignment with its expansion strategy. Omni Channel sales grew significantly, surpassing the Company’s targets, driven by an expanded product range, service improvements, and the extension of service areas. The Company leveraged its strengths across wholesale and retail operations, utilizing a combined network of over 2,600 branches nationwide to streamline product distribution and delivery, enhancing the revenue generation potential of its existing assets. Customers were offered flexible delivery options, either on the same day or the following day. In parallel, the efficiency of the B2B sales team was optimized to better serve all customer segments. Additionally, the Company focused on upgrading store formats to elevate customer experiences and strengthens its competitive position. The fresh food segment was continuously enhanced, with a focus on expanding ready-to-cook and ready-to-eat products, as well as developing private label items to further boost competitiveness. The new Hybrid Wholesale model was also introduced to meet the diverse needs of all customer groups.

In terms of commercial space management, the Company launched a mall improvement and expansion project aimed at creating community centers that cater to the unique lifestyle needs of local customers. The integration of Lotus’s Mall with Makro wholesale stores in high-potential locations supports this initiative. This strategy not only diversifies the retail offerings within the rental spaces but also reinforces the Company’s position as a leader in transforming shopping centers into “smart living hubs” that serve customers of all generations.

4.1.2 Operating results

(1) Operating results of the Company and its subsidiaries for the year 2024

The illustration displays the operating results of the Company and its subsidiaries, provided in Appendix 1.

Revenue

In 2024, the Company and its subsidiaries reported total revenue of Baht 512,042 million, an increase of Baht 22,093 million or 4.5% year-on-year (“YoY”). While revenue from sale of goods was Baht 488,861 million, which rose by Baht 22,627 million or 4.9% compared to the previous year. Supportively, the revenue from wholesale business increased by 5.3% YoY, supported by growth across all segments, particularly fresh food sales, expansion in online and out-of-store sales with delivery services to customers (Omni Channel”), and new store openings. Simultaneously, the revenue from the retail business grew 4.3% YoY, driven by a focus on fresh food products including ready-to-cook, and Omni Channel sales.

Notably, the proportion of Omni Channel accounted for 18.0% of the Company and its subsidiaries’ revenue from sale of goods, effectively exceeding the Company’s target for the year. By strategically leveraging AI-driven data analytics and expanding Omni

Channel sales through applications, the Company reinforced its position as a “Leading Retail Tech”, serving as a key catalyst in strengthening its competitive capability both domestically and regionally.

For this year, the Company and its subsidiaries had revenue from rendering of services and other income of Baht 8,860 million, a decrease of Baht 552 million or 5.9% YoY. This decline was primarily due to a change in accounting classification from revenue recognition to reducing the cost of sale of goods, stemming from collaborative activities with partners to support customer loyalty points (“the accounting classification from the wholesale business”). Additionally, other income in the retail business decreased due to accounting gains from forward foreign exchange contracts related to loan prepayments to financial institutions in 2023.

Revenue from rental and rendering retail services
In 2024, the Company and its subsidiaries had revenue from rental and rendering retail services of Baht 14,321 million, a slight increase from the previous year. The Company and its subsidiaries reported a gross profit from rental and rendering retail services of Baht 7,899 million, representing a gross profit margin of 55.2%, a slight decrease compared to the previous year.

Gross profit from sales
In 2024, the Company and its subsidiaries had a gross profit of Baht 70,213 million, an increase of Baht 5,872 million or 9.1% YoY. Consequently, the gross profit margin from sales was 14.4%, up from 13.8% in the previous year. This improvement was driven by positive performance in both wholesale and retail businesses.

Distribution costs and administrative expenses
In 2024, the Company and its subsidiaries had distribution costs and administrative expenses totaling Baht 68,339 million, an increase of Baht 3,371 million or 5.2% YoY. This increase was mainly due to higher distribution costs and administrative expenses in the wholesale business, driven by investments in supporting the Omni Channel strategy and operational expenses for new store openings, along with expenses related to the Company’s amalgamation. However, excluding the expenses related to the Company’s amalgamation ("Adjustment"), distribution costs and administrative expenses would have increased by only 4.7%, in line with the growth in total revenue.

Consequently, the proportion of distribution costs and administrative expenses to total revenue stood at 13.3%, unchanged from the previous year. Meanwhile, the proportion of distribution costs and administrative expenses for the wholesale and retail businesses was 10.2% and 17.1%, respectively.

Earnings before interest, taxes, depreciation, and amortization (“EBITDA”)
In 2024, the Company and its subsidiaries reported EBITDA of Baht 36,926 million, an increase of Baht 1,861 million or 5.3% YoY, representing 7.2% of total revenue. Excluding the Adjustment, EBITDA would amount to Baht 37,266 million, an increase of 7.1% YoY, or 7.3% of total revenue, up from 7.1% of total revenue in the previous year. This growth was primarily driven by growth in operating profits across all business segments.

Earnings before interest and taxes (“EBIT”)
In 2024, the Company and its subsidiaries reported EBIT of Baht 19,306 million, an increase of Baht 1,853 million or 10.6% YoY, representing 3.8% of total revenue. Excluding the Adjustment, EBIT would amount to Baht 19,646 million, rose by 14.4% YoY. This represents 3.8% of total revenue, up from 3.5% of total revenue in the previous year, primarily driven by operating profit growth across all business segments.

Net profit attributable to owners of the parent (“net profit”)
In 2024, the Company and its subsidiaries reported a net profit of Baht 10,569 million, an increase of Baht 1,929 million or 22.3% YoY. Excluding the Adjustment, the net profit would amount to Baht 10,837 million, an increase of Baht 2,060 million or 23.5% YoY. This strong performance was primarily driven by an increase in sales and an improved gross margin across all business segments, as well as lower finance costs resulting from debt restructuring in the retail business.

(2) Operating results by business division

(2.1) Operating results of the wholesale business group
The illustration displays the operating results of the wholesale business group, provided in Appendix 2.

Revenue

In 2024, the wholesale business reported total revenue of Baht 279,483 million, an increase of Baht 13,426 million or 5.0% YoY. Supportively, the revenue from the sale of goods amounted to Baht 273,491 million, rising by Baht 13,680 million or 5.3% YoY, driven by growth across all business units. This expansion was primarily fueled by an increase in same-store sales growth ("SSSG"), particularly the continued growth of Omni Channel sales, with SSSG at 2.8% of the wholesale business and 1.8% of Makro-Thailand. Additionally, new Makro store openings throughout 2024 further boosted sales.

In this year, the wholesale business reported revenue from the rendering of services of Baht 4,516 million and other income of Baht 952 million, totaling Baht 5,468 million, a decrease of Baht 261 million or 4.6% YoY. The decline was mainly due to accounting recognition as the aforementioned note (Table 2.1, Note 2)

Revenue from rental and rendering retail services

In 2024, the wholesale business reported revenue from rental and rendering retail services of Baht 524 million, an increase of Baht 7 million or 1.4% YoY. This growth was driven by the expansion of rental spaces though some branches returned leased spaces for strategic reinvention.

Gross profit from sales

In 2024, the wholesale business reported a total gross profit of Baht 31,168 million, an increase of Baht 3,418 million or 12.3% YoY. The gross profit margin stood at 11.4%, improving from 10.7% in the previous year. This growth was supported by the expansion across all business units. Notably, the gross profit margin for Makro-Thailand increased to 11.0% from 10.3% in the previous year, thanks to improved margins on fresh food products and partially due to accounting recognition, as theaforementioned note (Table 2.1, Note 2).

Distribution costs and administrative expenses

In 2024, the wholesale business reported distribution costs and administrative expenses totaling Baht 28,519 million, accounting for 10.2% of total revenue. This represents an increase of Baht 3,364 million or 13.4% YoY, principally because:

• Distribution costs increased by Baht 3,062 million or 17.0% YoY, primarily due to costs associated with the Omni Channel expansion and new store openings. Consequently, the proportion of distribution costs to total revenue rose to 7.5%, from 6.8% in the previous year.
• Administrative expenses increased by Baht 302 million or 4.2% YoY, mainly due to expenses related to the amalgamation, while the proportion of administrative expenses to total revenue remained at 2.7%, unchanged from the previous year.

However, excluding the Adjustment, distribution costs and administrative expenses would have increased by 12.7%.

Earnings before interest, taxes, depreciation, and amortization ("EBITDA")

In 2024, the wholesale business reported EBITDA of Baht 13,245 million, an increase of Baht 257 million or 2.0% YoY, representing 4.7% of total wholesale revenue. Excluding the Adjustments, EBITDA would be Baht 13,406 million, marking an increase of 2.9% YoY, accounting for 4.8% of total wholesale business revenue.

Earnings before interest and taxes ("EBIT")

In 2024, the wholesale business reported EBIT of Baht 8,491 million, a decrease of Baht 232 million or 2.7% YoY, representing 3.0% of total wholesale business revenue. This decline was primarily driven by costs related to the Omni Channel strategy, operating costs for new stores, increased depreciation from store refurbishments, and amalgamation expenses. Excluding the Adjustments, EBIT would be Baht 8,652 million, a slight decrease of 1.2% compared to the previous year. Notably, in the fourth quarter of 2024, EBIT increased by 21.1% compared to the same quarter last year, mainly due to higher gross profit margins.

(2.2) Operating results of the retail business group

The illustration displays the operating results of the retail business group, provided in Appendix 3.

Revenue

In 2024, the retail business reported total revenue of Baht 232,559 million, rose by 3.9% YoY. While the revenue from sale of goods amounted to Baht 215,370 million, growing by 4.3% YoY, with a SSSG of 3.6%. This growth was driven by a strategic focus on fresh food sales, including ready-to-cook items at value prices, the development of products and services to meet customer needs, and expanding sales channels through an online platform. Supportively, Lotus's Thailand achieved sales and SSSG of 3.7% and 3.6%,

respectively, while Lotus's Malaysia reported sales growth of 7.4% and SSSG of 3.7% in Malaysian Ringgit.

Revenue from rental and rendering retail services

In 2024, the retail business reported revenue from rental and rendering retail services of Baht 13,797 million, a slight increase compared to the previous year. Lotus's Thailand and Lotus's Malaysia achieved occupancy rates of 93.2% and 92.3%, respectively. The retail business generated a gross profit from rental and rendering retail services of Baht 7,525 million, with a gross margin of 54.5%, which remained comparable to the previous year.

Gross profit from sales

In 2024, the retail business reported a gross profit of Baht 39,045 million, an increase of Baht 2,454 million or 6.7% YoY, aligning with the sales growth. The gross profit margin stood at 18.1%, up from 17.7% in the previous year. This improvement was primarily driven by a diversified range of fresh food offerings, a higher sales proportion of high-margin products, and enhanced efficiency in fresh food operations, leading to better management of food waste.

Distribution costs and administrative expenses

In 2024, the retail business had distribution costs and administrative expenses totaling Baht 39,820 million, representing 17.1% of total revenue, an increase of Baht 7 million compared to the previous year, principally because:

• Distribution costs decreased by Baht 491 million, or 1.5% YoY. The proportion of distribution costs to total revenue declined to 13.7%, from 14.5% in the previous year. This was primarily due to lower depreciation expenses and reduced electricity costs from a decrease in the electricity tariff per unit.

• Administrative expenses increased by Baht 498 million, or 6.7% YoY. The proportion of administrative expenses to total revenue grew to 3.4%, from 3.3% in the previous year. This increase was partly due to expenses related to the Company's amalgamation.

However, excluding the Adjustments, distribution costs and administrative expenses would have decreased by 0.4%.

Earnings before interest, taxes, depreciation, and amortization ("EBITDA")

In 2024, the retail business reported EBITDA of Baht 23,681 million, an increase of Baht 1,604 million or 7.3% YoY, representing 10.2% of total revenue. Excluding the Adjustment, EBITDA would be Baht 23,860 million, an increase of Baht 2,101 million or 9.7% compared to the previous year.

Earnings before interest and taxes ("EBIT")

In 2024, the retail business reported EBIT of Baht 10,815 million, an increase of Baht 2,085 million or 23.9% YoY, representing 4.7% of total revenue. This improvement was driven by sales growth and an enhanced gross profit margin. Excluding the Adjustment, EBIT would be Baht 10,994 million, an increase of 30.7% compared to the previous year.

4.1.3 Financial position analysis of the Company

Total assets

As of 31 December 2024, the Company and its subsidiaries had total assets of Baht 546,531 million, an increase of Baht 6,160 million. The significant changes in assets are as follows:

Cash and cash equivalent

As of 31 December 2024, the Company and its subsidiaries had cash and cash equivalents of Baht 19,461 million, a decrease of Baht 12,246 million compared to the previous year. This decrease was primarily due to investments in the construction of new stores, the refurbishment of existing stores, investments in commercial space development projects, and dividend payments.

Trade accounts receivable

As of 31 December 2024, the Company and its subsidiaries had trade accounts receivable of Baht 2,625 million, an increase of Baht 322 million compared to the previous year. This increase was primarily due to higher sales.

Inventories

As of 31 December 2024, the Company and its subsidiaries had inventories of Baht 36,484 million, an increase of Baht 600 million compared to the previous year. This increase was in line with the higher sales.

Purchase discount receivables

As of 31 December 2024, the Company and its subsidiaries had purchase discount receivables of Baht 5,234 million, an increase of Baht 1,123 million compared to the previous year. This increase was due to higher accumulated purchase discounts in line with purchases in 2024, as well as an increase in discounts related to promotional activities.

Investment properties

As of 31 December 2024, the Company and its subsidiaries had investment properties of Baht 56,463 million, an increase of Baht 12,149 million compared to the previous year. This increase was primarily driven by the retail business, particularly investments in the commercial space development project Lotus's Mall Bangna (The Happitat).

Property, plant, and equipment

As of 31 December 2024, the Company and its subsidiaries had property, plant, and equipment of Baht 117,695 million, an increase of Baht 2,121 million compared to the previous year. This increase was primarily from the wholesale business, due to the expansion of new stores and the refurbishment of existing stores of Makro Thailand.

Right-of-use assets

As of 31 December 2024, the Company and its subsidiaries had right-of-use assets of Baht 41,079 million, an increase of Baht 1,328 million compared to the previous year. This increase was primarily due to the extension of lease agreements for existing stores and contracts related to the installation of solar panels.

Other intangible assets other than goodwill

As of 31 December 2024, the Company and its subsidiaries had other intangible assets, other than goodwill of Baht 10,831 million, a decrease of Baht 152 million compared to the previous year. This decrease was primarily due to amortization.

Total liabilities

As of 31 December 2024, the Company and its subsidiaries had total liabilities of Baht 247,914 million, an increase of Baht 1,015 million. The significant changes in liabilities are as follows:

Short-term borrowings from financial institutions

As of 31 December 2024, the Company and its subsidiaries had short-term borrowings from financial institutions of Baht 9,418 million, an increase of Baht 7,036 million compared to the previous year. This increase was primarily due to working capital in the business.

Trade accounts payable to other parties

As of 31 December 2024, the Company and its subsidiaries had trade accounts payable to other parties of Baht 58,905 million, a decrease of Baht 1,288 million compared to the previous year. This decrease was primarily due to a reduction in trade accounts payables for the wholesale business, resulting from the settlement of outstanding liabilities.

Trade accounts payable to related parties

As of 31 December 2024, the Company and its subsidiaries had trade accounts payable to related parties of Baht 7,471 million, an increase of Baht 528 million compared to the previous year. This increase was primarily due to an increase in trade accounts payables in the retail business.

Other current payables to other parties

As of 31 December 2024, the Company and its subsidiaries had other current payables to other parties of Baht 9,852 million, a decrease of Baht 312 million compared to the previous year. This decrease was primarily due to a reduction in other current payables in the wholesale business, resulting from the settlement of outstanding liabilities.

Debentures

As of 31 December 2024, the Company and its subsidiaries had debentures (including the current portion) of Baht 61,292 million, a decrease of Baht 8,627 million compared to the previous year. This was mainly due to the repayment of maturing debentures using operating cash flows, while the remaining balance was repaid through the issuance of new debentures.

Long-term borrowings from financial institutions

As of 31 December 2024, the Company and its subsidiaries had long-term borrowings from financial institutions (including the

current portion) totaling Baht 27,447 million, an increase of Baht 3,563 million compared to the previous year. The increase was primarily used for investment in the commercial space development project Lotus's Mall Bangna (The Happitat).

Lease liabilities

As of 31 December 2024, the Company and its subsidiaries had lease liabilities (including the current portion) of Baht 52,667 million, an increase of Baht 927 million compared to the previous year. This increase was primarily due to the extension of lease agreements for existing stores and contracts related to the installation of solar panels.

Total equity

As of 31 December 2024, the Company and its subsidiaries had total equity of Baht 298,617 million, an increase of Baht 5,145 million compared to the previous year. This increase was primarily due to net profit.

4.1.4 Financial Ratios

Liquidity ratio

The current ratio for the years ended 31 December 2023 and 2024 stood at 0.6 times and 0.5 times, respectively. The quick ratio for the years ended 31 December 2023 and 2024 stood at 0.3 times and 0.2 times, respectively. The decrease in both the current ratio and the quick ratio was primarily due to a reduction in cash and cash equivalents.

The negative cash cycle for the years ended 31 December 2023 and 2024 stood at 21.9 days and 23.8 days, respectively. The negative cash cycle was due to the average payment periods exceeding the sum of the average inventory turnover and average collection periods. This was a result of the business models of the wholesale and retail businesses, which had payment terms to suppliers of approximately 7 to 60 days and 15 to 90 days, respectively.

Financial policy ratio

For the year ended 31 December 2023 and 2024, the interest-bearing debt to equity ratio remained stable at 0.5 times.

Leverage ratio

For the years ended 31 December 2023 and 2024, the interest coverage ratio stood at 9.1 times and 10.4 times, respectively. The increase in the interest coverage ratio from the previous year was primarily due to a reduction in financial costs resulting from the loan restructuring and improved operating profit.

For the years ended 31 December 2023 and 2024, the obligation coverage ratio stood at 1.2 times and 1.0 times, respectively. The decrease in the obligation coverage ratio was mainly due to an increase in short-term borrowings from financial institutions.

For the years ended 31 December 2023 and 2024, the interest-bearing debt to earnings before interest, taxes, depreciation, and amortization (IBD/EBITDA) stood at 4.2 times and 4.1 times, respectively. The decrease was mainly due to improved operating profit.

Diagram of operational overview

Operating results: the Company and its subsidiaries

Consolidated financial performance (unit: Baht million)	For the year ended 31 December		
	2022	2023	2024
Revenue from sale of goods	**447,182**	**466,234**	**488,861**
Wholesale business [1]	242,437	259,811	273,491
Retail business [2]	204,745	206,423	215,370
Revenue from rental and rendering retail services	13,477	14,303	14,321
Total revenue	**469,131**	**489,949**	**512,042**
Gross profit from sales	**63,577**	**64,341**	**70,213**
Gross profit margin from sales (%)	14.2	13.8	14.4
EBITDA [3]	**35,084**	**35,065**	**36,926**
EBIT [4]	**17,533**	**17,453**	**19,306**
Finance costs	7,122	6,319	5,735
Net profit attributable to owners of the parent	**7,697**	**8,640**	**10,569**
Adjusted EBITDA [5]	**35,084**	**34,785**	**37,266**
Adjusted EBIT [5]	**17,533**	**17,173**	**19,646**
Adjusted Net Profit [5]	**7,697**	**8,777**	**10,837**

(1) Consisting of Makro-Thailand, Makro-International, and Foodservice APME.

(2) Consisting of retail businesses under "Lotus's" in Thailand and Malaysia (Lotus's Thailand and Lotus's Malaysia).

(3) Earnings before interest, taxes, depreciation, and amortization. ("EBITDA")

(4) Earnings before interest and taxes ("EBIT")

(5) For 2024 adjustments, reflecting the expenses related to amalgamation. For 2023 adjustments, reflecting an early amortization of the upfront fee and loss from forward exchange contracts related to loan prepayments, and loss from the disposal of assets from wholesale business in China.

Appendix 1: Operating results of the Company and its subsidiaries

The wholesale business performance

Wholesale Business (unit: million Baht)	For the year ended 31 December		
	2022	2023	2024
Revenue from sale of goods	**242,437**	**259,811**	**273,491**
Other revenue [1,2]	5,642	6,246	5,992
Total revenue	**248,079**	**266,057**	**279,483**
Gross profit from sales [2,3]	**25,680**	**27,750**	**31,168**
Gross profit margin from sales (%)	10.6	10.7	11.4
EBITDA	**13,452**	**12,988**	**13,245**
EBIT	**9,600**	**8,723**	**8,491**
Adjusted EBITDA [4]	**13,452**	**13,026**	**13,406**
Adjusted EBIT [4]	**9,600**	**8,761**	**8,652**
Number of Stores (stores)	**162**	**168**	**175**
Thailand [5]	152	160	165
Overseas [6]	10	8	10
Sales Space (sq.m.)	**859,496**	**911,783**	**945,763**
Thailand [5]	816,227	871,490	901,508
Overseas [6]	43,269	40,293	44,255

[1] Comprises of revenue from rendering of services, revenue from rental and rendering retail services, and other income.

[2] Makro Thailand collaborates with its business partners to provide support in granting loyalty points to members. This results in a shift in accounting classification, moving from recognizing revenue from rendering of services to reducing the cost of sale of goods. If there is no such impact, the gross profit margin of the wholesale business in 2024 will increase by 40 bps. Simultaneously, the revenue from rendering of services in 2024 will grow by 12.1%.

[3] Recalculation of new gross profit from sales due to the classification between administrative expenses and cost of sale of goods as intercompany transactions.

[4] For 2024 adjustments, reflecting expenses related to amalgamation. For 2023 adjustments, reflecting loss from the disposal of assets in China.

[5] During the year 2024, 8 new stores were opened, and 3 small stores were closed.

[6] During the year 2024, 1 new store and 1 new dark store were opened.

Appendix 2: Operating results of the wholesale business

The retail business performance

Retail Business (unit: million Baht)	For the year ended 31 December		
	2022	2023	2024
Revenue from sale of goods	**204,745**	**206,423**	**215,370**
Revenue from rental and rendering retail services	13,034	13,786	13,797
Total revenue	**221,052**	**223,892**	**232,559**
Gross profit from sales (1)	**37,897**	**36,591**	**39,045**
Gross profit margin from sales (%)	18.5	17.7	18.1
EBITDA	**21,632**	**22,077**	**23,681**
EBIT	**7,933**	**8,730**	**10,815**
Adjusted EBITDA (2)	**21,632**	**21,759**	**23,860**
Adjusted EBIT (2)	**7,933**	**8,412**	**10,994**
Number of Stores (3) (stores)	**2,643**	**2,522**	**2,553**
Lotus's Thailand	2,578	2,454	2,483
Lotus's Malaysia	65	68	70
Sales Space (sq.m.)	**1,822,303**	**1,803,838**	**1,815,696**
Lotus's Thailand	1,531,317	1,504,790	1,514,837
Lotus's Malaysia	290,986	299,048	300,859
Permanent Net Leasable Area (sq.m.)	**1,061,683**	**1,099,299**	**1,114,340**
Lotus's Thailand	745,249	774,116	787,058
Occupancy rate (%)	90.0	93.5	93.2
Lotus's Malaysia	316,434	325,183	327,282
Occupancy rate (%)	93.2	93.5	92.3

(1) Recalculation of new gross profit from sales due to the classification between administrative expenses, and cost of sale of goods as intercompany transactions.

(2) For 2024 adjustments, reflecting expenses related to amalgamation. For 2023 adjustments, reflecting an early amortization of the upfront fee and loss from forward exchange contracts related to loan prepayments.

(3) During the year 2024, 110 new stores were opened, and 79 stores were closed.

Appendix 3: Operating results of the retail business

Analysis on the operation and financial condition

Operating results and profitability

Profitability ratio

The gross profit margins for the years ended 31 December 2023 and 2024 stood at 13.8% and 14.4%, respectively, reflecting improvements in both the wholesale and retail businesses. Meanwhile, the operating margins for the years ended 31 December 2023 and 2024 stood at 3.6% and 3.8%, primarily driven by increased sales and improved gross profit margins across all business segments. Based on the above ratios, and with reduced finance costs from the restructuring of the retail business's loans, the net profit margins stood at 1.8% and 2.1% for the years ended 31 December 2023 and 2024, respectively.

For the years ended 31 December 2023 and 2024, the return on equity stood at 3.0% and 3.6% respectively, reflecting a continued increase due to an increase in the net profit.

Efficiency ratio

For the years ended 31 December 2023 and 2024, the return on assets stood at 1.6% and 1.9%, respectively, while the return on fixed assets stood at 15.9% and 17.5%, respectively. These improvements were primarily due to an increase in net profit.

Asset management capability

Goodwill and Impairment

As of 31 December 2024, the Company and its subsidiaries had goodwill amounting to Baht 234,736 million. The Group tested an impairment on the carrying amount of goodwill in accordance with the relevant Thai Financial Reporting Standards ("TFRS").

Based on the impairment testing, the recoverable amount was estimated to be higher than its carrying amount, and no impairment was required to the consolidated and separate financial statements.

Liquidity and capital adequacy

The financial position and liquidity of the Company and its subsidiaries have been and continues to be influenced by the following factors:

- The Company and its subsidiaries' ability to generate cash flow from operations;
- The level of outstanding debt of the Company and its subsidiaries;
- Interest expenses on debt incurred by the Company and its subsidiaries, impacting finance costs;
- Market interest rates that affect the ability to pay debts of the Company and its subsidiaries;
- The Company and its subsidiaries' ability to borrow money from financial institutions;
- The Company and its subsidiaries' ability to access public market for financing; and
- The Company and its subsidiaries' capital expenditure

The Company and its subsidiaries' cash flow needs arise from the following activities, primarily:

- To finance operating activities;
- To fund capital expenditures;
- To finance acquisition of assets;
- To invest in subsidiaries;
- Dividend payments;
- Debt payments of the Company and its subsidiaries; and
- Tax payments

The Company and its subsidiaries' sources of liquidity historically consisted, and will consist mainly of the following:

- Cash from the Company and its subsidiaries' operating activities; and
- Borrowings by issuing debt instruments

The Company and its subsidiaries' ability to generate operating cash flows depends on its future performance and, in part, on its competitiveness in the backdrop of overall economic conditions, financial markets, regulations, and other factors, among which are beyond the control of the Company as shown in Section 2. Risk Management.

The Company believes that it has sufficient cash flow to operate the business over the next 12 months.

Cash flow of the Company

The illustration displays a summary of cash flows of the Company and its subsidiaries, provided in Appendix 4.

Operating activities

For the year 2024, the Company and its subsidiaries had net cash generated from operating activities amounting to Baht 24,162 million, primarily due to improved operational performance. However, net cash from working capital decreased due to repayment to trade accounts payables, an increase in purchase discount receivables, and employee benefit payment.

Investing activities

For the year 2024, the Company and its subsidiaries had net cash used in investing activities amounting to Baht 16,816 million, mainly from cash payments for the purchase of property, plant and equipment, investment properties, other intangible assets other

than goodwill, as well as right-of-use assets.

Financing activities

For the year 2024, the Company and its subsidiaries had net cash used in financing activities amounting to Baht 19,645 million, primarily from the payment of lease liabilities and dividend payments. During the year, the debt repayment of maturing bonds was made and proceeds from borrowings from financial institutions and the issuance of debentures were received.

Financial obligation

The illustration displays the financial obligation of the Company and its subsidiaries, provided in Appendix 5.

Capital expenditures

The Company and its subsidiaries' capital expenditures, consisting of the acquisition of investment properties, property, plant and equipment, right-of-use assets, and other intangible assets other than goodwill, amounting to Baht 14,753 million and Baht 17,123 million for the years ended 31 December 2023 and 2024, respectively.

The Company and its subsidiaries expect that cash and cash equivalents, cash received from business operations or financing activities, or both, will fund capital expenditure needs in the future. The Company and its subsidiaries' ability to finance and repay debts on time depends on a number of uncertainties, including future performance, financial position, cash flow, economic conditions in Thailand and other countries where the Company and its subsidiaries operate, as well as the readiness of banks to grant the Company and its subsidiaries' credit. For the year ended 31 December 2024, the Company and its subsidiaries had capital expenditures of Baht 33,153 million.

Diagram of liquidity and capital adequacy

The following table presents a summary of the cash flows of the Company and its subsidiaries for the specified period.

	For the year ended 31 December		
(Baht million)	2022	2023	2024
Net cash generated from operating activities	22,014	34,863	24,162
Net cash used in investing activities	(17,164)	(14,239)	(16,816)
Net cash used in financing activities	(32,955)	(28,552)	(19,645)

Appendix 4: Cash flow of the Company and its subsidiaries

Financial obligation

The following table shows all interest-bearing debt other than lease liabilities of the Company and its subsidiaries as of 31 December 2024

(Unit: Baht million)	As of 31 December 2024
Short-term borrowings from financial institutions	9,418
Debentures	61,292
Long-term borrowings from financial institutions	27,447
Total interest-bearing debt other than lease liabilities	**98,157**

The following table shows all interest-bearing debt of the Company, and its subsidiaries based on foreign currencies as of 31 December 2024.

(Unit: Baht million)	As of 31 December 2024
Thai Baht	83,512
Malaysian Ringgit	14,137
Others	508
Total interest-bearing debt other than lease liabilities	**98,157**

The following table shows the maturity of interest-bearing debt other than lease liabilities of the Company and its subsidiaries as of 31 December 2024.

(Unit: Baht million)	
Within 1 year	31,423
Over 1 year but less than 5 years	56,781
Over 5 years	9,953
Total interest-bearing debt other than lease liabilities	**98,157**

The following table shows the maturity of lease liabilities of the Company and its subsidiaries, taking into account the contractual interest rates and contractual cash flows based on pre-discounted contract repayments as of 31 December 2024.

(Unit: Baht million)	As of 31 December 2024
Within 1 year	5,891
Over 1 year but less than 5 years	18,555
Over 5 years	55,858
Total	**80,304**
Less deferred interest	(27,637)
Total lease liabilities	**52,667**

Appendix 5: Financial obligation of the Company and its subsidiaries

Debt obligations and management of off-balance sheet

As of 31 December 2024, the Company and its subsidiaries' contractual obligations and other significant commitments consisted of service agreements, purchase agreements, consulting agreements, intercompany agreements, operating leases, construction

contracts, and bank guarantees, among others.

The ability of the Company and its subsidiaries to obtain appropriate financing to meet contractual obligations and debt repayment may be limited by its financial position and operating results, including the liquidity of domestic and international financial markets.

Off-balance sheet commitments: As of 31 December 2024, the Company and its subsidiaries were a significant party in neither a contractual obligation nor an off-balance sheet relationship.
Contingent liabilities: As of 31 December 2024, the Company and its subsidiaries had no recorded significant contingent liability in its financial statements.

Material Transaction (MT) and Related Party Transaction (RPT)

For the year ended December 31, 2024, the Company and its subsidiaries did not have any significant transactions. Further details on related-party transactions have been disclosed in Section 9.2.

Issuance of debt securities with an obligation to maintain financial ratios

Is there an issuance of debt securities with an obligation to maintain financial ratios?	:	Yes
Can the Company maintain the financial ratios as reported?	:	Yes

The issuer shall maintain its Net Interest-Bearing Debt to Equity Ratio at no greater than 2.5:1, to be tested annually based on audited consolidated financial statements as of 31 December of each accounting period.

4.2 Potential factors or incidents that may materially affect the financial condition or the operating results

Significant factors or incidents that may materially affect the future financial condition or the operating results

In 2025, the global economy is expected to gradually expand, primarily driven by growth in major economies, notably the United States, supported by a strong labor market and robust underlying demand. Additionally, emerging markets and developing countries, particularly India, will likely contribute significantly to global growth, fueled by domestic consumption and government investment. However, certain countries may face challenges that could limit their growth potential. In Asia and Southeast Asia regions where the Company has significant investments, economic growth is projected to be relatively strong, supported by increased public investment, private consumption, exports, and tourism. Nonetheless, the global economy in 2025 may face significant risks from uncertainties surrounding economic and trade policy directions of major economies, potentially impacting global trade volumes. Moreover, geopolitical conflicts could dampen investment and consumption demands, negatively affecting economies in Thailand and other countries where the Company operates.

In order to cope with uncertain situations that may occur and affect the company's operation, the Company has analyzed the factors that may cause the Company’s obstacle to achieve the target and has to find solutions to prevent the following risks.

1. Risk from competition in the industry: wholesale, retail, and rental space management businesses that the Company operated have intense competition in the business in terms of customers, employees, location, and products and services with various competitors in Thailand as well as other countries where the Company has operated business. Therefore, the competition will significantly increase, which may require additional investment, adapting the operation with the changing market situation, and presenting the product value to attract the customers. While the Company may not be able to generate revenues and profit from the aforesaid investments, or the Company may need to change its strategy or business plan, which may have a material negative effect on the Company or make the Company lose its market share in the future. Nevertheless, the Company has significantly devoted resources to developing the online channels for both wholesale and retail businesses. Additionally, it has included the improvement in the IT system that enables the Company to analyze and utilize the databases to present products and services to meet customer needs and changing consumption trends.

2. The fluctuation of the interest rate: The Bank of Thailand is projected to keep the interest rate at 2.25% in 2025, following a reduction in October 2024, due to increased domestic consumption and tourism. Therefore, the Company may have to incur significant additional debt in the future to use it as the business’s operating expenses. While the uncertainty of interest rates may affect the Company’s borrowing costs in the future. As a result, as of 31 December 2024, there has been a floating interest rate to fixed interest rate of approximately 25% to 75%.

In 2025, the Company and its subsidiaries are striving to drive sustainable revenue growth through a comprehensive business strategy across all dimensions. This strategy includes expanding all store formats, enhancing Omni Channel efficiency, and transforming shopping centers into smart community centers that cater to the preferences of all generations. These initiatives will strengthen value propositions and optimize asset utilization.

The Company continues to prioritize the growth of Omni channel sales with a strong emphasis on accelerating out-of-store sales, particularly through digital platforms. This growth is underpinned by AI-driven personalization and micro-segmentation, enabling tailored customer engagement and precise audience targeting. These capabilities support customer acquisition and retention, fostering repeated interactions across multiple touchpoints. Additionally, a nationwide footprint of over 2,600 stores serves as micro fulfillment centers, optimizing product distribution and last-mile delivery, further enhancing the Omni channel ecosystem and maximizing asset efficiency.

The Company remains focused on expanding leasable space and refreshing stores while strategically developing malls as smart community centers that accommodate diverse lifestyle needs across all generations. A particular focus is placed on locations in key business districts and high-potential developing areas, ensuring that store formats and sizes are tailored to meet specific customer demands in each location. Additionally, the Company enhances customer experiences through a curated selection of partners and tenants that align with modern consumer lifestyles. This includes innovative dining concepts, experiential activity spaces, and distinctive offerings. These strategies drive greater space efficiency, increased rental income, and strengthened competitive positioning, contributing to the long-term value creation of assets.

The Company remains dedicated to delivering high-quality products at competitive prices, including health-conscious and environmentally friendly alternatives. Additionally, expanding the proportion of private label products and exclusive brand offerings available only at Makro and Lotus's stores reinforces market positioning and competitive advantage. Furthermore, the integration of intelligent business analytics and in-depth data insights enhances understanding of consumer behavior and preferences, allowing the Company to accurately anticipate and meet customer needs. These strategic initiatives drive sales growth, improve gross profit margins, and strengthen the Company's long-term market presence.

The successful amalgamation of Makro and Lotus's in Thailand in early October 2024 marked a transformative milestone in strengthening organizational capabilities, with a focus on creating synergistic value. This integration not only enhances operational efficiency, reduces costs, and eliminates redundancies, but also creates opportunities to accelerate business growth and elevate overall performance.

The Company is committed to becoming a globally recognized sustainable organization, adhering to principles that drive long-term economic, environmental, and social value while maintaining strong corporate governance (ESG). Sustainability goals are aligned with key stakeholder priorities, the CP Group's corporate sustainability framework, and the United Nations Sustainable Development Goals (UNSDGs) to create value for customers, partners, employees, and communities through the following.

• **Environmental**: The Company emphasizes environmentally friendly business practices, efficient resource utilization, and minimizing impacts on ecosystems and biodiversity. It supports clean energy use and greenhouse gas emission reduction, promotes environmentally friendly packaging, efficiently manages waste generated by business operations, and focuses on developing sustainable products and eco-friendly production processes. The Company aims for zero food waste to landfills and carbon neutrality by 2030 and net-zero greenhouse gas emissions by 2050.

• **Social**: The Company recognizes the importance of improving the quality of life in communities and focuses on creating economic value throughout the supply chain, generating employment, income, and vocational knowledge to reduce social inequalities. It promotes access to nutritious food, delivers high-quality and safe products, and fosters relationships with stakeholders and partners to create long-term social value.

• **Governance**: The Company prioritizes efficient internal operations aligned with laws, regulations, and ethical business practices. It has robust risk management systems and anti-corruption measures across all levels, building trust among stakeholders through transparent and straightforward communication. Additionally, it is committed to employee development and proactively addresses cybersecurity threats.

By leveraging organizational strengths and integrating sustainability principles into all operational processes, alongside continuous monitoring and enhancement of sustainability policies, the Company aims to maximize positive economic and social impact while minimizing long-term environmental risks. Proactive risk management strategies are in place to mitigate these uncertainties and ensure business resilience in a dynamic economic landscape and evolving consumer behaviors. These efforts reinforce the Company's position to drive sustainable revenue growth and long-term value creation for all stakeholders.

Project or research and development that will affect the operating results and the financial condition in the near future

N/A

4.3 Information from financial statements and significant financial ratios

Information from financial statements

Summary of financial position statements

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Assets			
Current Assets			
Cash And Cash Equivalents (MillionTHB)	40,103.00	31,707.00	19,461.00
Current investments (MillionTHB)	0.00	14.00	14.00
Trade accounts receivable (MillionTHB)	2,431.00	2,303.00	2,625.00
Other current receivables (MillionTHB)	1,818.00	1,742.00	1,933.00
Inventories - Net (MillionTHB)	37,820.00	35,884.00	36,484.00
Purchase discount receivables (MillionTHB)	4,293.00	4,111.00	5,234.00
Accrued income (MillionTHB)	848.00	936.00	1,123.00
Other Current Assets (MillionTHB)	42.00	42.00	49.00
Total Current Assets (MillionTHB)	87,355.00	76,739.00	66,923.00
Non-Current Assets			
Investment In Associates (MillionTHB)	9,053.00	9,081.00	9,039.00
Investment In Joint Ventures (MillionTHB)	5,334.00	5,702.00	5,981.00
Investments in related companies (MillionTHB)	573.00	470.00	875.00
Other non-current receivables (MillionTHB)	50.00	58.00	792.00
Investment Properties - Net (MillionTHB)	43,910.00	44,314.00	56,463.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Property, Plant And Equipment - Net (MillionTHB)	118,115.00	115,574.00	117,695.00
Right-Of-Use Assets - Net (MillionTHB)	37,167.00	39,751.00	41,079.00
Goodwill - Net (MillionTHB)	234,736.00	234,736.00	234,736.00
Other intangible assets other than goodwill (MillionTHB)	10,521.00	10,983.00	10,831.00
Deferred Tax Assets (MillionTHB)	566.00	1,034.00	58.00
Other Non-Current Assets (MillionTHB)	1,263.00	1,929.00	2,059.00
Total Non-Current Assets (MillionTHB)	461,288.00	463,632.00	479,608.00
Total Assets (MillionTHB)	548,643.00	540,371.00	546,531.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Liabilities			
Current Liabilities			
Short-term borrowings from financial institutions (MillionTHB)	1,637.00	2,382.00	9,418.00
Trade accounts payable to other parties (MillionTHB)	55,867.00	60,193.00	58,905.00
Trade accounts payable to related parties (MillionTHB)	5,951.00	6,943.00	7,471.00
Other current payables to other parties (MillionTHB)	10,070.00	10,164.00	9,852.00
Other current payables to related parties (MillionTHB)	1,799.00	1,709.00	1,977.00
Corporate income tax payable (MillionTHB)	954.00	971.00	1,079.00
Accrued expenses (MillionTHB)	7,478.00	6,568.00	6,216.00
Current portion of debentures (MillionTHB)	0.00	17,641.00	20,028.00
Current portion of long-term borrowings from financial institutions (MillionTHB)	0.00	5,982.00	1,980.00
Current Portion Of Lease Liabilities (MillionTHB)	3,159.00	4,249.00	4,279.00
Derivative liabilities (MillionTHB)	2,683.00	58.00	18.00
Other Current Liabilities (MillionTHB)	1,165.00	1,290.00	1,615.00
Total Current Liabilities (MillionTHB)	90,763.00	118,150.00	122,838.00
Non-Current Liabilities			
Debentures (MillionTHB)	23,466.00	52,278.00	41,264.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Long-term borrowings from financial institutions (MillionTHB)	86,559.00	17,902.00	25,467.00
Other non-current payables (MillionTHB)	462.00	447.00	482.00
Non-Current Portion Of Lease Liabilities (MillionTHB)	45,720.00	47,491.00	48,388.00
Rental deposit from tenants (MillionTHB)	1,825.00	1,536.00	1,474.00
Provisions For Employee Benefit Obligations - Non-Current (MillionTHB)	2,550.00	2,667.00	2,550.00
Other non-current provisions (MillionTHB)	2,341.00	2,426.00	2,352.00
Deferred Tax Liabilities (MillionTHB)	3,803.00	3,971.00	3,079.00
Non-current derivative liabilities (MillionTHB)	209.00	0.00	0.00
Other Non-Current Liabilities (MillionTHB)	14.00	31.00	20.00
Total Non-Current Liabilities (MillionTHB)	166,949.00	128,749.00	125,076.00
Total Liabilities (MillionTHB)	257,712.00	246,899.00	247,914.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Shareholders' equity			
Authorised Ordinary Shares (MillionTHB)	5,586.00	5,586.00	10,428.00
Paid-Up Ordinary Shares (MillionTHB)	5,290.00	5,290.00	10,428.00
Premium (Discount) On Share Capital (MillionTHB)	0.00	0.00	0.00
Premium (Discount) On Ordinary Shares (MillionTHB)	263,882.00	263,882.00	263,882.00
Deficit from changes in ownership interests in subsidiary (MillionTHB)	-20.00	-20.00	-20.00
Deficit from business restructuring (MillionTHB)	-6,714.00	-6,714.00	-12,366.00
Retained Earnings (Deficits) (MillionTHB)	0.00	0.00	0.00
Retained Earnings - Appropriated (MillionTHB)	0.00	0.00	0.00
Legal And Statutory Reserves (MillionTHB)	558.00	558.00	1,072.00
Retained Earnings (Deficits) - Unappropriated (MillionTHB)	27,627.00	30,852.00	35,268.00
Other Components Of Equity (MillionTHB)	-275.00	-930.00	-590.00
Equity Attributable To Owners Of The Parent (MillionTHB)	290,348.00	292,918.00	297,674.00
Non-Controlling Interests (MillionTHB)	583.00	554.00	943.00
Total Equity (MillionTHB)	290,931.00	293,472.00	298,617.00
Total Liabilities And Equity (MillionTHB)	548,643.00	540,371.00	546,531.00

Summary of income statement

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Statement of Comprehensive Income			
Revenue			
Revenue From Sales (MillionTHB)	447,182.00	466,234.00	488,861.00
Revenue From Rendering Services (MillionTHB)	5,422.00	5,935.00	5,563.00
Revenue from rental and rendering retail services (MillionTHB)	13,477.00	14,303.00	14,321.00
Other Income (MillionTHB)	3,050.00	3,477.00	3,297.00
Total Revenue (MillionTHB)	469,131.00	489,949.00	512,042.00
Cost And Expenses			
Cost Of Sales (MillionTHB)	383,605.00	401,893.00	418,648.00
Cost of rental and rendering of services (MillionTHB)	5,982.00	6,381.00	6,422.00
Selling Expenses (MillionTHB)	48,364.00	50,362.00	52,933.00
Administrative Expenses (MillionTHB)	14,478.00	14,606.00	15,406.00
Total Cost And Expenses (MillionTHB)	452,429.00	473,242.00	493,409.00
Profit from operating activities (MillionTHB)	16,702.00	16,707.00	18,633.00
Share Of Profit (Loss) From Investments Accounted For Using The Equity Method (MillionTHB)	831.00	746.00	673.00
Profit (Loss) Before Finance Costs And Income Tax Expense (MillionTHB)	17,533.00	17,453.00	19,306.00
Finance Costs (MillionTHB)	7,122.00	6,319.00	5,735.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Profit before income tax expense (MillionTHB)	10,411.00	11,134.00	13,571.00
Income Tax Expense (MillionTHB)	2,729.00	2,535.00	3,026.00
Net Profit (Loss) For The Period (MillionTHB)	7,682.00	8,599.00	10,545.00
Other Comprehensive Income			
Items That Will Be Subsequently Reclassified To Profit Or Loss			
Currency Translation Adjustments (MillionTHB)	-479.00	-464.00	166.00
(Loss) gain on cash flow hedges (MillionTHB)	1,459.00	-1,393.00	0.00
Income tax relating to (loss) gain on cash flow hedges (MillionTHB)	-58.00	45.00	0.00
Cash flow hedges reserve reclassified to profit or loss (MillionTHB)	-1,169.00	1,237.00	0.00
Items That Will Not Be Subsequently Reclassified To Profit Or Loss			
Gain (loss) on investment in equity instrument designated at fair value through other comprehensive income (MillionTHB)	152.00	-107.00	218.00
Income tax relating to gain (loss) on investment in equity instrument designated at fair value through other comprehensive income (MillionTHB)	-30.00	21.00	-44.00
(Loss) gain on remeasurements of defined benefit plans (MillionTHB)	99.00	-30.00	-152.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Income tax relating to (loss) gain on remeasurements of defined benefit plans (MillionTHB)	-20.00	11.00	30.00
Share of other comprehensive income of joint venture accounted for using equity method (MillionTHB)	0.00	4.00	-3.00
Other comprehensive income for the year, net of income tax (MillionTHB)	-46.00	-676.00	215.00
Total Comprehensive Income (Expense) For The Period (MillionTHB)	7,636.00	7,923.00	10,760.00
Net Profit (Loss) Attributable To :			
Net Profit (Loss) Attributable To : Owners Of The Parent (MillionTHB)	7,697.00	8,640.00	10,569.00
Net Profit (Loss) Attributable To : Non-Controlling Interests (MillionTHB)	-15.00	-41.00	-24.00
Total Comprehensive Income (Expense) Attributable To :			
Total Comprehensive Income (Expense) Attributable To : Owners Of The Parent (MillionTHB)	7,641.00	7,966.00	10,787.00
Total Comprehensive Income (Expense) Attributable To : Non-Controlling Interests (MillionTHB)	-5.00	-43.00	-27.00

