

CHARTER OF THE NOMINATION 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), deemed it appropriate to set the charter of the Board of Directors as follows:

1. Objective

The Nomination Committee was established to support the execution of the duties and responsibilities of the Company's Board of Directors in implementing Corporate Governance Code, especially with regard to the selection of qualified persons to assume the position of Company directors to ensure transparency of the selection process.

2. Components and Qualifications

The Nomination Committee must comprise at least 3 members, consisting of a Chair and members appointed by the Board of Directors from Company directors and/or other qualified persons who possess sufficient knowledge and experience to carry out the duties of the Nomination Committee.

3. Tenure

- 3.1 The Nomination Committee serves a term of one year from the day on which a resolution is passed for the appointment. Once a term is completed and a replacement Nomination Committee has not been appointed by the Board of Directors, the outgoing Nomination Committee must continue to serve until a replacement Nomination Committee is appointed. An appointment must be completed within two months from the day on which the outgoing Nomination Committee completes its term. Members of the Nomination Committee who have completed a term may be reappointed.
- 3.2 In case any position on the Nomination Committee is vacant due to reasons other than expiration of term with at least 2 months remaining, the Board of Directors shall appoint a fully qualified person to fill the position on the Nomination Committee, to be approved at the next shareholders' meeting. Such appointee shall serve the remaining term of the member whom he/she replaced.

- 3.3 The tenure of members of the Nomination Committee shall be terminated due to the following reasons::
- (A) expiration of term;
 - (B) dismissal from the Company's employment
 - (C) death;
 - (D) removal from the position by the Company's Board of Directors.
- 3.4 A member of the Nomination Committee who wishes to resign before completion of term may do so by providing one month's notice to the Company and stating the reason for the resignation.

4. Meeting

4.1 Agenda

Specify date, time, venue 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 Nomination Committee meeting must be held at least twice a year while an extraordinary meeting can be organized.

4.3 Meeting Participants

The Nomination Committee Meeting must be attended by at least half of the members to be considered a quorum. In case the Chairman of the Nomination 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

A resolution of the Nomination Committee is derived from majority votes of the committee members participating in the meeting. Any member who may stand to gain or lose in relation to any item on the agenda, shall not comment or vote on the matter thereof. If the voting results in a tie, the chair of the meeting shall cast an additional decisive vote.

5. Operational Authority

- 5.1 To invite the Management or employees of the Company involved in any particular issue to provide clarification, to give comments and to participate in the Meeting, or to provide any documents as necessary.
- 5.2 To seek advice and consultation by experts or advisors of the Company (if any), or to commission an external advisor or expert in any necessary cases under the expenses of the company.

6. Duties and Responsibilities

- 6.1 To consider and define the criteria and procedures relating to the selection of company directors and senior management.
- 6.2 To verify the personal record and data of the nominated persons by taking into account knowledge, abilities, experience, professional expertise, proper qualifications in accordance with the Company's Regulations and related laws.
- 6.3 To consider the selection of suitably qualified persons to be appointed company directors for nomination to the meeting of the Board of Directors for consideration and approval, except in cases where a company director completes his term of office, whereby such nomination shall be made to the shareholders' meeting for consideration and approval.
- 6.4 To consider the selection of suitably qualified persons to be appointed to senior executive positions for nomination to the meeting of the Board of Directors for consideration and approval.
- 6.5 To give comments or recommendations for consideration.
- 6.6 To propose the nominated persons to the Board of Directors for consideration.
- 6.7 To prepare a Report of the Nomination Committee for publication in the Company's Annual Report. The Chairman of the Nomination Committee is required to sign such report.
- 6.8 To review, improve and amend the Charter of the Nomination Committee and present it to the Board of Directors for approval.
- 6.9 To conduct self assessment at least once a year.
- 6.10 To carry out other matters assigned by the Board of Directors.

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The Charter of the Nomination 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 Nomination 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

Boonsithi Chokwatana
(Mr. Boonsithi Chokwatana)
Chairman of Nomination Committee