

## CHARTER OF THE CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT COMMITTEE I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED

The Board of Directors fully recognize the importance of Corporate Governance Code and, in compliance with Chapter 3/1 of the Securities and Exchange Act of B.E. 2535 (1992) as amended by the Securities and Exchange Act (No. 4) of B.E. 2551 (2008) and the Securities and Exchange Act (No.5) of B.E. 2559 (2016), and to comply with the principles of good corporate governance in development for driving the organization to continuous growth, it was deemed appropriate by the Board of Directors to add roles, duties, and responsibilities of the Corporate Governance Committee, including changing its name to the Corporate Governance and Sustainable Development Committee, as follows

### 1. Objective

The Corporate Governance and Sustainable Development Committee was established to support the Board of Directors and the Executive Committee in all aspects of good corporate governance and sustainable development, especially in overseeing operation activities so as to achieve set objectives and targets. This will create added value and confidence for shareowners and all stakeholders.

**Corporate Governance** To set good corporate governance policy and practices to ensure that the company has conducted business in a transparent and accountable manner, with fairness to all stakeholders.

**Sustainable Development** To drive the organization toward sustainable growth including economic, social and environmental dimensions under good corporate governance code, as well as building trust with all stakeholders.

### 2. Components and Qualifications

The Corporate Governance and Sustainable Development Committee must consist of at least 3 persons, namely Chairman of The Corporate Governance and Sustainable Development Committee and Corporate Governance and Sustainable Development Committee members.

The Board of Directors shall appoint Company Directors and/or other persons including officers and/or employees of the Company and/or third-party personnel to take up such positions, provided that they have sufficient corporate governance knowledge, competency and experiences to perform duties of supervising the company's business and driving the organization toward sustainability with economic growth, as well as social and environmental responsibility.

### **3. Tenure**

- 3.1 The term of office for each member of the Corporate Governance and Sustainable Development Committee is 1 year from the date of appointment. Upon the end of the term, if the Board of Directors has yet to name an appointee to the Committee, then the incumbent member must continue to perform their duties until the Board of Directors appoints a new committee to replace the one whose term has expired. The appointment must be made within 3 months since the term of the former committee expires. Nevertheless, any member of Corporate Governance and Sustainable Development Committee whose term has expired can be reappointed.
- 3.2 In case the position of Corporate Governance and Sustainable Development Committee is vacant due to reasons other than expiration of term with at least 2 months term remaining, the Board of Directors shall appoint another person to replace the vacant position at the next Board meeting. The person who takes up such position of Corporate Governance and Sustainable Development Committee will stay only for the remaining term of the member whom he/she replaced.
- 3.3 Members of the Corporate Governance and Sustainable Development Committee shall be discharged from their position when:
- (A) their term period expires;
  - (B) they are dismissed or terminated from employment;
  - (C) death; or
  - (D) they are withdrawn from being the Company Director.
- 3.4 The Company shall be notified one month in advance in case a member of the Corporate Governance and Sustainable Development Committee resigns before his/her term expires together with appropriate reason.

### **4. Meeting**

#### **4.1 Agenda**

Specify date, time, place and meeting agenda at least seven days in advance with sufficient supporting documents and prepare meeting report in writing.

#### **4.2 Number of Meetings**

The Corporate Governance and Sustainable Development Committee meeting must be held at least twice a year while an extraordinary meeting can be organized when necessary.

#### 4.3 Meeting Participants

A Corporate Governance and Sustainable Development Committee Meeting must be attended by at least half of the members to be considered as a quorum. Any relevant persons can be invited to participate in the meeting and to provide related information. In case the Chairman of the Corporate Governance and Sustainable Development Committee is absent or cannot carry out his/her duty, the members present at the meeting shall select one member as the Meeting Chairman.

#### 4.4 Voting

Resolution of the Corporate Governance and Sustainable Development Committee Meeting is passed by a majority of votes by the directors who attend the meeting. One director has one vote. Nevertheless, a director who may have conflict of interest in the matter under consideration, has no right to voice his/her opinion or vote on that matter. In case the votes cast are equal, the Chairman shall have an additional vote which shall be the final vote.

### 5. Operational Authority

- 5.1 To be empowered to invite any related executives or employees to present their opinion, participate in meetings or submit documents as deemed necessary.
- 5.2 To seek for advice from the Company specialists or consultants (if any) or, if necessary, employ external consultants or specialists at the Company's expenses.
- 5.3 To be empowered to appoint a working team to implement corporate governance and sustainable development policy throughout the organization.

### 6. Duties and Responsibilities

#### Corporate Governance

- 6.1 Stipulate, review and improve Good Corporate Governance Policy, Good Corporate Governance Principles, Business Ethics and Code of Conduct for Company directors, executives and employees, Anti-corruption Policy and other regulations to conform with changes in business, related rules & regulations, announcements and relevant laws, on a continuous basis.
- 6.2 Formulate guidelines and procedures in accordance with the principles of good corporate governance and anti-corruption policies, as well as monitor and provide counsel, advice and evaluation of their performance, in order to develop and enhance the Company's corporate governance systems continuously.

- 6.3 Promote and support Company Directors, management and employees to conform to Good Corporate Governance Guidelines and Anti-Corruption Policy.
- 6.4 Prepare a Report of the Corporate Governance and Sustainable Development, signed by the Committee's Chairman, for publication in the Company's Form 56-1 One Report.
- 6.5 Review, improve and amend the Charter of the Corporate Governance and Sustainable Development Committee and present it to the Board of Directors for approval.
- 6.6 Conduct self-assessment at least once a year.
- 6.7 Carry out other tasks as assigned by the Board of Directors.

**Sustainable Development**

- 6.1 Consider and review policies, goals and strategies toward sustainability that cover economic, social and environmental aspects in a balanced manner under the good corporate governance code.
- 6.2 Promote, support and monitor the operations of sustainable development (SD).
- 6.3 Promote, support and monitor the operations of the Corporate Social Responsibility (CSR).
- 6.4 Report sustainability progress and performance to The Board of Directors.
- 6.5 Prepare a Report of the Corporate Governance and Sustainable Development, signed by the Committee's Chairman, for publication in the Company's Form 56-1 One Report.
- 6.6 Review, improve and amend the Charter of the Corporate Governance and Sustainable Development Committee and present it to the Board of Directors for approval.
- 6.7 Conduct self-assessment at least once a year.
- 6.8 Carry out other tasks as assigned by the Board of Directors.

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The Charter of the Corporate Governance and Sustainable Development Committee was approved by the Board of Directors in the 9/2560 Meeting on 12 January 2018, with effect from that date onward, thus effectively repealing the Charter of the Corporate Governance Committee approved at the Board of Directors Meeting 2/2552 on 23 June 2009 which had been in effect since 1 September 2009

Boonkiet Chokwatana  
(Mr. Boonkiet Chokwatana)  
Chairman of the Board of Directors

Nophorn Bhongsvej  
(Mr. Nophorn Bhongsvej)  
Chairman of the Corporate Governance  
and Sustainable Development Committee