Summary of cash flow statement

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Cash flow statement			
Net Cash From Operating Activities			
Profit for the year (MillionTHB)	7,682.00	8,599.00	10,545.00
Depreciation of investment properties (MillionTHB)	2,084.00	1,890.00	2,038.00
Depreciation of property, plant and equipment (MillionTHB)	10,211.00	9,989.00	9,827.00
Depreciation of right-of-use assets (MillionTHB)	3,906.00	3,982.00	3,860.00
Amortisation of other intangible assets other than goodwill (MillionTHB)	1,349.00	1,752.00	1,896.00
Interest income (MillionTHB)	-210.00	-293.00	-333.00
Finance costs (MillionTHB)	7,122.00	6,319.00	5,735.00
Income tax expense (MillionTHB)	2,729.00	2,535.00	3,026.00
Unrealised (gain) loss on exchange rate (MillionTHB)	-12.00	12.00	19.00
(Reversal of) loss on decline in value of inventories (MillionTHB)	-406.00	44.00	-440.00
Impairment losses (MillionTHB)	72.00	130.00	145.00
Share of profit of associates and joint ventures accounted for using equity method (MillionTHB)	-831.00	-746.00	-673.00
Loss on disposals and write-off of investment properties (MillionTHB)	17.00	12.00	25.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
(Gain) loss on disposals and write-off of property, plant and equipment (MillionTHB)	55.00	298.00	-8.00
Gain on write-off of lease liabilities, net of right-of-use assets (MillionTHB)	-135.00	-235.00	-164.00
Loss on disposals and write-off of other intangible assets other than goodwill (MillionTHB)	4.00	5.00	0.00
Loss on lease modification, net of right-of-use assets (MillionTHB)	10.00	0.00	0.00
Provisions for employee benefits (MillionTHB)	270.00	221.00	360.00
Other (MillionTHB)	-1.00	-18.00	0.00
(Increase) Decrease In Operating Assets			
Trade accounts receivable (MillionTHB)	-102.00	228.00	-312.00
Other current receivables (MillionTHB)	55.00	73.00	-83.00
Inventories (MillionTHB)	-5,474.00	1,689.00	-92.00
Purchase discount receivables (MillionTHB)	-547.00	127.00	-1,110.00
Accrued income (MillionTHB)	-63.00	-96.00	-186.00
Derivative assets (MillionTHB)	607.00	0.00	0.00
Other current assets (MillionTHB)	10.00	3.00	163.00
Other non-current receivables (MillionTHB)	-20.00	-49.00	-209.00
Other non-current assets (MillionTHB)	-18.00	9.00	-129.00
Trade accounts payable to other parties (MillionTHB)	1,199.00	4,654.00	-1,388.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Trade accounts payable to related parties (MillionTHB)	565.00	1,000.00	528.00
Other current payables to other parties (MillionTHB)	-842.00	685.00	-1,912.00
Other current payables to related parties (MillionTHB)	655.00	194.00	318.00
Accrued expenses (MillionTHB)	-159.00	-452.00	-355.00
Derivative liabilities (MillionTHB)	19.00	-594.00	-40.00
Other current liabilities (MillionTHB)	207.00	-24.00	74.00
Other non-current payables (MillionTHB)	-37.00	-15.00	-27.00
Rental deposit from tenants (MillionTHB)	-157.00	-94.00	-68.00
Provisions for employee benefits paid (MillionTHB)	-190.00	-121.00	-634.00
Net cash inflow (outflow) from provision for employee benefits with related parties (MillionTHB)	0.00	-14.00	6.00
Repayment of other-non current provisions (MillionTHB)	-72.00	-59.00	-18.00
Other non-current provisions (MillionTHB)	-24.00	100.00	-79.00
Other non-current liabilities (MillionTHB)	1.00	17.00	-11.00
Net cash generated from operations (MillionTHB)	29,529.00	41,757.00	30,294.00
Interest received (MillionTHB)	206.00	298.00	333.00
Interest paid (MillionTHB)	-4,085.00	-3,847.00	-3,563.00
Income tax paid (MillionTHB)	-3,636.00	-3,345.00	-2,902.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Net Cash From (Used In) Operating Activities (MillionTHB)	22,014.00	34,863.00	24,162.00
Net Cash From Investing Activities			
Dividend received from associates and joint ventures (MillionTHB)	459.00	510.00	637.00
Cash outflow on current investments (MillionTHB)	0.00	-14.00	0.00
Acquisition of investment properties (MillionTHB)	-1,264.00	-875.00	-3,613.00
Proceeds from sale of investment properties (MillionTHB)	1.00	0.00	0.00
Acquisition of property, plant and equipment (MillionTHB)	-12,567.00	-10,669.00	-11,393.00
Proceeds from sale of property, plant and equipment (MillionTHB)	106.00	115.00	62.00
Acquisition of right-of-use assets (MillionTHB)	-189.00	-899.00	-309.00
Proceeds from lease termination (MillionTHB)	0.00	64.00	0.00
Acquisition of other intangible assets other than goodwill (MillionTHB)	-3,584.00	-2,310.00	-1,808.00
Cash outflow on acquisition of investment in associates (MillionTHB)	0.00	-156.00	-186.00
Cash outflow on acquisition of investment in joint venture (MillionTHB)	0.00	0.00	-18.00
Cash outflow on acquisition of investment in related parties (MillionTHB)	-126.00	-5.00	-187.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Cash outflow from business restructuring (MillionTHB)	0.00	0.00	-1.00
Net Cash From (Used In) Investing Activities (MillionTHB)	-17,164.00	-14,239.00	-16,816.00
Net Cash From Financing Activities			
Increase (decrease) in short-term borrowings from financial institutions (MillionTHB)	-27,712.00	568.00	106.00
Repayment of short-term borrowings from a related party (MillionTHB)	0.00	0.00	-1,275.00
Proceeds from issuing of debentures (MillionTHB)	23,463.00	46,432.00	8,987.00
Repayment of debentures (MillionTHB)	0.00	0.00	-17,653.00
Proceeds from long-term borrowings from financial institutions (MillionTHB)	2,000.00	5.00	10,306.00
Payment of loan extension fee (MillionTHB)	0.00	0.00	-90.00
Repayment of long-term borrowings from financial institutions (MillionTHB)	-23,941.00	-61,100.00	-7,220.00
Payment of lease liabilities (MillionTHB)	-5,208.00	-5,431.00	-6,772.00
Proceeds from settlement of derivatives (MillionTHB)	5,175.00	0.00	0.00
Repayment of derivatives (MillionTHB)	-1,529.00	-3,645.00	0.00
Dividends paid to owners of the parent (MillionTHB)	-5,290.00	-5,396.00	-6,031.00

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Dividends paid to non-controlling interests (MillionTHB)	0.00	0.00	-4.00
Proceeds from changes in ownership interest in subsidiary without a change in control (MillionTHB)	0.00	0.00	1.00
Acquisition of non-controlling interests (MillionTHB)	87.00	15.00	0.00
Net Cash From (Used In) Financing Activities (MillionTHB)	-32,955.00	-28,552.00	-19,645.00
Net decrease in cash and cash equivalents, before exchange differences on translating financial statements (MillionTHB)	-28,105.00	-7,928.00	-12,299.00
Exchange differences on translating financial statements (MillionTHB)	-321.00	-468.00	53.00
Net decrease in cash and cash equivalents (MillionTHB)	-28,426.00	-8,396.00	-12,246.00
Cash And Cash Equivalents, Beginning Balance (MillionTHB)	68,529.00	40,103.00	31,707.00
Cash And Cash Equivalents, Ending Balance (MillionTHB)	40,103.00	31,707.00	19,461.00

Key financial ratios

	2022	2023	2024
Liquidity ratio			
Current ratio (times)	1.00	0.60	0.50
Quick ratio (times)	0.50	0.30	0.20
Cash flow liquidity ratio (times)	0.20	0.30	0.20
Average account recievable turnover (times)	165.50	179.20	186.60
Average collection period (days)	2.20	2.00	2.00
Average finish goods turnover (times)	10.60	10.50	11.30
Average finish goods turnover period (days)	34.60	34.70	32.40
Average inventory turnover (times)	10.60	10.50	11.30
Average inventory turnover period (days)	34.60	34.70	32.40
Average account payable turnover (times)	6.30	6.20	6.30
Average payment period (days)	58.10	58.60	58.20
Average cash cycle (days)	-21.30	-21.90	-23.80
Profitability ratio			
Gross profit margin (%)	14.20	13.80	14.40
Operating margin (%)	3.70	3.60	3.80
Other income to total income (%)	0.70	0.70	0.60
Cash from operation to operating profit (%)	131.80	208.70	129.70
Net profit margin (%)	1.60	1.80	2.10
Return on equity (ROE) (%)	2.70	3.00	3.60
Financial policy ratio			
Interest-bearing debt to equity (total interest-bearing debt / total equity) (times)	0.60	0.50	0.50

	2022	2023	2024
Net interest-bearing debt to equity (total interest-bearing debt – (cash and cash equivalents + current investments) / total equity) (times)	0.40	0.40	0.40
Net interest-bearing debt to equity (according to requirements) (Total IBD (requirements) – (cash & cash equivalents + current investment)/Total equity) (times)	0.20	0.20	0.30
Total debts to total equity (times)	0.90	0.80	0.80
Interest coverage ratio (times)	8.60	9.10	10.40
Interest bearing debt to EBITDA ratio (times)	4.60	4.20	4.10
Debt service coverage ratio (times)	7.30	1.20	1.00
Dividend payout ratio (%)	70.10	69.80	70.30
Interest-bearing debt due within one year to interest-bearing debt (Current interest-bearing debt * 100 / total interest-bearing debt) (%)	3.00	20.50	23.70
The proportion of loan from financial institutions to interest-bearing debt (borrowings from financial institutions*100 / total interest-bearing debt) (%)	54.90	17.80	24.40
The proportion of debentures to interest-bearing debt (debentures*100 / total interest-bearing debt) (%)	14.60	47.30	40.60
The proportion of other interest-bearing debt (e.g. debt from financial lease agreements, loans from related companies, etc.) to interest-bearing debt (lease liabilities*100 / total interest-bearing debt) (%)	30.40	35.00	34.90
Efficiency ratio			
Return on asset (ROA) (%)	1.40	1.60	1.90
Return On Fixed Assets (%)	15.10	15.90	17.50
Asset turnover (times)	0.80	0.90	0.90

5. General information and other material facts

5.1 General information

General information

Securities registrar

Name of securities registrar	:	Thailand Securities Depository Co., Ltd.
Address/location	:	93 Ratchadaphisek Road
Subdistrict	:	Din Daeng
District	:	Din Daeng
Province	:	Bangkok
Postcode	:	10400
Telephone	:	02-009-9000
Facsimile number	:	02-009-9991

Name of bondholder's representative	:	KRUNG THAI BANK PUBLIC COMPANY LIMITED
Address/location	:	35 Sukhumvit Road
Subdistrict	:	Khlong Toei Nuea
District	:	Watthana
Province	:	Bangkok
Postcode	:	10110
Telephone	:	0-2255-2222
Facsimile number	:	0-2255-9391-3

Name of bondholder's representative	:	BANK OF AYUDHYA PUBLIC COMPANY LIMITED
Address/location	:	1222 Rama III Road
Subdistrict	:	Bang Phongphang
District	:	Yan Nawa
Province	:	Bangkok
Postcode	:	10120
Telephone	:	1572

Bond registrar

Name of bond registrar	:	KRUNG THAI BANK PUBLIC COMPANY LIMITED
Address/location	:	35 Sukhumvit Road
Subdistrict	:	Khlong Toei Nuea
District	:	Watthana
Province	:	Bangkok
Postcode	:	10110
Telephone	:	0-2255-2222
Facsimile number	:	0-2255-9391-3

Name of bond registrar	:	BANK OF AYUDHYA PUBLIC COMPANY LIMITED
Address/location	:	1222 Rama III Road
Subdistrict	:	Bang Phongphang
District	:	Yan Nawa
Province	:	Bangkok
Postcode	:	10120
Telephone	:	1572

Auditing firm

Name of auditing firm*	:	KPMG PHOOMCHAI AUDIT COMPANY LIMITED
Address/location	:	-
Subdistrict	:	YAN NAWA
District	:	SATHON
Province	:	Bangkok
Postcode	:	10120
Telephone	:	0 2677 2000
Facsimile number	:	0 2677 2222
List of auditors	:	Mr CHAROEN PHOSAMRITLERT
License number	:	4068
List of auditors	:	Mrs MUNCHUPA SINGSUKSAWAT
License number	:	6112
List of auditors	:	Mrs PIYATIDA TANGDENCHAI
License number	:	11766

Legal advisor or manager under management agreement

Name of legal advisor / manager under management agreement No. 1

Name of legal advisor / manager under management agreement	:	SCL Nishimura & Asahi Limited
Address/location	:	34th Floor, Athenee Tower Building 63 Wireless Road
Subdistrict	:	Lumpini
District	:	Pathumwan
Province	:	Bangkok
Postcode	:	10330
Telephone	:	021269100
Facsimile number	:	021269102

5.2 Other material facts

5.2.1 Other information that may significantly influence investors' decision making

Other information that may influence investors' decision making : No

5.2.2 Restrictions of foreign shareholders

Are there restrictions on foreign shareholders? : Yes

The Company's shares are freely transferable without any transfer restrictions, except where such transfer results in foreigners holding shares in the Company exceeding 49.0 percent of the total number of shares sold.

5.3 Legal disputes

Legal disputes

Is there any legal dispute? : Yes

Details of legal dispute

Year of incident	Details	Progress status
2021	**Case name** Lawsuit seeking the revocation of the Central Administrative Court's order approving Lotus's acquisition of Lotus's Thailand **Defendant** Consumer Foundation and 37 other individuals Trade Competition Commission ("TCC") Office of the Trade Competition Commission	
	Dispute No. 1 Duration (approximate) 15 Mar 2021 - 31 Dec 2025 Dispute description The plaintiffs argue that the TCC's order approving Lotus's acquisition of Lotus's Thailand was an improper and unlawful exercise of discretion. Therefore, they request the Central Administrative Court to revoke the TCC's order or to impose additional conditions on the order as follows: - Lotus's shall sell part of its business or assets to reduce the impact of its dominance in the market where its market share has to be adjusted to 50% or less; - Lotus's expansion is prohibited for a period of 10 years after the merger; and - Extend the period in Condition 2 (as described below) from originally 5 years to 10 years and in Condition 4 (as described below) from originally 2 years to 5 years. - Condition 2: CPALL and Ek-Chai to increase the proportion of SME (small and medium enterprises) goods being sold by at least 10 percent from the previous year for a period of 5 years, where SME goods consist of agricultural products, community agricultural products, community products, small and micro-community enterprise (SMCE) products, or one tambon (sub-district) one product (OTOP) products, and other product lines under 7-Eleven and Tesco stores (since the Lotus's store rebranding) combined. In so doing, the SME criteria must be under the legal provisions of the Designation of Characteristics of Small and Medium Enterprises Promotion Act. - Condition 4: Ek-Chai is to honor the terms of the contract and agreement between the manufacturer and the original supplier of goods or raw material that have been in a contract or agreement for 2 years unless changes to the terms of the contract are approved by and	In progress

Year of incident	Details	Progress status
	in the favor of the original manufacturer and supplier Outcome of the dispute / Progress of the dispute On 8 September 2023, the Court ruled to dismiss the case against the TCC, citing the legality of the TCC order. On 6 October 2023, the plaintiff lodged an appeal to the Supreme Administrative Court. As of now, the case against the TCC is under consideration by the Supreme Administrative Court. The ruling issued by the Supreme Administrative Court will be considered final. Additional details The Company believes that the TCC order was legally determined, considering the TCC's authority under the law to approve Lotus's' acquisition of Lotus's Thailand. Lotus's had submitted a business acquisition application and required documents in full compliance with legal procedures. The Company is convinced that the TCC had carefully considered. all the information and duly issued the order in accordance with the legal requirements. This conforms with the ruling of the Court which cited the legality of the TCC order and dismissed the case against the TCC. Accordingly, the Company asserts that it is unlikely for the Supreme Administrative Court to overturn the ruling of the Court and revoke the order of the TCC. However, there is no guarantee that the ruling of the Supreme Administrative Court would be in favor of Lotus's and Lotus' Thailand. On the other hand, should the Supreme Administrative Court overturn the ruling and revoke the TCC order, the Company believes that there is no legal basis for the Supreme Administrative Court and the TCC to cancel or void the acquisition or impose administrative fines under the Trade Competition Act. This is because the acquisition was conducted in good faith under the legally binding TCC order at the time. If the Supreme Administrative Court overturns the ruling and revokes the TCC order, the TCC might instruct Lotus's to resubmit the acquisition application. In any case, the Company cannot speculate on whether or not the TCC would issue a new approval, or impose additional conditions, or whether Lotus's would be able to fully comply with such impositions. Nonetheless, Lotus's has the right to appeal within the period specified by the law if it disagrees with any unfavourable terms in the TCC order	

5.4 Secondary market

Secondary market

Has the company's security been listed on a stock exchange in another country?	:	No

5.5 Financial institution with regular contact (in case of debt securities offeror)

Financial institution with regular contact

Are there any debt securities offered? : Yes

Financial institution 1

Financial institution with regular contact : BANGKOK BANK PUBLIC COMPANY LIMITED

Information on the financial institution with regular contact : 333 Silom Road, Si Lom, Bang Rak, Bangkok 10500
Telephone : 0-2231-4333

Financial institution 2

Financial institution with regular contact : KRUNG THAI BANK PUBLIC COMPANY LIMITED

Information on the financial institution with regular contact : 35 Sukhumvit Road, Khlong Toei Nuea, Watthana, Bangkok 10110
Telephone : 0-2255-2222

Financial institution 3

Financial institution with regular contact : BANK OF AYUDHYA PUBLIC COMPANY LIMITED

Information on the financial institution with regular contact : 1222 Rama III Road, Bang Phongphang, Yan Nawa, Bangkok 10120
Telephone : 1572

Financial institution 4

Financial institution with regular contact : KASIKORNBANK PUBLIC COMPANY LIMITED

Information on the financial institution with regular contact : 400/22 Phahon Yothin Road, Sam Sen Nai, Phaya Thai, Bangkok 10400
Telephone : 0-2273-1050-55, 0-2273-1060-4, 0-2273-1073-6

Financial institution 5

Financial institution with regular contact : CIMB THAI BANK PUBLIC COMPANY LIMITED

Information on the financial institution with regular contact : 44 Langsuan Road, Lumphini, Pathum Wan, Bangkok 10330
Telephone : 0-2638-8000,0-2626-7000

Financial institution 6

Financial institution with regular contact : THE SIAM COMMERCIAL BANK PUBLIC COMPANY LIMITED

Information on the financial institution with regular contact : 9 Rutchadapisek Road, Chatuchak, Chatuchak, Bangkok 10900
Telephone : 0-2544-1000

Financial institution 7

Financial institution with regular contact : UNITED OVERSEAS BANK (THAI) PUBLIC COMPANY LIMITED

Information on the financial institution with regular contact : 191 South Sathorn Road, Yan Nawa, Sathon, Bangkok 10120
Telephone : 0-2343-3000

Financial institution 8

Financial institution with regular contact : TMBTHANACHART BANK PUBLIC COMPANY LIMITED

Information on the financial institution with regular contact : 3000 Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900
Telephone : 0-2299-1111

Financial institution 9

Financial institution with regular contact : KIATNAKIN PHATRA BANK PUBLIC COMPANY LIMITED

Information on the financial institution with regular contact : 209 KKP Tower, Sukhumvit 21 (Asoke),, Khlong Toei Nuea, Watthana, Bangkok 10110
Telephone : 02-165-5555

Part 2 Corporate Governance

6. Corporate governance policy

6.1 Overview of the policy and guidelines

Overview of the policy and guidelines

Corporate governance policy and guidelines : Yes

The Board of Directors prioritises conducting business in compliance with good corporate governance principles and ethical business practices. The Company operates with transparency, integrity, and responsibility toward society, the environment, and all stakeholders. To support these goals, the company has established a written corporate governance policy aligned with the Corporate Governance Code for listed companies 2017 (CG Code) for listed companies, as outlined by the Securities and Exchange Commission (SEC). The policy also complies with the assessment criteria of the Corporate Governance Report for Thai Listed Companies by the Thai Institute of Directors Association (IOD). The company remains dedicated to continuously improving its corporate governance practices to align with international standards.

Reference link for the full version of corporate governance policy and guidelines : https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

6.1.1 Policy and guidelines related to the board of directors

Are there policy and guidelines related to the board of directors : Yes

Guidelines related to the board of directors : Nomination of directors, Determination of director remuneration, Independence of the board of directors from the management, Director development, Board performance evaluation, Corporate governance of subsidiaries and associated companies, Other guidelines regarding the board of directors

Nomination of directors

Director Selection Criteria and Process

The Board of Directors has appointed the Nomination and Remuneration Committee (the “NRC”) to responsible for setting policies and criteria for the selection of directors. This includes defining the qualifications of potential directors, considering diversity in knowledge, expertise, skills, and experience beneficial to the company, and aligning with the company’s business strategy (Board Skill Matrix). The committee is responsible for ensuring that selection is non-discriminatory with respect to gender, race, religion, age and other personal characteristics. A board candidate must be able to undertake the range of duties and responsibilities required of a director in its entirety. Notwithstanding, candidates must not have any disqualifications under the law and good corporate governance principles.

When a board position becomes vacant, the NRC screens for potential candidates to consider and nominate for the position. Selected candidates are presented to the Board of Directors or the shareholders' meeting, or both, for consideration and approval for appointment to the vacancy. In addition to the Director Pool as source of recruitment, minority shareholders are encouraged by the NRC to nominate candidates for the board position, provided the provisions of the Articles of Association as well as legal provisions are observed. To facilitate and protect the rights of the minority shareholders in the process, the nominated candidates are voted individually at the general meeting of shareholders for the agenda of director election.

Moreover, the company recognizes the importance of diversity in the board structure (Board Diversity). The Company sets policies and criteria for the selection of directors which includes defining the qualifications of potential directors, considering diversity in knowledge, expertise, skills, and experience beneficial to the company, and aligning with the company’s business strategy (Board Skill Matrix). The selection is non-discriminatory with respect to gender, race, religion, and age. The Board of Directors is composed of at least one non-executive director who is equipped with competency and experience in the particular business or industry in which the Company operates. At present there are nine non-executive directors with such competency and experience.

Determination of director remuneration

Remuneration of Directors

The Nomination and Remuneration Committee is responsible for determining remuneration for directors. In doing so, many performance benchmarks are taken into consideration, for instance, performance outcome and consistency with corporate goals and long-term benefits, industry remunerations standards and comparison with other companies in the industry peers of similar size of business, suitability of assigned duties responsibilities, and performance of directors, attractiveness to retain skillful directors to drive the Company to achieve short-term and long-term goals. Notwithstanding, such remuneration shall be approved by the shareholders' meeting.

Independence of the board of directors from the management

Independence of the Board from the Managements

The Board of Directors plays a fundamental role as the organization's leader in driving sustainable growth. They have the duty and responsibility to oversee the Managements to ensure that operations align with the company's objectives and primary goals, based on social responsibility, environmental stewardship, and fairness to shareholders and stakeholders.

The responsibilities of the Board of directors, according to good corporate governance principles, include setting the direction, business operations, objectives, main goals, as well as key strategies and policies that create sustainable value for the company. These responsibilities are delegated to the Managements for implementation, with the Board providing guidance to ensure a long-term perspective. The Board closely monitors and oversees these operations, as they are appointed by shareholders to safeguard the company's interests, adhering to the principle of Fiduciary Duty. The Board and the Managements must work together, making the Board's effectiveness in performing their duties closely linked to the Managements to build a good relationship between them.

In addition, establishing an appropriate corporate governance structure is crucial for building a good relationship between the Board of Directors and the Managements, ensuring smooth collaboration. This involves clearly defining the scope, roles, duties, and responsibilities of the Board and the Managements. Such clarity helps enhance operational efficiency and strengthens the check and balance mechanisms, allowing the Board to independently oversee management's performance.

Director development

Development of Directors and Executives

1) Significant resources are allocated by the Board of Directors to promote and make available educational training programs and material to Company personnel under the Corporate Governance umbrella; namely, Company directors, audit committee members, executives, Company secretaries, among others. Such programs and material are provided by either expert in-house agencies or contracting third-party institutions with subject matter know-how.
2) An orientation is arranged for newly appointed directors and executives to include introducing the nature of business operations, information related to the Company's business, guidelines and corporate strategies for conducting the Company's business including the important documents pertaining to applicable rules and regulations, roles and responsibilities of directors or executives, and other information that is useful in performing their duties.
3) As consistent operational efficiency and development requires both comprehensive and practical understanding of complex operational environments among key decision makers, it is Company policy that directors and executives have access to a wide range of knowledge developmental programs. The leaders are encouraged to continually hone their skills and attend tactical seminars and training courses that are organized by subject matter experts; such as, the Thai Institute of Directors Association (IOD), the Stock Exchange of Thailand, and other institutions providing all-inclusive and hands-on training vital to development.
In 2024, the Company invited a speaker from the Thai Institute of Directors (IOD) to provide knowledge to the Company's directors and executives through the course Board Briefing on "CG in the New Normal" on 23 November 2024.

Board performance evaluation

Assessment of the Board Performance

The Board of Directors requires an annual performance assessment of the Board of Directors and sub-committee in both of whole board or committee assessment and the individual self-assessment. The assessment form has an objective to use the results of assessment for developing the efficiency of performing duties of the Board and sub-committees.

Criteria and Process in Performance Assessment

The Company arranges for an annual performance assessment of the Board of Directors and sub-committees in both of whole board or committee assessment and the individual self-assessment. The assessment criteria are as follows:

Performance Assessment of the Board of Directors as a Whole Board Performance

1) The structure and qualifications of the Board of Directors
2) Roles, duties, and responsibilities, of the Board of Directors
3) Board meetings
4) Dynamic of the Board performance
5) Relationship with the management
6) Board development

Assessment of the Board of Directors as an Individual

1) Board qualifications
2) Preparedness duties of directors
3) Participation in meetings
4) Roles, duties and responsibilities
5) Relationship with the Board and management

Topic for the performance assessment of the sub-committees

Performance Assessment of the Sub-Committees as a Whole Committee

1) The structure and qualifications of the sub-committee
2) Sub-committee meetings
3) Roles, duties, and responsibilities of the sub-committee
4) Sub-committee reporting Performance

Assessment of the Sub-Committees as an Individual

1) The structure and qualifications of the sub-committee
2) Sub-committee meetings
3) Roles, duties, and responsibilities of the sub-committee

Assessment criteria (as a percentage of the full score) are as follows:

Above 85%	= excellent
Above 75%	= very good
Above 65%	= good
Above 50%	= fair
Below 50%	= need improvement

The process of performance assessment is that the Company Secretary and the secretary of the subsidiaries committees are in charge of distributing the annual assessment form together to all directors for evaluation at the end of each year and preparing a summary of the results of assessment report to report to the Board of Directors for acknowledgement.

Corporate governance of subsidiaries and associated companies

Governance Mechanisms

The Company has established policies for governing the operations of its subsidiaries and associated companies. The objective is to set operational standards, enabling the company to oversee the management of these entities and ensure their compliance with the company's policies, as well as relevant laws, regulations, announcements, and government orders. This is to protect the investment interests in these subsidiaries and associated companies. The details are as follows:

1. Representatives of the company are appointed as directors, executives, or controlling persons in these entities according to the shareholding proportion, subject to approval by the Executive Committee.

2. The scope of authority, duties, and responsibilities of the company's representatives in these entities is clearly defined, allowing them to control or participate in setting key business policies.

3. There is oversight to ensure the complete and accurate disclosure of financial status and performance, transactions between these entities and related parties, acquisition or disposal of assets, or any other significant transactions, using the same criteria as the company.

4. An appropriate and sufficient internal control system is established in the subsidiaries, audited by the company's internal audit department. Additionally, if the subsidiaries and associated companies undertake significant transactions requiring shareholder approval, such as capital increases or decreases, or dissolution, these must be (shall be) approved by the shareholders.

Other guidelines related to the board of directors

Policies and Guidelines for Shareholders and Stakeholders

Please see the details in the attachment 8

6.1.2 Policy and guidelines related to shareholders and stakeholders

Are there policy and guidelines and measures related to shareholders and stakeholders	:	Yes
Guidelines and measures related to shareholders and stakeholders	:	Shareholders, Employee, Customer, Business competitors, Suppliers, Creditors, Government agencies, Community and society

Shareholders

Details stated in section 6.1.1 Policy and guidelines for the Board of Directors

Employee

Details stated in section 6.1.1 Policy and guidelines for the Board of Directors

Customer

Details stated in section 6.1.1 Policy and guidelines for the Board of Directors

Business competitors

Details stated in section 6.1.1 Policy and guidelines for the Board of Directors

Suppliers

Details stated in section 6.1.1 Policy and guidelines for the Board of Directors

Creditors

Details stated in section 6.1.1 Policy and guidelines for the Board of Directors

Government agencies

Details stated in section 6.1.1 Policy and guidelines for the Board of Directors

Community and society

Details stated in section 6.1.1 Policy and guidelines for the Board of Directors

6.2 Business code of conduct

Business code of conduct

Business code of conduct : Yes

The Board of Directors has established a Code of Conduct comprising principles and best practices to guide directors, executives, and all employees in their duties and business operations. This code aligns with corporate governance principles and emphasizes respect for rights and equitable treatment of all stakeholders with fairness, transparency, and accountability. The Company prioritizes continuous personnel development in terms of knowledge, competency, morality, ethics, and instilling consciousness for integrity, diligence, patience, and responsibility among its personnel. The Board of Directors and the executives must demonstrate ethical leadership and serve as role models in performing their duties with honesty, fairness, transparency, and accountability according to the Company's ethical guidelines.

The Company has developed internal systems that enable personnel to study and understand key policies, such as the Corporate Governance Policy, Code of Conduct, Anti-Corruption Policy, and other important policies, as well as acknowledge and commit to complying with these policies through designated online channels. The Company conducts annual reviews and updates of key policies to ensure their alignment with the business context and national and international practices. These key policies are published on the Company's website at https://www.cpaxtra.co.th, providing convenient access for stakeholders and interested parties.

In 2024, the Company's directors and executives have not committed any violations or breaches of law resulting in Criminal Action, Civil Sanction, or Administrative Action, nor have there been any violations of corporate governance and business ethics. Furthermore, the Company has communicated to raise awareness of corporate governance and business ethics, with the following details:

- 100% of directors received communication regarding corporate governance and code of conduct
- 100% of executives and employees received communication regarding corporate governance and code of conduct

Policy and guidelines related to business code of conduct : https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

Page number of the reference link : Page 36

Policy and guidelines related to business code of conduct

Guidelines related to business code of conduct : Prevention of conflicts of interest, Anti-corruption, Whistleblowing and Protection of Whistleblowers, Preventing the misuse of inside information, Money laundering prevention, Gift giving or receiving, entertainment, or business hospitality, Compliance with laws, regulations, and rules, Information and assets usage and protection, Anti-unfair competitiveness, Information and IT system security, Environmental management, Human rights, Safety and occupational health at work

Prevention of conflicts of interest

The company places great importance on governance and the prevention of conflicts of interest. It has established a policy to conduct business with integrity, honesty, transparency, and fairness. To uphold these principles, the company has implemented Conflict of Interest Policy, along with guidelines and communication practices for reporting the interests of directors and senior executives, as well as for disclosing conflicts of interest for executives and employees of the company and its subsidiaries. Additionally, the company has set criteria for related party transactions and the reporting of interests. The company requires directors and executives to report any personal or related party interests in accordance with the Capital Market Supervisory Board Announcement No. TorJor. 2/2552 regarding the disclosure of interests by directors, executives, and related persons. The initial report must be submitted within 30 days from the date of appointment, followed by an annual report on December 31 each year. Any changes to the reported information must be updated promptly. The company secretary is responsible for compiling and forwarding copies of these reports to the Chairman of the Board and the Chairman of the Audit Committee, as well as securely maintaining these records for internal use only.

Disclosure of Conflict of Interest Information

The company requires all full-time employees of the company and its subsidiaries, as well as temporary employees who are responsible for dealing with business partners, suppliers, customers, contractors, and service providers, to disclose any conflicts of interest annually through the designated reporting channels and procedures set by the company. Any changes to the reported information must be updated immediately. For new employees, the disclosure must be made within seven (7) business days from the date of joining the company. This ensures transparency in job responsibilities and helps prevent potential conflicts of interest. The disclosed information will be used by the company as part of the decision-making process for appointments or task assignments, ensuring that no damage, complaints, or subsequent revocations occur.

Reference link for prevention of conflicts of interest : https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

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Anti-corruption

The company places great importance on and is committed to conducting business with integrity, transparency, and fairness under the principles of good corporate governance, the Code of Conduct, and international best practices. The company recognizes that corruption can negatively impact its reputation and the confidence of investors, business partners, and customers. Additionally, corruption poses an obstacle to the company's sustainable growth and the overall economic development of the country. To reinforce its commitment, the company has established anti-corruption principles and practices in the Code of Conduct. These principles demonstrate the company's dedication to upholding the highest ethical standards in operations and complying with relevant laws. The company actively promotes awareness and fosters a strong sense of responsibility among employees at all levels to combat corruption. Moreover, internal control systems have been implemented to prevent fraud, extortion, and bribery in all forms. As a result, all employees are strictly prohibited from engaging in or accepting any form of corruption under any circumstances, covering all business activities of the company across all countries and relevant units.

Furthermore, the Board of Directors has established Anti-Corruption Policy in writing to serve as a guideline for directors, executives, and all employees to follow. This policy is considered an integral part of the company's Work Rules, and all personnel are required to study, understand, and strictly adhere to the Policy. Any employee who violates or fails to comply with this policy may be subject to disciplinary action in accordance with company regulations, with the most severe penalty being termination of employment or contract cancellation. If the violation involves legal provisions, appropriate legal action will be taken. Nevertheless, the company has a policy that ensures no employee will be demoted, punished, or subjected to any negative consequences for refusing to engage in corrupt activities, even if such refusal results in the company losing business opportunities.

Reference link for anti-corruption : https://www.cpaxtra.com/storage/document/anti-corruption-policy/anti-corruption-policy-en.pdf

Whistleblowing and Protection of Whistleblowers

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.

Channels for Complaints and Whistleblowing

Chairman of the Board / Chairman of the Audit Committee / Group Chief Executive Officer / Head of the Internal Audit Department
CP Axtra Public Company Limited
1468 Phatthanakan Road, Phatthanakan subdistrict Suan Luang District, Bangkok 10250

Email: cgoffice@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 Handling Process

Complainants can report issues through the channels listed above. While we encourage complainants to identify themselves so we can follow up with questions, provide progress updates, and explain findings, they may choose to remain anonymous if they feel their safety might be at risk. Once we receive a complaint, we will take appropriate action or forward it to relevant persons, considering their independence in handling the reported issues. We ensure fair, transparent, and accurate investigation of facts and monitor progress to handle all complaints appropriately.

False Reporting with Malicious Intent

If the company proves that a report was intentionally false, distorted facts, or made to defame others, the person who made that report will be considered violating the company's code of conduct. Penalties will be determined according to company regulations and/or relevant laws. If there is a deliberate violation resulting in the disclosure of information, the company will take disciplinary action in accordance with its regulations and/or pursue legal action as deemed appropriate.

Protection for Whistleblowers and Related Persons

We provide appropriate and fair protection to whistleblowers and complainants. This means no job transfers, changes in position, job nature, workplace, suspension orders, intimidation, work interference, termination, or any other unfair treatment. Complaint information is kept confidential unless legally required to be disclosed. Anyone with access to complaint information must maintain confidentiality and not disclose it to others unless legally required.

Penalties

The company enforces disciplinary actions against employees who violate company work regulations and takes enforcement and punishment seriously. We actively communicate with and encourage employees to be mindful of work ethics. We also use complaints to improve our operations and establish better preventive measures.

Reference link for whistleblowing and protection of whistleblowers : https://www.cpaxtra.com/en/corporate-governance/whistleblowing

Preventing the misuse of inside information

The Company oversees the use of insider information by establishing a written code of conduct on confidentiality and the use of insider information, which is outlined in its corporate governance policy and business code of conduct. This ensures fairness and equality for all shareholders and prevents directors, executives, and relevant employees from trading the Company’s securities or exploiting insider information for improper personal gain.

As a public company listed on the Stock Exchange of Thailand (SET), it is considered a key policy to operate its businesses equally and equitably for all shareholders. Any inside information or undisclosed news that may significantly impact the Company’s share price is considered confidential information internally used for the business. Improper disclosure of such information will impact the Company.

Therefore, preventing unauthorized disclosure of such inside information is vital to the Company’s success and the career security of all staff. In order to enable effective disclosure of information to external parties that will not damage the business and reputation, the Company has established measures and a control system for the use of inside information. All of the Company personnel are required to strictly comply with the established regulations on the use of inside information, treat the inside information as confidential, and not to make use of such inside information for personal benefits even if they already left the Company or their duties have been terminated.

As such, internal confidential information includes business plans, trade and business secrets, operating results, information of suppliers and trade or business agreements, financial information, any information that may affect corporate image and corporate value, information that is legally required to be kept confidential, information on land survey and acquisition, employees’ personal data, IT security passwords, and/or any other information that, if disclosed, may result in damage or discredit to the Company including its staff, contractors, business partners, suppliers or customers

Reference link for misuse of inside information : https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

Page number of the reference link : Page 47-48

Money laundering prevention

The company recognizes the importance and potential impact of being involved in transactions related to money laundering. Therefore, it has established principles and guidelines in the Code of Conduct to demonstrate its commitment to preventing and avoiding any involvement in money laundering across all countries where it operates. The company places great emphasis on maintaining and managing fund accounts or assets in full compliance with legal requirements to ensure that its business operations remain free from any activities related to money laundering. The company upholds the principle of conducting business exclusively with reputable customers and business partners who strictly comply with legal requirements. It exercises caution when engaging in transactions with individuals or entities where there is reasonable suspicion of involvement in unlawful activities. The company will not provide assistance or participate in any activities related to concealing or disguising the origin of funds or assets linked to illegal activities. Furthermore, it will not engage in transactions that could alter the status of such funds or assets to appear lawfully obtained. All employees of the company are required to fully cooperate with relevant authorities in preventing money laundering and must strictly comply with all applicable laws and regulations. All employees of the company are required to fully cooperate with relevant authorities in preventing money laundering and must comply strictly with all applicable anti-money laundering laws and regulations.

Furthermore, the Board of Directors has established the Anti-Money Laundering and Counter Terrorism and the Proliferation of Weapons of Mass Destruction Financing Policy to ensure that the company's operations align with the Anti-Money Laundering Act B.E. 2542 (1999) and Counter-Terrorism and Proliferation of Weapon of Mass Destruction Financing Act B.E. 2559 (2016). The policy outlines procedures requiring customer and business partner identification, customer due diligence, risk management, transaction reporting, maintenance of proper records, and other legal obligations as prescribed by law.

Reference link for money laundering prevention : https://www.cpaxtra.com/storage/document/governance/anti-money-laundering-policy-en.pdf

Gift giving or receiving, entertainment, or business hospitality

In addition to the anti-fraud and anti-corruption measures set forth in the Code of Conduct, the company has also established principles and guidelines regarding the giving and receiving of gifts, entertainment, and business hospitality. These guidelines serve as a framework for appropriate conduct, ensuring that the giving or receiving of gifts, assets, or other benefits from individuals or entities associated with the company's business is done in accordance with customary practices during festive or traditional occasions and does not influence the recipient's business decisions.

Company personnel and their family members must not solicit or request gifts, assets, or benefits from individuals or entities associated with the company's business. If an inappropriate gift is received, it should be immediately returned or handed over to the relevant department for appropriate handling in the company's best interest. Employees may accept gifts on behalf of the company only in the case of commemorative items from significant corporate events, provided that the value does not exceed the company's prescribed limit and that they are submitted to the relevant department. Additionally, company personnel must not accept free services or preferential compensation from suppliers or contractors for personal benefit. They must also refrain from giving gifts to their supervisors, except in cases where it is a customary or traditional practice, and the value does not exceed the company's prescribed limit. If it is necessary to give or receive assets or other benefits to maintain goodwill and business relationships, and if the value exceeds the company's prescribed limit, the recipient or giver must promptly report it to their supervisor. Company personnel must not give, receive, or promise to give or receive any benefits intended to influence actions or omissions in decision-making, nor should they offer bribes to employees or external parties, particularly government officials. The provision of gifts to external parties must comply with applicable laws and local customs, particularly in cases involving gifts given during festive or traditional occasions, where the value must not exceed the company's prescribed limit. Relevant functions must ensure that business partners, customers, and other stakeholders are made aware of the Code of Conduct. Any company personnel who deliberately or negligently fail to comply with these guidelines may be subject to investigation and disciplinary action in accordance with company regulations.

Reference link for gift giving or receiving, entertainment, or business hospitality : https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

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Compliance with laws, regulations, and rules

The company places great importance on compliance with laws, regulations, rules, and relevant regulatory requirements in all

areas where it operates. Company personnel must study, understand, and strictly adhere to the applicable laws, directives, announcements, and company regulations, as well as comply with the regulations of relevant authorities. Additionally, they must respect the customs, traditions, and cultural norms of the local communities in which the company conducts its business.

All employees are required to thoroughly study the regulations, rules, and laws relevant to their responsibilities. If there are any uncertainties, they must seek guidance from their supervisors and not act based on their understanding without clear directives. Furthermore, they must not assist or support any actions that involve evading or violating laws, regulations, or business-related regulatory requirements. Employees must consult the relevant department if company regulations or operational procedures differ from those enforced in a particular area or country. Additionally, if they become aware of any violations or non-compliance, they must report them immediately to their supervisors, relevant departments, or through the company's designated whistleblowing channels.

Reference link for compliance with laws, regulations, and rules : https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

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Information and assets usage and protection

The company has the Code of Conduct, which comprises principles and good practices that serve as guidelines for the performance of duties and business operations, ensuring that directors, executives, and employees adhere to them. The principles governing the use and protection of the company's information and assets are outlined in various sections of the Code, as well as in the company's Work Rules. In summary, employees must use and safeguard the company's information and assets properly and appropriately. They must perform their duties with responsibility, honesty, and integrity, prioritizing the company's best interests. Employees must not use the company's information or assets for personal gain or for the benefit of any other individual in an improper manner. Additionally, employees must not disclose or use the company's confidential information without authorization to prevent any potential harm to the organization.

Reference link for information and assets usage and protection : https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

Page number of the reference link : Page 40-52

Anti-unfair competitiveness

The company has established Code of Conduct, which comprises principles and appropriate practices serving as guidelines for the performance of duties and business operations, ensuring that directors, executives, and employees adhere to them. The commitment to fair competition is embedded within various sections of the Code of Conduct. The company places great importance on fair trade competition by conducting its business in compliance with competition laws and international trade competition principles. The company is committed to treating its business partners and stakeholders fairly, transparently, and without bias, as well as strictly adhering to contractual agreements. Furthermore, the company does not support price collusion or any practices that may lead to unfair competition. Additionally, it does not seek or access competitors' confidential information through improper or unethical means and refrains from any actions that may unjustly harm competitors. The company promotes transparent and fair procurement processes by ensuring equal opportunities for all business partners, refraining from discrimination, and avoiding the dissemination of misleading or defamatory information about competitors through any form of media, either directly or indirectly.

Moreover, the company has established Guidelines on Fair Trade Practices and Treatment of Business Partners under Fair Trade Competition, demonstrating its commitment to operating within the legal framework of competition law and in accordance with relevant announcements by the Trade Competition Commission. The company prioritizes fair business conduct with both business partners and customers, ensuring trade practices that benefit consumers and society as a whole. This Guideline outlines key principles governing the company's business operations, incorporating trade practices under the Trade Competition Act B.E. 2560, particularly concerning the modern retail sector for consumer goods. These include essential aspects such as business mergers, the prohibition of unfair market dominance, the prevention of collusive agreements leading to monopolies or restrictions on competition, the avoidance of actions that may cause harm to other businesses, and the promotion of fair trade practices between wholesale/retail business operators and manufacturers or distributors.

Furthermore, this Guideline supports a free and fair market economy, while promoting trade practices that provide tangible benefits to consumers and society. It sets out practices that encourage free and fair competition, as well as trade practices that contribute positively to consumer welfare and societal well-being.

Reference link for anti-unfair competitiveness : https://www.cpaxtra.com/storage/document/governance/guidelines-

on-fair-trade-practices-en.pdf

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Information and IT system security

The Company recognizes the critical importance of data and information systems, implementing measures to strengthen standards for protecting corporate information and customer personal data. We have prioritized cybersecurity by developing our systems by installing cyber threat prevention equipment. The Company has established an Information Security Policy to ensure that all information technology activities comply with business requirements, relevant laws, and regulations, including the Personal Data Protection and Cybersecurity Acts. This policy is a framework for managing, maintaining, and developing secure information technology systems. To oversee these initiatives, the Company has appointed an Information Technology and Security Steering Committee responsible for supervising information technology and security maintenance. The Company maintains clear policies regarding information system controls, specifically addressing data access and preventing misuse of information, operating in compliance with the Computer Crime Act.

Furthermore, the Company ensures comprehensive internal communication to inform all employees about relevant information technology policies, regulations, and announcements. This includes sharing examples of potential security threats related to the Company's information systems. These communications are distributed through various channels, including nationwide company notice boards at headquarters, retail and wholesale stores, electronic mail, and virtual meetings. This multi-channel approach ensures that all employees receive accurate and timely information.

Reference link for information and IT system security : https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

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Environmental management

The Company remains steadfast in its commitment to Environmental, Social, and Governance (ESG) principles, pursuing our vision to achieve global sustainability standards under our comprehensive sustainability development framework. By strategically deploying our organizational capabilities, we generate positive economic and social impact while systematically reducing our environmental footprint. Our approach incorporates sophisticated risk management strategies that respond to evolving economic conditions and consumer behaviors, complemented by enhanced operational cost efficiency.

In alignment with our environmental objectives, the Company maintains stringent protocols for environmentally responsible operations, emphasizing optimal resource utilization while minimizing impact on ecosystems and biodiversity. This commitment ensures the preservation of critical resources for future generations. Our environmental governance framework encompasses comprehensive policies, including Environmental Management Policy, Energy Policy and Sustainable Sourcing Policy. These strategic directives guide our energy management practices and promote maximum efficiency in resource utilization.

The Company maintains comprehensive engagement with local communities through our nationwide retail network. Our retail stores actively participate in community initiatives, contributing to educational advancement, social development, and environmental conservation. This strategic approach ensures a sustained positive impact in communities where we maintain retail and service operations, reinforcing our commitment to sustainable business practices and stakeholder value creation.

Reference link for environmental management : https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

Page number of the reference link : Page 44

Human rights

The Company upholds fundamental human rights through a comprehensive policy that ensures fair treatment of all stakeholders and prohibits discrimination based on race, national origin, gender, age, skin color, or religion.

We implement robust measures promoting workplace equality, occupational safety, and optimal working conditions to prevent human rights violations across our operations while protecting personnel from discrimination and harassment. Through continuous human rights due diligence processes and transparent communication of our policies, we maintain our commitment to human rights principles across all stakeholder groups.

Reference link for human rights : https://www.cpaxtra.com/storage/document/sustainability/human-right-policy-en.pdf

Safety and occupational health at work

The Company prioritizes workplace safety and health through its comprehensive Safety, Occupational Health, and Workplace Policy and Guidelines. To implement this policy effectively, we have appointed the Occupational Safety and Health Committee (OSH Committee) and Safety Officers at both supervisory and management levels. These measures prevent workplace fatalities, accidents, and occupational illnesses. The Company has developed employee safety manuals to support these initiatives, actively participates in safety campaigns with relevant government agencies, and continuously improves our safety protocols.

We have set an ambitious target of achieving zero lost time accidents by 2030, focusing mainly on supervisory and operational staff at our retail stores and distribution centres. Additionally, we have stationed professional safety officers at our retail stores to enhance workplace safety standards.

