

**Related transactions in 2020**

1. At the Board of Directors' Meeting # 9/2562 held on January 10, 2020 attended by 3 members of the Audit Committee, resolutions were passed to allow the Company to provide a joint guarantee for Toyobo Saha Safety Weave Co., Ltd. for another year in the latter's credit lines extended by Sumitomo Mitsui Banking Corporation, Mizuho Bank and the Bank of Ayudhya, for a total credit line amounting to THB 150 million, for a period of 1 year from January 31, 2020 to January 31, 2021, in proportion to its investment in Toyobo Saha Safety Weave Co., Ltd. with ICC's share of the joint guarantee at 7.00% amounting to THB 10,500,000.-.

In addition, the Board also considered and approved provision of joint guarantee for Toyobo Saha Safety Weave Co., Ltd. for additional loans obtained from 3 Banks in the additional loan amount of THB 30 million, for a total credit line amounting to THB 180 million.

(Unit : million Baht)

	Credit line	New Credit line	Total
- Sumitomo Mitsui Banking Corporation	50	10	60
- Mizuho Bank, Ltd.	50	10	60
- Bank of Ayudhya Plc.	50	10	60
Total	150	30	180

With Toyobo Co., Ltd. (Japan) being the guarantor for the full amount in order to be eligible for the lowest interest rate available, and companies in the Saha Group, as the Thai investors, providing joint guarantee of 25.00% or THB 45 million of the total guarantee amount in proportion to their investment in Toyobo Co., Ltd. (Japan), resulting in ICC's share of the joint guarantee at 7.00% , amounting to THB 12,600,000.-.

To this agenda, Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting : - None -

2. At the Board of Directors' Meeting # 10/2562 held on February 21, 2020 and Meeting # 3/2563 held on October 9, 2020, attended by 4 members of the Audit Committee, resolutions were passed as follows:

2.1 To allow the Company to provide an extension of five-year guarantee facilities for Tsuruha (Thailand) Co., Ltd. with regard to credit limit with Sumitomo Mitsui Banking Corp., Bangkok Branch in the proportion of investment from March 1, 2020 to February 28, 2025. The credit limit provided by the bank totaled THB 101,000,000.-. This joint guarantee proportionate to its investment amounted to THB 30,910,000.-.

2.2 To allow the Company to provide a joint guarantee for Transcosmos (Thailand) Co., Ltd. in the latter's credit lines extended by Transcosmos Inc. (Japan) in the amount of THB 30 million, for a period of 2 years from 1 November 2020 to 31 October 2022, [This, in addition to existing credit lines from Transcosmos Inc. (Japan) in the amount of THB 121 million, for a total loan guarantee of THB 151 million.] in proportion to its investment in Transcosmos (Thailand) Co., Ltd. Resulting in ICC's share of the joint guarantee at 9.00% amounting to THB 2,700,000.- (For a total joint loan guarantee of THB 13,590,000.- in proportion to its investment.)

To agenda 2.1 - 2.2, Mr. Thamarat Chokwatana, director with conflict of interest or being related parties, neither attended nor voted at the meeting.

3. At the Board of Directors' Meeting # 14/2562 held on June 12, 2020 attended by 4 members of the Audit Committee, resolutions were passed to allow the Company to approve the extension of guarantee facilities for Tokyu Corporation (Japan) to the Bank of Ayudhya Plc. for the Credit Line of Saha Tokyu Corporation Co., Ltd., in the proportion of investment as long-term and short-term loans, amounting THB 689.50 Million in total, which Saha Tokyu Corporation Co., Ltd. has gradually paid back THB 179 Million for the long-term loan which leaves the long-term and short-term loans amounting THB 510.50 Million. The remaining long-term loan is also adjusted to obtain the lowest interest rate possible.

- Long-term loans 3 years from June 19, 2020 to May 29, 2023 THB 410.50 Million
- Short-term loans 1 year from June 19, 2020 to May 29, 2021 THB 100.00 Million

Saha Tokyu Corporation Co., Ltd. was guaranteed in full by Tokyu Corporation (Japan) and Saha Group's affiliated companies, as co-investors in Thailand, in proportion to its investment at 50.00%, amounting to THB 255.25 Million. The Company's share of the joint guarantee at 12.00% amounting to THB 61,260,000.-.