Reference link for safety and occupational health at work : https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

Page number of the reference link : 43

Promotion of compliance with the business code of conduct

Promotion for the board of directors, executives, and employees to comply with the business code of conduct : Yes

The company's Board of Directors has established a Corporate Governance policy and Code of Conduct This policy outlines principles and best practices to guide the duties and operations of directors, executives, and all employees, ensuring alignment with good corporate governance principles. We prioritize respecting the rights of all stakeholders and treating each group equitably, fairly, transparently, and accountably.

The company prioritizes ongoing training and education for its employees to enhance their skills and knowledge, skills ethics, and instill a sense of responsibility among employees. In 2024, we implemented an **"Annual Manager Ethics Training"** program for managers and above to enhance awareness and understanding of ethical practices. This training also focuses on the leaders' roles in exemplifying ethical conduct and understanding risks related to regulatory violations, thus serving as positive role models for subordinates and colleagues in accordance with the company's code of conduct guidelines. We have integrated Code of Conduct training, Anti-Corruption, Conflict of Interest and Risk Management into our orientation programs for new employees online and in the classroom. Additionally, we conduct Annual Code of Conduct Training and surveys to evaluate understanding and reinforce the importance of ethical work practices, using results to continuously enhance our corporate governance efforts.
Moreover, the company supports employees involved in promoting, monitoring, and overseeing anti-corruption initiatives by encouraging their participation in external training courses and seminars focused on fraud prevention. This ensures a consistent review and development of our anti-corruption framework.

The company communicates and encourages employees to acknowledge corporate policies through the Policy Acknowledgement system, an online platform developed to ensure that employees understand key corporate policies for example, the Corporate Governance Policy and Code of Conduct, Anti-Corruption Policy, and Conflict of Interest Policy. The company reviews and updates these policies annually to ensure their relevance to the business context and alignment with evolving national and international best practices. Additionally, the company publishes these policies on its website at www.cpaxtra.com, providing stakeholders and the general public with easy access to this information.

We have established a communication platform, **"CG Office,"** which serves as a confidential whistleblowing channel for reporting observed fraud, misconduct, or unethical behavior. This initiative encourages reporting at all levels of staff and stakeholders, fostering a workplace culture that values transparency and openness in addressing concerns. Employees and stakeholders can trust that CG Office will maintain confidentiality, protect whistleblowers, and fairly address any impacts experienced.

As part of our strong corporate governance framework, the company consistently disseminates its anti-corruption policy and associated practices to internal and external stakeholders, underscoring our dedication to ethical operations and zero tolerance for corruption. This includes encouraging participation in annual anti-corruption events to instill a culture of integrity among employees via various communication channels, including CG Communications Email, CG Voices e-magazine, office bulletin boards, intranet systems, and the company's website. Additionally, the company provides training programs and orientation sessions for

new employees in classroom and online formats.

Furthermore, the company promotes a "No-Gift Policy" through internal and external communications, including distributing notices to business partners, customers, financial institutions, and relevant stakeholders to request their cooperation in refraining from giving gifts or rewards to company executives and employees.

The company has published and implemented a Supplier Code of Conduct to guide our partners in conducting business responsibly throughout the supply chain. We remain committed to fostering an organizational culture rooted in ethics, integrity, and responsibility, respecting human rights, and adhering to labor practices as key foundations for sustainable long-term growth.

The Company promotes Code of Conduct

Achievement in Conducting Corporate Governance

Participation in anti-corruption networks

Participation or declaration of intent to join anti-corruption networks	:	Yes
Anti-corruption networks or projects the company has joined or declared intent to join	:	Thai Private Sector Collective Action Against Corruption (CAC) CAC membership certification status : Certified , Other anti-corruption networks or projects the company has joined : Anti-Corruption Organization of Thailand

Diagram of participation in anti-corruption networks

hun Thanyamas Vorachart, Group Chief Shared Service Officer – Makro Wholesale Business, received a membership certificate from Thai Private Sector Collective Action Against Corruption (CAC). The award was presented at the “CAC Certification Ceremony 2024

The Company and subsidiaries, together with all retail stores nationwide, participated in the 2024 Anti-Corruption Day event, which was held online on September 6, 2024. The event was organized by the Anti-Corruption Organization of Thailand

International Anti-Corruption Day Run 2024

6.3 Material changes and developments in policy and corporate governance system over the past year

6.3.1 Material changes and developments related to the review of policy and guidelines in corporate governance system or board of directors' charter

In the past year, did the company review the corporate governance policy and guidelines, or board of directors' charter : Yes

Material changes and developments in policy and guidelines over the past year : Yes

The Company recognizes social changes and the evolving needs of stakeholders. In 2024, the Board of Directors prioritized the review of policies, practices, and charters while overseeing the Company's operations to ensure alignment with good corporate governance principles and the objective of achieving sustainable growth.

1. The Company has reported on its operations related to good corporate governance principles and sustainability development to the Board of Directors. These reports include the Innovation Performance Report, Sustainability Performance Report, and Succession Plan Performance Report.

2. The Company has reported on its operations related to good corporate governance principles and sustainability development to the Board of Directors. These reports include the Innovation Performance Report, Sustainability Performance Report, and Succession Plan Performance Report.

3. The Company promotes and supports continuous awareness-building and understanding of good corporate governance principles, business ethics, and anti-corruption practices among the Board of Directors, executives, employees, and all internal and external stakeholder groups. The focus is on practical implementation through various communication and public relations channels, as well as participation in various corporate governance initiatives, including business ethics and anti-corruption training sessions with knowledge assessment for participants, annual ethical manager training and knowledge testing, and implementation of annual conflict of interest reporting requirements for all directors, executives, and employees through designated company channels. The Company also promotes and disseminates employee good deeds stories through email communications under the "Praise Good People" project and ensures operations comply with Personal Data Protection Act (PDPA). Furthermore, the Company implements Cyber Security measures, including participation in the Cyber Resilience Survey for listed companies conducted by the Stock Exchange of Thailand. The Company regularly promotes and supports communication of sustainability operations to cultivate understanding and establish these practices as part of the corporate culture.

4. The Company has established operational plans for corporate governance and sustainable development to achieve certification goals and rankings in corporate governance and sustainable development performance from nationally and internationally recognized institutions.

5. The Company has continuously maintained its operations in collaboration with Thai Private Sector Collective Action Against Corruption (CAC).

6.3.2 Implementation of the CG Code for listed companies

Implementation of the CG Code as prescribed by the SEC : Mostly used in practice

The Company places great importance on regularly reviewing the appropriateness of its compliance with the Corporate Governance Code for Listed Companies 2017 (CG Code), set forth by the SEC. The Company integrates these principles into its corporate governance framework, aligning them with its business context to ensure long-term value creation. This commitment enhances credibility among shareholders and stakeholders and contributes positively to the capital market and society as a whole.

In 2024, the company implemented the CG Code, except in the following matters;

1. The Board of Directors consists of no less than 5 directors and should not exceed 12 directors.

Company Practices

The Company needs more than 12 directors, and the current number of 18 directors is appropriate for the type, size, and complexity of the Company's business so that it can efficiently supervise the management of subsidiaries.

2. The Chairman of the board should be an independent director.

Company Practices

The Chairman of the Board is not an independent director since the Company's business is complicated, and there is a need for a leader who is capable and experienced as well as with extensive knowledge of the Company's business. Although the Chairman is not an independent director, the Company has in place an internal control system that incorporates operating mechanisms to achieve a balance of power, is transparent and based on the principles of good corporate governance and performs its duties by taking into account the interests of all stakeholders.

3. The Company shall appoint an external consultant to help determine guidelines and recommend issues in evaluating the performance of the Board of Directors at least every three years and disclosed in the annual report.

Company Practices

The Company has not yet appointed an external consultant to help determine guidelines and recommend the required procedures and process for the Board performance evaluation that should be undertaken at least every 3 years. The results shall be disclosed in the Company's Annual Report. However, the Board, an individual director and each sub-committee currently undertake an annual self-assessment of their performance every year. Nevertheless, the Company has revised the self-assessment form as per the guidance of the Thai Institute of Directors Association. Every director can express their comments independently. The results of the self-assessment performance are used to develop further the effectiveness of the duties of the Board of Directors, and both the criteria and the process are
disclosed in the Company's Annual Report

6.3.3 Other corporate governance performance and outcomes

The company conducts regular reviews and improvements to its policies and practices in accordance with the principles of good corporate governance on an annual basis. This ensures compliance with corporate governance standards at both national and international levels, such as the Corporate Governance Code (CG Code) for listed companies by the Securities and Exchange Commission (SEC) and the Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors (IOD). The corporate governance assessment results for 2024 are summarized as follows:

1. Annual General Meeting (AGM) 2024: The company successfully conducted its AGM through an electronic platform (E-AGM) in full compliance with applicable laws, good governance principles, and best practices. As a result, the company achieved a perfect score of 100 in the AGM Checklist evaluation by the Thai Investors Association (TIA) for the eighth consecutive year.

2. Corporate Disclosure: The company ensures that all publicly disclosed information aligns with the regulatory requirements, including the Annual Report (56-1 One Report) and the company's website. Consequently, the company was rated as "Excellent" (5 stars) in the 2024 Corporate Governance Report of Thai Listed Companies (CGR) for the seventh consecutive year by the Thai Institute of Directors (IOD), with support from the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).

3. Sustainability Rating: The company received an "AA" rating in the 2024 SET ESG Ratings.

4. CAC Certification Renewal: The company successfully renewed its CAC certification for the second consecutive term (2024-2026) under the Thai Private Sector Collective Action Against Corruption (CAC) initiative. This reaffirms the company's firm commitment to anti-corruption policies, demonstrating concrete and continuous anti-corruption measures and reinforcing its dedication to corporate governance, transparency, and ethical business practices.

5. Cyber Resilience Assessment: The company participated in the 2024 Cyber Resilience Survey for listed companies, organized by

the Stock Exchange of Thailand (SET). This initiative promotes cybersecurity awareness and enhances the company's standards in safeguarding organizational and customer data. The assessment results provide valuable insights for strategic planning, strengthening cybersecurity measures, and mitigating cyber risks that could impact business operations. In 2024, the company achieved a Cyber Resilience Score of 4.22 out of 5.

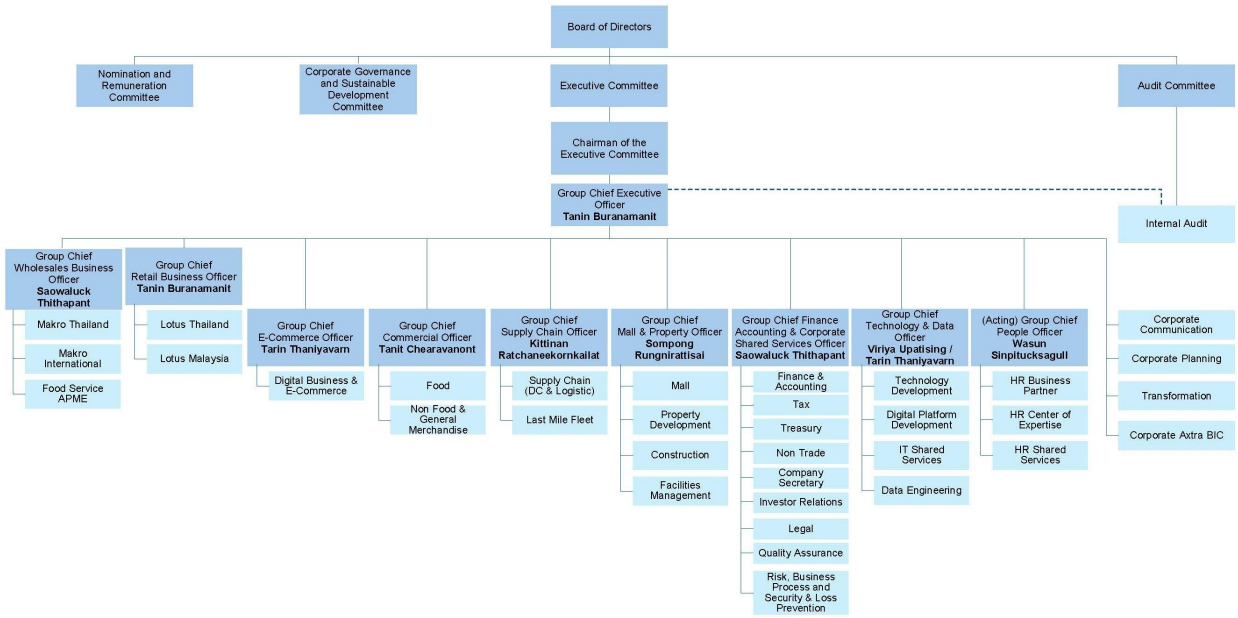
7. Corporate governance structure and significant information related to the board of directors, subcommittees, executives, employees, and others

7.1 Corporate governance structure

Corporate governance structure diagram

Corporate governance structure as of date : 31 December 2024

Corporate governance structure diagram



Management Structure of the Company

7.2 Information on the board of directors

7.2.1 Composition of the board of directors

	Number (persons)	Percent (%)
Total directors	**18**	**100.00**
Male directors	16	88.89
Female directors	2	11.11
Executive directors	3	16.67
Non-executive directors	15	83.33
Independent directors	6	33.33
Non-executive directors who have no position in independent directors	9	50.00

7.2.2 The information on each director and controlling person

List of the board of directors

List of directors	Position	First appointment date of director	Skills and expertise
1. Mr. SUPHACHAI CHEARAVANONT Gender: Male Age : 57 years Highest level of education : Honorary degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : Yes DCP course : No **Shareholding in a company** • Direct shareholding : 10 Shares (0.000000 %) • Shareholding by persons related to directors, executives according to Section 59 (**) : 591,343 Shares (0.005671 %)	Chairman of the board of directors (Non-executive directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	1 Oct 2024	Business Administration, Information & Communication Technology
2. Mr. RALPH ROBERT TYE Gender: Male Age : 66 years Highest level of education : Master's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes	Director (Non-executive directors, Independent director) Authorized directors as per the company's certificate of registration : No Type of director : Existing director	1 Oct 2024	Accounting, Business Administration, Finance

List of directors	Position	First appointment date of director	Skills and expertise
3. Adj. Prof. Rawat Chamchalerm Gender: Male Age : 80 years Highest level of education : Honorary degree Study field of the highest level of education : Law Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : Yes DCP course : No **Shareholding in a company** • Shareholding by persons related to directors, executives according to Section 59 (**) : 22,176 Shares (0.000213 %)	Director (Non-executive directors, Independent director) Authorized directors as per the company's certificate of registration : No Type of director : Existing director	1 Oct 2024	Law
4. Mrs. KANNIKA NGAMSOPEE Gender: Female Age : 68 years Highest level of education : Master's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes **Shareholding in a company** • Direct shareholding : 15,769 Shares (0.000151 %)	Director (Non-executive directors, Independent director) Authorized directors as per the company's certificate of registration : No Type of director : Existing director	1 Oct 2024	Business Administration, Accounting, Law, Finance

List of directors	Position	First appointment date of director	Skills and expertise
5. Mr. JUKR BOON-LONG Gender: Male Age : 67 years Highest level of education : Master's degree Study field of the highest level of education : Economics Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes	Director (Non-executive directors, Independent director) Authorized directors as per the company's certificate of registration : No Type of director : Existing director	1 Oct 2024	Economics, Public Administration, Law
6. Adj. Prof. Prasobsook Boondech Gender: Male Age : 79 years Highest level of education : Barrister Study field of the highest level of education : Law Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : Yes DCP course : No	Director (Non-executive directors, Independent director) Authorized directors as per the company's certificate of registration : No Type of director : Existing director	1 Oct 2024	Law
7. Mr. Auttapol Rerkpiboon Gender: Male Age : 59 years Highest level of education : Master's degree Study field of the highest level of education : Economics Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes	Director (Non-executive directors, Independent director) Authorized directors as per the company's certificate of registration : No Type of director : Existing director	1 Oct 2024	Business Administration, Economics, Engineering

List of directors	Position	First appointment date of director	Skills and expertise
8. Mr. Korsak Chairasmisak Gender: Male Age : 72 years Highest level of education : Honorary degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : Yes DCP course : Yes	Vice-chairman of the board of directors (Non-executive directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	1 Oct 2024	Business Administration, Economics, Accounting, Finance
9. Mr. Narong Chearavanont Gender: Male Age : 59 years Highest level of education : Honorary degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : Yes DCP course : No **Shareholding in a company** • Direct shareholding : 10 Shares (0.000000 %)	Vice-chairman of the board of directors (Non-executive directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	1 Oct 2024	Business Administration, Information & Communication Technology, Public Administration

List of directors	Position	First appointment date of director	Skills and expertise
10. Mr. Tanin Buranamanit Gender: Male Age : 60 years Highest level of education : Bachelor's degree Study field of the highest level of education : Marketing Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes **Shareholding in a company** • Direct shareholding : 24,639 Shares (0.000236 %)	Vice-chairman of the board of directors (Executive Directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	1 Oct 2024	Business Administration, Accounting, Finance
11. Dr. Prasert Jarupanich Gender: Male Age : 76 years Highest level of education : Doctoral degree Study field of the highest level of education : Engineering Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes **Shareholding in a company** • Direct shareholding : 197 Shares (0.000002 %)	Director (Non-executive directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	1 Oct 2024	Business Administration, Engineering

List of directors	Position	First appointment date of director	Skills and expertise
12. Mr. Pittaya Jearavisitkul Gender: Male Age : 69 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : Yes DCP course : Yes **Shareholding in a company** • Direct shareholding : 129,189 Shares (0.001239 %)	Director (Non-executive directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	1 Oct 2024	Business Administration, Economics
13. Mr. Piyawat Titasattavorakul Gender: Male Age : 71 years Highest level of education : Bachelor's degree Study field of the highest level of education : Marketing Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : Yes DCP course : Yes **Shareholding in a company** • Direct shareholding : 5,913 Shares (0.000057 %)	Director (Non-executive directors) Authorized directors as per the company's certificate of registration : No Type of director : Existing director	1 Oct 2024	Business Administration

List of directors	Position	First appointment date of director	Skills and expertise
14. Mr. Adirek Sripratak Gender: Male Age : 78 years Highest level of education : Honorary degree Study field of the highest level of education : Agriculture Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : Yes DCP course : Yes	Director (Non-executive directors) Authorized directors as per the company's certificate of registration : No Type of director : Existing director	1 Oct 2024	Business Administration, Economics, Food & Beverage, Accounting, Finance
15. Mr. Umroong Sanphasitvong Gender: Male Age : 71 years Highest level of education : Master's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes **Shareholding in a company** • Direct shareholding : 50,883 Shares (0.000488 %)	Director (Non-executive directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	1 Oct 2024	Business Administration, Accounting, Finance
16. Mrs. Saowaluck Thithapant Gender: Female Age : 69 years Highest level of education : Master's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : Yes DCP course : Yes	Director (Executive Directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	1 Oct 2024	Business Administration, Accounting, Finance, Law

List of directors	Position	First appointment date of director	Skills and expertise
17. Dr. Teerapon Tanomsakyut Gender: Male Age : 46 years Highest level of education : Doctoral degree Study field of the highest level of education : Technology and Innovation Management Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Doesn't Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes	Director (Non-executive directors) Authorized directors as per the company's certificate of registration : No Type of director : Existing director	1 Oct 2024	Business Administration, Engineering, Information & Communication Technology
18. Mr. Tanit Chearavanont Gender: Male Age : 36 years Highest level of education : Bachelor's degree Study field of the highest level of education : History Thai nationality : Yes Residence in Thailand : Yes Family relationship between directors and executives : Have Legal offenses in the past 5 years (*) : Doesn't Have DAP course : No DCP course : Yes	Director (Executive Directors) Authorized directors as per the company's certificate of registration : Yes Type of director : Existing director	1 Oct 2024	Business Administration, Information & Communication Technology

Additional explanation :
(*) Any offense under the Securities and Exchange Act B.E. 2535 (1992) or the Derivatives Act B.E. 2546 (2003),only in the following cases:
(1) Dishonest act or gross negligence
(2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may affect decision making of shareholders, investors or other parties involved
(3) Unfair acts or exploitation of investors in trading securities or derivatives, or participation in, or support to, such acts.
(**) Shareholdings by persons related to directors or executives as prescribed in Section 59 of the Securities and Exchange Act B.E. 2535 (1992), such as spouses or cohabiting couple (unmarried couples living together openly), minor children, etc.

List of the board of directors by position

List of the board of directors	Position	Executive directors	Non-executive directors	Independent directors	Non-executive directors who have no position in independent directors	Authorized directors as per the company's certificate of registration
1. Mr. SUPHACHAI CHEARAVANONT	Chairman of the board of directors		✔		✔	✔
2. Mr. RALPH ROBERT TYE	Director		✔	✔		

List of the board of directors	Position	Executive directors	Non-executive directors	Independent directors	Non-executive directors who have no position in independent directors	Authorized directors as per the company's certificate of registration
3. Adj. Prof. Rawat Chamchalerm	Director		✔	✔		
4. Mrs. KANNIKA NGAMSOPEE	Director		✔	✔		
5. Mr. JUKR BOON-LONG	Director		✔	✔		
6. Adj. Prof. Prasobsook Boondech	Director		✔	✔		
7. Mr. Auttapol Rerkpiboon	Director		✔	✔		
8. Mr. Korsak Chairasmisak	Vice-chairman of the board of directors		✔		✔	✔
9. Mr. Narong Chearavanont	Vice-chairman of the board of directors		✔		✔	✔
10. Mr. Tanin Buranamanit	Vice-chairman of the board of directors	✔				✔
11. Dr. Prasert Jarupanich	Director		✔		✔	✔
12. Mr. Pittaya Jearavisitkul	Director		✔		✔	✔
13. Mr. Piyawat Titasattavorakul	Director		✔		✔	
14. Mr. Adirek Sripratak	Director		✔		✔	
15. Mr. Umroong Sanphasitvong	Director		✔		✔	✔
16. Mrs. Saowaluck Thithapant	Director	✔				✔
17. Dr. Teerapon Tanomsakyut	Director		✔		✔	
18. Mr. Tanit Chearavanont	Director	✔				✔
Total (persons)		**3**	**15**	**6**	**9**	**9**

Overview of director skills and expertise

Skills and expertise	Number (persons)	Percent (%)
1. Economics	5	27.78
2. Food & Beverage	1	5.56
3. Information & Communication Technology	4	22.22
4. Law	5	27.78
5. Accounting	7	38.89
6. Finance	7	38.89
7. Engineering	3	16.67
8. Public Administration	2	11.11
9. Business Administration	15	83.33

Information about the other directors

The chairman of the board and the highest-ranking executive are from the same person	:	No
The chairman of the board is an independent director	:	No
The chairman of the board and the highest-ranking executive are from the same family	:	No
Chairman is a member of the executive board or taskforce	:	Yes
The company appoints at least one independent director to determine the agenda of the board of directors' meeting	:	No

The measures for balancing the power between the board of directors and the Management

The measures for balancing the power between the board of directors and the Management	:	Yes
Methods of balancing power between the board of directors and Management	:	Others : The Company has clearly separation of duties between the Board of Directors and the management

The Company has separated the duties between the Board of Directors and the Management. The Company has prepared the Charter of the Board of Directors and has clearly determined the roles, duties and responsibilities of the top executives (Management).

7.2.3 Information on the roles and duties of the board of directors

Board charter : Yes

The Board of Directors ("the Board") of CP Axtra Public Company Limited ("the Company") as a representative of shareholders and leader of the organization – has key roles in creating sustainable values for the business and returns on investment for shareholders. The Board therefore established its charter and the Corporate Governance Guideline for the Board as a framework for performing duties and as a tool for checks and balances between the Board and the Executives. It is also to ensure that the business operation is conducted for maximum benefits of shareholders and in line with the Company's vision, mission, policies and strategies.

Moreover, the Board has the authority, roles and responsibilities as specified in the relevant laws, the Company's Articles of Association, and shareholders' resolutions. The Board must undertake its duties with honesty and due care to protect the benefits of the Company.

Roles and Responsibilities of the Board of Directors

The Board of Directors has duties and responsibilities as prescribed by law, the Company's Articles of Association, and shareholders' resolutions, as well as other responsibilities as follows:

1. Determine the Company vision, objectives, policies, goals, direction, and strategies together with business plan and annual budgets to be in line with the objectives and main goals of the Company. The Board shall consider the appropriate allocation of resources and operational governance as well as analyzing the business environment, factors and risks that may affect stakeholders. The Board also supervises the Management to conduct the operations efficiently and effectively according to the business plans and annual budgets to increase the economic value for the business. Such items shall be reviewed at least once a year.

2. Determine and adhere to Corporate Governance Policy, Code of Conduct, Anti-Corruption Policy as well as various practices as principles and guidelines for directors, executives, and all employees to follow in conjunction with the Company rules and regulations. policies review and compliance assessment shall be conducted annually.

3. Fully perform duties with knowledge and ability and be responsible for their own decision with independent discretion based on integrity, prudence, and persistence by considering the best interests of the Company and the fairness to every group of shareholders.

4. Establish Risk Management Policy and consider key risk factors as well as monitor guidelines for enterprise risk management.

5. Approve quarterly and annual operating results and performance of the Company.

6. Establish a reliable accounting system, financial reporting, auditing, risk management, internal control, and internal audit as well as regularly monitor, assess and review risk management system, the internal control system and internal audit system to ensure efficiency and effectiveness.

7. Determine Policy on Supervisory of Subsidiaries and Associate Companies, including the appointment of personnel to hold positions as directors or executives in subsidiaries and associate companies, as well as appropriate supervision for internal control systems. Policy compliance shall be monitored regularly.

8. Oversee the promotion of innovation and the application of innovation and technology to enhance the competitiveness of the Company based on social and environmental responsibility.

9. Supervise the Management to monitor and assess the financial status of the Company, and regularly report to the Board.

10. Oversee that the information security system is in place which includes determining the policies and guidelines on the confidentiality, the integrity, and the availability of information as well as managing the market sensitive information, and ensuring that directors, executives, employees, and relevant external parties conform to the Information Security System.

11. Supervise the Management to manage the use of resources such as finance, assets, wisdom, and personnel in an efficient and effective manner by considering the changes in internal and external factors.

12. Oversees the information disclosure including financial statements, Annual Registration Statements (Form 56-1 One Report) / annual reports that adequately reflect the financial status and operating results as well as supports the Company in preparing the Management Discussion and Analysis in conjunction with the disclosure of the financial statements every quarter.

13. Appoint and determine the authority and duties of sub-committees and Group Chief Executive Officer as well as determine the approval authority of management for effective business operations and shareholders' interests.

14. Appoint a Company Secretary to assist in the management of board activities and ensure that undertakings of the Board and the Company comply with relevant laws and regulations.

15. Encourage the development of directors on a regular basis; for instance, attend training sessions, seminars, and developmental programs abroad, including organizing an orientation for new directors.

16. Oversees succession plans of the Group Chief Executive Officer and the top executives and report the result to the Board for acknowledgement at least once a year.

17. Conduct annual performance assessment and determine the remuneration of Group Chief Executive Officer.

18. Report on their interests or interests of related persons, which are related to the management of the Company or subsidiary companies, to the Company which can be verifiable, for transparency in business operations.

19. Perform other duties related to Company business as assigned by the shareholders.

In addition, the Company has determined the roles and responsibilities of the Chairman of the Board as follows:

1. Oversee, monitor, and ensure that the Board as a whole and various sub-committees perform their duty effectively and efficiently to achieve the Company's objectives and goals.

2. Determine the agenda of the Board meeting jointly with Group Chief Executive Officer and Company Secretary to ensure that important matters are included and oversee to ensure that directors receive correct, complete, clear and timely information, to provide the directors with adequate time to study, review, and make proper decisions on various matters in the Board meeting.

3. Provide leadership to the Board by presiding over and managing the meeting effectively as well as allocating sufficient time for the Management to present information, encouraging and allowing directors to ask questions and express their opinion independently, controlling the issues under discussion, and summarizing the meeting's resolutions.

4. Communicate important information to the Board for acknowledgment.

5. Encourage the Board members to attend the shareholders meeting and presides over the meeting to ensure of meeting efficiency and response to shareholders' queries.

6. Encourage and be a role model for the Board members in performing their duties under the scope of authority, duties and responsibilities of the Board in accordance with the law, the Board's charter, good corporate governance principles, code of conduct, and ensure that all directors contribute to the Company's ethical culture and good corporate governance.

7. Promote cordial relations between executive directors, non-executive directors, and independent directors, as well as between the Board and the management.

Reference link for the board charter : https://www.cpaxtra.com/storage/document/charters/charter-of-board-of-directors-en.pdf

Page number of the reference link : 1-10

7.3 Information on subcommittees

7.3.1 Information on roles of subcommittees

Roles of subcommittees

Audit Committee

Role

• Audit of financial statements and internal controls

Scope of authorities, role, and duties

1) To review the Company's financial report in order to ensure that it is accurate and adequate.

2) To review the Company's internal control system including risk management and internal audit system ensuring that they are suitable and effective, to determine the degree of independence of the internal audit group, as well as to approve the appointment, transfer and dismissal of the head of an internal audit group or any other group responsible for internal audit functions within the Company.

3) To review the Company's compliance with the laws on Securities and Exchange, the SET's regulations, and any other laws relating to the Company's business.

4) To consider and select, as well as propose the appointment of qualified external auditor(s) together with the associated audit fee; whereby the consideration process should evaluate the level of independence, creditability, availability of people and technology resources together with the experience and quality of the assigned auditors to audit the Company's books of account and financial reports.

5) To meet separately with the external auditors without the presence of management at least once a year.

If the external auditors discover any suspicious circumstance that the director, manager, or any person responsible for the Company's operation commits an offence under Section 89/25 of the Securities and Exchange Act B.E.2535, the Audit Committee shall

report the initial suspicious circumstance to the SEC Office immediately after informed by the external auditors; and report the progress report to the SEC Office and the external auditors during the investigation period.

6) To review any connected transactions or transactions that may lead to a conflict-of-interest situation, in order to ensure that they are in full compliance with the laws and regulations of the SET as well as that such transactions are reasonable and undertaken for the fullest benefit of the Company.

7) To review the Company's compliance with private sector's anti-corruption and certification programs, including the Collective Action Coalition against Corruption's Self-Evaluation Tool.

8) Review the whistle-blowing report prepared by Internal Audit Department on a quarterly basis and oversee the Company's whistle-blowing process for receiving whistle-blowing information and taking appropriate action.

9) To review the consistency of the financial reports with other information on financial position and operating results that the Company had disclosed to investors or related parties.

10) To review that the Company has established internal controls to monitor that the proceeds from the raising of funds had been appropriately used according to the disclosed objectives.

11) To prepare the Audit Committee's Report to be included in the Company's Annual Report, which must be signed by the Audit Committee Chairman and consists of at least the following information:

A. An opinion on the accuracy, completeness, and reliability of the Company's financial report.

B. An opinion on the adequacy of the Company's risk management and internal controls system.

C. An opinion on the compliance with the laws on Securities and Exchange, the SET's regulations or any other laws relating to the Company's business.

D. An opinion on the suitability of an auditor.

E. Comments on matteres that may have conflicts of interest

F. Number of Audit Committee meetings and attendance of each Audit Committee member

G. Any opinions or comments that are received by the Audit Committee in performing its duties in accordance with its Charter.

H. Other transactions which, in the opinion of the Audit Committee, should be made known to the Shareholders and general investors, subject to the scope of duties and responsibilities as assigned by the Company's Board of Directors.

12) To perform any other activities as assigned by the Company's Board of Directors and concurred to by the Audit Committee.

Reference link for the charter
https://www.cpaxtra.com/storage/document/charters/charter-of-audit-committee-en.pdf

Nomination and Remuneration Committee

Role

- Director and executive nomination
- Remuneration

Scope of authorities, role, and duties

1. Roles and Responsibilities ofNomination

1.1 Consider the structure, size, and composition of the Board and sub-committees to ensure appropriateness and consistency with the Company's business strategies.

1.2 Consider the criteria and procedures for directors' nomination and determine the qualifications of those who will hold the position of director by using Board Skill Matrix for consideration.

1.3 Consider the nomination and selection of qualified nominees to become directors according to the established criteria and procedures by considering the names and background of the nominees from the existing Committee, open opportunities for shareholders to nominate persons for director positions, consider using external consultants, or consider individuals from the pool of IOD Chartered Directors. The NRC shall take into consideration of the diversity in knowledge, expertise, skills, gender, age, ethnicity, religion, place of origin, experience that is beneficial to the Company's business operations and specific abilities that are required in the Board as well as the dedication of time and propose to the Board and the shareholders' meeting for consideration and approval.

1.4 Encourage the Company to provide opportunities for minority shareholders to nominate director candidates.

1.5 Consider the selection criteria and qualifications for Group Chief Executive Officer.

1.6 Search and select qualified candidates who are suitable for the appointment of Group Chief Executive Officer to propose to the Board for consideration and approval.

1.7 Regularly review the succession plan of the Board, Group Chief Executive Officer, and Executives.

2 Remuneration

2.1 Consider the criteria, structure, forms and composition of the remuneration of the Board, sub-committees, and Group Chief Executive Officer by taking into consideration of duties, responsibilities, the individual's performance, business expansion, the Company's financial status and operating results to correspond with the company's long-term strategy and goals, as well as benchmarking with those of other listed companies within the same or similar industry and size of business.

2.2 Consider the determination of the remuneration of the Board and sub-committees, both in monetary and non-monetary forms
to propose to the Board and the Shareholders' Meeting for approval.

2.3 Assess the performance and review the reasonable remuneration for Group Chief Executive Officer by using assessment goals and criteria that is linked to short – and long – term strategies and plans and propose to the Board for approval, unless the Board assigns any particular director to be the evaluator.

2.4 Establish training plans and knowledge development on performing duties in terms of both business operations and corporate governance, for the Board and senior executives in order to continuously increase the Board and executives' potential by considering the Board Skill Matrix to evaluate which skills, knowledge, and essential expertise are required to fulfill the present director's responsibilities in order to select appropriate training courses for the director and senior executives' continuous development.

2.5 Review the performance assessment form of the Board and sub-committees to conform with Corporate Governance Code for listed companies as well as monitor and summarize the results of the assessment of the Board and sub-committee as a whole and the individual self-assessment to the Board for acknowledgment.

2.6 Regularly review the Charter of the NRC to be in line with the international practice and guidelines or suggestions of relevant institutions or external agencies.

2.7 In performing its duties, the NRC 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.

2.8 The NRC may invite management or related persons to attend meetings or provide pertinent information on the matters under discussion if necessary.

2.9 Report the meeting outcome or the key issues to the Board for acknowledgement at least once (1) a year.

2.10 Appoints the secretary of the NRC.

2.11 The Chairman of NRC shall attend the annual shareholders meeting and has the duty to report to the shareholders for acknowledgement of their performance in Annual Registration Statements / annual reports (Form 56-1 One Report) with at least cover the following details:

- Number of meetings
- Number of the meetings that each member of the CGSD Committee attends
- Performance of the NRC as defined by the Charter.

2.12 Perform other duties as assigned by the Board with the approval of the NRC.

Reference link for the charter
https://www.cpaxtra.com/storage/document/charters/charter-of-nomination-and-remuneration-committee-en.pdf

Corporate Governance and Sustainable Development Committee

Role

- Corporate governance
- Sustainability development

Scope of authorities, role, and duties

1. Determine the Corporate Governance Policy, Code of Conduct, Anti-Corruption Policy, Sustainability Policies, and Guidelines for developing corporate governance practices to be consistent with the requirements of laws, regulations, and rules of government agencies and regulatory organizations, as well as to continuously conform with international standards as operational frameworks for the Company and its subsidiaries, and present to the Board for consideration and approval.

2. Set the policy, framework, and strategies to promote sustainable development of the Group Company and set sustainable development goals to ensure that operations and results are in line with relevant international standards.

3. Encourage the Company to do evaluation standards of corporate governance and sustainable development within the Compan y
and regularly arrange assessments by external organizations which are renowned and widely accepted.

4. Supervise, monitor, and review the Company's operation to comply with the established Corporate Governance Policy and Guidelines, the sustainable development plan as well as good corporate governance principles defined by relevant institutions and external agencies.

5. Appoint and determine the roles, duties and responsibilities of working groups to assist in carrying out a task on corporate governance, anti-corruption, and sustainable development as necessary, as well as have the authority to direct and monitor the work of the said working groups to ensure that the Company has an effective corporate governance structure in line with the changing business environment, technology and risks.

6. Advise and give recommendations to the working groups on corporate governance, anti-corruption, and sustainable development.

7. Review the Charter of the CGSD Committee, Corporate Governance Policy, Code of Conduct, Anti-Corruption Policy, and Sustainability Policies and Guidelines to be suitable for the business conditions on an ongoing basis every year and to ensure the conformance with international practices and guidelines or recommendations of relevant external institutions or agencies, and present to the Board for consideration and approval.

8. Promote communication and dissemination of the work culture under good corporate governance, sustainability management, and anti-corruption at directors, executives, and employees levels.

9. In performing its duties, the CGSD Committee 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.

10. The CGSD Committee may invite management or related persons to attend meetings or provide pertinent information on the matters under discussion if necessary.

11. Report the meeting outcome or the key issues relating to corporate governance, anti-corruption, and sustainability management to the Board for acknowledgement at least two (2) times a year.

12. Appoints the secretary of the CGSD committee.

13. The Chairman of CGSD Committee shall attend the annual shareholders meeting and has the duty to report to the shareholders for acknowledgement of their performance in Annual Registration Statements / annual reports (Form 56-1 One Report)

with at least cover the following details:

13.1. Number of meetings

13.2. Number of the meetings that each member of the CGSD Committee attends

13.3. Performance of the CGSD Committee as defined by the Charter.

14. Perform other duties as assigned by the Board with the approval of the CGSD Committee.

Reference link for the charter

https://www.cpaxtra.com/storage/document/charters/charter-of-the-corporate-governance-and-sustainability-development-committee-en.
pdf

Executive Committee

Role

- Others
  - Supervise the operations of the management

Scope of authorities, role, and duties

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.

2. Oversee and monitor the Company's operation and performance and its subsidiaries in accordance with budget and goals set.

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. 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.

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.

6. Review the following matters prior to propose to the Board for approval

6.1 The Company's strategies, financial targets, annual budget, and business and operational plan.

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 200 million.

6.3 Review any other matters related to the Company's operations or overseeing the operations of the Company or its subsidiaries.

7 Appoints the secretary of the ExCom.

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.

9 Perform other duties as assigned by the Board.

Reference link for the charter

https://www.cpaxtra.com/storage/document/charters/charter-of-executive-committee-en.pdf

7.3.2 Information on each subcommittee

List of audit committee [8]

List of directors	Position	Appointment date of audit committee member	Skills and expertise
1. Mr. RALPH ROBERT TYE(*) Gender: Male Age : 66 years Highest level of education : Master's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : Yes	Chairman of the audit committee (Non-executive directors, Independent director) Director type : Existing director	1 Oct 2024	Accounting, Business Administration, Finance
2. Mrs. KANNIKA NGAMSOPEE(*) Gender: Female Age : 68 years Highest level of education : Master's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : Yes	Member of the audit committee (Non-executive directors, Independent director) Director type : Existing director	1 Oct 2024	Business Administration, Accounting, Law, Finance
3. Mr. JUKR BOON-LONG Gender: Male Age : 67 years Highest level of education : Master's degree Study field of the highest level of education : Economics Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : No	Member of the audit committee (Non-executive directors, Independent director) Director type : Existing director	1 Oct 2024	Economics, Public Administration, Law

Additional explanation :

(*) Directors with expertise in accounting information review

Remark : (8) *Remarkable Positions in Non-Listed Company of Mr. Ralph Robert Tye*

1981 - Jun 2018 Senior Audit Partner, EY Office Limited

2000 - Jun 2018 Director, EY Corporate Services Limited

2000 - 2017 Assurance Market Leader and Japanese Business Service Leader , EY Office Limited

2000 - 2006 Thailand Independence Leader, EY Office Limited

Remarkable Positions in Non-Listed Company of Mrs. Kannika Ngamsopee

Sep 2015 – Present Independent Director/Chairman of Risk Management Committee/Member of the Audit Committee, Global Green Chemical Public Company Limited

Jul 2018 – Present Independent Director/Chairman of Audit Committee/Member of Risk Management Committee, Thonburi Healthcare Group Public Company Limited

2018 – Present Independent Director/Chairman of the Audit Committee/Chairman of the Nomination/Remuneration and Corporate Governance Committee/Member of Risk Management Committee, Scan Inter Public Company Limited

Dec 2021- Present Independent Director/Member of the Audit Committee, Bangkok Aviation Fuel Services Public Company Limited

List of executive committee members

List of directors	Position	Appointment date of executive committee member
1. Mr. SUPHACHAI CHEARAVANONT Gender: Male Age : 57 years Highest level of education : Honorary degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes	The chairman of the executive committee	1 Oct 2024
2. Mr. Narong Chearavanont Gender: Male Age : 59 years Highest level of education : Honorary degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes	Vice-chairman of the executive committee	1 Oct 2024
3. Mr. Tanin Buranamanit Gender: Male Age : 60 years Highest level of education : Bachelor's degree Study field of the highest level of education : Marketing Thai nationality : Yes Residence in Thailand : Yes	Vice-chairman of the executive committee	1 Oct 2024
4. Mr. Umroong Sanphasitvong Gender: Male Age : 71 years Highest level of education : Master's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes	Member of the executive committee	1 Oct 2024
5. Mr. Pittaya Jearavisitkul Gender: Male Age : 69 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes	Member of the executive committee	1 Oct 2024

List of directors	Position	Appointment date of executive committee member
6. Mr. Piyawat Titasattavorakul Gender: Male Age : 71 years Highest level of education : Bachelor's degree Study field of the highest level of education : Marketing Thai nationality : Yes Residence in Thailand : Yes	Member of the executive committee	1 Oct 2024
7. Mr. Sompong Rungnirattisai Gender: Male Age : 59 years Highest level of education : Bachelor's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residence in Thailand : Yes	Member of the executive committee	1 Oct 2024
8. Mr. Tarin Thaniyavarn Gender: Male Age : 40 years Highest level of education : Master's degree Study field of the highest level of education : Finance Thai nationality : Yes Residence in Thailand : Yes	Member of the executive committee	1 Oct 2024
9. Mr. Tanit Chearavanont Gender: Male Age : 36 years Highest level of education : Bachelor's degree Study field of the highest level of education : History Thai nationality : Yes Residence in Thailand : Yes	Member of the executive committee	1 Oct 2024

Other Subcommittees

Subcommittee name	Name list	Position
Nomination and Remuneration Committee	Adj. Prof. Prasobsook Boondech	The chairman of the subcommittee (Independent director)
	Mr. Korsak Chairasmisak	Member of the subcommittee
	Mr. JUKR BOON-LONG	Member of the subcommittee (Independent director)

Subcommittee name	Name list	Position
Corporate Governance and Sustainable Development Committee	Adj. Prof. Rawat Chamchalerm	The chairman of the subcommittee (Independent director)
	Mr. JUKR BOON-LONG	Member of the subcommittee (Independent director)
	Mr. Umroong Sanphasitvong	Member of the subcommittee

7.4 Information on the executives

7.4.1 List and positions of the executive

Duties and Responsibilities of the Group Chief Executive Officer

The Group Chief Executive Officer is assigned by the Board of Directors to perform duties related to the administration and management of the Company's normal business operations in accordance with the goals, strategic plans and budgets approved by the Board of Directors, with the scope of authority under the laws, objectives and regulations of the Company, as well as resolutions of the shareholders' meeting, resolutions of the Board of Directors' meeting and resolutions of the Executive Committee's meeting.

In addition, the Group Chief Executive Officer, who is a director of the Company, may not hold a directorship in more than 5 listed companies on the Stock Exchange of Thailand.

List of the highest-ranking executive and the next four executives

List of executives	Position	First appointment date	Skills and expertise
1. Mr. Tanin Buranamanit Gender: Male Age : 60 years Highest level of education : Bachelor's degree Study field of the highest level of education : Marketing Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Group Chief Executive Officer and Group Chief Retail Business Officer (The highest-ranking executive)	1 Oct 2024	Business Administration, Accounting, Finance
2. Mrs. Saowaluck Thithapant(*) Gender: Female Age : 69 years Highest level of education : Master's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : Yes Accounting supervisor : No	Group Chief Wholesales Business Officer and Group Chief Finance Accounting & Corporate Shared Services Officer	1 Oct 2024	Business Administration, Accounting, Finance, Law
3. Mr. Tanit Chearavanont Gender: Male Age : 36 years Highest level of education : Bachelor's degree Study field of the highest level of education : History Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Group Chief Commercial Officer	1 Oct 2024	Business Administration, Information & Communication Technology

List of executives	Position	First appointment date	Skills and expertise
4. Mr. Kittinan Ratchaneekornkrailas Gender: Male Age : 53 years Highest level of education : Master's degree Study field of the highest level of education : Engineering Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Group Chief Supply Chain Officer	1 Oct 2024	Business Administration, Engineering
5. Mr. Sompong Rungnirattisai Gender: Male Age : 59 years Highest level of education : Bachelor's degree Study field of the highest level of education : Accounting Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Group Chief Mall & Property Officer	1 Oct 2024	Business Administration, Accounting, Finance
6. Mr. Tarin Thaniyavarn Gender: Male Age : 40 years Highest level of education : Master's degree Study field of the highest level of education : Finance Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Group Chief E-Commerce Officer and Group Chief Technology & Data Officer	1 Oct 2024	Business Administration, Finance

List of executives	Position	First appointment date	Skills and expertise
7. Dr. Viriya Upatising Gender: Male Age : 61 years Highest level of education : Doctoral degree Study field of the highest level of education : Engineering Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Group Chief Technology & Data Officer	1 Oct 2024	Business Administration, Engineering
8. Mr. Wasun Sinpitucksagull Gender: Male Age : 57 years Highest level of education : Bachelor's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Group Chief People Officer (Acting)	1 Oct 2024	Business Administration

Additional Explanation :
(*) Highest responsibility in corporate accounting and finance
(**) Accounting supervisor
(***) Appointed after the fiscal year end of the reporting year

7.4.2 Remuneration policy for executive directors and executives

Remuneration Policy and Method

The Company does not pay remuneration to the members of the Executive Committee.

Remuneration for the highest-ranking executive (Group Executive Officer) will be in accordance with the principles and policies that have been set, which will be considered based on the duties, responsibilities, annual performance evaluation results and the Company's performance in both the short and long term.

Remuneration for the next level of executives will be considered based on the duties, responsibilities, and performance results of each executive, together with consideration of the Company's performance results.

Does the board of directors or the remuneration committee have an opinion on the remuneration policy for executive directors and executives : Yes

The Board of Directors has assigned the Nomination and Remuneration Committee to consider and determine the criteria for paying remuneration. The Company has no policy to pay remuneration to the Executive Committee. For the highest executive position of the Company, which is the Group Chief Executive Officer, will be considered based on duties and responsibilities, the results of the annual performance evaluation, and the Company’s performance. For the next executives position, it will be considered based on duties and responsibilities, the results of the performance evaluation of each executive, together with the Company’s performance.

7.4.3 Remuneration of executive directors and executives

Monetary remuneration of executive directors and executives

In 2024, the Company paid the remuneration to our 8 executives in the amount of Baht 206,958,603, divided into:
1) January - September 2024 is the period before the amalgamation
2) October - December 2024 is the period after the amalgamation, where CP Axtra Public Company Limited has registered a legal entity after the amalgamation on 1 October 2024.

	2022	2023	2024
Total remuneration of executive directors and executives (baht)	0.00	0.00	206,958,603.00
Total remuneration of executives (baht)	N/A	N/A	206,958,603.00

Other remunerations of executive directors and executives

	2022	2023	2024
Company's contribution to provident fund for executive directors and executives (Baht)	N/A	N/A	3,601,608.00

Outstanding remuneration or benefits of executive directors and executives

Outstanding remuneration or benefits of executive directors and executives in the past year : 0.00

Estimated remuneration of executive directors and executives in the current year : 0.00

7.5 Information on employees

Information on the company's employees

Employees

	2022	2023	2024
Total employees (persons)[5]	71,591	64,645	73,268
Male employees (persons)	29,617	26,442	31,504
Female employees (persons)	41,974	38,203	41,764

Remark : [5] The increase in the number of employees in 2024 is due to the inclusion of Lotus's Malaysia's employee data for the first time.

Significant changes in the number of employees

Significant changes in number of employees over the past 3 Years : No

Information on employee remuneration

Employee remuneration

	2022	2023	2024
Total employee remuneration (baht)	2,550,072,481.00	2,666,446,774.00	2,549,550,220.00
Total male employee remuneration (Baht)	1,249,535,515.69	1,306,558,919.26	1,313,018,364.00
Total female employee remuneration (Baht)	1,300,536,965.31	1,359,887,854.74	1,236,531,856.00

Provident fund management policy

Provident fund management policy : Have

Policy of the Provident Fund Management

Since each provident fund member has different expectations for the rate of return and acceptable risk levels, the Company offers provident fund members the opportunity to choose an investment policy that is appropriate for them (employee's choice). The Company offers at least 3 investment plans, which are low to medium risk plans that members can adjust the investment policy according to each person's suitability, which may be considered based on age range, acceptable risk characteristics, etc.

Selecting a Provident Fund Manager

Selecting a provident fund manager is an important matter. Therefore, the Company selects a provident fund manager by selecting a company having an appropriate system to support the operation appropriately, safely, and beneficial to members.

Provident fund for employees (PVD)

CP Axtra Public Company Limited was registered the legal entity after amalagamtion on 1 October 2024.

	2022	2023	2024
Number of employees joining in PVD (persons)	0	0	54,250

	2022	2023	2024
Proportion of employees who are PVD members (%)	0.00	0.00	73.34
Total amount of provident fund contributed by the company (baht)	N/A	N/A	573,482,048.00

7.6 Other significant information

7.6.1 Assigned person

List of persons assigned for accounting oversight

Ms. Thanyamas Vorachart is assigned to be directly responsible for supervising Company Accounting per established financial reporting standards and Company regulations. In this regard, relevant information and details of those directly responsible for the supervision of the bookkeeping of the Company is included in Attachment 1

General information	Email	Telephone number
1. Ms. Thanyamas Vorachart	tvoracha@cpaxtra.co.th	0-2067-8999

List of the company secretary

In compliance with the Securities and Exchange Act B.E. 2535 (As Amended), Section 89/15, the Board of Directors' Meeting No. 1/2024 on 1 October 2024 has resolved to appoint Ms. Thamonwan Woraphongjirakarn as the Company Secretary, effective from 1 October 2024 onwards, with the following duties and responsibilities:

1. Prepare and maintain the following documents:
   a) Register of Directors
   b) Notice of Board of Directors Meetings, Minutes of the Board of Directors Meetings, and the Company's Annual Report
   c) Notice of the Shareholders' Meetings and meeting minutes.
2. Document and store the Conflict of Interest Report reported by directors and executives.
3. Perform other tasks as required by the Capital Market Supervisory Board.
4. Submit a copy of the Conflict of Interest Report (of directors, executives, or related persons, or all) to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven days from the date the Company received such reports.
5. Perform the above duties with responsibility, caution, and honesty, according to Company objectives and regulations, articles of association as well as meeting resolutions of the Board of Directors and shareholders' meetings.

In this regard, relevant information and details of the Company Secretary are appeared in Attachment 1

General information	Email	Telephone number
1. Ms. Thamonwan Woraphongjirakarn	comsec@cpaxtra.co.th	0-2067-8999

List of the head of internal audit or outsourced internal auditor

Ms. Busakorn Rakkanka, Head of Internal Audit Department, is the Secretary of the Audit Committee as appointed by the Audit Committee Meeting No. 1/2024 held on 1 October 2024.

Ms. Busakorn Rakkanka is an experienced person in internal auditing and has the appropriate qualifications to perform the duties. She understands the Company's operations and has received regular training in internal auditing. Therefore, she is suitable to perform the duties. However, the consideration and approval for appointment, removal or transfer of the head of internal audit must be approved by the Audit Committee, which the internal audit unit reports the audit results directly to the Audit Committee.

In this regard, relevant information and details of the Head of Internal Audit Department are appeared in Attachment 3

General information	Email	Telephone number
1. Ms. Busakorn Rakkanka	brakkank@cpaxtra.co.th	0-2067-8999

List of the head of the compliance unit

Mrs. Saowaluck Thithapant, Group Chief Wholesales Business Officer and Group Chief Finance Accounting & Corporate Shared Services Officer
has been assigned to act as the Head of the Compliance, responsible for overseeing the Company's compliance with the rules and regulations of the government agencies that supervise the Company's business operations to comply with the laws, regulations, rules, policies, and in line with the organization's vision and mission.

General information	Email	Telephone number
1. Mrs. Saowaluck Thithapant	saowaluck@cpaxtra.co.th	0-2067-8999

7.6.2 Head of investor relations

Does the Company have an appointed head of investor relations : Yes

List of the head of investor relations

The Company has established an Investor Relations Department to act as a representative in communicating and disseminating the Company's information to stakeholders such as shareholders, analysts, general investors, and related parties. The Company provides the following channels to facilitate contact:

Address CP Axtra Public Company Limited
Investor Relations Department
1468 Phatthanakan Road, Phatthanakan Subdistrict, Suan Luang District, Bangkok 10250
E-mail ir@cpaxtra.co.th
Tel. 0 2067 8285 (direct line)
Fax. 0 2067 9044

Ms. Pattarawan Sookplang, Director of Investor Relations Dept., is the Head of Investor Relations of the Company. She is responsible for communicating and disseminating accurate and complete information of the Company to analysts, investors and shareholders regularly and in the form of performance summary meetings, meetings with investors, conference calls, participation in conferences organized by various institutions, including participation in activities to meet investors with the Stock Exchange of Thailand, press conferences and newsletters presenting the financial status of the Company and its subsidiaries. Investors can make appointments to meet with the Company's executives or investor relations and inquire about the progress of the business operations at any time.

Activities in 2024

Meetings with international investors - 72 funds
Meetings with domestic investors - 488 funds
Results Briefing or analyst meeting - 4 times
Annual General Meeting of Shareholders - 1 time
Company Vist / Conference Call - 57 times
E-mail / Phone Calls - 5 - 6 times/day
Site visits and other activities organized by the SET or others - 17 times
Opportunity Day - SET - 4 times

General information	Email	Telephone number
1. Ms. Pattarawan Sookplang	ir@cpaxtra.co.th	0-2067-8285

7.6.3 Company's auditor

Details of the company's auditor [9]

Audit firms	Audit fee (Baht)	Other service fees	Names and general information of auditors
KPMG PHOOMCHAI AUDIT COMPANY LIMITED YAN NAWA SATHON Bangkok 10120 Telephone 0 2677 2000	22,300,000.00	Types of non-audit service: To provide advices and review on pro forma consolidated financial statements, transfer pricing and inventory disposal. Details of non-audit service: - Expense for reviewed the pro forma consolidated financial statements for the purpose of the amalgamation - Expense for consulting, studying and preparing benchmarking information on transfer pricing - Expense for observation the inventory destruction Amount paid during the fiscal year: 1,834,728.00 baht Amount to be paid in the future: 2,217,000.00 baht Total non-audit fee: 4,051,728.00 baht	1. Mr. CHAROEN PHOSAMRITLERT Email: charoen@kpmg.co.th Telephone: 02 677 2000 License number: 4068 2. Mrs. MUNCHUPA SINGSUKSAWAT Email: munchupa@kpmg.co.th Telephone: 02 677 2000 License number: 6112 3. Mrs. PIYATIDA TANGDENCHAI Email: piyatida@kpmg.co.th Telephone: 02 677 2177 License number: 11766

Remark : [9] Remarks

1) The 2024 Annual General Meeting of Shareholders of CP Axtra Public Company Limited (CPAXT), before the amalgamation on 29 March 2024, resolved to approve the audit fee for the 2024 in the amount of Baht 9,600,000. The Company paid the audit fee for the period of 1 January - 30 September 2024, which was actually used in the amount of Baht 8,000,000.

2) The 2024 Annual General Meeting of Shareholders of Ek-Chai Distribution System Company Limited (Ek-Chai), before the amalgamation on 23 February 2024, resolved to approve the audit fee for 2024 in the amount of Baht 11,600,000. Ek-Chai paid the audit fee for the period of 1 January - 30 September 2024, which was actually used in the amount of Baht 9,600,000.

3) CP Axtra Public Company Limited and Ek-Chai Distribution System Company Limited have amalgamated, effective from 1 October 2024, consequently, both juristic persons to cease to be juristic persons and become a new public company limited.

In this regard, the joint shareholders' meeting between the shareholders of CP Axtra Public Company Limited and the shareholders of Ek-Chai Distribution System Company Limited on 23 September 2024 has approved the audit fee of CP Axtra Public Company Limited (the new company) (for the accounting period from 1 October 2024 to 31 December 2024) in the amount of Baht 4,700,000.

7.6.4 Assigned personnel in case of a foreign company

Does the company have any individual assigned to be representatives in Thailand	:	No

8. Report on key operating results on corporate governance

8.1 Summary of duty performance of the board of directors over the past year

Summary of duty performance of the board of directors over the past year

8.1 Performance Summary of the Board of Directors

The Board of Directors performed its duties in the framework of the Board of Directors Charter, good Corporate Governance Principles, and Fiduciary duties in the best interest of the Company and its shareholders, i.e., cautiously, and honestly based on trust. In 2024, the Company held a total of 8 meetings, with details as follows: Period 1: Between January 1, 2024, and September 30, 2024, the Company (before amalgamation) held a total of 5 meetings, covering various matters beneficial to the development of the organization, as follows:

• Approve the annual budget and strategic plan.
• Approve investment projects for business expansion to optimize competitiveness.
• Approve various policies in compliance with the Corporate Governance and Code of Conduct Manual as well as policy compliance assessment through various management reports. Supervise and ensure management compliance under corporate policies, strategies, and business plan.
• Approve business restructuring within the Group. Assess and follow up on the Company performance, as well as render advice for operational optimization.
• Follow up on and review the sufficiency and appropriateness of the Company risk management system and internal control system through the quarterly report of the Audit Committee Reports.

Period 2: Between October 1, 2024, and December 31, 2024, the Company (after amalgamation) held a total of 3 meetings, covering key issues beneficial to the development of the organization, as follows:
• Approve the appointment of the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, Chairman of the Executive Committee, Chief of the Finance, Accounting and Central Administration Group Executive Committee (Chief Financial Officer, Chief Accountant), and Company Secretary.
• Approve the appointment of sub-committees and their charters, consisting of: 1) the Audit Committee, 2) the Corporate Governance and Sustainable Development Committee, 3) the Nomination and Remuneration Committee, and 4) the Executive Committee.
• Approve the determination of the Company's organizational structure.
• Approve the delegation of authority for the management and operations of the company (Delegation of Authority: DOA).
• Approve in principle a commercial agreement with general commercial terms and conditions for transactions between the Company and its subsidiaries and directors, executives, or related persons.
• Approve the determination of various policies, such as corporate governance policies, policies related to sustainable development, business ethics, anti-corruption policies, whistleblowing policies, dividend payment policies, investment policies, supervision of the operations of subsidiaries and associates, and corporate risk management policies.
• Approve the Company's vision and mission, as well as strategic plans and budget plans.
• Approve the listing of the Company's securities on the Stock Exchange of Thailand and the appointment of Thailand Securities Depository Co., Ltd. as the Company's securities registrar, as the amalgamation with Ek-Chai Distribution System Co., Ltd. and established a new juristic person on October 1, 2024.
• Approve investment projects for business expansion to optimize competitiveness.

8.1.1 Selection, development and evaluation of duty performance of the board of directors

Information about the selection of the board of directors

Selection of independent directors

Criteria for selecting independent directors

When a board/ independent director position becomes vacant, the NRC screens for potential candidates to consider and nominate for the position. Selected candidates are presented to the Board of Directors or the shareholders' meeting, or both, for

consideration and approval for appointment to the vacancy. In addition to the Director Pool as source of recruitment, minority shareholders are encouraged by the NRC to nominate candidates for the board/independent position, provided the provisions of the Articles of Association as well as legal provisions are observed. To facilitate and protect the rights of the minority shareholders in the process, the nominated candidates are voted individually at the general meeting of shareholders for the agenda of director election.

Qualifications of Directors/Independent Directors

1) Must have qualifications and does not have prohibited characteristics according to the Public Limited Company Act, the Securities and Exchange Act, and other related laws.
2) Must have knowledge, expertise, and experience that will be beneficial to business operations.
3) Must have leadership and is able to supervise the company's operations efficiently and effectively.
4) Must have a directorship in no more than 5 companies listed on the Stock Exchange of Thailand (including holding a directorship in the Company). However, holding a directorship in other companies must not be an obstacle to the performance of duties as a director of the Company.
5) Must be honest, ethical in business, and able to devote full time to performing duties for the company.

Additional Qualifications for Independent Directors

In addition to the qualifications of directors, independent directors must have all qualifications as specified by the Company and in accordance with the criteria specified by the Capital Market Supervisory Board, as follows:
1. Holding shares not exceeding 0.5 percent of the total number of voting shares of the Company, its parent company, subsidiary company, associated company, major shareholder, or controlling person of the Company, including shares held by related persons of that independent director.
2. Not being or having been a director who participates in the management of the company, employee, staff, salaried consultant, or person with controlling power of the company, parent company, subsidiary, affiliate, same-level subsidiary, major shareholder, or person with controlling power of the company, unless having ceased to have such characteristics for not less than 2 years. Such prohibited characteristics do not include cases where the independent director used to be a civil servant or consultant of a government agency which is a major shareholder or person with controlling power of the company.
3. Not being a person related by blood or by legal registration as a father, mother, spouse, sibling, and child, including the spouse of a child, of an executive, major shareholder, person with controlling power, or a person who will be proposed to be an executive or person with controlling power of the Company or its subsidiaries.
4. Not having or having had a business relationship with the Company, its parent company, subsidiary company, associated company, major shareholder, or controlling person of the Company in a manner that may obstruct the exercise of independent judgment, including not being or having been a significant shareholder or controlling person of a person with a business relationship with the Company, its parent company, subsidiary company, associated company, major shareholder, or controlling person of the Company, unless such relationship has ended for at least 2 years.
Business relationships under paragraph one includes normal business transactions for business operations, renting or leasing real estate, transactions related to assets or services, or providing or receiving financial assistance by accepting or lending, guaranteeing, providing assets as collateral for debts, including other similar behaviors, which result in the Company or the contracting party having a debt burden that must be paid to the other party in the amount of 3 percent of the Company's net tangible assets or THB 20 million or more, whichever amount is lower. The calculation of such debt burden shall be in accordance with the method for calculating the value of related party transactions in accordance with the announcement of the Capital Market Supervisory Board on criteria for related party transactions, by analogy. However, in considering such debt burden, debt burdens incurred during the period of one year prior to the date on which the business relationship with the same person occurs shall be included.

5) Not being or having been an auditor of the Company, its parent company, subsidiary company, affiliated company, major shareholder, or person with controlling authority of the Company, and not being a significant shareholder, person with controlling authority, or partner of an auditing firm in which an auditor of the Company, its parent company, subsidiary company, affiliated company, major shareholder, or person with controlling authority of the Company is affiliated, unless such characteristics have been removed from the aforementioned position for no less than 2 years.
6) Not being or having ever been a professional service provider. This includes providing services as a legal advisor or financial advisor who receives a service fee exceeding 2 million baht per year from the Company, its parent company, subsidiary,

associated company, major shareholder, or controlling person of the Company, and is not a significant shareholder, controlling person, or partner of the professional service provider, unless the foregoing relationship has ended for at least 2 years.
7) Not being a director appointed to be a representative of the Company's directors, major shareholders, or shareholders who are related to major shareholders.
8) Not engaging in a business of the same nature and in significant competition with the business of the Company or its subsidiaries, or not being a significant partner in a partnership, or being a director who participates in the management, an employee, a staff member, a consultant who receives a regular salary, or holding more than 0.5 percent of the total number of shares with voting rights of another company which is engaging in a business of the same nature and in significant competition with the business of the Company or its subsidiaries.
9) There are no other characteristics that make it impossible to express independent opinions regarding the Company's operations.
10) Independent directors have a maximum consecutive term of office of 9 years.

However, independent directors may be assigned by the Company's Board of Directors to make decisions on the operations of the Company, its parent company, subsidiaries, associates, subsidiaries of the same tier, major shareholders, or controlling persons of the Company, in the form of collective decision .

Business or professional relationships of independent directors over the past year

Business or professional relationships of independent directors over the past year : No

Selection of directors and the highest-ranking executive

Method for selecting directors and the highest-ranking executive

Selection of Directors/Independent Directors

The Board of Directors has appointed the Nomination and Remuneration Committee to be responsible for setting sets policies and criteria for the selection of directors and independent directors which includes defining the qualifications of potential directors, considering diversity in knowledge, expertise, skills, and experience beneficial to the company, and aligning with the company's business strategy (Board Skill Matrix). The selection is non-discriminatory with respect to gender, race, religion, age, and must be a person who is ready to devote time to fully perform the duties of a director and independent director, including not having prohibited characteristics according to the law and principles of good corporate governance.

Recruitment of Top Executives

The Board of Directors has assigned the Nomination and Remuneration Committee to review the succession plan for Chief Executive Officer. The Human Resources Department is responsible for developing and improving the plan to ensure that the Company has an appropriate and effective succession plan implementation to align with corporate the goals and strategic plans.

Method for selecting persons to be appointed as directors through the nomination committee : Yes

Method for selecting persons to be appointed as the highest-ranking executive through the nomination committee : Yes

Rights of minority shareholders on director appointment

The Company recognizes and places importance on protecting the rights of shareholders. To ensure that shareholders receive basic rights equally and in order to comply with the principles of good corporate governance. The Company provides an opportunity for minority shareholders to nominate persons with suitable qualifications to be considered for selection as directors of the Company in advance, subject to the criteria and conditions as determined by the Company and announced on the Company's website.

Method of director appointment : Method whereby each director requires approval votes more than half of the votes of attending shareholders and casting votes

Setting qualifications for the selection of directors

Details of qualifications for the selection of directors

Qualifications, knowledge, or experience	Skill and expertise
Knowledge and experience qualifications	Food & Beverage, Commerce, Transportation & Logistics, Information & Communication Technology, Digital Marketing

Information on the development of directors

The Company promotes and facilitates training and education for directors on good corporate governance principles and other matters to optimize the capacity required to perform duties and the efficiency continuously. All directors have completed the basic training course organized by the Thai Institute of Directors Association (IOD) ,representing a 100% training certification of the Company directors.

Development of directors over the past year

Details of the development of directors over the past year

List of directors	Participation in training in the past financial year	History of training participation
1. Mr. SUPHACHAI CHEARAVANONT Chairman of the board of directors	Participating	Thai Institute of Directors (IOD) • 2011: Director Accreditation Program (DAP) Other • 2024: Board Briefing on CG in New Normal
2. Mr. RALPH ROBERT TYE Director	Participating	Thai Institute of Directors (IOD) • 2024: Role of the Chairman Program (RCP) • 2023: Ethical Leadership Program (ELP) • 2023: Director Leadership Certification Program (DLCP) • 2022: Risk Management Program for Corporate Leaders (RCL) • 2019: Advanced Audit Committee Program (AACP) • 2019: Strategic Board Master Class (SBM) • 2018: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal • 2019: Boards that Make a Difference (BMD) • 2018: Diploma Examination
3. Adj. Prof. Rawat Chamchalerm Director	Participating	Thai Institute of Directors (IOD) • 2004: Director Accreditation Program (DAP) Other • 2024: Board Briefing on CG in New Normal
4. Mrs. KANNIKA NGAMSOPEE Director	Participating	Thai Institute of Directors (IOD) • 2020: Advanced Audit Committee Program (AACP) • 2019: Board Nomination and Compensation Program (BNCP) • 2018: Risk Management Program for Corporate Leaders (RCL) • 2002: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal • 2020: Director Certificate Program Refreshing Program
5. Mr. JUKR BOON-LONG Director	Participating	Thai Institute of Directors (IOD) • 2024: Director's Guide to Legal Obligations and Duties (DLD) • 2023: Role of the Chairman Program (RCP) • 2023: Financial Statements for Directors (FSD) • 2019: Director Certification Program (DCP) • 2019: Risk Management Program for Corporate Leaders (RCL) Other • 2024: Board Briefing on CG in New Normal
6. Adj. Prof. Prasobsook Boondech Director	Participating	Thai Institute of Directors (IOD) • 2023: The Board's Role in Mergers and Acquisitions (BMA) • 2020: Director Accreditation Program (DAP) • 2016: Ethical Leadership Program (ELP) Other • 2024: Board Briefing on CG in New Normal

List of directors	Participation in training in the past financial year	History of training participation
7. Mr. Auttapol Rerkpiboon Director	Participating	Thai Institute of Directors (IOD) • 2013: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal • 2005: Company Secretary Program
8. Mr. Korsak Chairasmisak Vice-chairman of the board of directors	Participating	Thai Institute of Directors (IOD) • 2023: Director Accreditation Program (DAP) • 2006: Director Certification Program (DCP) • 2000: Role of the Chairman Program (RCP) Other • 2024: Board Briefing on CG in New Normal
9. Mr. Narong Chearavanont Vice-chairman of the board of directors	Participating	Thai Institute of Directors (IOD) • 2007: Director Accreditation Program (DAP) Other • 2024: Board Briefing on CG in New Normal • 2021: Director Refreshment Training Program : Lesson Learnt from Financial Cases : How Board Should React
10. Mr. Tanin Buranamanit Vice-chairman of the board of directors	Participating	Thai Institute of Directors (IOD) • 2010: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal
11. Dr. Prasert Jarupanich Director	Participating	Thai Institute of Directors (IOD) • 2022: Director Leadership Certification Program (DLCP) • 2004: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal • 2022: Hot Issue for Directors : What Directors Need to Know about Digital Assets • 2008: Role of the Compensation Committee • 2004: Finance for Non-Finance Director
12. Mr. Pittaya Jearavisitkul Director	Participating	Thai Institute of Directors (IOD) • 2023: Director Accreditation Program (DAP) • 2000: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal
13. Mr. Piyawat Titasattavorakul Director	Participating	Thai Institute of Directors (IOD) • 2023: Director Accreditation Program (DAP) • 2001: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal

List of directors	Participation in training in the past financial year	History of training participation
14. Mr. Adirek Sripratak Director	Participating	Thai Institute of Directors (IOD) • 2017: Risk Management Program for Corporate Leaders (RCL) • 2005: Director Accreditation Program (DAP) • 2001: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal • 2017: Corporate Governance for Executives
15. Mr. Umroong Sanphasitvong Director	Participating	Thai Institute of Directors (IOD) • 2016: Ethical Leadership Program (ELP) • 2001: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal • 2023: Hot Issue for Director : Climate Governance • 2023: RFP : The Business Case and Ethics of AI : A Board's Imperative • 2022: Hot Issue for Directors : What Directors Need to Know About Digital Assets • 2018: National Director Conference 2018 : Rising above Disruptions : A Call for Action • 2016: Driving Company Success with IT Governance • 2007: Role of the Compensation Committee • 2006: Board Performance Evaluation • 2006: DCP Refresher • 2003: Company Secretary Program
16. Mrs. Saowaluck Thithapant Director	Participating	Thai Institute of Directors (IOD) • 2009: Director Certification Program (DCP) • 2005: Director Accreditation Program (DAP) Other • 2024: Board Briefing on CG in New Normal
17. Dr. Teerapon Tanomsakyut Director	Participating	Thai Institute of Directors (IOD) • 2023: Director Leadership Certification Program (DLCP) • 2023: Role of the Chairman Program (RCP) • 2023: Risk Management Program for Corporate Leaders (RCL) • 2023: Subsidiary Governance Program (SGP) • 2023: Board Nomination and Compensation Program (BNCP) • 2023: Financial Statements for Directors (FSD) • 2019: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal
18. Mr. Tanit Chearavanont Director	Participating	Thai Institute of Directors (IOD) • 2024: Director Certification Program (DCP) Other • 2024: Board Briefing on CG in New Normal

Information on the evaluation of duty performance of directors

Criteria for evaluating the duty performance of the board of directors

In accordance with the principles of good corporate governance, the Company arranges for the performance assessment n of the Board of Directors and subcommittees at least once a year to allow the Board of Directors/subcommittees to consider past performance and acknowledge issues and obstacles, which will help the Board of Directors/subcommittees perform their duties more effectively. The performance assessment will be both a group and individual self-assessment. Details of the performance assessment of the Board of Directors/subcommittees are disclosed under section "6.1.1 Board of Directors Policy and Guidelines for Assessment of the Board Performance"

Evaluation of the duty performance of the board of directors over the past year

The process of performance assessment is that the Company Secretary is in charge of distributing the annual assessment form to all directors for evaluation at the end of each year and preparing a summary of the results of assessment report to report to the Board of Directors for acknowledgement and consideration. The results of the performance assessment are summarized as follows:

- The Board of Directors (whole and individual) had an average score at the level of "Excellent".

- The Audit Committee (whole and individual) had an average score at the level of "Excellent".

- The Nomination and Remuneration Committee (whole and individual) had an average score at the level of "Excellent".

- The Corporate Governance and Sustainability Development Committee (whole and individual) had an average score at the level of "Excellent".

- The Executive Committee (whole and individual) had an average score at the level of "Excellent".

Details of the evaluation of the duty performance of the board of directors

List of directors	Assessment form	Grade / Average score received	Grade / Full score
Board of Directors	Group assessment	98.90	100.00
	Self-assessment	99.10	100.00
	Cross-assessment (assessment of another director)	None	None
Audit Committee	Group assessment	99.70	100.00
	Self-assessment	100.00	100.00
	Cross-assessment (assessment of another director)	None	None
Nomination and Remuneration Committee	Group assessment	100.00	100.00
	Self-assessment	100.00	100.00
	Cross-assessment (assessment of another director)	None	None
Corporate Governance and Sustainable Development Committee	Group assessment	100.00	100.00
	Self-assessment	100.00	100.00
	Cross-assessment (assessment of another director)	None	None

List of directors	Assessment form	Grade / Average score received	Grade / Full score
Executive Committee	Group assessment	97.80	100.00
	Self-assessment	98.60	100.00
	Cross-assessment (assessment of another director)	None	None

8.1.2 Meeting attendance and remuneration payment to each board member

Meeting attendance of the board of directors

Meeting attendance of the board of directors

Number of the board of directors meeting over the past year (times) : 8

Date of AGM meeting : 29 Mar 2024

EGM meeting : No

Details of the board of directors' meeting attendance

List of directors	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
1. Mr. SUPHACHAI CHEARAVANONT (Chairman of the board of directors)	8	/	8	1	/	1	N/A	/	N/A
2. Mr. RALPH ROBERT TYE (Director, Independent director)	8	/	8	1	/	1	N/A	/	N/A
3. Adj. Prof. Rawat Chamchalerm (Director, Independent director)	8	/	8	1	/	1	N/A	/	N/A
4. Mrs. KANNIKA NGAMSOPEE (Director, Independent director)	8	/	8	1	/	1	N/A	/	N/A
5. Mr. JUKR BOON-LONG (Director, Independent director)	8	/	8	1	/	1	N/A	/	N/A

List of directors	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
6. Adj. Prof. Prasobsook Boondech (Director, Independent director)	8	/	8	1	/	1	N/A	/	N/A
7. Mr. Auttapol Rerkpiboon (Director, Independent director)	5	/	5	0	/	0	N/A	/	N/A
8. Mr. Korsak Chairasmisak (Vice-chairman of the board of directors)	6	/	8	1	/	1	N/A	/	N/A
9. Mr. Narong Chearavanont (Vice-chairman of the board of directors)	8	/	8	1	/	1	N/A	/	N/A
10. Mr. Tanin Buranamanit (Vice-chairman of the board of directors)	8	/	8	1	/	1	N/A	/	N/A
11. Dr. Prasert Jarupanich (Director)	7	/	7	1	/	1	N/A	/	N/A
12. Mr. Pittaya Jearavisitkul (Director)	8	/	8	1	/	1	N/A	/	N/A
13. Mr. Piyawat Titasattavorakul (Director)	8	/	8	1	/	1	N/A	/	N/A
14. Mr. Adirek Sripratak (Director)	8	/	8	1	/	1	N/A	/	N/A
15. Mr. Umroong Sanphasitvong (Director)	8	/	8	1	/	1	N/A	/	N/A
16. Mrs. Saowaluck Thithapant (Director)	8	/	8	1	/	1	N/A	/	N/A

List of directors	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
17. Dr. Teerapon Tanomsakyut (Director)	5	/	5	0	/	0	N/A	/	N/A
18. Mr. Tanit Chearavanont (Director)	4	/	4	0	/	0	N/A	/	N/A

Remuneration of the board of directors

Types of remuneration of the board of directors

The Company takes into account the appropriateness of various factors, including duties and responsibilities, performance in work related to business results and other relevant environmental factors, as well as considering comparisons with the remuneration rates of organizations in the same industry and with similar business sizes, including the overall business situation.

1) The Nomination and Remuneration Committee

- Chairman THB 15,000 / Person/Month or THB 180,000/Person/Year
- Member THB 5,000/ Person/Month or THB 60,000/Person/Year

2) The Corporate Governance and Sustainable Development Committee

- Chairman THB 15,000/ Person/Moth or THB 180,000/Person/Year
- Member THB 5,000/Person/Month or THB 60,000 /Person/Year

2. **Annual Bonus** 0.50 percent of the dividend paid to shareholders for the year 2024 amounted to THB 30.16 million.

3. **Other Benefits** -None-

The Company would like to inform shareholders that in addition to the monetary compensation that the directors receive, the Company has arranged for Directors and Officers Liabilities Insurance with an insured amount not exceeding 30 million US dollars or approximately THB 1,044 million (exchange rate THB 34.79 baht to 1 US dollar).

Remuneration of the board of directors

Details of the remuneration of each director over the past year

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
1. Mr. SUPHACHAI CHEARAVANONT (Chairman of the board of directors)			**4,650,400.00**		**N/A**
Board of Directors	1,860,000.00	2,790,400.00	4,650,400.00	No	
Executive Committee	0.00	0.00	0.00	No	
2. Mr. RALPH ROBERT TYE (Director)			**4,200,300.00**		**N/A**
Board of Directors	0.00	2,520,300.00	2,520,300.00	No	
Audit Committee	1,680,000.00	0.00	1,680,000.00	No	
3. Adj. Prof. Rawat Chamchalerm (Director)			**3,450,300.00**		**N/A**
Board of Directors	1,200,000.00	2,070,300.00	3,270,300.00	No	
Corporate Governance and Sustainable Development Committee	180,000.00	0.00	180,000.00	No	
4. Mrs. KANNIKA NGAMSOPEE (Director)			**3,450,300.00**		**N/A**
Board of Directors	0.00	2,070,300.00	2,070,300.00	No	
Audit Committee	1,380,000.00	0.00	1,380,000.00	No	
5. Mr. JUKR BOON-LONG (Director)			**3,750,300.00**		**N/A**
Board of Directors	0.00	2,250,300.00	2,250,300.00	No	
Audit Committee	1,380,000.00	0.00	1,380,000.00	No	
Corporate Governance and Sustainable Development Committee	60,000.00	0.00	60,000.00	No	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
Nomination and Remuneration Committee	60,000.00	0.00	60,000.00	No	
6. Adj. Prof. Prasobsook Boondech (Director)			**3,450,300.00**		**N/A**
Board of Directors	1,200,000.00	2,070,300.00	3,270,300.00	No	
Nomination and Remuneration Committee	180,000.00	0.00	180,000.00	No	
7. Mr. Auttapol Rerkpiboon (Director)			**756,667.00**		**N/A**
Board of Directors	756,667.00	0.00	756,667.00	No	
8. Mr. Korsak Chairasmisak (Vice-chairman of the board of directors)			**3,150,200.00**		**N/A**
Board of Directors	1,200,000.00	1,890,200.00	3,090,200.00	No	
Nomination and Remuneration Committee	60,000.00	0.00	60,000.00	No	
9. Mr. Narong Chearavanont (Vice-chairman of the board of directors)			**3,000,200.00**		**N/A**
Board of Directors	1,200,000.00	1,800,200.00	3,000,200.00	No	
Executive Committee	0.00	0.00	0.00	No	
10. Mr. Tanin Buranamanit (Vice-chairman of the board of directors)			**3,000,200.00**		**N/A**
Board of Directors	1,200,000.00	1,800,200.00	3,000,200.00	No	
Executive Committee	0.00	0.00	0.00	No	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
11. Dr. Prasert Jarupanich (Director)			**3,000,200.00**		**N/A**
Board of Directors	1,200,000.00	1,800,200.00	3,000,200.00	No	
12. Mr. Pittaya Jearavisitkul (Director)			**3,000,200.00**		**N/A**
Board of Directors	1,200,000.00	1,800,200.00	3,000,200.00	No	
Executive Committee	0.00	0.00	0.00	No	
13. Mr. Piyawat Titasattavorakul (Director)			**3,000,200.00**		**N/A**
Board of Directors	1,200,000.00	1,800,200.00	3,000,200.00	No	
Executive Committee	0.00	0.00	0.00	No	
14. Mr. Adirek Sripratak (Director)			**3,000,200.00**		**N/A**
Board of Directors	1,200,000.00	1,800,200.00	3,000,200.00	No	
15. Mr. Umroong Sanphasitvong (Director)			**3,150,200.00**		**N/A**
Board of Directors	1,200,000.00	1,890,200.00	3,090,200.00	No	
Executive Committee	0.00	0.00	0.00	No	
Corporate Governance and Sustainable Development Committee	60,000.00	0.00	60,000.00	No	
16. Mrs. Saowaluck Thithapant (Director)			**3,000,200.00**		**N/A**
Board of Directors	1,200,000.00	1,800,200.00	3,000,200.00	No	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
17. Dr. Teerapon Tanomsakyut (Director)			**756,667.00**		**N/A**
Board of Directors	756,667.00	0.00	756,667.00	No	
18. Mr. Tanit Chearavanont (Director)			**756,667.00**		**N/A**
Board of Directors	756,667.00	0.00	756,667.00	No	
Executive Committee	N/A	N/A	N/A	-	
19. Mr. Sompong Rungnirattisai (Member of the executive committee)			**0.00**		**N/A**
Executive Committee	0.00	0.00	0.00	No	
20. Mr. Tarin Thaniyavarn (Member of the executive committee)			**0.00**		**N/A**
Executive Committee	0.00	0.00	0.00	No	

Summary of the remuneration of each committee over the past year

Names of board members	Meeting allowance	Other monetary remuneration	Total (Baht)
1. Board of Directors	17,330,001.00	30,153,700.00	47,483,701.00
2. Audit Committee	4,440,000.00	0.00	4,440,000.00
3. Executive Committee	0.00	0.00	0.00
4. Nomination and Remuneration Committee	300,000.00	0.00	300,000.00
5. Corporate Governance and Sustainable Development Committee	300,000.00	0.00	300,000.00

Remunerations or benefits pending payment to the board of directors

Remunerations or benefits pending payment to the board of directors over the past year (Baht)	:	0.00

8.1.3 Supervision of subsidiaries and associated companies

Mechanism for overseeing subsidiaries and associated companies

Does the Company have subsidiaries and associated companies	:	Yes
Mechanism for overseeing subsidiaries and associated companies	:	Yes
Mechanism for overseeing management and taking responsibility for operations in subsidiaries and associated companies approved by the board of directors	:	The appointment of representatives as directors, executives, or controlling persons in proportion to shareholding, The determination of the scope of duties and responsibilities of directors and executives as company representatives in establishing important policies, Disclosure of financial condition and operating results, Transactions between the company and related parties, Other significant transactions, Acquisition or disposal of assets, Internal control system of the subsidiary operating the core business is appropriate and sufficient in the subsidiary operating the core business

The Company has established a policy for supervising the operations of subsidiaries and associated companies with the objective of setting operational standards so that the Company can supervise the management of subsidiaries and associated companies, including monitoring and ensuring that subsidiaries and associated companies comply with the Company's policies, as well as laws, regulations, announcements, and orders of the relevant government agencies, in order to maintain the benefits of the investment in such subsidiaries and associated companies. The details are as follows:

1. Persons are sent to represent the Company as directors, executives, or persons with controlling power in the said company in proportion to shareholding, which must be approved by the Board of Directors meeting.
2. The scope of power, duties, and responsibilities of the directors and executives who represent the Company in such companies are defined to control or participate in determining policies that are important to the business operations.
3. Supervision is made to ensure that information on financial status and operating results, transactions between the said company and related persons, acquisition or disposal of assets, or any other important transactions of the said company are fully and correctly disclosed, using the same criteria as the Company's criteria.
4. There is a proper and strict internal control system in subsidiaries, sufficiently audited by the Company's internal audit department. In addition, if subsidiaries and associated companies have significant transactions that require shareholders' approval, such as capital increase or decrease, business termination, etc.

8.1.4 The monitoring of compliance with corporate governance policy and guidelines

Prevention of conflicts of interest

Operations for conflict of interest prevention over the past year

Has the company operated in preventing conflicts of interest over the past year	:	Yes

The Company is firmly committed to conducting business with the highest standards of transparency under good corporate governance principles while maximizing shareholder value. All business decisions and operations must be free from conflicts of interest and not facilitate personal gain for any individual or related parties that would compromise the Company's interests. To this end, we have implemented a comprehensive Conflict of Interest Policy that provides clear guidelines for directors, executives, and employees to perform their duties with integrity and transparency, avoiding potential conflicts that could adversely affect the Company. This policy establishes robust reporting mechanisms for directors and top management, disclosure requirements for executives and employees across the Company and its subsidiaries, and strict criteria governing related party transactions.

In 2024, the Company has diligently monitored and enforced these governance measures to prevent conflicts of interest through the

following initiatives:

• All directors and executives have submitted reports disclosing their interests and/or those of related persons under the criteria established by the Board of Directors.

• Employees have disclosed information regarding conflicts of interest for themselves and/or related persons through the channels and according to the criteria specified by the Company.

• For related party transactions classified as normal business operations or transactions supporting normal business with general commercial terms, the Company has conducted these transparently and in compliance with the principles approved by the Board of Directors. Such transactions are treated as if conducted with external parties, with the Company's best interests as the primary consideration. Individuals with vested interests in these transactions do not participate in the approval process, and reports are submitted to the Audit Committee quarterly. Transactions that do not follow general commercial terms and may cause conflicts of interest must be reviewed and an opinion must be received from the Audit Committee before being submitted for approval from the Board of Directors or shareholders, depending on the transaction amount. The Company has strictly complied with all relevant regulations and has fully disclosed important information as required by applicable rules.

Number of cases or issues related to conflict of interest

	2022	2023	2024
Total number of cases or issues related to conflict of interest (cases)[10]	0	0	0

Remark : [10] The Company has not found any significant conflict of interest that has an impact on the Company's operations.

Prevention of the use of inside information to seek benefits

Operations for prevention of the use of inside information to seek benefits over the past year

Has the company operated in preventing the use of inside information to seek benefits over the past year : Yes

The Company has established policies, regulations, announcements, and regular notifications to inform executives, employees and all relevant persons about our corporate principles regarding lawful conduct and code of conduct in all internal and external operations. Special emphasis is placed on the safeguarding and prevention of misuse of the Company's inside information. The Company has established a Code of Conduct regarding Maintaining Confidential Information and Use of Inside Information, which are detailed in our Corporate Governance Policy and Code of Conduct and Conflict of Interest Policy. These documents are publicly accessible through the Company's website.

In 2024, the Company has monitored and prevented the use of insider information for personal gain through the following measures:

• The Company Secretary has sent letters requesting cooperation from directors, executives, and employees with duties related to insider information, including their spouses and minor children, to refrain from buying, selling, transferring, or receiving transfers of the Company's securities during one month before the quarterly public disclosure of financial statements.

• The Company Secretary prepares quarterly summary reports of securities holdings of directors and executives for the Board of Directors acknowledgement.

• The Company ensures that executives, employees, and external parties involved with ongoing projects and/or information not yet disclosed to the public must all sign Non-Disclosure Agreements to exercise caution when handling significant information and prevent the disclosure of such confidential information to unrelated parties.

For the year 2024, the Company's directors and executives have not engaged in any securities trading using inside information,

nor have there been any violations of securities trading regulations or related party transaction rules, maintaining full compliance with The Securities and Exchange Commission, Thailand (SEC) requirements.

Number of cases or issues related to the use of inside information to seek benefits

	2022	2023	2024
Total number of cases or issues related to the use of inside information to seek benefits (cases)[11]	0	0	0

Remark : [11] The Company has not found any use of insider information for substantial benefit that has an impact on the Company's operations.

Anti-corruption action

Operations in anti-corruption in the past year

Has the company operated in anti-corruption over the past year	:	Yes
Form of operations in anti-corruption	:	Review of appropriateness in anti-corruption, The participation in anti-corruption projects, Assessment and identification of corruption risk, Communication and training for employees on anti-corruption policy and guidelines, The monitoring of the evaluation of compliance with the anti-corruption policy, Review of the completeness and adequacy of the process by the Audit Committee or auditor

The Company has implemented a comprehensive "Anti-Corruption Policy" with corresponding operational guidelines, conducting regular compliance reviews and updating practices to align with evolving business environments. Our Board of Directors, executives, and employees must strictly adhere to anti-corruption measures, demonstrating our firm commitment to ethical business conduct that supports sustainable growth. The company secured a second three-year certification renewal from Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) on March 29, 2024 (Before our corporate merger), and post-merger, we continue maintaining robust anti-corruption frameworks that ensure transparent operations under good corporate governance principles and international standards. Additionally, the Company has joined the United Nations Global Compact (UNGC), conducting business responsibly through strategies and operations aligned with the UNGC's ten universal principles covering four key areas: human rights, labor standards, environmental protection, and Anti-Corruption.

Company Actions to Implement Anti-Corruption Policy

• Disseminated anti-corruption policy and related guidelines, both internally and externally, to inform relevant stakeholders of the Company's intent and commitment to combat all forms of corruption. This was accomplished through various activities and channels, such as encouraging executives and employees to participate in the 2024 Anti-Corruption Day via Facebook Live on September 6, 2024, organized by the Anti-Corruption Organization of Thailand under the theme "Transparent Corruption: ESG... G Seems Present but Invisible," along with a panel discussion on "Stopping Transparent Corruption, Building a Clean Governance Brand." The Company demonstrated its stance and intention to oppose all forms of corruption

• Continuously supported and promoted anti-corruption awareness through various channels, including CG Communication Emails, CG Voices e-magazine, circulars, promotional signage within head offices and nationwide, the intranet system, and the Company website.

• Conducted employee training and orientation for new employees in both classroom and online formats to provide knowledge, raise awareness, and build a corporate culture and values that oppose corruption.

• Publicized and promoted the "No Gift Policy" during pre-festival periods through internal and external communication channels, such as creating promotional materials at various points in both the head office and nationwide. Sent letters to business

partners, customers, financial institutions, and business stakeholders requesting cooperation in refraining from giving gifts or presents to executives and employees of the Company and its subsidiaries.

• Promoted the CG Office as a channel for reporting whistleblowing complaints when witnessing corruption, misconduct, or inappropriate behavior, as well as any work-related concerns.

• Supported employees with responsibilities related to promoting, monitoring, and supervising anti-corruption efforts to attend training courses and seminars on corruption prevention organized by external agencies to regularly study, review, and develop the Company's anti-corruption efforts.

• Established a risk management process starting from identifying internal and external risk factors, assessing and analyzing significant risks, determining contingency and prevention plans for each issue, and designating responsible persons to manage identified risks to acceptable levels. This covers the entire strategic planning process, investment, and operations in all areas, including anti-corruption.

• Established clear guidelines for high-risk areas for corruption, including political assistance, charitable donations and sponsorships, gifts, hospitality services and other expenses, and facilitation payments, to ensure that Company personnel will not engage in any actions that lead to corruption.

Number of cases or issues related to corruption

	2022	2023	2024
Total number of cases or issues related to corruption (cases)[12]	0	0	0

Remark : [12] *The Company has not found any significant corruption that has an impact on the Company's operations.*

Whistleblowing

Operations related to whistleblowing over the past year

Has the company implemented whistleblowing procedures over the past year : Yes

With a firm commitment and determination to promote transparency and fairness within the organization, the Company has established whistleblowing and complaint channels. These channels enable the Company to receive complaints from internal employees and external stakeholders regarding violations of laws, regulations, and the Company's code of conduct that may damage assets and reputation. The Company has designated whistleblowing channels to provide stakeholders with appropriate means for filing complaints when they witness fraud, wrongdoing, inappropriate behavior, illegal actions, regulatory violations, and corporate governance breaches in business operations.

Whistleblowing Channels

Mail to: Chairman of the Board / Chairman of the Audit Committee / Group Chief Executive Officer / Head of the Internal Audit Department
CP Axtra Public Company Limited
1468 Phatthanakan Road, Phatthanakan sub-district, Suan Luang District, Bangkok 10250

Email: cgoffice@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

Number of cases or issues related to whistleblowing

	2022	2023	2024
Total number of cases or issues received through whistleblowing channels (cases)[13]	0	0	497

Remark : [13] Included cases from Subsidiaries from January 1, 2024 to December 31, 2024

Details of cases or issues received through whistleblowing channels

Year of event	Details	Progress status
Jan 2024 - Dec 2024	**Case or issue** Human Rights Issues: 300 cases reported, with 22 cases as valid upon investigation. The majority of these cases involved inappropriate language or emotional responses from management during work interactions. **Topics or issues about** Human rights **Investigation results** Investigated and resolved **Corrective actions** Provided Training for Management: The Company conducted leadership training for management, emphasizing the importance of respecting human rights and serving as role models. The training also reinforced the need to strictly comply with the Company's policies.	Incident no longer subject to action
Jan 2024 - Dec 2024	**Case or issue** Code of Conduct breaches: - Fraud and Bribery: 49 cases reported, with 3 cases confirmed as valid upon investigation - Non-Compliance with Company Regulations: 148 cases reported, with 24 cases confirmed as valid upon investigation **Topics or issues about** Anti-corruption, Compliance with laws, regulations, and rules **Investigation results** Investigated and resolved **Corrective actions** - Providing training and fostering an organizational culture with a strong sense of ethics - Enhancing effective governance mechanisms - Implementing clear and fair disciplinary actions	Incident no longer subject to action

The monitoring of compliance with other corporate governance policy and guidelines

Over the past year, the Company has strictly adhered to corporate governance policies and practices to enhance transparency and accountability to all stakeholder groups. The Company has prioritized and focused on compliance with the Corporate Governance Code (CG Code) alongside sustainable business operations. We have consistently evaluated and improved operational processes to achieve transparent, fair, and accountable management across risk management, internal control, and compliance with relevant laws, regulations, and international standards in order to achieve sustainable growth, earning investor confidence, and creating long-term value and benefits for stakeholders.

The corporate governance performance reflects the Company's commitment to maintaining high standards and prioritizing compliance with laws, regulations, international standards, the Stock Exchange of Thailand, the Securities and Exchange Commission (SEC), and other regulatory authorities

• Achieved an “Excellent” (5-star) rating for the seventh consecutive year in the Corporate Governance Report of Thai Listed Companies (CGR) 2024, reflecting the Company's strong commitment to transparency and compliance with regulatory disclosure requirements. This includes disclosures made through the 56-1 One Report and the Company’s website, in accordance with the standards set by regulatory bodies. The assessment was conducted by the Thai Institute of Directors (IOD), with support from the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC).

• Received a perfect score of 100 points in the AGM Checklist for the eighth consecutive year. This achievement highlights the Company's exemplary governance of the 2024 Annual General Meeting, which was held in the form of an E-AGM. The meeting was conducted in full accordance with the relevant laws, good corporate governance principles, and best practices. The evaluation was carried out by the Thai Investors Association (TIA).

• Achieved a score of 4.22/5 in the Cybersecurity Resilience rating from the Cyber Resilience Survey 2024 for listed companies, organized by the Stock Exchange of Thailand (SET). This initiative promotes the importance of cybersecurity and enhances the standards for safeguarding organizational data and customer personal information.

• Received an ESG Rating of AA from the Stock Exchange of Thailand, reflecting the Company’s commitment to conducting business in a sustainable manner.

• Received the CAC Certification Renewal for the second consecutive time (2024–2026) from the Collective Action Coalition Against Corruption (CAC) on March 29, 2024 (prior to the merger). This renewal reinforces the Company’s ongoing and concrete anti-corruption policies, reflecting its commitment to conducting business with strong corporate governance principles based on transparency and ethical practices. Following the merger, the Company remains dedicated to continuing its anti-corruption efforts and best practices to ensure full alignment with the CAC’s criteria.

• Received the 2024 Industry Mover Award from S&P Global for the highest improvement in the CSA (Corporate Sustainability Assessment) score within the same industry group (from 65/100 to 71/100 points).

• Selected as a member of the FTSE4Good Index and the S&P Global Large/Mid Cap Index.

• Awarded the 2024 UN Women Thailand and Asia-Pacific Excellence Award in the category of Transparency and Reporting for promoting gender equality, as well as an Honorable Mention in the category of Promoting Gender Equality through Community and Industry Activities.

• Received the Sustainability Disclosure Award, the highest recognition, from the Thaipat Institute

• Received the MEA Award from Metropolitan Electricity Authority (MEA) for the fourth consecutive year in the category of Energy-Efficient Buildings, for the Hypermarket and Convenience Store segment.

• Furthermore, the Company is committed to continuously enhancing and improving the efficiency of its corporate governance, social responsibility, community, and environmental practices. This is in line with the Company’s Corporate Governance Policy and Code of Conduct, Anti-Corruption Policy, Sustainability Policy, and other relevant practices, which are strictly adhered to. The goal is to achieve sustainable business growth, gain the trust of all stakeholders, and attain global recognition, ultimately strengthening the confidence of shareholders and stakeholders for long-term sustainability.

8.2 Report on the results of duty performance of the audit committee in the past year

8.2.1 Meeting attendance of audit committee [14]

Meeting attendance of audit committee (times) : 10

List of directors	Meeting attendance of audit committee		
	Meeting attendance (times)	/	Meeting attendance rights (times)
1 Mr. RALPH ROBERT TYE (Chairman of the audit committee)	10	/	10
2 Mrs. KANNIKA NGAMSOPEE (Member of the audit committee)	10	/	10
3 Mr. JUKR BOON-LONG (Member of the audit committee)	10	/	10

Remark : [14] In 2024, the Audit Committee held a total of 10 meetings, consisting of 6 meetings before amalgamation (January - September 2024) and 4 meetings after amalgamation (October - December 2024).

8.2.2 The results of duty performance of the audit committee

The Audit Committee has discharged its duties by rendering independent opinion according to the roles and responsibilities specified in the Audit Committee Charter, complying with the Best Practice Guidelines for Audit Committee of the Stock Exchange of Thailand as well as the Corporate Governance Code of the Securities and Exchange Commission, Thailand.

During the year 2024, the Audit Committee proceeded as follows:

1. The Audit Committee held six meetings (before amalgamation) and held four meetings (after amalgamation) to perform its duties as assigned by the Board of Directors and has presented the Audit Committee's report to the Board of Directors on a quarterly basis. For the year 2024, all members of the Audit Committee attended all ten meetings. During the year, the Audit Committee also had regular meetings with the external auditors in which one of the meetings was without the presence of management. In this private meeting, the Audit Committee and the external auditors discussed their audit independence and other concerns, if any.

2. Reviewed the Company's Audit Committee Charter and Internal Audit Charter on an annual basis in in accordance with the Best Practice Guidelines for Audit Committee of the Stock Exchange of Thailand as well as the Corporate Governance Code of the Securities and Exchange Commission, Thailand, and the International Standards for the Professional Practice of Internal Auditing.

3. Reviewed and approved the internal audit plan prepared by the Internal Audit Department and the Company's risk assessment. The plan's focus is on collaboration with 1st line and 2nd line of defense in order that internal audit work is responsive to the changes in risk (continuous risk sensing), while maintaining independence in conducting the audit. To enhance efficiency and standardization, technology is integrated into the internal audit process through the usage of data analytics and "Internal Audit Management System (IAMS)", a project management tool. The audit plan is continuously developed and included in the annual audit plan. In conclusion, the Audit Committee was highly satisfied with the internal audit function, its independence, the adequacy and effectiveness of work and the continuous quality development of people, process and technology.

4. Reviewed the quarterly and annual financial reports of the Company which included the performance of its subsidiaries and the disclosure of material information. Considered the external auditor report through meetings with the external auditors and the executive management to discuss the key areas and changes that were relevant to the review and audit of the financial reports. This was to ensure that the Company's financial statements presented fairly, in all material respects, the Company's

financial position, financial performance and cash flows, in accordance with Thai Financial Reporting Standards.

5. Reviewed the Company's connected transactions and disclosure of related party transactions between the Company and related companies to ensure that the Company complied with the terms of business and rules stipulated by the Stock Exchange of Thailand and the Securities and Exchange Commission, Thailand. In this context, the Audit Committee assigned the Internal Audit Department to review the Company's connected transactions and report the outcome to the Audit Committee. The results of the Internal Audit Department's review showed that the connected transactions were undertaken in the normal course of business and no unusual transaction was found.

6. Reviewed the adequacy and effectiveness of the Company's internal control systems which covered key business processes, for both domestic and international operations. Based on the internal audit report and the review report on internal controls of the Company and Group's finance and accounting by the external auditors for the year 2024, the Audit Committee was of the opinion that the Company's internal control systems were adequate and appropriate.

7. Reviewed the efficiency and effectiveness of risk management at an organisational level (Enterprise Risk Management), including risk management policy, plan and management approach that impact the Company's operational result. Worked with the management to ensure the continuity and effectiveness of risk management. Subsequently, the Internal Audit Department was assigned to prepare a risk-based audit plan which aligned with the result of the risk assessment.

8. Considered selecting, recommending the appointment of the external auditors, and giving opinions to the Board of Directors for approval at the shareholders' meeting. The Audit Committee's meeting unanimously approved the appointment of KPMG Phoomchai Audit Co., Ltd. as an external auditor for the year 2024 including the scope and annual audit plan of the external auditors.

9. Considered the policy of engaging an auditor to perform non-audit services and reviewed the use of the services for good corporate governance by considering the appropriate actions and independence of the external auditors.

10. Monitored the results of whistleblowing and complaint-making process of the Company and its subsidiaries as reported by the Internal Audit Department. Regarding the whistleblowing information concerning fraud, misconduct and the violation of the Code of Conduct, the Internal Audit Department independently reviews and is involved in the investigation process. Furthermore, the Internal Audit Department also acknowledges and monitors the subsidiaries' complaints. The Company took strict disciplinary actions, including reviewing working procedures and stressing the code of conduct training for employees to prevent such risks.

11. Considered the Internal Audit Department's report on the Company's compliance with the Securities and Exchange Law, regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, and other legislations including Anti-Corruption Guidelines and regulations. The Audit Committee was of the opinion that the Company had closely supervised and controlled its operations to ascertain that every unit operates properly and was in compliance with the laws, rules and regulations related to its business.

12. Reviewed the consistency of the financial reports with other information on financial position and operating results that the Company had disclosed to investors or related parties. Based on the internal audit report, the Audit Committee was of the opinion that the Company's other information disclosure of financial position and operating results is consistent with the financial results.

13. Reviewed whether the proceeds from raising funds had been appropriately used according to the disclosed objectives. Based on the internal audit report, the Audit Committee was of the opinion that the proceeds had been appropriately used according to the disclosed objectives.

14. Performed an annual performance assessment of the Audit Committee and the individual self-assessment for ensuring the efficiency of the Audit Committee to achieve the defined objectives and complying with the Best Practice Guidelines for Audit Committee of the Stock Exchange of Thailand.

In summary, the Audit Committee is of the opinion that the Company's financial statements had presented fairly, in all material respects, the Company's financial position, financial performance and cash flows, in accordance with Thai Financial Reporting

Standards. Furthermore, the Company's internal audit, internal controls and risk management were appropriate and effective. The Company is also in compliance with the applicable laws and regulations and has followed the principles of good corporate governance.

8.3 Summary of the results of duty performance of subcommittees

8.3.1 - 8.3.2 Meeting attendance and the results of duty performance of subcommittees

Meeting attendance Executive Committee

Meeting Executive Committee (times) : 14

List of Directors	Meeting attendance Executive Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Mr. SUPHACHAI CHEARAVANONT (The chairman of the executive committee)	10	/	14
2 Mr. Narong Chearavanont (Vice-chairman of the executive committee)	12	/	14
3 Mr. Tanin Buranamanit (Vice-chairman of the executive committee)	14	/	14
4 Mr. Umroong Sanphasitvong (Member of the executive committee)	14	/	14
5 Mr. Pittaya Jearavisitkul (Member of the executive committee)	14	/	14
6 Mr. Piyawat Titasattavorakul (Member of the executive committee)	14	/	14
7 Mr. Sompong Rungnirattisai (Member of the executive committee)	14	/	14
8 Mr. Tarin Thaniyavarn (Member of the executive committee)	14	/	14
9 Mr. Tanit Chearavanont (Member of the executive committee)	13	/	14

The results of duty performance of Executive Committee

The Executive Committee performs its duties in accordance with the Executive Committee Charter as assigned by the Board of Directors, as follows:

1. Oversee and monitor the Company's operation and performance and its subsidiaries in accordance with budget and goals setting.

2. 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.

3. 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. 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.

5. Review the following matters prior to propose to the Board for approval
   - The Company's strategies, financial targets, annual budget, and business and operational plan.
   - 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.

Meeting attendance Nomination and Remuneration Committee

Meeting Nomination and Remuneration Committee (times) : 2

List of Directors	Meeting attendance Nomination and Remuneration Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Adj. Prof. Prasobsook Boondech (The chairman of the subcommittee)	2	/	2
2 Mr. Korsak Chairasmisak (Member of the subcommittee)	2	/	2
3 Mr. JUKR BOON-LONG (Member of the subcommittee)	2	/	2

The results of duty performance of Nomination and Remuneration Committee

Details as appear in the Report of the Nomination and Remuneration Committee, Attachment 7.

Meeting attendance Corporate Governance and Sustainable Development Committee

Meeting Corporate Governance and Sustainable Development Committee (times) : 3

List of Directors	Meeting attendance Corporate Governance and Sustainable Development Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Adj. Prof. Rawat Chamchalerm (The chairman of the subcommittee)	3	/	3
2 Mr. JUKR BOON-LONG (Member of the subcommittee)	3	/	3
3 Mr. Umroong Sanphasitvong (Member of the subcommittee)	3	/	3

The results of duty performance of Corporate Governance and Sustainable Development Committee

Details as appear in the Report of the Corporate Governance and Sustainable Development Committee, Attachment 7.

9. Internal control and related party transactions

9.1 Internal control

Summary of the opinion of the board of directors regarding the internal control of the company

The Board of Directors' opinion related to Internal Control of the Company and Subsidiaries

The Company promotes and gives importance to corporate governance to achieve sustainability goals and growth and gain confidence from investors. Corporate governance can create value and benefits for stakeholders in the long term and lead to further international recognition. The Company also emphasises internal control systems and risk management to enhance operational efficiency and effectiveness for achieving its goals. Internal control processes aim to provide reasonable assurance concerning operations, reporting and compliance with statutory requirements and corporate policies. Internal control policies foster the accuracy, transparency, and auditability of the Company's operations including reducing and preventing potential risks. Furthermore, the Company constantly develops its internal control system to ensure continuous efficiency and effectiveness.

The Board of Directors appointed the Audit Committee, which consists of three Independent Directors who are qualified and experienced in various fields and are independent as stipulated by the Stock Exchange of Thailand's requirements. The Audit Committee is responsible for reviewing financial reports, the disclosure of the Company's information, and the Company's connected transactions or conflict of interest to ensure its reasonableness and best interests of the Company. The Audit Committee also reviews the adequacy and appropriateness of the risk management process, internal control system, and internal audit plan; considers material issues related to internal control; and provides recommendations for any required improvements to the management. The Audit Committee considers the appointment or termination of the external auditor and expresses its opinion to the Board of Directors. The Audit Committee also reviews the Company's compliance with the law of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET)'s rules and regulations, and any other laws applicable to the Company's businesses.

The Board of Directors has assigned the Audit Committee, which is independent, to review the internal control systems of the Company and its subsidiaries to ensure that policies are followed and the internal control systems are appropriate and adequate, and comply with the international standard Internal Control-Integrated Framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In 2024, the Audit Committee has reviewed the internal control systems of the Company and its subsidiaries as assigned by the Board of Directors. The Audit Committee has the same opinions as the auditors and no material internal control deficiencies were found. In addition, the internal control systems are adequate and appropriate for the Company's overall business operations.

9.1.1 Adequacy and appropriateness of the company's internal control system

Company's internal control system : The Committee of Sponsoring Organizations of the Treadway Commission (COSO)

The Committee of Sponsoring Organizations of the Treadway Commission (COSO)

The Audit Committee assigns the Internal Audit Department, as an independent unit from the Company's management, to evaluate the internal control systems and review the operations of each department within the Company and its subsidiaries to ensure that each department complies with internal control policies and procedures. The Internal Audit Department has duly evaluated the adequacy and appropriateness of the internal control system under the five key aspects of the Internal Control – Integrated Framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) as highlighted below:

1. Control Environment

The Company adheres to the Principles of Corporate Governance and Code of Conduct for operating the business on a sustainable basis under good corporate governance. They are key factors in promoting and effectively achieving operations in an honest, trustworthy, fully transparent, and accountable manner, as well as being equitable for all stakeholder groups. This also creates

maximum benefits for our shareholders, which will result in ongoing sustainable development and growth of the Company. The Board performs its duties independently from the management and oversees overall business operations. The Company has established the Corporate Governance and Code of Conduct Manual, that prohibits the management and the employees from any misconduct which may constitute conflicts of interest. The Manual has been communicated to the management, staff, contractors, and the Company's representatives to acknowledge and strictly comply with guidelines in performing their duties. Disciplinary actions will be imposed in case of violations. Furthermore, the Company has the Corporate Governance and Sustainability Development Committee to drive the organisation towards sustainability development goals and determine the policies and strategies under sustainability development framework, such as Environmental Policy, Energy Policy, Sustainable Sourcing Policy, Safety Occupational Health and Workplace Policy, and Human Rights Policy. There are also various policies and guidelines, such as Anti-Corruption Policy, Guidelines on Fair Trade Practices and Treatment of Business Partners under Fair Trade Competition, and Suppliers Code of Conduct. The policies and guidelines have been communicated to the management, staff, contractors, and the Company's representatives including subsidiaries to acknowledge and strictly comply with guidelines in performing their duties. Disciplinary actions will be imposed in case of violations. The Manual is continuously reviewed and modified to be consistent with the Company's business. The Company has also established the People Steering Committee to consider the organisational structure design and manpower, follow up on the progress of recruitment plan for both short-term and long-term, continuously develop people and development of succession plan for key positions to align with the business operation and sustainable growth. Lines of command with separate duties and appropriate responsibilities are established to ensure that the management and employees' performances are efficient and can be clearly monitored, audited, and assessed. In addition, the Company (before amalgamation) continuously received the renewed certification from the Thai Private Sector Collective Action against Corruption (CAC). The existing certification period is valid for 3 years.

2. Risk Assessment

The Company recognises the importance of an enterprise risk management system which is an important component of good corporate governance. The risk management system can reduce both monetary and non-monetary impacts and losses from business uncertainties. Emphasising risk management at an acceptable level will ensure that all work processes are well-managed. The Company has the risk management policies and practices and the Enterprise Risk Management Manual, which all directors, management, and employees of the Company and its subsidiaries shall comply with. This will ensure that the risk management throughout the organization is consistent with the strategies, operation, and project plans. The Company has established a Risk Management Committee for formulating a systematic risk assessment framework including risk management policies. Every business unit assesses various risk factors, the likelihood of occurrence and its impact from internal and external perspectives and formulates mitigating measures to manage risks to an acceptable level. Risk Champion is assigned in each unit to give advice and support risk assessment within their unit and Risk Management Team. The Risk Management Committee shall report to the Audit Committee every quarter. Sub-Risk Management Committee was also established to supervise and support risk management in the Company's subsidiaries, information technology, and various projects to consider risks and manage risks on a timely basis with the changes and business plans of the Company. This sub-committee will report directly to the Company's Risk Management Committee. Furthermore, the Company continuously focuses on sustainable growth through environmental, social and governance. The Company also has a risk assessment and mitigation plan in accordance with the sustainable objectives. In addition, the Company has established a Business Continuity Plan (BCP) and a Disaster Recovery Plan (DRP) to prepare for risks and potential crises and ensure that the Company's key operations will continue to operate without any disruption. The Company continually revises its short-term and long-term corporate strategies to reflect the ever-changing business environment in the best interests of the Company and its sustainability. The Internal Audit Department regularly reviews the adequacy and appropriateness of the internal control system by carrying out audit planning on key operational processes; and review of risk mitigation measures to ensure that the Company's risks are at acceptable and manageable levels.

3. Control Activities

The Company implements transparent and appropriate internal control activities, applies key performance indicators (KPIs) as tools for planning and control, establishes policies and guidelines including the Anti-corruption Policy, the Conflicts of Interest Declaration, and the Corporate Governance and Code of Conduct Manual for employees and business partners to acknowledge and adhere to for transparency and sustainability. The Company sets out policies and operating procedures for appropriate internal control with segregation of duties and clearly defined functional responsibilities and delegation of authority such as different levels of signing power and categories of expenditure for management. Standard operation procedures are in writing and

regularly reviewed. In addition, the IT system categorises the roles on the level of control and access to information and identifies access rights and database management that can be retrieved for verification. The Company has set clear guidelines on the connected transactions for transparency and the best interests of the Company. The Internal Audit Department regularly reviews the adequacy and appropriateness of the internal control system, which is aligned with the audit plan covering key operational processes. In addition, the Company has consistently monitored the operations of its subsidiaries to ensure their operations are aligned with the Company's key business policies.

4. Information and Communication

The Company recognises the significance of information systems and communication. Information technology has been deployed to manage information and analyse data to support management's decision-making process. The Company has fully supported employees to develop innovations, increase work efficiency, decrease costs and expenses, and continuously use digital technology such as Robotic Process Automation (RPA) in certain business processes. Furthermore, the Company is fully aware of cybersecurity and has implemented a cyber-security system by the installation of hardware and software to prevent cyber threats. In addition, the Company has issued Makro Information Security Policy (MISP) to ensure that the Company's IT activities comply or align with business rules, related laws and regulations, such as data privacy law and cybersecurity act. It is also a guideline to manage, oversee and develop information and cybersecurity. Information Technology and Security Steering Committee has been established to oversee information technology and cybersecurity. In addition, the Company has clear policies to control unauthorized access and to prevent inappropriate use of the Company's information in compliance with the Computer-related Crime Act. The Company also has communicated to every staff member the policies, regulations and announcements including examples of threats from the use of information via intra-net, stores' notice board, Company's emails and E-Meetings to ensure that every staff member is fully, correctly, and timely informed. Furthermore, the Company has put in place complaint-making and whistle-blowing communication channels. These cover offenses or suspicious behavior that may imply fraud or corruption or misconduct of any person in the organisation. Communication can be made through channels, such as the Company's website, letters, facsimile number, or e-mail cgoffice@cpaxtra.co.th. The Company also has other appropriate and efficient communication channels for external stakeholders to always access the Company's information, such as Call Center for customers' inquiries or complaints about products and services of the Company, and Investor Relations Department for shareholders and investors. This will facilitate the stakeholders' understanding about the Company's business, as well as disclose information to the Stock Exchange of Thailand (SET).

5. Monitoring

The Company has monitoring, and evaluation processes designed to assess the adequacy of its internal control systems. This is through the Internal Audit Department, which is independent from management and directly reports to the Audit Committee. The Internal Audit Department is continually encouraged to develop work compliance with international standards. It undergoes quality assessment by ongoing internal and external assessment to ensure that the Company's internal audit follows international standards and good practices. Internal Audit Department has duly evaluated the effectiveness of internal control activities in accordance with professional standards for internal auditing and risk-based audit to provide reasonable assurance on the Company's governance, risk management, and control processes to help the Company achieve its objectives and goals. Audit plan was annually designed in accordance with the Company's strategies and key risks that would impact on operations and the Company's objectives. To enhance efficiency and standardization, technology is integrated into the internal audit process through the usage of data analytics and "Internal Audit Management System (IAMS)", a project management tool. In addition, the Internal Audit Team is continuously acquiring knowledge on new technology to be more responsive to the changes. The Internal Audit Department makes recommendations to management for any required improvements to the operation and internal controls and reports to the Audit Committee on a quarterly basis. Furthermore, the Internal Audit Department provides advisory and consulting services for any other business units for good corporate governance processes. The Company also has a policy and communication channel to directly report to the Audit Committee if any acts of fraud or corruption as well as acts of non-compliance with the applicable laws or regulations, and the Company's Corporate Governance and Code of Conduct Manual are found within the Company. The Company has a whistleblowing policy and channel, which directly reports to the Audit Committee. The Company also has investigation process, punishment for wrongdoing persons and strengthen the control process. The management also reports to the Audit Committee on the progress of the improvement to the internal control recommendations and significant issues.

9.1.2 Deficiencies related to the internal control system [15]

	2022	2023	2024
Total number of deficiencies related to the internal control system (cases)	0	0	0

Remark : [15] *The Company has not found any material deficiencies in our internal control system that would affect the Company's operations.*

9.1.3 Opinions of the audit committee and auditor's observations on internal control

Does the audit committee have opinions on internal control different from the board of directors' opinions? : No

Does the auditor have any observations on the company's internal control? : No

9.1.4 Opinions of the audit committee on the position of the head of the internal audit unit

Head of the internal audit unit : Internal personnel

The Audit Committee Meeting No. 1/2024 on 1 October 2024 resolved to appoint Ms. Busakorn Rakkanka, who has appropriate qualifications, knowledge, skills and expertise in internal audit. Details of her educational backgrounds and experiences will be disclosed in Attachment 3.

9.1.5 Appointment, discharge, and transfer of the head of the internal audit unit

Does the appointment, discharge, and transfer of the head of the internal audit unit require the audit committee approval? : Yes

The Company has delegated the authority to the Audit Committee to have the power and duty to appoint, remove and transfer the head of internal audit as specified in the Audit Committee Charter. The person who will hold the position of the head of internal audit must be approved by the Audit Committee meeting. At present, Ms. Busakorn Rakkanka has been appointed by the Audit Committee Meeting No. 1/2024 on 1 October 2024.

9.2 Related party transactions

For the year ending 31 December 2024, the Company and its subsidiaries ("Group of companies") have entered into related party transactions with juristic persons that may have conflicts of interest. The Company has disclosed information on these transactions, which can be viewed for comparison over the past 3 years from the Annual Registration Form / Annual Report (Form 56-1 One Report) available on the Company's website.

Related party transactions

Does the company have any related party transactions? : Yes

9.2.1 - 9.2.2 Names of the group of persons who may have a conflict of interest, nature of relationship, and information on related party transactions

The list of juristic persons that may have conflicts of interest

1. Subsidiaries of Charoen Pokphand Group Company Limited refer to the following companies:
   - 1.1 Counter Service Company Limited
   - 1.2 CP Retailink Company Limited
   - 1.3 CPRAM Company Limited
   - 1.4 Gosoft (Thailand) Company Limited
   - 1.5 Panyatara Company Limited
   - 1.6 Panyapiwat Institute of Management
   - 1.7 Panyapiwat Technological College
   - 1.8 All Training Company Limited
   - 1.9 24 Shopping Company Limited
   - 1.10 Panyapiwat Institute of Management Demonstration School
   - 1.11 CP Foodlab Company Limited
   - 1.12 CP ALL (CAMBODIA) CO., LTD
   - 1.13 Samakkee Retail Company Limited
   - 1.14 ALL IM-EX AND PROSERVICE Company Limited
   - 1.15 M A M Heart Company Limited

2. Companies in the group of Charoen Pokphand Group Company Limited
   - 2.1 D and T Family Corporation Limited
   - 2.2 CP Avant Private Limited
   - 2.3 C.P. Cambodia Company Limited
   - 2.4 C.P. Vietnam Corporation
   - 2.5 Myanmar C.P. Livestock Company Limited
   - 2.6 Pk Agro-industry Products (M) Sdn. Bhd.
   - 2.7 C.P. Tower Growth Leasehold Property Fund
   - 2.8 Bangkok Produce Merchandising Public Company Limited
   - 2.9 Bangkok Vet Drug Company Limited
   - 2.10 Kasetphand Industry Company Limited
   - 2.11 Kasetphand-Agritech Company Limited
   - 2.12 Khao C.P. Company Limited
   - 2.13 K.S.P. Equipments Company Limited
   - 2.14 The Lemon Shot Company Limited
   - 2.15 Charoen Pokphand Agriculture Company Limited
   - 2.16 Charoen Pokphand Produce Company Limited
   - 2.17 Charoen Pokphand Engineering Company Limited
   - 2.18 Charoen Pokphand Foods Public Company Limited
   - 2.19 Charoen Pokphand Enterprise Company Limited
   - 2.20 Chia Tai Company Limited
   - 2.21 Chia Tai Produce Company Limited
   - 2.22 GCB (Thailand) Company Limited

2.23 Choncharoen Farm Company Limited
2.24 Chef Cares Project Company Limited
2.25 Chester's Food Company Limited
2.26 C.P. Consumer Products Company Limited
2.27 C.P. Food Store Company Limited
2.28 C.P. Facility Management Company Limited
2.29 CP B&F (Thailand) Company Limited
2.30 CP B&F Trading Company Limited
2.31 CP Plant Company Limited
2.32 CP-Meiji Company Limited
2.33 CP Research & Development Center Company Limited
2.34 CP Hilai Harbour Company Limited
2.35 C.P. Merchandising Company Limited
2.36 C.P. Land Public Company Limited
2.37 C.P. Poly-Industry Company Limited
2.38 CP Origin Company Limited
2.39 C.P. Intertrade Company Limited
2.40 C.P. Inter Food (Thailand) Company Limited
2.41 C.P. Packaging Industry Company Limited
2.42 CPF (Thailand) Public Company Limited
2.43 CT Fresh Company Limited
2.44 CTT Seed Company Limited
2.45 Cineplex Company Limited
2.46 CP Sales & Service Company Limited
2.47 CP Social Impact Company Limited
2.48 CPPC Public Company Limited
2.49 All Now Management Company Limited
2.50 All Now Logistics Company Limited
2.51 CPF Food and Beverage Company Limited
2.52 CPF Restaurant and Food Chain Company Limited
2.53 CPF Training Center Company Limited
2.54 CPF IT Center Company Limited
2.55 Dees Supreme Company Limited
2.56 Dynamic Intertransport Company Limited
2.57 Dynamic Transport Company Limited
2.58 True Corporation Public Company Limited
2.59 True Digital Group Company Limited
2.60 True Digital Park Company Limited
2.61 True GS Company Limited
2.62 Truespace Company Limited
2.63 True Leasing Company Limited
2.64 True Money Company Limited
2.65 True Move Company Limited
2.66 True Move H Universal Communication Company Limited
2.67 True Lifestyle Retail Company Limited
2.68 True Visions Group Company Limited
2.69 True Internet Data Center Company Limited
2.70 True Iconsiam Company Limited
2.71 True Distribution & Sales Company Limited
2.72 True Internet Corporation Company Limited
2.73 Sapsamutr Company Limited
2.74 Siam Rivea Company Limited
2.75 Tacharm Agricultural Industry Company Limited
2.76 Ayutthaya Port & ICD Company Limited
2.77 Thai News Network (TNN) Company Limited

2.78 Concordian International School Corporation Limited
2.79 Magnolia Quality Development Corporation Company Limited
2.80 Bangpa-in Golf Company Limited
2.81 BFKT (Thailand) Limited
2.82 B&F Coffee Company Limited
2.83 Bakehouse Company Limited
2.84 Pantavanij Company Limited
2.85 Leadership Development Charoen Pokphand Group Company Limited
2.86 POC Company Limited
2.87 Freewill Solutions Company Limited
2.88 Freewill FX Company Limited
2.89 Pokphand Enterprise Company Limited
2.90 Buddharaksa Foundation
2.91 Magnolia Finest Corporation Limited
2.92 Magnolia Hotels & Resorts Company Limited
2.93 Ross Breeders Siam Company Limited
2.94 Whizdom Landmark Corporation Limited
2.95 CPF Global Food Solution Public Company Limited
2.96 Wire & Wireless Company Limited
2.97 CPF Food Research & Development Center Company Limited
2.98 Star Marketing Company Limited
2.99 Zenko Motor Company Limited
2.100 CPP FERTILIZER COMPANY LIMITED
2.101 CP Future City Development Corporation Limited
2.102 PERFECT COMPANION (M) SDN. BHD.
2.103 CP Seeding Social Impact Company Limited
2.104 CP.CSE Company Limited
2.105 CPF Food Network Company Limited
2.106 Shanghai Lilin Industrial Development Co., Ltd.
2.107 Synchronize Hub Company Limited
2.108 Siam Land Flying Company Limited
2.109 Suansomboon Company Limited
2.110 Arbor Acres Thailand Company Limited
2.111 International Pet Food Company Limited
2.112 EGG Digital Company Limited
2.113 MG Sales (Thailand) Company Limited
2.114 Perfect Companion Group Company Limited
2.115 Advance Pharma Company Limited
2.116 Advance Pipe Company Limited
2.117 Advance Transport Company Limited
2.118 Ascend Group Company Limited
2.119 Ascend Commerce Company Limited
2.120 Ascend Travel Company Limited
2.121 Ascend Nano Company Limited
2.122 Iconsiam Company Limited
2.123 SOCIAL PLUS SEA Company Limited
2.124 MQ Retail Experience Corporation Limited
2.125 Black Dragon Entertainment Company Limited
2.126 Pracharath Rak Samakkee Social Enterprise (Thailand) Company Limited
2.127 Mass Will Company Limited
2.128 True CJ Creations Company Limited
2.129 Alter Vim Company Limited
2.130 CPV Food Co., Ltd.
2.131 Asia Aquaculture(M) Sdn. Bhd.
2.132 Tip Top Meat Sdn. Bhd.

2.133 MI Development Company Limited
2.134 CPF Australia Pty Ltd
2.135 CP-Uoriki Company Limited
2.136 Such A Small World Company Limited
2.137 EGG DIGITAL (MALAYSIA) SDN. BHD.
2.138 CP Fresh Company Limited
2.139 Retail Properties Company Limited
2.140 Sukhumvit Living Company Limited
2.141 Sukhumvit Mixed-use Company Limited
2.142 CPF Hong Kong Co., Ltd.
2.143 Altervim Malaysia Sdn. Bhd.
2.144 Altervim Power EV Company Limited
2.145 CPFC Distribution Center Company Limited
2.146 C.P. Food Products, Inc.
2.147 CP B&F (Cambodia) Co., Ltd.
2.148 CP Foods Singapore Pte. Ltd.
2.149 Westbridge Foods Ltd.
2.150 CP Match Company Limited
2.151 Fitesacnc Company Limited
2.152 Charoen Pokphand Foods (Malaysia)
2.153 Thai Kodama Company Limited
2.154 SM True Company Limited
2.155 CPF Food Service Company Limited
2.156 CPF (India) Private Limited
2.157 Rattanathibet Development Company Limited
2.158 Amity Solutions Corporation Company Limited
2.159 B.D.Food Tech Company Limited
2.160 Fresco International Company Limited
2.161 CPPC Poly Material Company Limited
2.162 88(THAILAND) Public Company Limited
2.163 Happychef (THAILAND) Company Limited
2.164 MQDC Town Corporation Limited
2.165 Unisus Green Energy Limited

3. Companies with common directors
3.1 P.C.S Machine Group Holding Public Company Limited
3.2 Don Muang Tollway Public Company Limited
3.3 Thonburi Wellbeing Company Limited
3.4 Thonburi Healthcare Group Public Company Limited
3.5 Scan Inter Public Company Limited
3.6 Sermsuk Public Company Limited
3.7 Loxley Public Company Limited
3.8 Bangkok Aviation Fuel Services Public Company Limited
3.9 SVI Public Company Limited
3.10 Charoen Pokphand Foundation
3.11 Dhanin Tawee Chearavanont Foundation
3.12 The Siam Cement Public Company Limited
3.13 Nakornthon Hospital Public Company Limited
3.14 Charoen Pokphand for Rural Lives Development Foundation
3.15 Auto X Company Limited
3.16 Charoen Pokphand Import & Export Trading (Shanghai)
3.17 Show No Limit Company Limited
3.18 Kasikornbank Public Company Limited

Persons/entities with potential conflicts

Name of person or entity/type of business	Nature of relationship	Information as of date
Charoen Pokphand Group Company Limited Commerce	A legal entity that has the controlling power of the Company and has common directors.	31 Dec 2024
CP All Public Company Limited Commerce	A major shareholder of the Company and has common directors	31 Dec 2024
Subsidiaries of Charoen Pokphand Group Company Limited Commerce and service	Legal entities that have the controlling power of the Company and have common directors	31 Dec 2024
Companies in the group of Charoen Pokphand Group Company Limited Commerce and service	Legal entities that have the controlling power of the Company and have common directors.	31 Dec 2024
Group of companies with common directors Commerce and service	Companies with common directors	31 Dec 2024

Details of related party transactions

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
Charoen Pokphand Group Company Limited			
Transaction 1 Nature of transaction Revenue from sale of goods Details The Company and subsidiaries sold consumer goods, which were normal business transactions of the Company. Necessity/reasonableness The related party transactions were normal business transactions with general commercial conditions and in accordance with market price Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction, as it was a normal business transaction with general commercial conditions and aligns with market price. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operations and there were no unusual transactions.	-	0.50	0.60
Transaction 2 Nature of transaction Distribution costs and administrative expenses Details The Company was required to use trademarks in its normal business operations Necessity/reasonableness It was a transaction related to the service of trademarks usage, which was a supporting normal business operation to the Company Audit committee's opinion	-	7.60	9.40

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
The Board of Directors has approved in principle to the management to proceed the transaction that it was a small size transaction and supporting the Company's business. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions were in line with the Company's normal operation and there were no unusual transactions.			
CP All Public Company Limited			
Transaction 1 Nature of transaction Revenue from sale of goods Details The Company and its subsidiaries sold consumer products, which were normal business transactions of the Company. Necessity/reasonableness The Company and its subsidiaries sold consumer products which were normal business transactions with general commercial terms and in accordance with market price. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a normal business transaction with general commercial conditions and aligns with market price. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.	-	16.90	17.70
Transaction 2 Nature of transaction Land lease income and other income Details The Company and its subsidiaries charged the land lease and utility fees, which were supporting normal business transactions of the Company	-	17.10	17.90

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
Necessity/reasonableness It was a supporting normal business transaction of the Company with general commercial conditions. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a supporting normal business transaction with general commercial conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Transaction 3 Nature of transaction Distribution costs and administrative expenses Details The Company and its subsidiaries were required to use trademarks in the Company's business operations. Necessity/reasonableness It was a transaction of trademarks used in business operations, which supported the business operation of the Company. Audit committee's opinion The Audit Committee has reviewed the related party transactions which was a medium-sized transactions. The results of the review of the related party transactions were beneficial to the Company's operations and were in line with the Company's normal course of business.	-	222.50	228.90
Subsidiaries of Charoen Pokphand Group Company Limited			
Transaction 1 Nature of transaction Revenue from sale of goods Details	-	112.00	163.90

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
The companies no. 1.2 -1.12 and 1.14 sold consumer products, which were normal business transaction of the Company. Necessity/reasonableness It was a normal business transaction with general commercial conditions and in accordance with market price. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a normal business transaction with general commercial conditions and aligns with market price. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Transaction 2 Nature of transaction Service income, rental income and other income Details The companies no. 1.2 - 1.3 and 1.13 charged for electronic system services, short-term rental space management services, product arrangement services and sales support services. Necessity/reasonableness It was a supporting normal business transaction with general commercial conditions. Audit committee's opinion	-	8.00	16.10

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
The Board of Directors has approved in principle to the management to proceed the transaction that it was a supporting normal business transaction with general commercial conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Transaction 3 Nature of transaction Purchase of goods Details The companies no. 1.1 - 1.5 and 1.13 purchased consumer goods, which were normal business transaction of the Company. Necessity/reasonableness It was a normal business transaction with general commercial conditions and in accordance with market price. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a normal business transaction with general commercial conditions and aligns with market price. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.	-	549.00	430.80
Transaction 4 Nature of transaction Distribution costs and administrative expenses Details	-	1,051.10	1,469.50

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
The companies no. 1.1 - 1.7 and 1.15 paid for transportation expenses, personnel services, system installation and maintenance services, and vehicle rental fees. Necessity/reasonableness It was a supporting normal business transaction with general commercial conditions. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a supporting normal business transaction with general commercial conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Transaction 5 Nature of transaction Purchase of assets Details The companies no. 1.2 and 1.4 purchased computer equipment and computer programs used in the Company's operations. Necessity/reasonableness It was a supporting normal business transaction with general commercial conditions. Audit committee's opinion	-	167.40	82.80

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
The Board of Directors has approved in principle to the management to proceed the transaction that it was a supporting normal business transaction with general commercial conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Companies in the group of Charoen Pokphand Group Company Limited			
Transaction 1 Nature of transaction Revenue from sale of goods Details The companies no. 2.1 - 2.5, 2.8 - 2.27, 2.29, 2.31 - 2.32, 2.34 - 2.37, 2.39, 2.41 - 2.45, 2.47 - 2.48, 2.51 - 2.56, 2.58 - 2.59, 2.62 -2.64, 2.67 - 2.68, 2.70 - 2.71, 2.73 - 2.76, 2.78 - 2.80, 2.83 - 2.87, 2.90 - 2.97, 2.99 - 2.101, 2.104 - 2.105, 2.107 - 2.111, 2.113 - 2.116, 2.121 - 2.128, 2.130, 2.133, 2.135 - 2.136, 2.138, 2.142, 2.150 - 2.153, 2.155, 2.157 - 2.158, 2.160 - 2.161 and 2.163 sold consumer products, which were normal business transactions of the Company. Necessity/reasonableness It was a normal business transaction with general commercial conditions and in accordance with market price. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a normal business transaction with general commercial conditions and aligns with market price. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.	-	784.50	658.00
Transaction 2	-	920.50	1,067.00

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
Nature of transaction Service income, rental income and other income Details The companies no. 2.5, 2.6, 2.18, 2.21, 2.24 - 2.27, 2.29, 2.32, 2.35 - 2.36, 2.41 - 2.43, 2.49 - 2.52, 2.55, 2.59 - 2.61, 2.63 - 2.67, 2.71 - 2.72, 2.81 - 2.83, 2.95 - 2.96, 2.102, 2.111 - 2.112, 2.114, 2.119, 2.121, 2.129, 2.131 - 2.132, 2.135, 2.137, 2.138, 2.141, 2.144, 2.162 and 2.164 - 2.165 charged for electronic trading service fees, short-term rental space fees and sales support fees. Necessity/reasonableness It was a supporting normal business transaction with general commercial conditions. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a supporting normal business transaction with general commercial conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Transaction 3 Nature of transaction Purchase of goods and services Details The companies no. 2.3 - 2.7, 2.10, 2.15, 2.18, 2.21, 2.26 - 2.27, 2.29, 2.32, 2.35, 2.38, 2.41 - 2.43, 2.45, 2.47, 2.49 - 2.51, 2.52, 2.55, 2.57, 2.59, 2.61, 2.63 - 2.64, 2.66, 2.68, 2.71 - 2.72, 2.82, 2.94 - 2.96, 2.98, 2.101 - 2.102, 2.106, 2.111 - 2.112, 2.114, 2.117, 2.119 - 2.121, 2.129, 2.131 - 2.132, 2.134 - 2.135, 2.138 - 2.139, 2.145 - 2.146, 2.148 - 2.149, 2.154, 2.159 and 2.162 purchased consumer goods, which were normal business transactions of the Company and the use of public utility services were related to the Company's normal operations Necessity/reasonableness	-	46,412.00	52,265.40

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
The purchase of goods was a normal business transaction with general commercial conditions and in accordance with market price. For the service was as a supporting normal business with having commercial terms and conditions. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a normal business transaction with general commercial conditions and aligns with market price, and the supporting normal business transaction having the commercial terms and conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Transaction 4 Nature of transaction Distribution costs and administrative expenses Details The companies no. 2.1, 2.4, 2.6 - 2.8, 2.12, 2.14, 2.16, 2.18, 2.21, 2.28 - 2.30, 2.33, 2.35 - 2.36, 2.38 - 2.39, 2.41 - 2.42, 2.45 - 2.47, 2.49 - 2.55, 2.58 - 2.61, 2.63 - 2.64, 2.66 - 2.69, 2.71 - 2.72, 2.74, 2.77, 2.81 - 2.82, 2.84 - 2.85, 2.87 - 2.90, 2.92, 2.94 - 2.96, 2.101, 2.103, 2.105, 2.112 - 2.114, 2.117 - 2.119 - 2.125, 2.127, 2.129, 2.134, 2.137, 2.139 - 2.141, 2.143, 2.156 and 2.158 paid expenses that supporting the normal business operations, such as transportation costs, personnel service fees, system installation and maintenance and vehicle rental fees. Necessity/reasonableness It was a supporting normal business transaction with general commercial conditions. Audit committee's opinion	-	2,376.20	2,775.70

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
The Board of Directors has approved in principle to the management to proceed the transaction that it was a supporting normal business transaction with general commercial conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Transaction 5 Nature of transaction Purchase of assets Details The companies no. 2.16 - 2.17, 2.29, 2.46, 2.49 - 2.50, 2.54, 2.59, 2.69, 2.71 - 2.72, 2.79, 2.83 - 2.84, 2.87, 2.95, 2.101, 2.112, 2.119 and 2.158 purchased computer equipment and computer programs used in the Company's operations. Necessity/reasonableness It was a supporting normal business transaction with general commercial conditions. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a supporting normal business transaction with general commercial conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.	-	248.20	301.80
Transaction 6 Nature of transaction Cost of assets rental Details	-	61.80	127.10

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
The companies no. 2.7, 2.42, 2.49, 2.59 - 2.60, 2.63, 2.89, 2.94, 2.129, 2.139, 2.143, 2.145 and 2.164 entered into a lease agreement for the installation of a solar power generation system installed on the building's roof (solar rooftop) Necessity/reasonableness It was a supporting normal business transaction of the Company with general commercial conditions. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a supporting normal business transaction with general commercial conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Group of companies with common directors			
Transaction 1 Nature of transaction Revenue from sale of goods Details The companies no. 3.1 - 3.10, 3.12 - 3.15 and 3.17 - 3.18 sold consumer products, which were normal business transactions of the Company. Necessity/reasonableness It was a normal business transaction with general commercial conditions and in accordance with market price. Audit committee's opinion	-	22.30	11.00

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
The Board of Directors has approved in principle to the management to proceed the transaction that it was a normal business transaction with general commercial conditions and aligns with market price. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Transaction 2 Nature of transaction Service income, rental income and other income Details The company no. 3.18 has charged for electronic trading service fees, short-term space service fees, product arrangement service fees, and sales support service fees. Necessity/reasonableness It was a supporting normal business transaction with general commercial conditions. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a supporting normal business transaction with general commercial conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.	-	151.20	27.90
Transaction 3 Nature of transaction Purchase of goods Details	-	308.80	4.60

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
The company no. 3.16 purchased consumer goods, which were normal business transaction of the Company. Necessity/reasonableness It was a normal business transaction with general commercial conditions and in accordance with market price. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a normal business transaction with general commercial conditions and aligns with market price. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.			
Transaction 4 Nature of transaction Distribution costs and administrative expenses Details The companies no. 3.3 - 3.4, 3.11, 3.13 and 3.18 paid for business expenses such as software program and computer system maintenance fees. Necessity/reasonableness It was a supporting normal business transaction with general commercial conditions. Audit committee's opinion The Board of Directors has approved in principle to the management to proceed the transaction that it was a supporting normal business transaction with general commercial conditions. In this regard, the Audit Committee has assigned the Internal Audit Department to review the related party transactions and report to the Audit Committee. The results of the review of related party transactions that were normal business or supporting normal business transactions, align with the Company's normal operation and there were no unusual transactions.	-	1.40	6.90

9.2.3 Policy and future trends of related party transactions and the compliance with the obligations specified in the prospectus of the company

Measures and procedures for approving related party transactions or connected transactions

The Company enters into related party transactions only as required as a part of our ordinary course of business and mainly in the interest of our Company as a whole. The licensing transactions for trademarks and service marks are considered necessary for our Company's business undertakings and operations. Such related party transactions are approved by the Board of Directors in accordance with our Articles of Association prior to their engagement or payment of service fees.

For related party transactions relating to commercial undertakings on general commercial terms and conditions, the Company's Board of Directors approved in principle that the Company can execute transactions with directors, executives, or related persons in case such transactions have general commercial terms and conditions with arm's-length basis under the same circumstances and with the bargaining power free of influence from directors, executives or related parties with the following details:

1. Purchase of goods:
When the Company or its subsidiaries purchase goods from a related company that has a director and/or a group of shareholders in common with the Company or its subsidiaries, such transaction must be on arm's-length terms comparable to those transactions without any related parties and the price must be consistent with market standards.

2. Use of services:
When the Company or its subsidiaries receive services provided by a related company which has a director and/or a group of shareholders in common with the Company or its subsidiaries, such transaction must have arm's-length business terms and prices that are comparable to transactions involving services provided by non-related parties under similar circumstances.

3. Sale of goods and services:
When the Company or its subsidiaries agree to sell any goods to their directors and/or executives, including selling of any goods or services to a related company which has a director and/or a group of shareholders in common with the Company or its subsidiaries, such transaction must have arm's-length business terms and prices that are comparable to transactions involving selling of goods and services to non-related parties under similar circumstances. For purchasing and selling goods and services and for purchasing fixed assets and intangible assets under an ordinary course of business, the Company has put in place procedures to protect investors and to prevent transfer of interests. The Internal Audit Department reviews the necessity of such transactions to ensure that the prices of the transactions for goods and services and purchase of fixed assets and intangible assets are at the prevailing market rates. The Internal Audit Department submits its review reports to the Audit Committee on a quarterly basis.

Future trends in related party transactions

For the policy and tendency for entering into related party transactions in the future, the Company and its subsidiaries have the policies to enter into related party transactions only as required as part of our ordinary course of business, which the transaction price or conditions is not different from the treatment with external parties and shall be approved by the Board of Directors before entering into the transaction or getting the verification by the Board of Directors. In this regard, if related party transactions relating to commercial undertakings on general commercial terms, the Company's Board of Directors approve in principle the transactions if they contain commercial terms that a reasonable individual would find acceptable under the same circumstances and with the bargaining power free of influence from directors, executives, or related parties. The Company and subsidiaries could enter into the transaction according to the policies regarding related party transactions approval from the Board of Directors. Any connected transaction conducted in the future must be appropriate and supportive of the current business growth, in compliance with the rules and requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), as well as the Company's approval procedures.

The Company has a pricing policy for each type of transactions were as follows:

Revenue from sale of goods: The rates are in line with normal business practice and general commercial conditions and standardized with revenue collection from unrelated companies.

Revenue from rendering of services and other income: The rates are in line with normal business practice and general commercial conditions.

Cost of sales of goods and rendering of services: The rates are in line with normal business practice and general commercial conditions and standardized with purchases made with unrelated companies.

Cost of rendering of services and other expenses: The rates are in line with normal business practice and general commercial conditions.

Acquisition of assets: The rates are in line with normal business practice and general commercial conditions and standardized with acquisitions made with unrelated companies.

9.2.4 Information on appraised assets and appraisal price in conjunction with the execution of related party transactions

Can be referred in attachment 4: assets for business undertaking and details of asset appraisal

Part 3 Financial Statement

Board of Directors' Responsibility Statement for the Financial Report

Report of the Board of Directors' Responsibility for Financial Reports

The Board of Directors of CP Axtra Public Company Limited is responsible for the financial reports of the Company and its subsidiaries, which are prepared in accordance with generally accepted accounting standards in Thailand and the requirements of the Securities and Exchange Commission on the preparation and presentation of financial reports under the Public Limited Companies Act B.E. 2535. The Board of Directors has considered the selection of appropriate accounting policies and consistently applied, including adequate disclosure of material information in the notes to the financial statements. The auditors have examined the financial statements and expressed their unqualified opinions in the auditors' reports.

The Board of Directors oversees, establishes and maintains an effective risk management system and internal control system to ensure that the recording of accounting information is accurate, complete and sufficient to maintain assets and prevent fraud or material irregularities. The Board of Directors has appointed the Audit Committee, consisting of independent directors, to supervise the preparation of financial reports, assess the internal control system and internal audit to ensure efficiency. The Audit Committee's opinion appears in the Audit Committee Report, which is included in this annual report.

With the supervision process that the Company has implemented, the Board of Directors is of the opinion that the Company's internal control system and internal audit are adequate and appropriate and provide assurance that the Company's financial statements present the Company's financial position, operating results, and cash flow is materially correct according to financial reporting standards.

Mr. Suphachai Chearavanont	Mr. Tanin Buranamanit
Chairman of the Board of Directors	Group Chief Executive Officer

Auditor’s Report

CP Axtra Public Company Limited and its Subsidiaries

Consolidated financial statement
for the year ended 31 December 2024
and
Separate financial statement
for the period from 1 October 2024 (the amalgamation date)
to 31 December 2024
and
Independent Auditor's Report

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Independent Auditor's Report

To the Shareholders of CP Axtra Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of CP Axtra Public Company Limited and its subsidiaries (the "Group"), and of CP Axtra Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2024, the consolidated statements of income, comprehensive income, changes in equity and cash flows for year ended 31 December 2024, the separate statements of income, comprehensive income, changes in equity and cash flows for the period from 1 October 2024 (the amalgamation date) to 31 December 2024, and notes, comprising a summary of material accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2024 and their consolidated financial performance and cash flows for year ended 31 December 2024 and their separate financial performance and cash flows for the period from 1 October 2024 (the amalgamation date) to 31 December 2024 in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of my report. I am independent of the Group and the Company in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that is relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

KPMG Phoomchai Audit Ltd., a Thai limited liability company and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Valuation of inventories	
Refer to note 3 (f) and 8 to the consolidated and separate financial statements	
The key audit matter	**How the matter was addressed in the audit**
The valuation of inventories was focused on because the estimation of net realisable value of inventories involves management's judgment relating to estimate quantity and valuation for deteriorated, damaged, obsolete and slow-moving and shrinkage inventories.	My audit procedures included: • Understood the inventory control and management policy and the estimation of net realisable value of inventories. • Tested a sample of the aging of inventory and the reasonableness of assumptions used to set the percentage of deteriorated, damaged, obsolete, slow-moving and shrinkage inventories determined by management and compared that percentage with information for destruction and shrinkage inventories. • Tested a sample of selling prices post period -end and the estimated costs to make the sale with related documents including recalculation of net realisable value. • Considered the adequacy of the Group's disclosures in accordance with Thai Financial Reporting Standards.

Impairment of goodwill and other intangible assets	
Refer to note 3 (j), 3 (k), 3 (m), 14 and 15 to the consolidated and separate financial statements	
The key audit matter	**How the matter was addressed in the audit**
The Group has significant goodwill and other intangible assets with indefinite useful life which was mainly arising from business combinations. The management normally assesses the impairment from the estimated recoverable amount at the end of the period. The recoverable amount was based on its value in use, determined by discounting future cash flows to be generated from the continuing use of assets and related assumptions. The judgments of management required to be applied over assumptions and the inherent uncertainty involved in forecasting and discounting future cash flows. This area was focused on my audit accordingly.	My audit procedures included: • Understood the process of the estimated recoverable amount to assess the impairment. • Considered the key assumptions in the estimated recoverable amount reports, which were approved by management, by comparing the key assumptions with industry trends and information derived from external and internal sources and the accuracy of the past cashflow projections in comparison to the actual operating results and assessed financial methodologies used by the Group and performed sensitivity analysis around the key assumptions. • Considered the adequate of the Group's disclosures in accordance with Thai Financial Reporting Standards.

Emphasis of Matter

I draw attention to note 1 and 4 to the financial statements, at the CP Axtra Public Company Limited ("the former company")'s Annual General Meeting of the Shareholders held on 29 March 2024, the former company's shareholders approved to restructure the internal business. On 1 April 2024, the former company completely accepted the Entire Business Transfer (EBT) of a local subsidiary (Lotus's Stores (Thailand) Co., Ltd. ("Lotus's Thailand")) including all assets and liabilities of Lotus's Thailand. Subsequently, on 1 October 2024 (the amalgamation date), the amalgamation between the former company and a local subsidiary (Ek-Chai Distribution System Co.,Ltd. ("ECDS")) was completed and a new company was registered with the Ministry of Commerce, named CP Axtra Public Company Limited (the "Company"). On the same date, the former company and ECDS ceased their status as juristic persons while the Company assumed all assets, liabilities, rights, duties and responsibilities of the former company and ECDS. In addition, the Company was approved to be listed on the Stock Exchange of Thailand on the same date. The internal business restructuring transaction is considered as a business combination under common control which are commonly controlled by the ultimate controlling shareholder before and after the acquisition date and the amalgamation date and that control was not transitory. The financial statements of the Group and the Company have been prepared on the basis of a business combination under common control. The business restructuring transactions have been accounted for using a method similar to the pooling of interest method. The consolidated financial statements have been prepared to reflect the economic substance of the companies in the Group, which were under common control throughout the related period, as one economic unit from 1 January 2023 for the benefit of comparison, although the Company was subsequently established. My opinion is not qualified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement therein, I am required to report that fact. I have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

Management is responsible for preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the Group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

(Piyatida Tangdenchai)
Certified Public Accountant
Registration No. 11766

KPMG Phoomchai Audit Ltd.
Bangkok
18 February 2025

Financial Statements

CP Axtra Public Company Limited and its Subsidiaries

Statement of financial position

Assets	Note	Consolidated financial statements 31 December 2024	Consolidated financial statements 31 December 2023	Separate financial statements 31 December 2024
			(in Baht)	
Current assets				
Cash and cash equivalents	*6, 27*	19,460,835,047	31,707,287,024	13,233,288,936
Current investments		13,595,160	13,689,320	-
Trade accounts receivable	*5, 7, 27*	2,625,015,703	2,303,606,258	1,315,479,714
Other current receivables	*5, 27*	1,933,055,018	1,741,702,751	1,023,424,978
Short-term loans to subsidiaries	*5, 27*	-	-	1,885,847,413
Inventories	*5, 8*	36,484,141,544	35,883,952,573	29,608,030,059
Purchase discount receivables		5,234,083,465	4,110,835,479	3,984,190,695
Accrued income		1,123,093,600	936,198,899	1,119,236,988
Other current assets		48,973,145	41,694,779	37,751,045
Total current assets		**66,922,792,682**	**76,738,967,083**	**52,207,249,828**
Non-current assets				
Investments in subsidiaries	*9*	-	-	45,752,570,903
Investments in associates	*10*	9,038,647,921	9,080,625,873	9,515,976,398
Investments in joint ventures	*10*	5,981,167,889	5,702,606,999	4,791,148,785
Investments in related companies	*5, 27*	874,973,559	470,293,034	874,973,559
Other non-current receivables	*5*	791,437,794	58,636,148	178,702,646
Long-term loans to subsidiary	*5*	-	-	31,908,000
Investment properties	*11*	56,463,193,827	44,313,837,802	35,499,280,511
Property, plant and equipment	*5, 12*	117,694,756,320	115,573,581,836	98,146,893,801
Right-of-use assets	*13*	41,079,242,752	39,750,501,592	34,773,269,678
Goodwill	*14*	234,736,022,257	234,736,022,257	204,307,876,302
Other intangible assets other than goodwill	*5, 15*	10,831,317,143	10,983,000,661	10,078,975,184
Deferred tax assets	*24*	57,773,215	1,033,955,095	-
Other non-current assets		2,059,352,568	1,929,052,059	1,772,131,674
Total non-current assets		**479,607,885,245**	**463,632,113,356**	**445,723,707,441**
Total assets		**546,530,677,927**	**540,371,080,439**	**497,930,957,269**

The accompanying notes form an integral part of the financial statements.

CP Axtra Public Company Limited and its Subsidiaries

Statement of financial position

Liabilities and equity	Note	Consolidated financial statements 31 December 2024	Consolidated financial statements 31 December 2023	Separate financial statements 31 December 2024
			(in Baht)	
Current liabilities				
Short-term borrowings from financial institutions	*16, 27*	9,418,464,277	2,381,772,357	7,563,305,247
Trade accounts payable to other parties	*27*	58,905,485,650	60,193,099,907	50,255,933,322
Trade accounts payable to related parties	*5, 27*	7,470,930,957	6,943,275,445	7,435,512,094
Other current payables to other parties	*27*	9,851,943,460	10,164,060,469	8,313,361,892
Other current payables to related parties	*5, 27*	1,976,710,065	1,708,648,480	2,169,856,982
Short-term borrowings from subsidiaries	*5, 16, 27*	-	-	7,705,000,000
Corporate income tax payable		1,079,071,579	971,087,422	951,189,844
Accrued expenses	*5*	6,216,230,800	6,568,204,424	4,906,161,929
Current portion of debentures	*16, 27*	20,027,587,213	17,641,049,478	20,027,587,213
Current portion of long-term borrowings from financial institutions	*16, 27*	1,979,374,346	5,982,420,973	1,000,000,000
Current portion of lease liabilities	*5, 16, 27*	4,278,525,792	4,248,166,841	3,870,121,506
Derivative liabilities	*27*	17,583,743	57,955,521	17,153,244
Other current liabilities	*27*	1,615,618,845	1,290,028,341	1,038,770,976
Total current liabilities		**122,837,526,727**	**118,149,769,658**	**115,253,954,249**
Non-current liabilities				
Debentures	*16, 27*	41,264,313,797	52,278,398,130	41,264,313,797
Long-term borrowings from financial institutions	*16, 27*	25,467,329,000	17,901,815,500	12,304,186,149
Other non-current payables		482,941,715	447,096,069	420,051,062
Lease liabilities	*5, 16, 27*	48,388,399,312	47,491,712,977	38,722,482,595
Rental deposit from tenants	*5, 27*	1,473,711,550	1,535,948,274	1,269,374,311
Provisions for employee benefits	*17*	2,549,550,220	2,666,446,774	2,335,245,491
Other non-current provisions	*18*	2,351,516,374	2,426,240,274	2,255,774,138
Deferred tax liabilities	*24*	3,078,531,708	3,970,804,583	1,161,637,875
Other non-current liabilities	*5*	19,754,620	30,335,838	692,160,395
Total non-current liabilities		**125,076,048,296**	**128,748,798,419**	**100,425,225,813**
Total liabilities		**247,913,575,023**	**246,898,568,077**	**215,679,180,062**

The accompanying notes form an integral part of the financial statements.

CP Axtra Public Company Limited and its Subsidiaries

Statement of financial position

Liabilities and equity *(Continued)*	Note	Consolidated financial statements 31 December 2024	Consolidated financial statements 31 December 2023	Separate financial statements 31 December 2024
			(in Baht)	
Equity				
Share capital	*19*			
Authorised share capital		10,427,661,800	5,586,161,750	10,427,661,800
Issued and paid-up share capital		10,427,661,800	5,290,161,750	10,427,661,800
Additional paid-in capital				
Premium on ordinary shares	*20*	263,881,502,666	263,881,502,666	263,881,502,666
Deficit from changes in ownership interests in subsidiary	*20*	(19,980,479)	(19,980,479)	-
Deficit from business restructuring	*4, 20*	(12,366,147,053)	(6,714,300,702)	(48,622,895,698)
Retained earnings				
Appropriated				
Legal reserve	*20*	1,072,366,180	558,616,175	1,072,366,180
Unappropriated		35,268,085,197	30,851,849,386	55,283,261,172
Other components of equity		(589,694,200)	(929,857,331)	209,881,087
Equity attributable to owners of the parent		**297,673,794,111**	**292,917,991,465**	**282,251,777,207**
Non-controlling interests		943,308,793	554,520,897	-
Total equity		**298,617,102,904**	**293,472,512,362**	**282,251,777,207**
Total liabilities and equity		**546,530,677,927**	**540,371,080,439**	**497,930,957,269**

The accompanying notes form an integral part of the financial statements.

CP Axtra Public Company Limited and its Subsidiaries

Statement of income

	Note	Consolidated financial statements For the year ended 31 December		Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
		2024	2023	
			(in Baht)	
Income	*5*			
Revenue from sale of goods		488,861,586,087	466,233,669,262	112,845,168,400
Revenue from rendering of services		5,562,772,403	5,934,847,761	1,463,527,078
Revenue from rental and rendering retail services		14,320,747,454	14,303,400,194	3,041,563,947
Dividend income	*10*	-	-	237,994,045
Other income		3,296,782,203	3,477,250,128	869,946,991
Total income	*21*	**512,041,888,147**	**489,949,167,345**	**118,458,200,461**
Expenses	*5*			
Cost of sale of goods	*8*	418,648,139,226	401,892,862,260	96,405,162,448
Cost of rental and rendering of services		6,421,843,540	6,381,360,720	1,394,283,817
Distribution costs		52,932,806,687	50,362,440,361	11,928,592,497
Administrative expenses		15,405,844,162	14,605,659,647	2,903,268,254
Total expenses	*23*	**493,408,633,615**	**473,242,322,988**	**112,631,307,016**
Profit from operating activities		**18,633,254,532**	**16,706,844,357**	**5,826,893,445**
Share of profit of associates and joint ventures accounted for using equity method	*10*	672,763,927	746,229,748	-
Profit before finance costs and income tax expense		**19,306,018,459**	**17,453,074,105**	**5,826,893,445**
Finance costs	*5*	5,735,095,265	6,319,234,901	1,080,055,632
Profit before income tax expense		**13,570,923,194**	**11,133,839,204**	**4,746,837,813**
Income tax expense	*24*	3,026,147,516	2,534,760,158	984,175,662
Profit for the year/period		**10,544,775,678**	**8,599,079,046**	**3,762,662,151**
Profit (loss) attributable to:				
Owners of the parent		10,569,078,124	8,640,076,429	3,762,662,151
Non-controlling interests		(24,302,446)	(40,997,383)	-
Profit for the year/period		**10,544,775,678**	**8,599,079,046**	**3,762,662,151**
Basic earnings per share	*25*	**1.61**	**1.63**	**0.36**

The accompanying notes form an integral part of the financial statements.

CP Axtra Public Company Limited and its Subsidiaries

Statement of comprehensive income

	Note	Consolidated financial statements For the year ended 31 December 2024	2023	Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
			(in Baht)	
Profit for the year/period		**10,544,775,678**	**8,599,079,046**	**3,762,662,151**
Other comprehensive income				
Item that will be reclassified subsequently to profit or loss				
Exchange differences on translating financial statements		165,635,513	(464,515,096)	-
Loss on cash flow hedges	*27*	-	(1,392,645,800)	-
Income tax relating to loss on cash flow hedges	*24, 27*	-	44,681,017	-
Cash flow hedges reserve reclassified to profit or loss	*27*	-	1,237,475,703	-
		165,635,513	**(575,004,176)**	-
Items that will not be reclassified subsequently to profit or loss				
Gain (loss) on investment in equity instrument designated at fair value through other comprehensive income	*27*	217,608,325	(107,363,520)	178,607,570
Income tax relating to gain (loss) on investment in equity instrument designated at fair value through other comprehensive income	*24*	(43,521,665)	21,472,704	(35,721,514)
Loss on remeasurements of defined benefit plans	*17*	(151,745,038)	(29,900,174)	-
Income tax relating to loss on remeasurements of defined benefit plans	*24*	29,687,120	10,674,884	-
Share of other comprehensive income of joint venture accounted for using equity method	*10*	(2,920,000)	3,557,084	-
		49,108,742	**(101,559,022)**	**142,886,056**
Other comprehensive income for the year/period, net of income tax		**214,744,255**	**(676,563,198)**	**142,886,056**
Total comprehensive income for the year/period		**10,759,519,933**	**7,922,515,848**	**3,905,548,207**
Total comprehensive income attributable to:				
Owners of the parent		10,787,183,337	7,965,842,131	3,905,548,207
Non-controlling interests		(27,663,404)	(43,326,283)	-
Total comprehensive income for the year/period		**10,759,519,933**	**7,922,515,848**	**3,905,548,207**

The accompanying notes form an integral part of the financial statements.

CP Axtra Public Company Limited and its Subsidiaries
Statement of changes in equity

		Consolidated financial statements													
						Retained earnings		Other components of equity							
	Note	Issued and paid-up share capital	Premium on ordinary shares	Deficit from changes in ownership interests in subsidiary	Deficit from business restructuring	Legal reserve	Unappropriated	Translation reserve	Cash flow hedges reserve	Fair value reserve	Share of other comprehensive income of joint venture accounted for using equity method	Total other components of equity	Equity attributable to owners of the parent	Non-controlling interests	Total equity
								(in Baht)							
For the year ended 31 December 2024															
Balance as at 1 January 2024		5,290,161,750	263,881,502,666	(19,980,479)	(6,714,300,702)	558,616,175	30,851,849,386	(969,208,841)	-	35,794,426	3,557,084	(929,857,331)	292,917,991,465	554,520,897	293,472,512,362
Transactions with equity holders, recorded directly in equity															
Distributions to equity holders															
Dividends	26	-	-	-	-	-	(6,030,784,395)	-	-	-	-	-	(6,030,784,395)	(3,940,720)	(6,034,725,115)
Total distributions to equity holders		-	-	-	-	-	(6,030,784,395)	-	-	-	-	-	(6,030,784,395)	(3,940,720)	(6,034,725,115)
Changes in ownership interests in subsidiaries															
Acquisition of non-controlling interests	9	-	-	-	-	-	-	-	-	-	-	-	-	420,000,020	420,000,020
Changes in ownership interests in subsidiary without a change in control		-	-	-	-	-	-	-	-	-	-	-	-	392,000	392,000
Total changes in ownership interests in subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	420,392,020	420,392,020
Deficit from business restructuring	4	5,137,500,050	-	-	(5,651,846,351)	513,750,005	-	-	-	-	-	-	(596,296)	-	(596,296)
Total transactions with equity holders, recorded directly in equity		5,137,500,050	-	-	(5,651,846,351)	513,750,005	(6,030,784,395)	-	-	-	-	-	(6,031,380,691)	416,451,300	(5,614,929,391)
Comprehensive income for the year															
Profit or loss		-	-	-	-	-	10,569,078,124	-	-	-	-	-	10,569,078,124	(24,302,446)	10,544,775,678
Other comprehensive income		-	-	-	-	-	(122,057,918)	168,996,471	-	174,086,660	(2,920,000)	340,163,131	218,105,213	(3,360,958)	214,744,255
Total comprehensive income for the year		-	-	-	-	-	10,447,020,206	168,996,471	-	174,086,660	(2,920,000)	340,163,131	10,787,183,337	(27,663,404)	10,759,519,933
Balance as at 31 December 2024		10,427,661,800	263,881,502,666	(19,980,479)	(12,366,147,053)	1,072,366,180	35,268,085,197	(800,212,370)	-	209,881,086	637,084	(589,694,200)	297,673,794,111	943,308,793	298,617,102,904
For the year ended 31 December 2023															
Balance as at 1 January 2023		5,290,161,750	263,881,502,666	(19,980,479)	(6,714,300,702)	558,616,175	27,626,963,232	(507,022,645)	110,489,080	121,685,242	-	(274,848,323)	290,348,114,319	582,510,454	290,930,624,773
Transactions with equity holders, recorded directly in equity															
Distributions to equity holders															
Dividends	26	-	-	-	-	-	(5,395,964,985)	-	-	-	-	-	(5,395,964,985)	-	(5,395,964,985)
Total distributions to equity holders		-	-	-	-	-	(5,395,964,985)	-	-	-	-	-	(5,395,964,985)	-	(5,395,964,985)
Changes in ownership interests in subsidiaries															
Acquisition of non-controlling interests		-	-	-	-	-	-	-	-	-	-	-	-	15,336,726	15,336,726
Total changes in ownership interests in subsidiaries		-	-	-	-	-	-	-	-	-	-	-	-	15,336,726	15,336,726
Total transactions with equity holders, recorded directly in equity		-	-	-	-	-	(5,395,964,985)	-	-	-	-	-	(5,395,964,985)	15,336,726	(5,380,628,259)
Comprehensive income for the year															
Profit or loss		-	-	-	-	-	8,640,076,429	-	-	-	-	-	8,640,076,429	(40,997,383)	8,599,079,046
Other comprehensive income		-	-	-	-	-	(19,225,290)	(462,186,196)	(110,489,080)	(85,890,816)	3,557,084	(655,009,008)	(674,234,298)	(2,328,900)	(676,563,198)
Total comprehensive income for the year		-	-	-	-	-	8,620,851,139	(462,186,196)	(110,489,080)	(85,890,816)	3,557,084	(655,009,008)	7,965,842,131	(43,326,283)	7,922,515,848
Balance as at 31 December 2023		5,290,161,750	263,881,502,666	(19,980,479)	(6,714,300,702)	558,616,175	30,851,849,386	(969,208,841)	-	35,794,426	3,557,084	(929,857,331)	292,917,991,465	554,520,897	293,472,512,362

The accompanying notes form an integral part of the financial statements.

CP Axtra Public Company Limited and its Subsidiaries

Statement of changes in equity

	Seperate financial statement							
				Retained earnings		Other components of equity		
	Issued and paid-up share capital	Premium on ordinary shares	Deficit from business restructuring	Legal reserve	Unappropriated	Fair value reserve	Total other components of equity	Total equity
				(in Baht)				
For the period from 1 October 2024 (the amalgamation date) to 31 December 2024								
Balance as at 1 October 2024 (the amalgamation date)	**10,427,661,800**	**263,881,502,666**	**(48,622,895,698)**	**1,072,366,180**	**51,520,599,021**	**66,995,031**	**66,995,031**	**278,346,229,000**
Comprehensive income for the period								
Profit	-	-	-	-	3,762,662,151	-	-	3,762,662,151
Other comprehensive income	-	-	-	-	-	142,886,056	142,886,056	142,886,056
Total comprehensive income for the period	**-**	**-**	**-**	**-**	**3,762,662,151**	**142,886,056**	**142,886,056**	**3,905,548,207**
Balance as at 31 December 2024	**10,427,661,800**	**263,881,502,666**	**(48,622,895,698)**	**1,072,366,180**	**55,283,261,172**	**209,881,087**	**209,881,087**	**282,251,777,207**

The accompanying notes form an integral part of the financial statements.

CP Axtra Public Company Limited and its Subsidiaries

Statement of cash flows

	Note	Consolidated financial statements For the year ended 31 December		Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
		2024	2023	
			(in Baht)	
Cash flows from operating activities				
Profit for the year/period		10,544,775,678	8,599,079,046	3,762,662,151
Adjustments to reconcile profit to cash receipts				
Depreciation of investment properties	*11*	2,037,974,142	1,889,859,091	459,837,827
Depreciation of property, plant and equipment	*12*	9,826,589,114	9,989,081,024	2,212,954,251
Depreciation of right-of-use assets	*13*	3,859,843,962	3,981,644,807	871,919,639
Amortisation of other intangible assets other than goodwill	*15*	1,895,846,640	1,751,819,213	466,850,223
Interest income		(332,967,659)	(292,763,805)	(24,757,292)
Dividend received from associate	*10*	-	-	(237,994,045)
Finance costs		5,735,095,265	6,319,234,901	1,080,055,632
Income tax expense	*24*	3,026,147,516	2,534,760,158	984,175,662
Unrealised loss (gain) on exchange rate		19,120,918	11,841,863	(9,069,580)
(Reversal of) loss on decline in value of inventories		(440,052,537)	43,953,173	(103,963,947)
Impairment losses	*7, 11-13, 15*	145,069,404	130,415,411	28,832,463
Share of profit of associates and joint ventures accounted for using equity method	*10*	(672,763,927)	(746,229,748)	-
Loss on disposals and write-off of investment properties		24,783,438	11,809,565	20,628,097
(Gain) loss on disposals and write-off of property, plant and equipment		(8,175,682)	297,646,215	7,248,295
Gain on write-off of lease liabilities, net of right-of-use assets		(163,658,219)	(234,985,354)	(31,999,146)
Loss on disposals and write-off of other intangible assets other than goodwill		149,290	5,176,662	144,376
Provisions for employee benefits	*17*	359,931,889	221,649,497	51,673,970
Other		-	(17,978,000)	-
		35,857,709,232	34,496,013,719	9,539,198,576

The accompanying notes form an integral part of the financial statements.

	Note	Consolidated financial statements For the year ended 31 December 2024	2023	Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
			(in Baht)	
Changes in operating assets and liabilities				
Trade accounts receivable		(311,629,457)	228,007,526	(176,900,582)
Other current receivables		(82,628,897)	72,908,476	391,740,828
Inventories		(91,607,816)	1,688,900,478	639,666,358
Purchase discount receivables		(1,110,232,971)	127,135,033	(1,640,249,753)
Accrued income		(185,863,782)	(95,777,673)	(197,893,481)
Other current assets		163,271,735	3,422,061	1,947,993
Other non-current receivables		(209,049,938)	(48,645,420)	(121,089,747)
Other non-current assets		(128,990,356)	9,451,200	21,906,616
Trade accounts payable to other parties		(1,388,687,038)	4,653,664,632	6,899,689,735
Trade accounts payable to related parties		527,655,512	999,947,883	979,278,798
Other current payables to other parties		(1,911,886,749)	685,145,806	(275,252,024)
Other current payables to related parties		318,115,359	194,015,459	20,868,937
Accrued expenses		(355,142,602)	(452,133,409)	(80,883,578)
Derivative liabilities		(40,374,042)	(594,681,348)	(220,347,929)
Other current liabilities		74,191,283	(24,106,637)	45,380,873
Other non-current payables		(27,045,007)	(14,922,965)	(7,228,050)
Rental deposit from tenants		(68,645,060)	(93,757,316)	(14,544,029)
Provisions for employee benefits paid	*17*	(633,586,106)	(121,353,325)	(22,215,068)
Net cash inflow (outflow) from provision for employee benefits with related parties	*17*	6,203,142	(13,683,183)	-
Net cash outflow from provision for employee benefits with subsidiaries	*17*	-	-	(109,513,263)
Repayment of other-non current provisions	*18*	(17,597,539)	(59,335,722)	(11,707,592)
Other non-current provisions		(78,635,643)	100,037,219	24,640,114
Other non-current liabilities		(11,161,070)	16,785,115	(42,867,762)
Net cash generated from operations		30,294,382,190	41,757,037,609	15,643,625,970
Interest received		332,778,151	298,511,833	51,490,857
Interest paid		(3,562,792,716)	(3,847,051,466)	(899,537,153)
Income tax paid		(2,901,796,214)	(3,345,399,017)	(397,397,263)
Net cash from operating activities		**24,162,571,411**	**34,863,098,959**	**14,398,182,411**

The accompanying notes form an integral part of the financial statements.

	Note	Consolidated financial statements For the year ended 31 December 2024	2023 *(in Baht)*	Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
Cash flows from investing activities				
Dividend received from associates and joint ventures	*5, 10*	636,712,638	510,440,816	237,994,045
Cash outflow on current investments		-	(13,920,880)	-
Acquisition of investment properties		(3,613,431,627)	(875,088,721)	(790,535,088)
Proceeds from sale of investment properties		436,120	214,356	69,811
Acquisition of property, plant and equipment		(11,393,314,573)	(10,669,146,147)	(2,793,035,864)
Proceeds from sale of property, plant and equipment		61,450,520	114,202,423	12,430,719
Acquisition of right-of-use assets		(309,207,229)	(899,132,441)	-
Proceeds from lease termination		-	63,968,358	-
Acquisition of other intangible assets other than goodwill		(1,807,646,454)	(2,309,844,120)	(614,048,009)
Proceeds from sale of other intangible assets other than goodwill		9,567	1,542	-
Cash outflow on short-term loans to subsidiaries		-	-	(1,383,385,713)
Cash outflow on acquisition of investment in subsidiaries	*9*	-	-	(8,320,249,962)
Cash outflow on acquisition of investment in associates	*10*	(185,951,648)	(156,181,125)	(14,741,017)
Cash outflow on acquisition of investment in joint venture	*10*	(17,500,000)	-	-
Cash outflow on acquisition of investment in related parties	*27*	(187,072,200)	(4,800,000)	(26,724,600)
Cash outflow from business restructuring		(596,296)	-	(596,296)
Net cash used in investing activities		**(16,816,111,182)**	**(14,239,285,939)**	**(13,692,821,974)**

The accompanying notes form an integral part of the financial statements.

	Note	Consolidated financial statements For the year ended 31 December		Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
		2024	2023 *(in Baht)*	
Cash flows from financing activities				
Increase in short-term borrowings from financial institutions		106,035,163	568,124,544	100,000,000
Repayment of short-term borrowings from a related party	*16*	(1,275,400,000)	-	-
Proceeds from issuing of debentures	*16*	8,987,188,012	46,431,943,205	-
Repayment of debentures	*16*	(17,652,700,000)	-	(7,804,300,000)
Proceeds from long-term borrowings from financial institutions	*16*	10,305,713,726	5,483,595	10,303,572,469
Payment of loan extension fee	*16*	(89,935,734)	-	-
Repayment of long-term borrowings from financial institutions	*16*	(7,219,670,424)	(61,099,914,682)	(4,000,000,000)
Payment of lease liabilities	*16*	(6,772,166,751)	(5,430,861,430)	(1,100,752,331)
Repayment of derivatives		-	(3,646,190,271)	-
Dividends paid to owners of the parent	*26*	(6,030,784,395)	(5,395,964,985)	-
Dividends paid to non-controlling interests		(3,940,720)	-	-
Proceeds from changes in ownership interest in subsidiary without a change in control		392,000	-	-
Acquisition of non-controlling interests		-	15,336,726	-
Net cash used in from financing activities		**(19,645,269,123)**	**(28,552,043,298)**	**(2,501,479,862)**
Net decrease in cash and cash equivalents, before exchange differences on translating financial statements		(12,298,808,894)	(7,928,230,278)	(1,796,119,425)
Exchange differences on translating financial statements		52,356,917	(467,655,574)	-
Net decrease in cash and cash equivalents		**(12,246,451,977)**	**(8,395,885,852)**	**(1,796,119,425)**
Cash and cash equivalents as at the beginning of the year/period		31,707,287,024	40,103,172,876	15,029,408,361
Cash and cash equivalents as at 31 December	*6*	**19,460,835,047**	**31,707,287,024**	**13,233,288,936**

The accompanying notes form an integral part of the financial statements.

	Note	Consolidated financial statements For the year ended 31 December 2024	2023	Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
			(in Baht)	
Supplemental disclosures of cash flows information:				
Investment properties purchased during the year/period are detailed as follows:				
Increases during the year/period	*11*	12,792,072,808	2,101,237,343	793,894,908
Less - lease liabilities		(159,169,529)	(1,226,148,622)	(3,359,820)
Less - acquired from assets acquisition	*9*	(9,019,471,652)	-	-
Paid by cash		**3,613,431,627**	**875,088,721**	**790,535,088**
Property, plant and equipment purchased during the year/period are detailed as follows:				
Increases during the year/period	*12*	12,232,009,723	10,022,053,186	3,990,607,196
Add (less) - changes in payables		(513,875,236)	746,738,616	(1,197,571,332)
Less - lease liabilities		-	(99,645,655)	-
Less - acquired from assets acquisition	*9*	(324,819,914)	-	-
Paid by cash		**11,393,314,573**	**10,669,146,147**	**2,793,035,864**
Right-of-use assets acquired during the year/period are detailed as follows:				
Increases during the year/period	*13*	6,383,736,559	7,462,021,592	1,913,596,942
Add - lease modification		-	6,579,310	-
Less - lease liabilities		(6,074,529,330)	(6,569,468,461)	(1,913,596,942)
Paid by cash		**309,207,229**	**899,132,441**	**-**
Other intangible assets other than goodwill purchased during the year/period are detailed as follows:				
Increases during the year/period	*15*	1,744,838,912	2,238,116,698	600,897,721
Add - changes in payables		62,807,542	71,727,422	13,150,288
Paid by cash		**1,807,646,454**	**2,309,844,120**	**614,048,009**

The accompanying notes form an integral part of the financial statements.

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These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 18 February 2025.

1 General information

CP Axtra Public Company Limited, the "Company", has established from the amalgamation between CP Axtra Public Company Limited (the "former company") and Ek-Chai Distribution System Co., Ltd. on 1 October 2024. Details of the amalgamation are given in note 4 to the financial statements.

The Company incorporated in Thailand and was listed on the Stock Exchange of Thailand on 1 October 2024 (the amalgamation date). The Company has its registered office at 1468, Phatthanakan Road, Phatthanakan, Suan Luang, Bangkok 10250, Thailand.

The parent company of the Group during the year was CP All Public Company Limited which incorporated in Thailand.

The principal business of the Company is the operation of wholesale business, retail business and mall throughout Thailand, under the name "Makro" and "Lotus's", selling food and non-food products. The principal businesses of the subsidiaries of the Company (together with the Company referred to as the "Group") involve the operation of wholesale business, retail business and mall in foreign countries, importing and trading of frozen and chilled foods, and operating restaurant in foreign country and commercial space management.

Details of the Company's subsidiaries as at 31 December 2024 are given in note 9 to the financial statements.

2 Basis of preparation of the financial statements

The financial statements are prepared in accordance with Thai Financial Reporting Standards ("TFRS"); guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The financial statements are presented in Thai Baht, which is the Company's functional currency. The accounting policies described in note 3 have been applied consistently to all periods presented in these financial statements.

The preparation of financial statements in conformity with TFRS requires management to make judgments, estimates and assumptions that affect the application of the Group's accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

3 Material accounting policies

The Group has adopted Disclosure of Accounting Policies - Amendments to TAS 1 since 1 January 2024. The amendments require the disclosure of 'material' rather than 'significant', accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies.

Following the amendments, the Group has revisited the accounting policy information it has been disclosing and made updates to the information disclosed as follows:

(a) Basis of consolidation

The consolidated financial statements relate to the Group and the Group's interests in associates and joint ventures.

Business combinations

The Group applies the acquisition method when the Group assess that the acquired set of activities and assets meets the definition of a business and control is transferred to the Group, other than business combinations with entities under common control.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment (see note 3(m)). Any gain on bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group estimates provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss or related other comprehensive income. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Business combination under common control are accounted for using a method similar to the pooling of interest method, by recognising assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the transaction date. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognised as surplus or deficit from business combination under common control in shareholder's equity. The surplus or deficit will be written off upon divestment of the businesses acquired. The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever date is later, until control ceases.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Non-controlling interests

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree. In addition, when there is a change in the Group's interest in a subsidiary that does not result in a loss of control, any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received from the acquisition or disposal of the non-controlling interests with no change in control is accounted for as other surplus/deficit in shareholders' equity.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities, any related non-controlling interests and other components of equity of the subsidiary. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Interests in equity-accounted investee

The Group has significant influence or joint control over an investee as disclosed in note 10. The Group recognised investments in associates and joint ventures using the equity method in the consolidated financial statements, until the date on which significant influence or joint control ceases. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's dividend income and share of the profit or loss and other comprehensive income of equity-accounted investees.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated on consolidation. Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Foreign currencies

Transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to the respective functional currencies of each entity in the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date. Non-monetary assets and liabilities measured at fair value in foreign currencies are translated at the exchange rates at the dates that fair value was determined.

Foreign currency differences are generally recognised in profit or loss. However, foreign currency differences arising from the translation of qualifying cash flow hedges to the extent the hedge is effective are recognised in other comprehensive income.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Thai Baht at the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognised in other comprehensive income and accumulated in the translation reserve until disposal of the investment, except to the extent that the translation difference is allocated to non-controlling interests.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of associates or joint ventures while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the translation reserve in equity until disposal of the investment.

(c) Financial instruments

(c.1) Classification and measurement

Debt securities issued by the Group are initially recognised when they are originated. Other financial assets and financial liabilities (except trade accounts receivable (see note 3 (e)) are initially recognised when the Group becomes a party to the contractual provisions of the instrument, and measured at fair value plus or minus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income; or fair value through profit or loss. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

On initial recognition, financial liabilities are classified as measured at amortised cost using the effective interest method. Interest expense, foreign exchange gains and losses and any gain or loss on derecognition are recognised in profit or loss.

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss, and any gain or loss on derecognition are recognised in profit or loss.

Equity investments measured at fair value through other comprehensive income are subsequently measured at fair value. Dividend income is recognised as income in profit or loss on the date on which the Group's right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in other comprehensive income and are never reclassified to profit or loss.

(c.2) Derecognition and offset

The Group derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and the Group intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(c.3) Derivatives

Derivatives are recognised at fair value and remeasured at fair value at each reporting date. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except when a derivative is designated as a hedging instrument which recognition of any resultant gain or loss depends on the nature of the item being hedged (see note 3 (c.4)).

(c.4) Hedging

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in other comprehensive income and accumulated in the hedging reserve. The effective portion that is recognised in other comprehensive income is limited to the cumulative change in fair value of the hedge item, determined on a present value basis, from inception of the hedge. Any ineffective portion is recognised immediately in profit or loss.

The Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedging relationships. The change in fair value of the forward element of forward exchange contracts (forward points) is separately accounted for as a cost of hedging, recognised in other comprehensive income and accumulated in cost of hedging reserve .

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in the cash flow hedging reserve is included directly in the initial cost of the non-financial item when it is recognised.

For all other hedged forecast transactions, the amount accumulated in the cash flow hedging reserve and cost of hedging reserve is reclassified to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the cash flow hedging reserve remains in equity until, for a hedge of a transaction resulting in the recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the cash flow hedging reserve and cost of hedging reserve are immediately reclassified to profit or loss.

(c.5) Impairment of financial assets other than trade accounts receivables

The Group recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost.

The Group recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

ECLs are a probability-weighted estimate of credit losses based on forward-looking and historical experience. Credit losses are measured as the present value of all cash shortfalls discounted by the effective interest rate of the financial asset.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 365 days past due, significant deterioration in credit rating, significant deterioration in the operating results of the debtor and existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group takes actions such as realising security (if any is held); or
- the financial asset is more than 365 days past due.

(c.6) Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(c.7) Interest

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(d) Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments which have a maturities of three months or less from the date of acquisition.

(e) Trade accounts receivable

A trade receivable is recognised when the Group has an unconditional right to receive consideration. A trade receivable is measured at transaction price less allowance for expected credit loss. Bad debts are written off when the Group has no reasonable expectations of recovering.

The Group estimates lifetime expected credit losses (ECLs), using a provision matrix to find the ECLs rates. This method groups the debtors based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

(f) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost is calculated using the weighted average cost principle. Cost includes direct costs incurred in acquiring the inventories less purchase discount as specified in the contractual agreements. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity.

(g) Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint ventures in the separate financial statements are measured at cost less allowance for impairment losses. Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established. If the Company disposes of part of its investment, the deemed cost of the part sold is determined using the weighted average method. Gains and losses on disposal of the investments are recognised in profit or loss.

(h) Investment properties

Investment properties are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment losses.

Depreciation is calculated on a straight-line basis over the estimated useful lives of investment properties of 5 to 99 years or according to lease term and recognised in profit or loss. No depreciation is charged on freehold land under investment properties and assets under construction.

Differences between the proceeds from disposal and the carrying amount of investment property are recognised in profit or loss.

(i) Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes capitalised borrowing costs, and the costs of dismantling and removing the items and restoring the site on which they are located.

Differences between the proceeds from disposal and the carrying amount of property, plant and equipment are recognised in profit or loss.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item when the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful lives of each component of an asset and recognised on profit or loss. No depreciation is provided on freehold land and assets under construction and installation.

The estimated useful lives are as follows:

Buildings, building improvements and right-of-use assets improvements	3 to 50 years or lease term
Machinery, equipment, and furniture	2 to 15 years
Vehicles	4 to 10 years

(j) Goodwill

Goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investee, the carrying amount of goodwill is included in the carrying amount of the investment.

(k) Other intangible assets

Other intangible assets that have indefinite useful lives are measured at cost less impairment losses. Other intangible assets are measured at cost less accumulated amortisation and impairment losses. Subsequent expenditure is capitalised only when it will generate future economic benefits. Amortisation is calculated on a straight-line basis over the estimated useful lives of other intangible assets and recognised in profit or loss.

The estimated useful lives are as follows:

Computer software	1 to 10 years
Trademark and others	3 years, 10 years and indefinite useful lives
Customer relationship	10 years

(l) Leases

At inception of a contract, the Group assesses that a contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices of each component. For the leases of property, the Group has elected not to separate non-lease compenents and accounted for the lease and non-lease components wholly as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets and short-term leases which are recognised as expenses on a straight-line basis over the respective lease terms.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any prepaid lease payments, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Group uses the Group's incremental borrowing rate to discount the lease payments to the present value. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a lease modification, or a change in options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

As a lessor

At inception or on modification of a contract, the Group allocates the consideration in the contract to each component on the basis of their relative standalone selling prices.

At lease inception, the Group considers to classify a lease that transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to lessees as a finance lease. A lease that does not meet this criteria is classified as an operating lease.

When the Group is an intermediate lessor, the Group classifies the sub-lease either as a finance lease or an operating lease with reference to the right-of-use asset arising from the head lease. In case of a head lease is a short-term lease, the sub-lease is classified as an operating lease. Those right-of-use assets are presented as investment properties.

The Group recognises lease payments received under operating leases in profit or loss on a straight-line basis over the lease term as part of rental income. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as rental income in the accounting period in which they are earned.

The Group estimates lifetime expected credit losses (ECLs), using a provision matrix to find the ECLs rates. This method groups the lease receivables based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date. The Group derecognises the lease receivables as disclosed in note 3(e).

(m) Impairment of non-financial assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount, unless it reverses a previous revaluation credited to equity, in which case it is charged to equity. The recoverable amount is assessed from the estimated future cash flows discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss of asset recognised in prior periods is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(n) Employee benefits

Defined contribution plans

Obligations for contributions to the Group's provident funds are expensed as the related service is provided.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligations is discounted to the present value, which performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in other comprehensive income. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement immediately occurs.

Termination benefit plans

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(o) Provisions

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

(p) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable input.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and asset positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price, the financial instrument is initially measured at fair value adjusted for the difference between the fair value on initial recognition and the transaction price and the difference is recognised in profit or loss immediately. However, for the fair value categorised as level 3, such difference is deferred and will be recognised in profit or loss on an appropriate basis over the life of the instrument or until the fair value level is transferred or the transaction is closed out.

(q) Revenues from contracts with customers

Revenue recognition

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax or other sales taxes and is after deduction of any trade discounts and volume rebates.

Revenue from sales of goods is recognised on the date on which the goods are delivered to the customers. For the sales that permit the customers to return the goods, the Group estimates the returns based on the historical return data, does not recognise revenue and cost of sale for the estimated products to be returned.

Revenue for rendering of services is recognised over time as the services are provided. The related costs are recognised in profit or loss when they are incurred.

Customer loyalty programme

For customer loyalty programmes that the Group offers to customers, the consideration received is allocated based on the relative stand-alone selling price of the products and the loyalty points. The amount allocated to the loyalty points is recognised as contract liabilities and revenue is recognised when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote. The stand-alone selling prices of the points is estimated based on the discount provided to customers and the likelihood that the customers will redeem the points. The estimate is reviewed at the end of the reporting period.

Other income

Other operating income is recognised in profit or loss as it accrues.

(r) Income tax

Income tax expense for the year/period comprises current and deferred tax, which is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

The Group has determined that the global minimum top-up tax which it is required to pay under Pillar Two legislation is an income tax in the scope of TAS 12. The Group has applied a temporary mandatory relief from deferred tax accounting for the impacts for the top-up tax and accounts for it as a current tax when it is incurred.

Current tax is recognised in respect of the taxable income or loss for the year/period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination or at the time of the transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give rise to equal taxable and deductible temporary differences; and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(s) Earnings per share

The calculation of basic earnings per share has been based on the profit attributable to owners of the parent and the weighted-average number of ordinary shares outstanding.

(t) Related parties

A related party is a person or entity that has direct or indirect control or joint control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that is under common control or under the same significant influence as the Group; or a person or entity over which the Group has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making.

(u) Segment reporting

Segment results that are reported to the Executive Committee and Chief Executive Officer - CP Axtra Public Company Limited (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly finance costs, income tax expenses, goodwill and other assets.

4 Business combination under common control

At the CP Axtra Public Company Limited (the "former company")'s Annual General Meeting of Shareholders held on 29 March 2024, the former company's shareholders approved to restructure the Group internal business by accepting the Entire Business Transfer (EBT) of a local indirect subsidiary (Lotus's Stores (Thailand) Co., Ltd. ("Lotus's Thailand")) which held 99.99% of shares by a local direct subsidiary (C.P. Retail Development Company Limited ("CPRD")). Additionally, The former company's shareholders approved the amalgamation between the former company and a local subsidiary, (Ek-Chai Distribution System Co., Ltd. ("ECDS")) under the provisions specified in the Public Limited Company Act B.E. 2535, as amended, in which the two companies ceased their status as juristic persons, and a new public company was formed (the "Company"), and the equity shares of the Company was listed as registered securities in the Stock Exchange of Thailand ("SET") in place of the former company's shares which was delisted. The business restructuring transaction is considered as a business combination under common control which are commonly controlled by the ultimate controlling shareholder before and after the EBT date and the amalgamation date and that control was not transitory. The business restructuring transactions have been accounted for using a method similar to the pooling of interest method. The consolidated financial statements have been prepared to reflect the economic substance of the companies in the Group, which were under common control throughout the related period, as one economic unit from 1 January 2023 for the benefit of comparison, although the Company was subsequently established.

Entire Business Transfer

On 1 April 2024, the former company completely accepted the EBT of Lotus's Thailand including all assets and liabilities of Lotus's Thailand. The main assets of Lotus's Thailand are shares in a local subsidiary, ECDS. In this regard, the former company had the total consideration paid to Lotus's Thailand for the EBT Transaction of Baht 7,680 million. Subsequently, Lotus's Thailand filed for dissolution and is currently in the process of liquidation in accordance with the rules, procedures and conditions of the EBT under the Notification of the Director - General of the Revenue Department Re: Rules, Procedures and Conditions in Amalgamation or Entire Business Transfer amongst Public Limited Companies or Limited Companies for the Purpose of Tax Exemption, as well as other relevant laws.

Amalgamation

At the joint shareholders meeting between the shareholders of the former company and the shareholders of ECDS held on 23 September 2024, the shareholders resolved to approve the name of the Company as "CP Axtra Public Company Limited" and the allocation of shares in the Company to existing shareholders of the former company and ECDS at the exchange ratio of 1 existing share in the former company to 0.5 shares in the Company and 1 existing share in ECDS to 10.0 shares in the Company.

On 1 October 2024 (the amalgamation date) which is the date on which the registration of the amalgamation with the Ministry of Commerce was completed, the former company and ECDS ceased their status as juristic persons while the Company assumed all assets, liabilities, rights, duties and responsibilities of the former company and ECDS by operation of law. The Company has the authorised and paid-up share capital of Baht 10,428 million, comprising 10,428 million ordinary shares with a par value of Baht 1. On the same date, the Company submitted an application for listing of its securities to the SET and the SET accepted the listing of shares of the Company as registered securities within such date.

The effects on the Statement of Financial Position from the amalgamation were summarised as follows:

	Consolidated financial statements		
	30 September 2024 (the day before amalgamation date)	Effect from amalgamation *(in million Baht)*	1 October 2024 (the amalgamation date)
Total assets	**531,808**	**-**	**531,808**
Total liabilities	**(237,519)**	**-**	**(237,519)**
Equity			
Issued and paid-up share capital	(5,290)	(5,138)	(10,428)
Premium on ordinary shares	(263,882)	-	(263,882)
Deficit from changes in ownership interests in subsidiary	20	-	20
Deficit from business restructuring	6,714	5,652	12,366
Legal reserve	(558)	(514)	(1,072)
Retained earnings - unappropriated	(31,312)	-	(31,312)
Other components of equity	525	-	525
Non-controlling interests	(506)	-	(506)
Total equity	**(294,289)**	**-**	**(294,289)**

	Separate financial statements			
	30 September 2024 (the day before amalgamation date)			1 October 2024 (the amalgamation date)
	Former company	ECDS	Effect from amalgamation	Total
	(in million Baht)			
Total assets	**361,538**	**157,488**	**(32,633)**	**486,393**
Total liabilities	**(81,418)**	**(124,817)**	**(1,812)**	**(208,047)**
Equity				
Issued and paid-up share capital	(5,290)	(5,138)	-	(10,428)
Premium on ordinary shares	(263,882)	-	-	(263,882)
Deficit from business restructuring	14,178	-	34,445	48,623
Legal reserve	(558)	(514)	-	(1,072)
Retained earnings - unappropriated	(24,568)	(26,952)	-	(51,520)
Other components of equity	-	(67)	-	(67)
Total equity	**(280,120)**	**(32,671)**	**34,445**	**(278,346)**

5 Related parties

Relationships with subsidiaries, associates and joint ventures are described in note 9 and 10 to the financial statements. Relationships with key management and other related parties which the Group had significant transactions with during the year/period were as follows:

Name of parties	Country of incorporation/ nationality	Nature of relationships
Charoen Pokphand Group Company Limited ("CPG")	Thailand	Shareholder of the parent company
CP ALL Public Company Limited	Thailand	Parent company of the Group
CPRAM Co., Ltd.	Thailand	Subsidiary of the parent company
Gosoft (Thailand) Co., Ltd.	Thailand	Subsidiary of the parent company
Advance Transport Co., Ltd.	Thailand	Chearavanont family is a major shareholder
C.P. Food Store Co., Ltd.	Thailand	Chearavanont family is a major shareholder
MQDC Town Corporation Limited	Thailand	Chearavanont family is a major shareholder
Unisus Green Energy Limited	Thailand	Chearavanont family is a major shareholder
Myanmar C.P. Livestock Co., Ltd.	Republic of the Union of Myanmar	Chearavanont family is a major shareholder
All Now Logistics Co., Ltd.	Thailand	Company under CPG Group
All Now Management Co., Ltd.	Thailand	Company under CPG Group
Altervim Co., Ltd	Thailand	Company under CPG Group
Ascend Commerce Co., Ltd.	Thailand	Company under CPG Group
Ascend Travel Co.,Ltd.	Thailand	Company under CPG Group
C.P. Consumer Product Co., Ltd.	Thailand	Company under CPG Group
C.P. Merchandising Co., Ltd.	Thailand	Company under CPG Group
C.P. Packaging Industry Co., Ltd.	Thailand	Company under CPG Group

Name of parties	Country of incorporation/ nationality	Nature of relationships
C.P. Land Public Company Limited	Thailand	Company under CPG Group
C.P. Tower Leasehold Real Estate Investment Trust (converted from "C.P. Tower Growth Leasehold Property Fund")	Thailand	Company under CPG Group
Charoen Pokphand Foods Public Company Limited	Thailand	Company under CPG Group
CP B&F (Thailand) Co., Ltd.	Thailand	Company under CPG Group
CP Fresh Co., Ltd.	Thailand	Company under CPG Group
CP Future City Development Corporation Limited	Thailand	Company under CPG Group
CP Sales & Service Co., Ltd.	Thailand	Company under CPG Group
CPF (Thailand) Public Company Limited	Thailand	Company under CPG Group
CPFC Distribution Centre Company Limited	Thailand	Company under CPG Group
CPF Food And Beverage Company Limited	Thailand	Company under CPG Group
CPF Global Food Solution Public Company Limited	Thailand	Company under CPG Group
CPF Restaurant And Food Chain Company Limited	Thailand	Company under CPG Group
CP-Meiji Co., Ltd.	Thailand	Company under CPG Group
CP-Uoriki Co., Ltd.	Thailand	Company under CPG Group
Dainamic Transport Company Limited	Thailand	Company under CPG Group
Egg Digital Co., Ltd.	Thailand	Company under CPG Group
International Pet Food Company Limited	Thailand	Company under CPG Group
Leadership Development Charoen Pokphand Group Co., Ltd.	Thailand	Company under CPG Group
Perfect Companion Group Co., Ltd.	Thailand	Company under CPG Group
Pokphand Enterprise Co., Ltd.	Thailand	Company under CPG Group
The Lemon Shot Co., Ltd.	Thailand	Company under CPG Group
True Digital Group Co., Ltd.	Thailand	Company under CPG Group
True Distribution & Sales Co., Ltd.	Thailand	Company under CPG Group
True Internet Corporation Co., Ltd.	Thailand	Company under CPG Group
True Internet Data Center Co., Ltd.	Thailand	Company under CPG Group
True Leasing Co., Ltd.	Thailand	Company under CPG Group
True Money Co., Ltd.	Thailand	Company under CPG Group
True Move H Universal Communication Co., Ltd.	Thailand	Company under CPG Group
Wire & Wireless Co., Ltd.	Thailand	Company under CPG Group
Altervim Malaysia Sdn. Bhd.	Malaysia	Company under CPG Group
Asia Aquaculture (M) Sdn. Bhd.	Malaysia	Company under CPG Group
C.P. Cambodia Co., Ltd.	Cambodia	Company under CPG Group
C.P. Vietnam Corporation	Vietnam	Company under CPG Group
CPF Australia Pty Ltd	Australia	Company under CPG Group
Egg Digital (Malaysia) Sdn. Bhd.	Malaysia	Company under CPG Group

Name of parties	Country of incorporation/ nationality	Nature of relationships
Pk Agro-industrial Product (Malaysia) Sdn.	Malaysia	Company under CPG Group
Perfect Companion (M) Sdn. Bhd.	Malaysia	Company under CPG Group
Tip Top Meat Sdn. Bhd.	Malaysia	Company under CPG Group
Key management personnel	Thai/ Foreigners	Persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

Significant transactions with related parties	Consolidated financial statements		Separate financial statements
	For the year ended 31 December		For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
	(in million Baht)		
Parent of the Group			
Revenue from sale of goods	18	17	3
Revenue from rendering of services, rental and other income	18	17	4
Distribution costs and administrative expenses	229	223	48
Subsidiaries			
Revenue from sale of goods	-	-	71
Revenue from rendering of services, rental and other income	-	-	54
Distribution costs and administrative expenses	-	-	51
Purchases of goods and services	-	-	808
Interest expenses	-	-	37
Associates			
Revenue from rendering of services, rental and other income	305	376	74
Dividend income	624	497	238
Distribution costs and administrative expenses	556	600	121
Purchases of goods and services	108	130	25
Interest expenses	203	244	29

Significant transactions with related parties	Consolidated financial statements		Separate financial statements
	For the year ended 31 December		For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
	(in million Baht)		
Joint ventures			
Revenue from rendering of services, rental and other income	102	109	18
Dividend income	13	13	-
Distribution costs and administrative expenses	134	103	34
Purchases of goods and services	19	16	5
Interest expenses	-	1	-
Other related parties			
Revenue from sale of goods	847	919	138
Revenue from rendering of services, rental and other income	1,228	1,035	337
Distribution costs and administrative expenses	4,220	3,402	1,017
Purchases of goods and services	52,682	47,256	13,705
Purchases of equipment	159	179	49
Purchases of other intangible assets other than goodwill	225	236	68
Interest expenses	127	60	33
Key management personnel			
Key management benefit expenses			
Short-term employee benefits	307	259	67
Severance pay for employees	16	13	2
Total key management benefit expenses	**323**	**272**	**69**

Balances with related parties were as follows:

At 31 December	Consolidated financial statements		Separate financial statements
	2024	2023	2024
		(in million Baht)	
Trade accounts receivable			
Parent of the Group	5	3	4
Subsidiaries	-	-	44
Associates	14	9	14
Other related parties	143	157	118
Total	**162**	**169**	**180**
Less allowance for expected credit loss	-	(2)	-
Net	**162**	**167**	**180**

	Consolidated financial statements		Separate financial statements
At 31 December	2024	2023	2024
		(in million Baht)	
Other current receivables			
Parent of the Group	2	-	2
Subsidiaries	-	-	160
Associates	19	25	19
Joint ventures	62	61	62
Other related parties	357	267	331
Total	**440**	**353**	**574**
Less allowance for expected credit loss	-	-	-
Net	**440**	**353**	**574**
Short-terms loans to			
Subsidiaries	-	-	1,886
Total	**-**	**-**	**1,886**

	Consolidated financial statements For the year ended 31 December		Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
		(in million Baht)	
Reversal of expected credit losses			
Trade accounts receivable	(2)	(7)	-
Other current receivables	-	(2)	-

	Consolidated financial statements		Separate financial statements
At 31 December	2024	2023	2024
		(in million Baht)	
Investment in related companies			
All Now Management Co., Ltd.	507	347	507
Egg Digital Co., Ltd.	177	119	177
CP Seeding Social Impact Co., Ltd.	4	4	4
CP MEDICAL HOLDING COMPANY LIMITED	187	-	187
Total	**875**	**470**	**875**
Long-term loans to			
Subsidiary	-	-	32
Total	**-**	**-**	**32**
Other non-current receivables			
Other related parties	608	4	11
Total	**608**	**4**	**11**

	Consolidated financial statements		Separate financial statements
At 31 December	2024	2023	2024
		(in million Baht)	
Trade accounts payable			
Subsidiaries	-	-	186
Other related parties	7,471	6,943	7,250
Total	**7,471**	**6,943**	**7,436**
Other current payables			
Parent of the Group	129	125	97
Subsidiaries	-	-	295
Associates	2	1	2
Joint ventures	1	126	1
Other related parties	1,845	1,457	1,775
Total	**1,977**	**1,709**	**2,170**
Short-term borrowings from			
Subsidiaries	-	-	7,705
Total	**-**	**-**	**7,705**

As at 31 December 2024, short-term borrowings from subsidiaries were unsecured and repaid at call; and bear interest at the fixed rate with reference to the deposit interest rate from financial institution plus other financial costs.

	Consolidated financial statements		Separate financial statements
At 31 December	2024	2023	2024
		(in million Baht)	
Accrued expenses			
Subsidiaries	-	-	290
Associates	8	2	8
Joint ventures	12	12	12
Other related parties	399	496	396
Total	**419**	**510**	**706**
Lease liabilities			
Associates	6,083	6,299	6,083
Joint ventures	16	18	16
Other related parties	4,131	2,348	3,615
Total	**10,230**	**8,665**	**9,714**
Rental deposit from tenants			
Parent of the Group	5	3	4
Total	**5**	**3**	**4**
Other non-current liabilities			
Subsidiary	-	-	692
Total	**-**	**-**	**692**

	Consolidated financial statements		Separate financial statements
At 31 December	2024	2023	2024
		(in million Baht)	
Capital commitments			
Property, plant and equipment	16	24	16
Computer software	28	18	28
Total	**44**	**42**	**44**

Significant agreements and transactions with related parties

The Group had the following significant agreements and transactions with related parties:

a) The Company and the foreign subsidiaries have service agreements with CP ALL Public Company Limited, the parent company. Under the terms of these agreements, the Company and the subsidiaries obtain the right to use of trademarks and services under conditions stipulated in the agreements. In consideration thereof, the Company and the subsidiaries are committed to pay to the parent company fees calculated as percentages of their sales as stipulated in the agreements. These agreements are effective for periods of 1 year to 5 years and will expire on various dates until December 2029.

b) The Company and the foreign subsidiary have service agreement with Charoen Pokphand Group Co., Ltd., a shareholder of the parent company. Under the terms of agreement, the Company and the subsidiary obtain the right to use of trademarks and services under conditions stipulated in the agreement. In consideration thereof, the Company and the subsidiary are committed to pay to the related company fees as stipulated in the agreement. These agreements are effective for periods of 3 years and will expire in December 2026.

c) The Company has a service agreement with True Internet Corporation Co., Ltd., a related company. Under the terms of the agreement, the related company agrees to provide services in relation to data center service and disaster recovery site to the Company. In consideration thereof, the Company agrees to pay to the related company a monthly service fee at the rate stipulated in the agreement.

d) The Company has a service agreement with Egg Digital Co., Ltd., a related company. Under the terms of the agreement, the related company agrees to provide advertising and data analytics services to the Company. In consideration thereof, the Company agrees to pay a service fee to the related company and entitle to receive revenue sharing from advertising and data analytics services to the Company's business partner at the rate stipulated in the agreement. This agreement is effective for a period of 3 years and will expire in February 2025.

e) The Company entered into building lease and service agreements with CPFC Distribution Centre Company Limited, a related company. In consideration thereof, the Company agrees to pay to the related company yearly rental and service fees at the rate stipulated in the agreements. These agreements are effective for a period of 25 years and will expire in June 2049.

f) In 2024, the local subsidiary invested in The Happitat project. The detail is disclosed in Note 9.

g) The local subsidiary, as a lessor, entered into machine lease agreements with Unisus Green Energy Limited, a related company. In consideration thereof, the subsidiary receives monthly rental fees from the related company at the rate stipulated in the agreements. These agreements will expire on various dates until June 2043.

h) The local subsidiary, as a lessor, entered into building lease agreements with Unisus Green Energy Limited, a related company. In consideration thereof, the subsidiary receives monthly rental fees from the related company at the rate stipulated in the agreements. These agreements will expire in June 2027.

i) The local subsidiary entered into land sublease agreements with MQDC Town Corporation Limited, a related company. In consideration thereof, the subsidiary agrees to pay to the related company yearly rental fees at the rate stipulated in the agreements. These agreements are effective for a period of 25 years and will expire in September 2049.

6 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements
	2024	2023	2024
		(in million Baht)	
Cash on hand	4,877	6,777	4,757
Cash at banks	14,576	13,642	8,476
Highly liquid short-term investments	8	11,288	-
Total	**19,461**	**31,707**	**13,233**

7 Trade accounts receivable

	Consolidated financial statements		
	Trade accounts receivable - other parties	Trade accounts receivable - related parties *(Note 5)*	Total carrying amounts
		(in million Baht)	
As at 31 December 2024			
Within credit terms	1,941	129	2,070
Overdue:			
Less than 3 months	533	25	558
3 - 6 months	23	6	29
6 - 12 months	16	2	18
Over 12 months	84	-	84
Total	**2,597**	**162**	**2,759**
Less allowance for expected credit loss	(134)	-	(134)
Net	**2,463**	**162**	**2,625**
As at 31 December 2023			
Within credit terms	1,661	123	1,784
Overdue:			
Less than 3 months	491	26	517
3 - 6 months	30	17	47
6 - 12 months	30	3	33
Over 12 months	100	-	100
Total	**2,312**	**169**	**2,481**
Less allowance for expected credit loss	(175)	(2)	(177)
Net	**2,137**	**167**	**2,304**

	Separate financial statements		
	Trade accounts receivable - other parties	Trade accounts receivable - related parties *(Note 5)*	Total carrying amounts
		(in million Baht)	
As at 31 December 2024			
Within credit terms	1,044	141	1,185
Overdue:			
Less than 3 months	102	23	125
3 - 6 months	3	6	9
6 - 12 months	1	1	2
Over 12 months	7	9	16
Total	**1,157**	**180**	**1,337**
Less allowance for expected credit loss	(22)	-	(22)
Net	**1,135**	**180**	**1,315**

Allowance for expected credit loss	**Consolidated financial statements** For the year ended 31 December		**Separate financial statements** For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
		(in million Baht)	
At the beginning of year/period	177	292	24
Increase	33	44	4
Reversal	(59)	(152)	-
Write-off	(19)	(1)	(6)
Exchange differences on translating financial statements	2	(6)	-
At the end of year/period	**134**	**177**	**22**

Information of credit risk is disclosed in note 27 (b.1).

8 Inventories

	Consolidated financial statements		**Separate financial statements**
	2024	2023	2024
		(in million Baht)	
Finished goods	37,111	37,207	30,473
Work in process	-	1	-
Goods in transit	1,085	810	354
Total	**38,196**	**38,018**	**30,827**
Less allowance for losses on decline in value of inventories	(1,712)	(2,134)	(1,219)
Net	**36,484**	**35,884**	**29,608**

	Consolidated financial statements		Separate financial statements
	For the year ended 31 December		For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
	(in million Baht)		
Cost of inventories recognised in cost of sale of goods			
- Cost of sales	419,070	401,882	96,509
- (Reversal of) losses on decline in value of inventories	(422)	11	(104)
Total	**418,648**	**401,893**	**96,405**

9 Investments in subsidiaries

Movements during the period from 1 October 2024 (the amalgamation date) to 31 December 2024 were as follows:

	Separate financial statements
	For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	(in million Baht)
Net book value at the beginning of period	37,433
Increase	8,320
Net book value at the end of period	**45,753**

Details of the increases in investments in subsidiaries during the period from 1 October 2024 (the amalgamation date) to 31 December 2024 were as follows:

	Separate financial statements
	For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	(in million Baht)
Makro ROH Company Limited	211
Smart Distribution Service Co., Ltd.	139
Axtra Growth Plus Co., Ltd.	7,970
Total	**8,320**

Investments in subsidiaries as at 31 December 2024 and dividend income for the period from 1 October 2024 (the amalgamation date) to 31 December 2024 were as follows:

Name of party	Type of business	Country of operation	Ownership interest	Separate financial statements		
				Paid-up capital	At cost	Dividend income For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
			2024 (%)	2024	2024 (in million Baht)	
Local direct subsidiaries						
Siam Food Services Limited	Importing and trading of food products from international and domestic sources and providing freight, delivery rental and storage services	Thailand	99.99	3,487	3,712	-
Makro ROH Company Limited	Providing technical and supporting services to the Group	Thailand	99.99	6,987	6,987	-
C.P. Retail Development Company Limited	Investing in retail business and mall	Thailand	99.99	15,852	26,894	-
Smart Distribution Service Co., Ltd.	Warehouse management	Thailand	99.99	190	190	-
Axtra Growth Plus Co., Ltd.	Investing in commercial space management	Thailand	95.00	8,390	7,970	-
Total					**45,753**	-

Additional investments in direct subsidiaries during the period

a) In October 2024, a local subsidiary, Makro ROH Company Limited ("MROH")'s Board of Directors approved to call for additional paid-up share capital at 9%, amounting to Baht 211 million. The additional paid-up share capital was completed in 2024, paid-up share capital totaling Baht 6,987 million.

b) In November 2024, a local subsidiary, Smart Distribution Service Co., Ltd. ("SDS")'s Board of Directors approved to call for additional paid-up share capital at 75%, amounting to Baht 139 million. The additional paid-up share capital was completed in 2024, paid-up share capital totaling Baht 190 million.

c) In November 2024, the Company's Board of Directors approved an investment in The Happitat project, a commercial space development project under HAPPITAT AT THE FORESTIAS CO., LTD. ("HATF"). The Company established a subsidiary named Axtra Growth Plus Co., Ltd. ("AGP") to invest in such project. AGP has a registered paid-up share capital of Baht 8,390 million. The Company holds 95% of the shares, paid in cash totaling Baht 7,970 million, while MQDC Town Corporation Limited holds 5% of the shares, paid by contributing the entire share capital of HATF, equivalent to Baht 420 million. Consequently, AGP has a 100% ownership interest in HATF and the Group has a 95% ownership interest in HATF in the consolidated financial statements. The registration of AGP and the paid-up share capital were completed on 13 December 2024.

HATF is a commercial space management and its identifiable assets are mainly investment properties. The transaction was accounted as an acquisition of assets.

Identifiable assets acquired and liabilities assumed	*(in million Baht)*
Investment properties	9,019
Property, plant and equipment	325
Other assets	812
Short-term borrowings	(8,119)
Other liabilities	(1,617)
Net	**420**

In December 2024, HATF's Board of Directors approved to increase the authorised share capital and to call for additional paid-up capital of Baht 7,970 million (increase from Baht 420 million to Baht 8,390 million). The registration of the increase authorised share capital with the Ministry of Commerce and the additional paid-up capital were completed in December 2024, paid-up share capital totaling Baht 8,390 million.

Details of the Company's indirect subsidiaries as at 31 December 2024 were as follows:

Name of party	Type of business	Country of operation	Ownership interest (%)
Local indirect subsidiary			
HAPPITAT AT THE FORESTIAS CO., LTD	Commercial space management	Thailand	95.00
Foreign indirect subsidiaries			
ARO Commercial Company Limited	Wholesale and retail operator and related businesses	Republic of the Union of Myanmar	99.99
CP Wholesale India Private Limited	Wholesale and related business	India	99.99
Indoguna (Cambodia) Company Limited	Importing and trading of food related products	Cambodia	99.99
Indoguna (Singapore) Pte Ltd	Manufacturing, trading, importing and exporting of food related products	Singapore	80.00
Indoguna Dubai L.L.C	Importing and trading of food related products	United Arab Emirates	80.00
Indoguna Lordly Company Limited	Manufacturing, trading, importing and exporting of food related products	Hong Kong Special Administrative Region of the People's Republic of China	80.00
Indoguna Muscat LLC	Importing and trading of food related products	Sultanate of Oman	80.00
Indoguna Vina Food Service Company Limited	Trading and distribution, and import and export food products	Vietnam	100.00
Just Meat Company Limited	Importing and trading of food related products	Hong Kong Special Administrative Region of the People's Republic of China	80.00
Lotuss Stores (Malaysia) Sdn. Bhd.	Retail operator and related businesses under the name "Lotus's"	Malaysia	100.00
Makro (Cambodia) Company Limited	Wholesale and retail operator and related businesses	Cambodia	70.00
Makro (Guangzhou) Food Company Limited	Wholesale and retail operator and related businesses	The People's Republic of China	99.99
MAXZI GLOBAL FZCO	Managing the franchise business in relation to restaurants	United Arab Emirates	72.00
MAXZI THE GOOD FOOD RESTAURANT & CAFE L.L.C	Restaurant	United Arab Emirates	80.00

Additional investments in an indirect subsidiary during the period

In November 2024, a foreign subsidiary, CP Wholesale India Private Limited ("CPWI")'s Board of Directors approved to call for additional paid-up share capital of INR 70 per share (with the par value of INR 10 per share and the share premium of INR 60 per share) totaling INR 400 million. The additional paid-up share capital was completed in 2024, paid-up share capital totaling INR 1,230 million and the share premium of INR 6,780 million.

10 Investments in associates and joint ventures

Movements during the year ended 31 December 2024 and 2023, and during the period from 1 October 2024 (the amalgamation date) to 31 December 2024 were as follows:

	Consolidated financial statements		Separate financial statements
	For the year ended 31 December		For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
	(in million Baht)		
Net book value at the beginning of year/period	14,783	14,388	14,292
Increase	204	156	15
Add share of profit of investment using equity method	673	746	-
Less dividend income	(637)	(510)	-
Add share of other comprehensive income using equity method	(3)	3	-
Net book value at the end of year/ period	**15,020**	**14,783**	**14,307**

Investments in associates and joint ventures as at 31 December 2024 and 2023, and dividend income for the year ended 31 December 2024 and 2023 were as follows:

Name of party	Type of business	Consolidated financial statements							
		Ownership interest		Paid-up capital		At equity method		Dividend income	
		2024	2023	2024	2023	2024	2023	2024	2023
		(%)				*(in million Baht)*			
Associates									
Axtra Future City Freehold and Leasehold Real Estate Investment Trust (converted from "Lotus's Retail Growth Freehold and Leasehold Property Fund")	Real estate rental	25.00	25.00	28,086	23,828	8,717	8,944	624	497
Sukhumvit Living Co., Ltd.	Real estate development	37.50	37.50	251	189	79	56	-	-
Sukhumvit Mixed-Use Co., Ltd.	Real estate development for rental as an office building and commercial office	37.50	37.50	596	227	243	81	-	-
Total						**9,039**	**9,081**	**624**	**497**

Name of party	Type of business	Ownership interest		Consolidated financial statements					
				Paid-up capital		At equity method		Dividend income	
		2024	2023	2024	2023	2024	2023	2024	2023
		(%)				(in million Baht)			
Joint ventures									
Retail Properties Co., Ltd.	Mall rental services and related utilities service	50.00	50.00	210	210	505	505	13	13
Lotus's Money Services Limited	Credit card services	50.00	50.00	2,080	2,080	5,147	4,879	-	-
Synergistic Property Development Co., Ltd.	Real estate development	49.99	49.99	465	465	318	318	-	-
Axtra Future City Property REIT Co., Ltd.	Trust manager	50.00	-	35	-	11	-	-	-
Total						**5,981**	**5,702**	**13**	**13**

Investments in associates and joint ventures as at 31 December 2024 and dividend income for the period from 1 October 2024 (the amalgamation date) to 31 December 2024 were as follows:

Name of party	Type of business	Separate financial statements			
		Ownership interest	Paid-up capital	At cost	Dividend income For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
		2024 *(%)*	2024	2024 *(in million Baht)*	
Associates					
Axtra Future City Freehold and Leasehold Real Estate Investment Trust (converted from "Lotus's Retail Growth Freehold and Leasehold Property Fund")	Real estate rental	25.00	28,086	9,174	238
Sukhumvit Living Co., Ltd.	Real estate development	37.50	251	94	-
Sukhumvit Mixed-Use Co., Ltd.	Real estate development for rental as an office building and commercial office	37.50	596	248	-
Total				**9,516**	**238**
Joint ventures					
Retail Properties Co., Ltd.	Mall rental services and related utilities service	50.00	210	505	-
Lotus's Money Services Limited	Credit card services	50.00	2,080	3,949	-
Synergistic Property Development Co., Ltd.	Real estate development	49.99	465	319	-
Axtra Future City Property REIT Co., Ltd.	Trust manager	50.00	35	18	-
Total				**4,791**	**-**

a) During 2024, the Group paid for additional paid-up share capital in Sukhumvit Living Co., Ltd. ("SKL"), an associate, amounting to Baht 23.1 million (increase from Baht 71.1 million to Baht 94.2 million).

b) During 2024, the Group paid for additional paid-up share capital in Sukhumvit Mixed-Use Co., Ltd. ("SKM"), an associate, amounting to Baht 162.8 million (increase from Baht 85.1 million to Baht 247.9 million).

c) During 2024, the Group invested in Axtra Future City Property REIT Co., Ltd. ("AXTRARM"), a joint venture, amounting to Baht 17.5 million. In this regard, the Group has a 50% investment in AXTRARM's paid-up share capital.

d) In May 2024, the unitholders of the Lotus's Retail Growth Freehold and Leasehold Property Fund ("LPF"), an associate, passed a resolution approving the conversion of the LPF into the Axtra Future City Freehold and Leasehold Real Estate Investment Trust ("AXTRART"). The conversion was completed in November 2024. The paid-up share capital totaling Baht 28,086 million, with Krungthai Asset Management Public Company Limited as the trustee of trust and Axtra Future City Property REIT Co.,Ltd. ("AXTRARM"), a joint venture, as the trust manager.

All associates and joint ventures are registered and operate in Thailand.

Axtra Future City Freehold and Leasehold Real Estate Investment Trust is listed on the Stock Exchange of Thailand. The fair value of this investment was calculated from its closing price at 31 December 2024, amounting to Baht 7,012 million.

The Group has considered that none of associates and joint ventures is regarded as individually material to the Group.

Immaterial associates and joint ventures

The following summarises the financial information of the Group's interest in immaterial associates and joint ventures based on the amounts reported in the Group's consolidated financial statements:

	Immaterial associates		**Immaterial joint ventures**	
	2024	2023	2024	2023
	(in million Baht)			
Carrying amount of interests in immaterial associates and joint ventures	**9,039**	**9,081**	**5,981**	**5,702**
Group's share of:				
- Profit from continuing operations	396	369	277	377
- Other comprehensive income	-	-	(3)	3
- Total comprehensive income	**396**	**369**	**274**	**380**

11 Investment properties

	Consolidated financial statements				
	Land	Buildings, building improvements and right-of-use improvements	Right-of-use assets	Assets under construction	Total
			(in million Baht)		
Cost					
As at 1 January 2023	**12,973**	**24,493**	**8,941**	**216**	**46,623**
Additions	-	47	1,226	828	2,101
Transfers	-	822	-	(822)	-
Reclassification	(67)	1,331	(322)	-	942
Disposals and write-off	-	(31)	(15)	-	(46)
Exchange differences on translating financial statements	(168)	(399)	(128)	(1)	(696)
As at 31 December 2023 and 1 January 2024	**12,738**	**26,263**	**9,702**	**221**	**48,924**
Additions	4,658	577	160	7,397	12,792
Transfers	-	758	-	(758)	-
Reclassification	155	(223)	639	(50)	521
Disposals and write-off	-	(266)	(22)	-	(288)
Exchange differences on translating financial statements	79	187	66	2	334
As at 31 December 2024	**17,630**	**27,296**	**10,545**	**6,812**	**62,283**

	Consolidated financial statements *(Continued)*				
	Land	Buildings, building improvements and right-of-use improvements	Right-of-use assets	Assets under construction	Total
			(in million Baht)		
Accumulated depreciation and accumulated impairment losses					
As at 1 January 2023	**(15)**	**(2,048)**	**(650)**	**-**	**(2,713)**
Depreciation charge for the year	-	(1,417)	(473)	-	(1,890)
Impairment losses	-	(1)	(18)	-	(19)
Reclassification	-	(3)	(50)	-	(53)
Disposals and write-off	-	27	7	-	34
Exchange differences on translating financial statements	-	22	9	-	31
As at 31 December 2023 and 1 January 2024	**(15)**	**(3,420)**	**(1,175)**	**-**	**(4,610)**
Depreciation charge for the year	-	(1,466)	(572)	-	(2,038)
Reversal of impairment losses	-	3	16	-	19
Reclassification	-	576	(15)	-	561
Disposals and write-off	-	260	3	-	263
Exchange differences on translating financial statements	-	(10)	(5)	-	(15)
As at 31 December 2024	**(15)**	**(4,057)**	**(1,748)**	**-**	**(5,820)**
Net book value					
As at 1 January 2023	**12,958**	**22,445**	**8,291**	**216**	**43,910**
As at 31 December 2023 and 1 January 2024	**12,723**	**22,843**	**8,527**	**221**	**44,314**
As at 31 December 2024	**17,615**	**23,239**	**8,797**	**6,812**	**56,463**

	Separate financial statements				
	Land	Buildings, building improvements and right-of-use improvements	Right-of-use assets	Assets under construction	Total
			(in million Baht)		
Cost					
As at 1 October 2024 (the amalgamation date)	**12,270**	**19,413**	**7,568**	**210**	**39,461**
Additions	80	-	3	711	794
Transfers	-	462	-	(462)	-
Reclassification	59	(440)	442	(5)	56
Disposals and write-off	-	(58)	(22)	-	(80)
As at 31 December 2024	**12,409**	**19,377**	**7,991**	**454**	**40,231**
Accumulated depreciation and accumulated impairment losses					
As at 1 October 2024 (the amalgamation date)	**(15)**	**(3,732)**	**(1,230)**	-	**(4,977)**
Depreciation charge for the period	-	(329)	(131)	-	(460)
Reclassification	-	650	(4)	-	646
Disposals and write-off	-	56	3	-	59
As at 31 December 2024	**(15)**	**(3,355)**	**(1,362)**	-	**(4,732)**

	Separate financial statements *(Continued)*				
	Land	Buildings, building improvements and right-of-use improvements	Right-of-use assets *(in million Baht)*	Assets under construction	Total
Net book value					
As at 1 October 2024 (the amalgamation date)	**12,255**	**15,681**	**6,338**	**210**	**34,484**
As at 31 December 2024	**12,394**	**16,022**	**6,629**	**454**	**35,499**

The gross amount of the Group's fully depreciated investment properties that were still in use as at 31 December 2024 amounted to Baht 438 million in the consolidated financial statements *(2023: Baht 306 million)* and Baht 438 million in the separate financial statements.

The fair value of investment properties as at 31 December 2024 of Baht 73,267 million *(2023: Baht 64,579 million)* in the consolidated financial statements and Baht 37,745 million in separate financial statements, were determined by independent professional valuers. The fair value of investment property has been categorised as level 3 fair value.

12 Property, plant and equipment

	Consolidated financial statements					
	Land	Buildings, building improvements and right-of-use improvements	Machinery, equipment, and furniture	Vehicles	Assets under construction and installation	Total
			(in million Baht)			
Cost						
As at 1 January 2023	**36,253**	**69,201**	**39,799**	**253**	**2,992**	**148,498**
Additions	1,322	509	4,651	72	3,468	10,022
Transfers	-	1,259	2,637	3	(3,899)	-
Reclassification	231	(1,489)	(6)	-	-	(1,264)
Disposals and write-off	-	(1,381)	(4,479)	(23)	(23)	(5,906)
Exchange differences on translating financial statements	(319)	(463)	41	(2)	(11)	(754)
As at 31 December 2023 and 1 January 2024	**37,487**	**67,636**	**42,643**	**303**	**2,527**	**150,596**
Additions	1,418	469	5,246	79	5,020	12,232
Transfers	-	2,346	1,631	-	(3,977)	-
Reclassification	(155)	223	-	1	50	119
Disposals and write-off	-	(606)	(2,532)	(19)	(51)	(3,208)
Exchange differences on translating financial statements	150	256	23	-	1	430
As at 31 December 2024	**38,900**	**70,324**	**47,011**	**364**	**3,570**	**160,169**

	Consolidated financial statements *(Continued)*					
	Land	Buildings, building improvements and right-of-use improvements	Machinery, equipment, and furniture	Vehicles	Assets under construction and installation	Total
			(in million Baht)			
Accumulated depreciation and accumulated impairment losses						
As at 1 January 2023	**-**	**(10,838)**	**(19,411)**	**(109)**	**(25)**	**(30,383)**
Depreciation charge for the year	-	(3,693)	(6,236)	(60)	-	(9,989)
Reclassification	-	(1)	4	-	-	3
Disposals and write-off	-	1,224	4,226	21	23	5,494
Impairment losses	-	(97)	(71)	-	(51)	(219)
Exchange differences on translating financial statements	-	30	42	-	-	72
As at 31 December 2023 and 1 January 2024	**-**	**(13,375)**	**(21,446)**	**(148)**	**(53)**	**(35,022)**
Depreciation charge for the year	-	(3,648)	(6,128)	(51)	-	(9,827)
Reclassification	-	(576)	-	(1)	-	(577)
Disposals and write-off	-	604	2,449	18	55	3,126
Impairment losses	-	(46)	(101)	-	(28)	(175)
Exchange differences on translating financial statements	-	(5)	6	-	-	1
As at 31 December 2024	**-**	**(17,046)**	**(25,220)**	**(182)**	**(26)**	**(42,474)**

	Consolidated financial statements *(Continued)*					
	Land	Buildings, building improvements and right-of-use improvements	Machinery, equipment, and furniture	Vehicles	Assets under construction and installation	Total
			(in million Baht)			
Net book value						
As at 1 January 2023	**36,253**	**58,363**	**20,388**	**144**	**2,967**	**118,115**
As at 31 December 2023 and 1 January 2024	**37,487**	**54,261**	**21,197**	**155**	**2,474**	**115,574**
As at 31 December 2024	**38,900**	**53,278**	**21,791**	**182**	**3,544**	**117,695**

	Separate financial statements					
	Land	Buildings, building improvements and right-of-use improvements	Machinery, equipment, and furniture	Vehicles	Assets under construction and installation	Total
			(in million Baht)			
Cost						
As at 1 October 2024 (the amalgamation date)	**32,048**	**56,293**	**41,279**	**250**	**3,177**	**133,047**
Additions	1,033	159	1,659	26	1,114	3,991
Transfers	-	1,083	282	-	(1,365)	-
Reclassification	(59)	440	-	-	5	386
Disposals and write-off	-	(46)	(332)	(3)	-	(381)
As at 31 December 2024	**33,022**	**57,929**	**42,888**	**273**	**2,931**	**137,043**
Accumulated depreciation and accumulated impairment losses						
As at 1 October 2024 (the amalgamation date)	**-**	**(14,292)**	**(21,937)**	**(144)**	**(4)**	**(36,377)**
Depreciation charge for the period	-	(809)	(1,397)	(7)	-	(2,213)
Reclassification	-	(650)	-	-	-	(650)
Disposals and write-off	-	40	318	3	-	361
Reversal of impairment losses (impairment losses)	-	1	3	-	(21)	(17)
As at 31 December 2024	**-**	**(15,710)**	**(23,013)**	**(148)**	**(25)**	**(38,896)**
Net book value						
As at 1 October 2024 (the amalgamation date)	**32,048**	**42,001**	**19,342**	**106**	**3,173**	**96,670**
As at 31 December 2024	**33,022**	**42,219**	**19,875**	**125**	**2,906**	**98,147**

The gross amount of the Group's and the Company's fully depreciated plant and equipment that were still in use as at 31 December 2024 amounted to Baht 17,505 million *(2023: Baht 14,503 million)* in the consolidated financial statements and Baht 14,684 million in the separate financial statements.

13 Right-of-use assets

	Consolidated financial statements				
	Land	Buildings	Machinery, equipment, and furniture	Vehicles	Total
			(in million Baht)		
Cost					
As at 1 January 2023	**23,617**	**15,582**	**4,475**	**924**	**44,598**
Additions	5,670	544	1,066	182	7,462
Reclassification	(103)	425	-	-	322
Write-off	(411)	(683)	(98)	(205)	(1,397)
Lease modification	(209)	(244)	-	-	(453)
Exchange differences on translating financial statements	(128)	(75)	(31)	-	(234)
As at 31 December 2023 and 1 January 2024	**28,436**	**15,549**	**5,412**	**901**	**50,298**
Additions	3,188	1,872	1,204	120	6,384
Reclassification	(766)	127	-	(1)	(640)
Write-off	(224)	(979)	(42)	(164)	(1,409)
Lease modification	(47)	(187)	-	(2)	(236)
Exchange differences on translating financial statements	39	(17)	10	(2)	30
As at 31 December 2024	**30,626**	**16,365**	**6,584**	**852**	**54,427**

	Consolidated financial statements *(Continued)*				
	Land	Buildings	Machinery, equipment, and furniture	Vehicles	Total
			(in million Baht)		
Accumulated depreciation and accumulated impairment losses					
As at 1 January 2023	**(3,670)**	**(2,204)**	**(1,242)**	**(315)**	**(7,431)**
Depreciation charge for the year	(1,796)	(1,580)	(338)	(268)	(3,982)
Reclassification	6	44	-	-	50
Write-off	173	308	93	177	751
Lease modification	63	-	-	-	63
Impairment losses	(6)	(18)	-	-	(24)
Exchange differences on translating financial statements	12	12	2	-	26
As at 31 December 2023 and 1 January 2024	**(5,218)**	**(3,438)**	**(1,485)**	**(406)**	**(10,547)**
Depreciation charge for the year	(1,891)	(1,370)	(355)	(244)	(3,860)
Reclassification	49	(34)	-	1	16
Write-off	170	687	41	148	1,046
Lease modification	8	-	-	-	8
(Impairment losses) reversal of impairment losses	(14)	3	-	-	(11)
Exchange differences on translating financial statements	(3)	4	(1)	-	-
As at 31 December 2024	**(6,899)**	**(4,148)**	**(1,800)**	**(501)**	**(13,348)**
Net book value					
As at 1 January 2023	**19,947**	**13,378**	**3,233**	**609**	**37,167**
As at 31 December 2023 and 1 January 2024	**23,218**	**12,111**	**3,927**	**495**	**39,751**
As at 31 December 2024	**23,727**	**12,217**	**4,784**	**351**	**41,079**

	Separate financial statements				
	Land	Buildings	Machinery, equipment, and furniture	Vehicles	Total
			(in million Baht)		
Cost					
As at 1 October 2024 (the amalgamation date)	**26,437**	**13,538**	**4,909**	**897**	**45,781**
Additions	894	267	736	17	1,914
Reclassification	(427)	(15)	-	-	(442)
Write-off	(46)	(84)	(1)	(104)	(235)
Lease modification	(22)	(18)	-	(2)	(42)
As at 31 December 2024	**26,836**	**13,688**	**5,644**	**808**	**46,976**
Accumulated depreciation and accumulated impairment losses					
As at 1 October 2024 (the amalgamation date)	**(5,938)**	**(3,417)**	**(1,606)**	**(521)**	**(11,482)**
Depreciation charge for the period	(448)	(289)	(79)	(56)	(872)
Reclassification	23	(19)	-	-	4
Write-off	14	46	1	93	154
Impairment losses	(6)	(1)	-	-	(7)
As at 31 December 2024	**(6,355)**	**(3,680)**	**(1,684)**	**(484)**	**(12,203)**
Net book value					
As at 1 October 2024 (the amalgamation date)	**20,499**	**10,121**	**3,303**	**376**	**34,299**
As at 31 December 2024	**20,481**	**10,008**	**3,960**	**324**	**34,773**

14 Goodwill

	Consolidated financial statements		Separate financial statements
	For the year ended 31 December		For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
		(in million Baht)	
At the beginning of year /period	234,736	234,736	204,308
At the end of year /period	**234,736**	**234,736**	**204,308**

Cash generating units ("CGUs") containing goodwill

For the purposes of impairment testing, goodwill has been allocated to the Group's CGUs as follows.

	Consolidated financial statements		Separate financial statements
	2024	2023	2024
		(in million Baht)	
Local retail business	204,308	204,308	204,308
Foreign retail business	28,237	28,237	-
Indoguna group*	2,023	2,023	-
Siam Food Services Limited	168	168	-
Total	**234,736**	**234,736**	**204,308**

*Indoguna group comprised Indoguna (Singapore) Pte Ltd, Indoguna Dubai L.L.C, Just Meat Company Limited and Indoguna Lordly Company Limited.

Impairment testing for carrying amount of goodwill and other intangible assets within indefinite useful lives

The recoverable amount was based on its value in use, determined by discounting future cash flows to be generated from the going concern and the continuing use of assets of (1) Local retail business (2) Foreign retail business (3) Indoguna group and (4) Siam Food Services Limited.

The values assigned to the key assumptions represented management's assessment of future trends in the relevant industries and have been based on historical data from external and internal sources. The key assumptions used in the estimation of the recoverable amount were as follows:

Discount rate

The discount rates were based on weighted average cost of capital comprised of key financial assumptions such as cost of debt and cost of equity which ranging from 6% to 7% *(2023 : 6% to 7%).*

Terminal value growth rate

Terminal value growth rates were determined based on average consumer price index in the country of operation, inflation rates and growth rates of historical earnings before finance cost, income tax, depreciation and amortisation ("EBITDA") which ranging from 2% to 3% *(2023: 3%).*

Budgeted EBITDA

Budgeted EBITDA were based on expectations of future outcomes taking into the past experience, adjusted for the anticipated revenue growth. Revenue growth was projected from past experience and estimate sale growth.

Management has identified that a reasonably possible change in key assumptions, discount rate and terminal value growth rate, which at 31 December 2024, if discount rate increases by 1% to 5% *(2023: 1% to 3%)* or terminal value growth rate decreases by 2% to 7% *(2023: 2% to 4%)* could cause the recoverable amount to be equal to the carrying amount.

Based on the impairment testing, the recoverable amount was estimated to be higher than its carrying amount and no impairment was required to the consolidated and separate financial statements.

15 Other intangible assets other than goodwill

	Consolidated financial statements				
	Computer software	Trademarks and others	Customer relationship	Computer software under development and others	Total
			(in million Baht)		
Cost					
As at 1 January 2023	**11,351**	**471**	**1,137**	**894**	**13,853**
Additions	393	2	-	1,843	2,238
Transfers	971	1	-	(972)	-
Disposals and write-off	(98)	-	-	-	(98)
Exchange differences on translating financial statements	(24)	-	-	(3)	(27)
As at 31 December 2023 and 1 January 2024	**12,593**	**474**	**1,137**	**1,762**	**15,966**
Additions	364	1	-	1,380	1,745
Transfers	799	-	-	(799)	-
Disposals and write-off	(38)	-	-	-	(38)
Exchange differences on translating financial statements	(12)	-	-	1	(11)
As at 31 December 2024	**13,706**	**475**	**1,137**	**2,344**	**17,662**

	Consolidated financial statements *(Continued)*				
	Computer software	Trademarks and others	Customer relationship	Computer software under development and others	Total
			(in million Baht)		
Accumulated amortisation and accumulated impairment losses					
As at 1 January 2023	**(3,160)**	**(10)**	**(162)**	**-**	**(3,332)**
Amortisation charge for the year	(1,629)	(2)	(121)	-	(1,752)
Disposals and write-off	93	-	-	-	93
Reversal of impairment losses	1	-	-	-	1
Exchange differences on translating financial statements	7	-	-	-	7
As at 31 December 2023 and 1 January 2024	**(4,688)**	**(12)**	**(283)**	**-**	**(4,983)**
Amortisation charge for the year	(1,772)	(3)	(121)	-	(1,896)
Disposals and write-off	38	-	-	-	38
Reversal of impairment losses	2	-	-	-	2
Exchange differences on translating financial statements	8	-	-	-	8
As at 31 December 2024	**(6,412)**	**(15)**	**(404)**	**-**	**(6,831)**
Net book value					
As at 1 January 2023	**8,191**	**461**	**975**	**894**	**10,521**
As at 31 December 2023 and 1 January 2024	**7,905**	**462**	**854**	**1,762**	**10,983**
As at 31 December 2024	**7,294**	**460**	**733**	**2,344**	**10,831**

	Separate financial statements			
	Computer software	Customer relationship	Computer software under development and others	Total
		(in million Baht)		
Cost				
As at 1 October 2024 (the amalgamation date)	**12,904**	**1,078**	**1,872**	**15,854**
Additions	34	-	567	601
Transfers	137	-	(137)	-
Disposals and write-off	(1)	-	-	(1)
As at 31 December 2024	**13,074**	**1,078**	**2,302**	**16,454**
Accumulated amortisation and accumulated impairment losses				
As at 1 October 2024 (the amalgamation date)	**(5,566)**	**(343)**	**-**	**(5,909)**
Amortisation charge for the period	(438)	(29)	-	(467)
Disposals and write-off	1	-	-	1
As at 31 December 2024	**(6,003)**	**(372)**	**-**	**(6,375)**
Net book value				
As at 1 October 2024 (the amalgamation date)	**7,338**	**735**	**1,872**	**9,945**
As at 31 December 2024	**7,071**	**706**	**2,302**	**10,079**

The gross amount of the Group's and the Company's fully amortised other intangible assets other than goodwill that were still in use as at 31 December 2024 amounted to Baht 1,208 million *(2023: Baht 997 million)* in the consolidated financial statements and Baht 942 million in the separate financial statements.

16 Interest-bearing liabilities

	Consolidated financial statements		Separate financial statements
	2024	2023	2024
		(in million Baht)	
Short-term borrowings from financial institutions			
Liabilities under trust receipts - unsecured	1,817	1,347	-
Short-term borrowings - unsecured	7,601	1,035	7,563
Short-term borrowings from subsidiaries - unsecured	-	-	7,705
Debentures - unsecured	61,292	69,919	61,292
Long-term borrowings from financial institutions			
- secured	14,143	16,884	-
- unsecured	13,304	7,000	13,304
Lease liabilities	52,667	51,740	42,593
Total interest-bearing liabilities	**150,824**	**147,925**	**132,457**

As at 31 December 2024, the Group and the Company had unutilised credit facilities totaling Baht 25,318 million *(2023: Baht 24,336 million)* in the consolidated financial statements and Baht 21,840 million in the separate financial statements.

Movements during the year ended 31 December 2024 and 2023, and during the period from 1 October 2024 (the amalgamation date) to 31 December 2024 were as follows:

	Consolidated financial statements For the year ended 31 December		Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
		(in million Baht)	
Short-term borrowings from financial institutions			
At the beginning of year/period	2,382	1,637	7,414
Increases	169,570	155,688	32,990
Decreases	(162,620)	(155,120)	(32,890)
Interest paid calculated using effective interest rate method	109	177	49
Other movement	(23)	-	-
At the end of year/period	**9,418**	**2,382**	**7,563**

	Consolidated financial statements For the year ended 31 December		Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
	(in million Baht)		
Short-term borrowings from a related party			
At the beginning of year/period	-	-	-
Increases	1,275	-	-
Decreases	(1,275)	-	-
At the end of year/period	-	-	-
Debentures			
At the beginning of year/period	69,919	23,466	69,090
Increases, net of debentures issuance cost	8,987	46,432	-
Decreases	(17,653)	-	(7,804)
Interest paid calculated using effective interest rate method	39	21	6
At the end of year/period	**61,292**	**69,919**	**61,292**

The Company issued unsubordinated and unsecured debentures in registered name form. Details of outstanding debentures were as follows:

Issued date	Debentures term *(year)*	Fixed rate *(% per annum)*	Fully repayable date	Balance *(in million Baht)*
20 October 2022	3	3.25	20 October 2025	8,534
20 October 2022	5	3.55	20 October 2027	1,180
20 October 2022	7	4.00	20 October 2029	3,931
20 April 2023	3	3.20	20 April 2026	10,375
20 April 2023	5	3.54	20 April 2028	5,356
20 April 2023	8	3.83	20 April 2031	1,111
20 April 2023	10	4.00	20 April 2033	5,803
20 April 2023	10	4.00	20 April 2033	1,050
13 September 2023	1.5	3.04	13 March 2025	10,000
13 September 2023	3	3.20	13 September 2026	3,000
13 September 2023	5	3.55	13 September 2028	1,000
13 September 2023	7	3.80	13 September 2030	1,000

Issued date	Debentures term *(year)*	Fixed rate *(% per annum)*	Fully repayable date	Balance *(in million Baht)*
25 April 2024	1 year 5 months 25 days	2.90	20 October 2025	1,500
25 April 2024	3 years 5 months 25 days	3.14	20 October 2027	3,500
25 April 2024	4 years 5 months 25 days	3.38	20 October 2028	3,000
25 April 2024	7 years 5 months 25 days	3.56	20 October 2031	1,000
Total debentures - face value				**61,340**
Less unamortised issuance cost				(48)
Total debentures, net				**61,292**
Less current portion of debentures, net				(20,028)
Non-current portion of debentures, net				**41,264**

Debentures issued during the year

On 25 April 2024, the Group issued unsubordinated and unsecured debentures No.1/2024 in registered name form with debenture holder representative offered to public and/or institutional investors, which has the objective to repay debentures due in April 2024.

The Group must comply with the specific covenants such as maintaining a net interest-bearing debt to equity ratio of the consolidated financial statements as specified in terms and condition of the debentures, etc.

	Consolidated financial statements For the year ended 31 December		**Separate financial statements** For the period from 1 October 2024 (the amalgamation date)
	2024	2023	31 December 2024
		(in million Baht)	
Long-term borrowings from financial institutions			
At the beginning of year/period	23,884	86,559	7,000
Increases	10,306	5	10,304
Decreases	(7,220)	(61,100)	(4,000)
Payment of loan extension fee	(90)	-	-
Interest paid calculated using effective interest rate method	81	611	-
Other movement	486	(2,191)	-
At the end of year/period	**27,447**	**23,884**	**13,304**

As at 31 December 2024, the Group had long-term borrowings agreements with local financial institutions and foreign financial institutions. Details of significant agreements are as follows:

Borrowing agreement	Loan amount	Interest rate (% per annum)	Term of payment
The first agreement	Baht 1,000 million	Fixed interest rate as stipulated in the agreement	Entire principal of borrowing in January 2025
The second agreement	Baht 2,000 million	Fixed interest rate as stipulated in the agreement	Entire principal of borrowing in January 2026
The third agreement	Malaysian Ringgit 2,300 million	Variable interest rate as stipulated in the agreement	Installment until January 2029
The fourth agreement	Baht 9,327 million	Variable interest rate as stipulated in the agreement	Entire principal of borrowing in June 2026
The fifth agreement	Baht 1,000 million	Variable interest rate as stipulated in the agreement	Entire principal of borrowing in December 2027

In this regard, the Group must comply with the specified covenants in each long-term borrowings agreements, such as to maintain debt to equity ratio and the shareholdings as stipulated in the agreements, etc.

Assets pledged as security for liabilities

As at 31 December 2024, the Group's property, plant and equipment and investment properties with total net book value of Baht 12,915 million *(2023: Baht 12,852 million)* were pledged under long-term borrowings from financial institutions.

	Consolidated financial statements		Separate financial statements
	For the year ended 31 December		For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
		(in million Baht)	
Lease liabilities			
At the beginning of year/period	51,740	48,879	41,552
Purchase of assets under lease liabilities	6,234	7,796	1,917
Payment of lease liabilities	(6,772)	(5,431)	(1,101)
Write-off	(539)	(734)	(118)
Finance costs under lease	2,122	2,016	383
Lease modification	(228)	(397)	(40)
Other movement	110	(389)	-
At the end of year/period	**52,667**	**51,740**	**42,593**

17 Provisions for employee benefits

Defined benefit plan

The Group operates defined benefit plans which have characteristics as follows:

Pension fund benefit

The Group operates a pension scheme for employees who joined before 1 January 2003 and choose to retain the benefits of the original scheme. Employees, upon resignation or retirement from the Group after having completed 3 years of service, shall be entitled to receive cash payment equivalent to their prevailing salary multiplied by the number of years of service, but not exceeding the equivalent of 10 months of final salary.

Severance benefit

Under Thai Labour Protection Act B.E 2541 (1998) and the Group's employment policy, all employees completing 120 days of service are entitled to severance pay on termination or retrenchment without cause or upon retirement age of 60 years. The severance pay will be at the rate according to number of years of service as stipulated in the Labor Law which is currently at a maximum rate of 400 days of final salary.

Additional benefit related to provident fund

The Company operates an employee benefit scheme under which employees who joined before 1 April 2016 and are members of the Company's provident fund for more than 9 years are entitled to receive additional contribution from the Company on their resignation or retirement from employment with the Company. Employees, who are member of the provident fund for more than 9 years, shall be entitled to receive an additional 50% of the contributions made by the Company on their behalf.

The defined benefit plans expose the Group to actuarial risks, such as interest rate risk, future salary growth risk and employee turnover risk.

Present value of the defined benefit obligations

	Consolidated financial statements		Separate financial statements
	For the year ended 31 December		For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
		(in million Baht)	
At the beginning of year/period	2,666	2,550	2,415
Included in profit or loss:			
Current service costs	211	205	41
Past service costs	-	(36)	-
Interest on obligation	56	56	11
Curtailment losses	93	-	-
Actuarial gain on other long-term employee benefit plan	-	(4)	-
	360	221	52
Included in other comprehensive income:			
Actuarial loss (gain)			
- Changes in assumptions	63	(22)	-
- Experience adjustments	89	52	-
	152	30	-
Other:			
Benefits paid by the plan	(633)	(121)	(22)
Transfer in (out) provisions for employee benefits with related parties	6	(14)	-
Transfer out provisions for employee benefits with subsidiaries	-	-	(110)
Exchange differences on translating financial statements	(1)	-	-
At the end of year/period	**2,550**	**2,666**	**2,335**

Actuarial assumptions

The principal actuarial assumptions at the reporting date were as follows:

	Consolidated financial statements		Separate financial statements
	2024	2023	2024
		(%)	
Discount rate	2.4 - 2.8	2.5 - 4.0	2.4 - 2.5
Future salary growth	3.0 - 8.0	2.5 - 8.0	3.0 - 8.0
Employee turnover	0.0 - 50.0	0.0 - 50.0	0.0 - 50.0

Assumptions regarding future mortality have been based on published statistics and mortality table.

As at 31 December 2024, the weighted average duration of the defined benefit obligations were 6 to 14 years *(2023: 2 to 15 years)*.

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts increase (decrease) as follows:

	Consolidated financial statements			
Effect to the defined benefit obligation increase (decrease)	Assumption increase by 0.5%		Assumption decrease by 0.5%	
At 31 December	2024	2023	2024	2023
	(in million Baht)			
Discount rate	(76)	(73)	82	78
Future salary growth	75	70	(71)	(66)
Employee turnover	(77)	(71)	65	60

	Separate financial statements	
Effect to the defined benefit obligation increase (decrease)	Assumption increase by 0.5%	Assumption decrease by 0.5%
At 31 December	2024	2024
	(in million Baht)	
Discount rate	(70)	75
Future salary growth	68	(65)
Employee turnover	(70)	60

18 Other non-current provisions

	Consolidated financial statements					
	Dismantling provision	2024 Provision for litigation claim	Total	Dismantling provision	2023 Provision for litigation claim	Total
	(in million Baht)					
At the beginning of year	2,327	99	2,426	2,245	97	2,342
Provision made	86	1	87	161	8	169
Provision used	(18)	-	(18)	(56)	(3)	(59)
Provision reversed	(80)	(67)	(147)	(19)	(3)	(22)
Exchange differences on translating financial statements	4	-	4	(4)	-	(4)
At the end of year	**2,319**	**33**	**2,352**	**2,327**	**99**	**2,426**

	Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024		
	Dismantling provision	Provision for litigation claim	Total
	(in million Baht)		
At the beginning of period	2,199	34	2,233
Provision made	37	-	37
Provision used	(12)	-	(12)
Provision reversed	(1)	(1)	(2)
At the end of period	**2,223**	**33**	**2,256**

19 Share Capital

	Note	Par value per share (in Baht)	Consolidated financial statements For the year ended 31 December 2024 Number *(million shares /in million Baht)*		2023 Number	
				Baht		Baht
Authorised share capital						
At the beginning of year						
- ordinary shares		*0.5*	11,172	5,586	11,172	5,586
Reduction of shares		*0.5*	(592)	(296)	-	-
Change in par value		*0.5*	(10,580)	-	-	-
Change in par value	*4*	*1.0*	5,290	-	-	-
Increase of new shares from amalgamation	*4*	*1.0*	5,138	5,138	-	-
At the end of year						
- ordinary shares		*0.5*	**-**	**-**	**11,172**	**5,586**
- ordinary shares		*1.0*	**10,428**	**10,428**	**-**	**-**
Issued and paid-up share capital						
At the beginning of year						
- ordinary shares		*0.5*	10,580	5,290	10,580	5,290
Change in par value		*0.5*	(10,580)	-	-	-
Change in par value	*4*	*1.0*	5,290	-	-	-
Increase of new shares from amalgamation	*4*	*1.0*	5,138	5,138	-	-
At the end of year						
- ordinary shares		*0.5*	**-**	**-**	**10,580**	**5,290**
- ordinary shares		*1.0*	**10,428**	**10,428**	**-**	**-**

At the former company's Annual General Meeting of Shareholders held on 29 March 2024, the former company's shareholders approved the reduction of authorised share capital of the former company by Baht 296 million (decrease from Baht 5,586 million to Baht 5,290 million) by cancelling 592 million unissued shares with a par value of Baht 0.50 per share. The former company has completed the registration for the reduction of authorised share capital with the Ministry of Commerce on 5 April 2024.

	Note	*Par value per share (in Baht)*	Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024 Number *(million shares)*	Baht *(in million Baht)*
Authorised share capital				
At 1 October - ordinary shares	*4*	*1.0*	10,428	10,428
At 31 December - ordinary shares		*1.0*	**10,428**	**10,428**
Issued and paid-up share capital				
At 1 October - ordinary shares	*4*	*1.0*	10,428	10,428
At 31 December - ordinary shares		*1.0*	**10,428**	**10,428**

20 Surplus (deficit) and reserve

Share premium

Section 51 of the Public Limited Company Act B.E. 2535 (1992) requires the company to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

Deficit from changes in ownership interests in subsidiary

Deficit from changes in ownership interests in subsidiary represent the changed in a parent's ownership interest in subsidiaries that do not result in a loss of control.

Deficit from business restructuring

Deficit from business restructuring consisted of the following:

		Consolidated Financial statements		Separate Financial statements
At 31 December	*Note*	2024	2023	2024
			(in million Baht)	
Deficit from acquisition of interests under common control		6,714	6,714	14,178
Deficit from amalgamation under common control	*4*	5,652	-	34,445
Total deficit from business restructuring		**12,366**	**6,714**	**48,623**

Appropriations of profit and/or retained earnings

Legal reserve

Section 116 of the Public Limited Companies Act B.E. 2535 (1992) requires that the company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward (if any), to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

As at 31 December 2024, the Company has fully set aside the required legal reserve.

21 Segment information and disaggregation of revenue

Revenue

The Group's operations is derived from sale of goods from wholesale business, retail and mall business, and rendering of services related to those businesses.

Segment information

Segment information is taken from internal reports of the Group which are reviewed by the Chief Operating Decision Maker (CODM). CODM is the Executive Committee and Chief Executive Officer - CP Axtra Public Company Limited, who makes decisions about resource allocation and assesses the segment performance.

The CODM considers the following to be the Group's reportable segments:

Segment 1: Wholesale
Segment 2: Retail and mall

The Group did not have single external customer that contributed 10% or more of the Group's total revenues.

The CODM considers the monthly performance of each reporting segment based upon profit before finance costs and income tax expense.

Disaggregation of revenues, timing of revenue recognition and results, based on segments, for the years ended 31 December 2024 and 2023 were as follows:

	Consolidated financial statements					
For the year ended	Wholesale		Retail and mall		Total	
31 December	2024	2023	2024	2023	2024	2023
	(in million Baht)					
Type of revenues						
Revenue from sale of goods	273,491	259,811	215,370	206,423	488,861	466,234
Revenue from rendering of services	4,516	4,806	1,047	1,129	5,563	5,935
Revenue from rental and rendering retail services	524	517	13,797	13,786	14,321	14,303
External revenues	278,531	265,134	230,214	221,338	508,745	486,472
Total income	**279,483**	**266,057**	**232,559**	**223,892**	**512,042**	**489,949**
Timing of revenue						
At a point in time	273,503	259,822	216,917	207,997	490,420	467,819
Overtime	5,028	5,312	13,297	13,341	18,325	18,653
Total	**278,531**	**265,134**	**230,214**	**221,338**	**508,745**	**486,472**
Profit before finance costs and income tax expense	8,491	8,723	10,815	8,730	19,306	17,453
Finance costs					(5,735)	(6,319)
Income tax expense					(3,026)	(2,535)
Profit for the year					**10,545**	**8,599**

Details of assets and liabilities, based on segments, in the consolidated financial statements as at 31 December 2024 and 2023 were as follows:

	Wholesale		Retail and mall		Total	
	2024	2023	2024	2023	2024	2023
	(in million Baht)					
Investment properties	605	163	55,858	44,151	56,463	44,314
Property, plant and equipment	39,309	35,937	78,386	79,637	117,695	115,574
Goodwill	2,191	2,191	232,545	232,545	234,736	234,736
Other assets	52,086	49,612	85,551	96,135	137,637	145,747
Total segment assets	**94,191**	**87,903**	**452,340**	**452,468**	**546,531**	**540,371**
Total segment liabilities	**90,899**	**81,389**	**157,015**	**165,510**	**247,914**	**246,899**

Information about geographical areas

In presenting information on the basis of information about geographical areas, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of assets.

Detail of the geographic segment financial information of the geographical area of the Group for the year ended 31 December 2024 and 2023 were as follows:

	Consolidated financial statements	
	2024	2023
	(in million Baht)	
Revenue		
Thailand	456,539	439,670
Malaysia	39,349	36,837
Others	16,154	13,442
Total	**512,042**	**489,949**

Detail of the geographic segment financial information of the geographical areas of the Group as at 31 December 2024 and 2023 were as follows:

	Consolidated financial statements	
	2024	2023
	(in million Baht)	
Non-current assets (excluded goodwill)		
Thailand	206,858	191,549
Malaysia	33,327	32,945
Others	4,687	4,402
Total	**244,872**	**228,896**

22 Leases

As a lessee

The Group has entered into a number of various assets categories primarily on respect of land and building lease agreements. These agreements are effective for periods of 1 year to 99 years and will expire on various dates until November 2111 with extension options at the end of lease term. The rental is payable as specified in the contract.

	Note	Consolidated financial statements For the year ended 31 December 2024	2023	Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
			(in million Baht)	
Included in profit or loss				
Sub-lease income		6,445	4,562	1,624
Depreciation of right-of-use assets	*11, 13*	4,432	4,455	1,003
Interest on lease liabilities	*16*	2,122	2,016	383
Expenses relating to short-term leases		259	238	51
Expenses relating to leases of low-value assets		328	321	69
Variable lease payments based on sales		189	146	49

During 2024, total cash outflow for leases of the Group were Baht 7,548 million *(2023: Baht 6,136 million)* and during the period from 1 October 2024 (the amalgamation date) to 31 December 2024, total cash outflow for leases of the Company was Baht 1,270 million.

Extension options

The Group has extension options on property leases exercisable before the end of the contract period. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options and will regularly reassess so.

As a lessor

The Group has entered into a number of land and building spaces lease agreements which were classified as operating leases. These lease agreements are effective for periods of 1 year to 30 years and will expire on various dates until May 2048.

Lease payments to be received from operating leases as at 31 December	Consolidated financial statements		Separate financial statements
	2024	2023	2024
		(in million Baht)	
1st year	5,033	5,067	3,738
2nd year	2,269	2,680	1,690
3rd year	767	828	622
4th year	71	62	66
5th year	64	62	63
After 5th year	1,229	1,290	1,229
Total	**9,433**	**9,989**	**7,408**

23 Expenses by nature

The statement of income includes an analysis of expenses by function. Expenses by nature were as follows:

	Note	Consolidated financial statements For the year ended 31 December 2024	2023	Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
			(in million Baht)	
Changes in inventories of finished goods		(600)	1,936	536
Purchase of raw material, finished goods and other related costs		419,248	399,957	95,869
Depreciation - investment properties	*11*	2,038	1,890	460
Depreciation - property, plant and equipment	*12*	9,827	9,989	2,213
Depreciation - right-of-use assets	*13*	3,860	3,982	872
Amortisation - other intangible assets other than goodwill	*15*	1,896	1,752	467
Employee benefit expenses		26,210	25,274	5,375
Utilities expenses		11,488	11,609	2,480
Advertising and sale promotion expenses		3,406	3,311	911
Computer expenses		2,989	2,603	635
Maintenance and repair expenses		1,525	1,351	239
Lease-related expenses	*22*	776	705	169
Trademark fees		253	245	52
Other		10,493	8,638	2,353
Total cost of sale of goods, cost of rental and rendering of services, distribution costs and administrative expenses		**493,409**	**473,242**	**112,631**

24 Income tax

Income tax recognised in profit or loss

	Consolidated financial statements For the year ended 31 December		Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	2024	2023	
	(in million Baht)		
Current income tax			
Current year/period	3,122	2,612	900
(Over) under provided in prior years	(119)	46	-
	3,003	**2,658**	**900**
Deferred income tax			
Movements in temporary differences	23	(123)	84
	23	**(123)**	**84**
Total	**3,026**	**2,535**	**984**

Income tax recognised in other comprehensive income

	Consolidated financial statements For the year ended 31 December					
	2024			2023		
	Before income tax	Tax (income) expense	Net of income tax	Before income tax	Tax income	Net of income tax
	(in million Baht)					
Cashflow hedges reserve	-	-	-	155	(45)	110
(Gain) loss on investment in equity instrument designated at fair value through other comprehensive income	(218)	44	(174)	107	(21)	86
Loss on remeasurement of defined benefit plans	152	(30)	122	30	(11)	19
Total	**(66)**	**14**	**(52)**	**292**	**(77)**	**215**

	Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024		
	Before income tax	Tax expense	Net of income tax
	(in million Baht)		
Gain on investment in equity instrument designated at fair value through other comprehensive income	(179)	36	(143)
Total	**(179)**	**36**	**(143)**

Reconciliation of effective tax rate

	Consolidated financial statements				
Applicable tax rate *(%)*	0%	20%	24%	Other	Total
		(in million Baht)			
2024					
Accounting profit (loss) before income tax expense	-	13,176	782	(387)	13,571
Income tax at the applicable tax rates	-	2,635	188	(135)	2,688
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit	-	109	163	185	457
Over provided in prior years	-	(75)	(44)	-	(119)
Net	**-**	**2,669**	**307**	**50**	**3,026**
2023					
Accounting profit (loss) before income tax expense	86	11,424	408	(784)	11,134
Income tax at the applicable tax rates	-	2,285	98	(219)	2,164
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit	-	(37)	148	214	325
Under (over) provided in prior years	-	52	1	(7)	46
Net	**-**	**2,300**	**247**	**(12)**	**2,535**

Applicable tax rate *(%)*	Separate financial statements 20% *(in million Baht)*
For the period from 1 October 2024 (the amalgamation date) to 31 December 2024	
Accounting profit before income tax expense	4,747
Income tax at the applicable tax rate	949
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit	35
Net	**984**

Deferred income tax

Deferred tax assets and liabilities as at 31 December 2024 and 2023 were as follows:

	Consolidated financial statements		Separate financial statements
	2024	2023	2024
		(in million Baht)	
Deferred tax assets	58	1,034	-
Deferred tax liabilities	(3,079)	(3,971)	1,162

Movements in deferred tax assets and liabilities during the year ended 31 December 2024 and 2023, and during the period from 1 October 2024 (the amalgamation date) to 31 December 2024 were as follows:

	Consolidated financial statements				
		(Charged)/credited to			
	At 1 January 2024	profit or loss	other comprehensive income	Exchange differences on translating financial statements	At 31 December 2024
			(in million Baht)		
Deferred tax assets (liabilities)					
Inventories	576	(100)	-	4	480
Investment in associates	(1,311)	-	-	-	(1,311)
Property, plant and equipment and other intangible assets other than goodwill	(6,073)	249	-	(57)	(5,881)
Right-of-use assets	(7,817)	233	-	(24)	(7,608)
Derivative liabilities	12	(8)	-	-	4
Lease liabilities	9,929	(118)	-	20	9,831
Provisions for employee benefits	512	(77)	30	-	465
Other non-current provisions	442	3	-	-	445
Other	793	(205)	(44)	10	554
Total	**(2,937)**	**(23)**	**(14)**	**(47)**	**(3,021)**

	Consolidated financial statements				
		(Charged)/credited to			
	At 1 January 2023	profit or loss	other comprehensive income	Exchange differences on translating financial statements	At 31 December 2023
			(in million Baht)		
Deferred tax assets (liabilities)					
Inventories	560	24	-	(8)	576
Investment in associates	(1,311)	-	-	-	(1,311)
Property, plant and equipment and other intangible assets other than goodwill	(6,306)	116	-	117	(6,073)
Right-of-use assets	(3,774)	(4,093)	-	50	(7,817)
Derivative liabilities	571	(604)	45	-	12
Lease liabilities	5,687	4,282	-	(40)	9,929
Provisions for employee benefits	485	16	11	-	512
Other non-current provisions	443	(1)	-	-	442
Other	408	383	21	(19)	793
Total	**(3,237)**	**123**	**77**	**100**	**(2,937)**

	Separate financial statements			
		(Charged)/credited to		
	At 1 October 2024 (the amalgamation date)	profit or loss	other comprehensive income	**At 31 December 2024**
		(in million Baht)		
Deferred tax assets (liabilities)				
Inventories	379	(2)	-	377
Investment in associates	(1,311)	-	-	(1,311)
Property, plant and equipment	(3,846)	20	-	(3,826)
Right-of-use assets	(6,604)	(167)	-	(6,771)
Derivative liabilities	48	(44)	-	4
Lease liabilities	9,026	211	-	9,237
Provisions for employee benefits	472	(19)	-	453
Other non-current provisions	440	5	-	445
Other	354	(88)	(36)	230
Total	**(1,042)**	**(84)**	**(36)**	**(1,162)**

Minimum top-up tax

The Group operates in certain countries where a new tax legislation regarding the implementation of the global minimum top-up tax has been enacted and effective since 1 January 2024. Management has determined that the global minimum top-up tax in these countries did not have a material impact on the financial statements for the year ended 31 December 2024. Additionally, the Group operates in certain countries where a new tax legislation regarding the implementation of the global minimum top-up tax has been enacted and will be effective from 1 January 2025. Management is currently considering the potential impact on the financial statements in the initial period when the new tax laws are effective. In this regard, the Group applied the mandatory exception from recognising deferred tax accounting for the top-up tax and will recognise tax expense when it occurs.

25 Basic earnings per share

Basic earnings per share for the years ended 31 December 2024 and 2023 and for the period from 1 October 2024 (the amalgamation date) to 31 December 2024 are calculated from profit for the year/period attributable to owners of the parent and the weighted-average number of ordinary shares outstanding by adjusting the change in the par value of the Company's ordinary shares from Baht 0.5 per share to Baht 1.0 per share. The basic earnings per share for the year/period was recalculated by using the par value after change since the beginning of the first reporting year/period. This affects the basic earnings per share in the consolidated financial statement for the year ended 31 December 2023, which was recalculated from Baht 0.82 per share (profit attributable to the owners of the parent of Baht 8,640 million, 10,580 ordinary shares with a former par value of Baht 0.5 per share) to Baht 1.63 per share (profit attributable to the owners of the parent of Baht 8,640 million, 5,290 ordinary shares with a new par value of Baht 1.0 per share). The calculation is as follows:

	Note	Consolidated financial statements For the year ended 31 December 2024	2023	Separate financial statements For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
		(in million Baht /in million share)		
Profit attributable to owners of the parent		**10,569**	**8,640**	**3,763**
Ordinary shares outstanding				
Number of ordinary shares outstanding at the beginning of year/period		10,580	10,580	10,428
Effect of change in par value	*19*	(5,290)	(5,290)	-
Effect of amalgamation		1,292	-	-
Weighted average number of ordinary shares outstanding at the end of year/period		**6,582**	**5,290**	**10,428**
Basic earnings per share *(in Baht)*		**1.61**	**1.63**	**0.36**

26 Dividends

The dividends paid by the Company to the shareholders were as follows:

	Approval date	Payment schedule	Dividend rate *(Baht/Share)*	Amount *(in million Baht)*
Year 2024				
Annual dividend	29 March 2024	29 April 2024	0.39	4,126
Interim dividend	8 August 2024	6 September 2024	0.18	1,904
Total				**6,030**
Year 2023				
Annual dividend	20 April 2023	17 May 2023	0.33	3,492
Interim dividend	7 August 2023	6 September 2023	0.18	1,904
Total				**5,396**

27 Financial instruments

(a) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, but it does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

	Consolidated financial statements							
	Carrying amount				Fair value			
	Financial instruments measured at fair value through profit or loss	Financial instruments measured at fair value through other comprehensive income	Financial instruments measured at amortised cost	Total	Level 1	Level 2	Level 3	Total
				(in million Baht)				
31 December 2024								
Financial assets								
Investment in related companies	-	875	-	875	-	-	875	875
Financial liabilities								
Forward exchange contracts	18	-	-	18	-	18	-	18
Debentures	-	-	61,292	61,292	-	62,260	-	62,260
Long-term borrowings from financial institutions	-	-	27,447	27,447	-	27,285	-	27,285
31 December 2023								
Financial assets								
Investment in related companies	-	470	-	470	-	-	470	470
Financial liabilities								
Forward exchange contracts	58	-	-	58	-	58	-	58
Debentures	-	-	69,919	69,919	-	69,409	-	69,409
Long-term borrowings from financial institutions	-	-	23,884	23,884	-	23,818	-	23,818

	Separate financial statements							
	Carrying amount				Fair value			
	Financial instruments measured at fair value through profit or loss	Financial instruments measured at fair value through other comprehensive income	Financial instruments measured at amortised cost	Total	Level 1	Level 2	Level 3	Total
				(in million Baht)				
31 December 2024								
Financial assets								
Investment in related companies	-	875	-	875	-	-	875	875
Financial liabilities								
Forward exchange contracts	17	-	-	17	-	17	-	17
Debentures	-	-	61,292	61,292	-	62,260	-	62,260
Long-term borrowings from financial institutions	-	-	13,304	13,304	-	13,279	-	13,279

The following tables present valuation technique of financial instruments measured at fair value in the statements of financial position:

Financial instruments measured at fair value for level 2

Type	**Valuation technique**
Forward exchange contracts	*Forward pricing:* The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.

Financial instruments measured at fair value for level 3

Type	**Valuation technique**	**Significant unobservable inputs**	**Inter-relationship between significant unobservable inputs and fair value measurement**
Investment in related companies	Discounted cash flows	Discount rate: (31 December 2024: 8.3% - 11.7% and 31 December 2023: 9.8% - 10.7%)	The estimated fair value would increase (decrease) if the discount rate was lower (higher)

Reconciliation of fair value level 3

		Consolidated financial statements For the year ended 31 December		**Separate financial statements** For the period from 1 October 2024 (the amalgamation date) to 31 December 2024
	Note	2024	2023	
			(in million Baht)	
Investments in related companies				
At the beginning of year/period		470	573	670
Additions		187	4	26
Change in fair value				
- Recognised in other comprehensive income	*24*	218	(107)	179
At the end of year/period	*5*	**875**	**470**	**875**

Sensitivity analysis

For the fair values of financial assets measured at fair value Level 3, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects.

	Consolidated financial statements		Separate financial statements	
Effect to other comprehensive income increase (decrease)	1% increase in assumption	1% decrease in assumption	1% increase in assumption	1% decrease in assumption
	(in million Baht)			
At 31 December 2024				
Investment in related companies				
Discount rate	(61)	87	(61)	87
At 31 December 2023				
Investment in related companies				
Discount rate	(39)	52	-	-

Financial instruments not measured at fair value

The following tables present valuation technique of financial instruments measured at amortised costs in the statements of financial position:

Type	**Valuation technique**
Debentures	Quoted selling price from the Thai Bond Market Association at the close of the business on the reporting date.
long-term borrowings from financial institutions	Discounted cash flows

(b) Financial risk management policies

Risk management framework

The Group's Board of directors has overall responsibility for the establishment of the Group's risk management by established the risk management committee, which is responsible for presenting risk management framework in accordance with the COSO standard *(Committee of Sponsoring Organisation of The Treadway Commission)* to cover entire business activities and associates with the Group's strategies, and also including assessing and monitoring the Group's risk management which covers financial risk management. The risk management committee reports to the audit committee and the Board of directors on its activities every year.

The Group's risk management policies are established to identify and analyse the risks assessed by the Group, to set up the standard risk level, to control and to monitor risk management in order to limit the risks to acceptable level. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group audit committee oversees how management monitors compliance with the Group's Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit who verify whether the Group's risk management practices complied with risk management framework. Also, the risk management committee reports the risk management results to the audit committee every year.

(b.1) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

(b.1.1) Trade accounts receivable

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, the management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The Group has established credit sale strategies and policies, including the credit policy which analyses the customers financial position to determine credit limits for each customer and will be reviewed by annually.

The Group limits its exposure to credit risk from trade accounts receivables by establishing a maximum payment period of 90 days. Outstanding trade receivables are regularly monitored by the Group. An impairment analysis is performed by the Group at each reporting date. The provision rates of expected credit loss are based on days past due for individual trade receivables/groupings of various customer segments with similar credit risks to reflect differences between economic conditions in the past, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Information relevant to credit risk and expected credit loss of trade accounts receivable are disclosed in note 7.

(b.1.2) Cash and cash equivalents

Impairment on cash and cash equivalents was measured on a 12-month ECLs. The Group considers that cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

(b.2) Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

The following table are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements.

	Consolidated financial statements					
		Contractual cash flows				
As at 31 December 2024	Carrying amount	1 year or less	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total
			(in million Baht)			
Non-derivative financial liabilities						
Short-term borrowings from financial institutions	9,418	9,455	-	-	-	9,455
Trade accounts payable to other parties	58,905	58,905	-	-	-	58,905
Trade accounts payable to related parties	7,471	7,471	-	-	-	7,471
Other current payables to other parties	9,852	9,852	-	-	-	9,852
Other current payables to related parties	1,977	1,977	-	-	-	1,977
Debentures	61,292	21,959	14,662	20,322	11,097	68,040
Long-term borrowings from financial institutions	27,447	2,111	13,645	12,238	-	27,994
Lease liabilities	52,667	5,891	4,812	13,743	55,858	80,304
Rental deposit from tenants	1,474	-	547	299	628	1,474
	230,503	**117,621**	**33,666**	**46,602**	**67,583**	**265,472**
Derivative financial liability						
Forward exchange contracts	18	18	-	-	-	18
	18	**18**	**-**	**-**	**-**	**18**

	Consolidated financial statements					
		Contractual cash flows				
As at 31 December 2023	Carrying amount	1 year or less	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total
			(in million Baht)			
Non-derivative financial liabilities						
Short-term borrowings from financial institutions	2,382	2,386	-	-	-	2,386
Trade accounts payable to other parties	60,193	60,193	-	-	-	60,193
Trade accounts payable to related parties	6,943	6,943	-	-	-	6,943
Other current payables to other parties	10,164	10,164	-	-	-	10,164
Other current payables to related parties	1,709	1,709	-	-	-	1,709
Debentures	69,919	19,804	20,169	23,374	14,469	77,816
Long-term borrowings from financial institutions	23,884	7,039	3,825	15,332	-	26,196
Lease liabilities	51,740	6,235	5,581	12,235	54,768	78,819
Rental deposit from tenants	1,536	-	615	367	554	1,536
	228,470	**114,473**	**30,190**	**51,308**	**69,791**	**265,762**
Derivative financial liability						
Forward exchange contracts	58	58	-	-	-	58
	58	**58**	**-**	**-**	**-**	**58**

	Separate financial statements					
		Contractual cash flows				
As at 31 December 2024	Carrying amount	1 year or less	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total
			(in million Baht)			
Non-derivative financial liabilities						
Short-term borrowings from financial institutions	7,563	7,600	-	-	-	7,600
Trade accounts payable to other parties	50,256	50,256	-	-	-	50,256
Trade accounts payable to related parties	7,436	7,436	-	-	-	7,436
Other current payables to other parties	8,313	8,313	-	-	-	8,313
Other current payables to related parties	2,170	2,170	-	-	-	2,170
Short-term borrowings from subsidiaries	7,705	7,895	-	-	-	7,895
Debentures	61,292	21,959	14,662	20,322	11,097	68,040
Long-term borrowings from financial institutions	13,304	1,082	11,543	1,031	-	13,656
Lease liabilities	42,593	5,002	3,938	11,098	38,029	58,067
Rental deposit from tenants	1,269	-	356	286	627	1,269
	201,901	**111,713**	**30,499**	**32,737**	**49,753**	**224,702**
Derivative financial liability						
Forward exchange contracts	17	17	-	-	-	17
	17	**17**	**-**	**-**	**-**	**17**

The cash inflows/cash outflows disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

(b.3) Market risk

The Group is exposed to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is as follows:

(b.3.1) Foreign currency risk

The Group is exposed to foreign currency risk relating to purchases and sales which are denominated in foreign currencies. The Group primarily utilises forward exchange contracts with maturities of less than one year to hedge such financial assets and liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases, denominated in foreign currencies, for the subsequent period.

As at 31 December 2024 and 2023, the Group was exposed to foreign currency risk in respect of financial assets and liabilities denominated in the following currencies.

	Consolidated financial statements											
Exposure to foreign currency as at 31 December 2024	Euro	Pound Sterling	Yen	Thai Baht	United Arab Emirates Dirham	Australian Dollar	Yuan Renminbi	Singapore Dollar	Swiss Franc	Cambodia Riel	U.S. Dollar	Total
						(in million Baht)						
Cash and cash equivalents	-	-	-	1	-	-	-	1	-	18	7	27
Trade accounts receivable and other current receivables	1	-	-	-	-	-	-	-	-	-	7	8
Trade accounts payable and other current payables	(166)	(63)	(26)	(15)	(10)	(67)	(9)	(2)	-	-	(1,292)	(1,650)
Net statement of financial position exposure	**(165)**	**(63)**	**(26)**	**(14)**	**(10)**	**(67)**	**(9)**	**(1)**	**-**	**18**	**(1,278)**	**(1,615)**
Forward exchange purchase contracts	14	-	-	2	-	61	3	-	1	-	1,786	1,867
Net exposure	**(151)**	**(63)**	**(26)**	**(12)**	**(10)**	**(6)**	**(6)**	**(1)**	**1**	**18**	**508**	**252**
Exposure to foreign currency as at 31 December 2023												
Cash and cash equivalents	-	-	-	1	-	1	-	-	-	58	20	80
Trade accounts receivable and other current receivables	-	-	-	-	-	-	-	-	-	-	5	5
Trade accounts payable and other current payables	(83)	(6)	(329)	(12)	(7)	(71)	(12)	(2)	-	-	(621)	(1,143)
Other current liabilities	-	-	-	(34)	-	-	-	-	-	-	(20)	(54)
Net statement of financial position exposure	**(83)**	**(6)**	**(329)**	**(45)**	**(7)**	**(70)**	**(12)**	**(2)**	**-**	**58**	**(616)**	**(1,112)**
Forward exchange purchase contracts	-	-	-	2	-	-	-	-	-	-	2,159	2,161
Net exposure	**(83)**	**(6)**	**(329)**	**(43)**	**(7)**	**(70)**	**(12)**	**(2)**	**-**	**58**	**1,543**	**1,049**

	Separate financial statements							
Exposure to foreign currency as at 31 December 2024	Yen	Euro	Yuan Renminbi	Swiss Franc	Australian Dollar	Singapore Dollar	U.S. Dollar	Total
				(in million Baht)				
Trade accounts receivable and other current receivables	-	-	-	-	-	-	35	35
Short-term loans to subsidiaries	-	-	-	-	-	223	306	529
Trade accounts payable and other current payables	(17)	(24)	(7)	-	(36)	-	(1,167)	(1,251)
Net statement of financial position exposure	**(17)**	**(24)**	**(7)**	**-**	**(36)**	**223**	**(826)**	**(687)**
Forward exchange purchase contracts	-	13	2	1	53	-	1,780	1,849
Net exposure	**(17)**	**(11)**	**(5)**	**1**	**17**	**223**	**954**	**1,162**

(b.3.2) Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because some of loan interest rates (Note 16) are variable.

	Consolidated financial statements		Separate financial statements
Exposure to interest rate risk	2024	2023	2024
		(in million Baht)	
Financial instruments with variable interest rates			
Financial liabilities	24,441	16,879	10,304
Net statement of financial position exposure	**24,441**	**16,879**	**10,304**
Interest rate swaps	-	-	-
Net exposure	**24,441**	**16,879**	**10,304**

Cash flow sensitivity analysis for variable-rate instruments

A reasonable possible change of 1% in interest rates at the reporting date for the next 12 months; this analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Consolidated financial statements		Separate financial statements	
Effect to profit or loss increase (decrease) of financial instruments	1% increase in interest rate	1% decrease in interest rate	1% increase in interest rate	1% decrease in interest rate
		(in million Baht)		
As at 31 December 2024				
Financial instruments with variable interest rate	(164)	164	(5)	5
As at 31 December 2023				
Financial instruments with variable interest rate	(175)	175	-	-

(c) Hedging accounting

Cash flow hedges

The amounts at the reporting date relating to items designated as hedged items of long-term borrowings from financial institutions.

	Consolidated financial statements	
For the year ended 31 December	2024	2023
	(in million Baht)	
Recognised in other comprehensive income		
- Changes in the value of hedging instruments	-	(1,380)
- Costs of hedging	-	32
Recognised in profit or loss		
- The amount reclassified from hedging reserve included foreign exchange gains	-	1,237

The following table provides a reconciliation by risk category of components of equity and analysis of other comprehensive income items, net of tax, resulting from cash flow hedge accounting.

	Consolidated financial statements			
Cash flow hedges	2024		2023	
	Hedging reserve	Costs of hedging reserve	Hedging reserve	Costs of hedging reserve
	(in million Baht)			
Balances as at 1 January	**-**	**-**	**142**	**(32)**
Change in fair value:				
- Borrowings	-	-	(1,432)	40
The amount reclassified to profit or loss				
- Borrowings	-	-	1,237	-
Tax on movements on reserve during the year	-	-	53	(8)
Balances as at 31 December	**-**	**-**	**-**	**-**

28 Capital management

The objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern in order to provide returns to the Group's shareholders and benefits to other stakeholders. The management sets strategies to support the Group's operations for more efficiency, and better performance and stronger financial status, including dividend and capital management policies to maintain the optimal capital structure and cost of capital.

29 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements
As at 31 December	2024	2023	2024
		(in million Baht)	
Capital commitments			
Property, plant and equipment	1,579	2,681	1,310
Right-of-use assets	344	12	-
Computer software	341	124	319
Total	**2,264**	**2,817**	**1,629**
Letters of guarantee			
Letters of guarantee issued by financial institutions (mainly for guarantees of electricity, rental and service agreements and sale of goods)	1,990	1,819	1,787
Total	**1,990**	**1,819**	**1,787**

30 Events after the reporting period

a) At the Board of Directors' meeting of the Company held on 18 February 2025, the Company's Board of Directors approved to propose to the annual general shareholders' meeting of the Company for approval to declare the final dividends from the profit attributable to owners of the parent for the year 2024 of Baht 0.53 per share for 10,427,661,800 ordinary shares, totaling Baht 5,527 million. Such declaration of final dividend payment must be approved by the shareholders' meeting.

b) On 10 January 2025, a foreign subsidiary, ARO Commercial Company Limited ("MM")'s Board of Directors and shareholders approved to increase the authorised share capital of USD 0.5 million (increase from USD 32.0 million to USD 32.5 million) and to call for paid-up share capital amounting to Baht 17 million. The registration of the increase authorised share capital and the additional paid-up share capital were completed in February 2025.

c) On 24 January 2024, a local subsidiary, Makro ROH Company Limited ("MROH")'s Board of Directors approved to call for additional paid-up share capital at 3% amounting to Baht 71 million. The additional paid-up share capital was completed in February 2025.

d) In January 2025, the Company paid for additional paid-up share capital in Sukhumvit Living Co., Ltd. ("SKL") and Sukhumvit Mixed-Use Co., Ltd. ("SKM"), associates, amounting to Baht 0.6 million and 3.7 million, respectively.

Back up attachment

Back up attachment

Attachment 1 : Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary, and the representative for contact and coordination in case of a foreign company

Link to attachment: https://eonemedia.setlink.set.or.th/report/1887/2024/1742944346553.pdf

Attachment 2 : Details of the directors of subsidiaries

Link to attachment: https://eonemedia.setlink.set.or.th/report/1887/2024/1742944346557.pdf

Attachment 3 : Details of the Heads of the Internal Audit and Compliance Units

Link to attachment: https://eonemedia.setlink.set.or.th/report/1887/2024/1742944346561.pdf

Attachment 4 : Assets for business undertaking and details of asset appraisal

Link to attachment: https://eonemedia.setlink.set.or.th/report/1887/2024/1742944346565.pdf

Attachment 5 : Unabridged policy and guidelines on corporate governance and unabridged code of business conduct prepared by the Company

Link to attachment: https://www.cpaxtra.com/storage/document/governance/corporate-governance-policy-and-code-of-conduct-en.pdf

Attachment 6 : Report of the Audit Committee

Link to attachment: https://eonemedia.setlink.set.or.th/report/1887/2024/1742944346571.pdf

Attachment 7 :Report of the Other Sub-Committes

Link to attachment: https://eonemedia.setlink.set.or.th/report/1887/2024/1742944346575.pdf

Attachment 8 :Additional important information

Back up attachment

Link to attachment: https://eonemedia.setlink.set.or.th/report/1887/2024/1742944346579.pdf

Attachment 9 :About This Report, GRI Data & Content Index and Independent Assurance Statement

Link to attachment: https://www.cpaxtra.com/storage/document/sustainability-reports/2024/appendix-for-e-one-report-en.pdf

Attachment 10 :Definitions

Link to attachment: https://eonemedia.setlink.set.or.th/report/1887/2024/1742944346587.pdf