To this agenda, Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting :  
- None -

4. At the Board of Directors' Meeting # 15/2562 held on July 17, 2020 attended by 3 members of the Audit Committee, resolutions were passed as follows:

4.1 To allow the Company to provide a joint guarantee for Issara United Co., Ltd. with regard to credit limit with Bangkok Bank Limited for two years in the amount of THB 255 million, whereby all shareowners providing joint guarantee in proportion to their investment in Issara United Co., Ltd. resulting in ICC's share of the joint guarantee at 25.00% amounting to THB 63,750,000.-.

To this agenda, Mr. Boonkiet Chokwatana, the director with conflict of interest or being related parties, neither attended nor voted at the meeting.

**Purpose of transaction in items 1-4.1:**

1. To provide business support to the JV company.
2. To comply with obligations of the joint venture agreement.

4.2 To allow the Company to provide of a loan to Mobile Logistics Co., Ltd. in proportion to investment in said joint venture company in the amount of THB 3,550,000.-.

- Interest rate 3.37% per annum.
- Period of loan 2 years from the date Mobile Logistics Co., Ltd. receives the loan.

**Purpose of transaction :**

1. To support the business of the invested company.
2. To gain benefit from loan interest.

To this agenda, Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting :

- None -

5. At the Board of Directors' Meeting # 1/2563 held on August 21, 2020 attended by 4 members of the Audit Committee, resolutions were passed to approve the Company's utilization of 11,363.10 sq.m. space of Tiger Suvarnabhumi Distribution Center from Sahapat Real Estate Co., Ltd. for product storage and centralization of ICC's distribution centers. The duration of the agreement is one year, from September 1, 2020 to August 31, 2021.

- Service rate for storage space and Common service fee	18,628,275.60 Baht / year
1,552,356.30 Baht / month, total of	
- Damage insurance fee (3 months)	4,657,068.90 Baht
- Cost of use of space during warehouse moving from May to August 2020	6,253,970.10 Baht
Total	29,539,314.60 Baht

**Purpose of transaction :**

1. To lessen the burden of area acquisition and warehouse administration.
2. To be able to effectively administrate the Company's distribution center within Supply Chain system with Saha Group's manufacturer and distributor companies.

To this agenda, Mr. Thamarat Chokwatana and Mrs. Chailada Tantivejkul, the directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

6. At the Board of Directors' Meeting # 11/2562 held on March 13, 2020 which was attended by 4 members of the Audit Committee, resolutions were passed on the following matters:

- To allow the Company to lease immovable properties for no more than 3 years, as well as executing transactions relating to the assets and services of related parties. For details of the said parties and their relationship to the Company, please refer to Business-related Companies on pages 133-136 of this Annual Report

Such leasing of property and transactions relating to the assets and services had a total value of less than THB 611 million (less than 3% of NTA as at December 31, 2019).

1. Rental income (immovable property), with one-year lease, the actual amount in 2020	=	26,002,721	Baht
2. Rental expense (immovable property), with one-year lease, the actual amount in 2020	=	-	Baht
3. Royalty income with three-year agreement period starting from 2019 to 2021, the actual amount in 2020	=	1,553,250	Baht
4. Royalty payment with five-year agreement period starting from 2017 to 2021, the actual amount in 2020	=	10,292,901	Baht
5. Actual expenses in 2020	Total	=	46,379,610 Baht
- Interior design and fixtures			
- Business and legal consultancy fees			
- Construction and renovation of existing building			

- Training expenses
- Service fee for sales personnel at events

To this agenda, Mr. Boonkiet Chokwatana, Mr. Thamarat Chokwatana, Mr. Nophorn Bhongsvej, Mr. Manu Leelanuwatana, Mrs. Kobsuk Saengsawad, Miss Munchusa Terapongpipat and Surat Wongrattanapassorn Ph.D., the directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

Note : Related transactions, which occurred in the past 3 years are available on the company's website (<http://www.icc.co.th>).

### Criteria for Approval of Related Transaction

1. All related transactions (loan, guarantee, investment, rental or leasing of immovable properties not exceeding 3 years and transactions involving assets or services) must be approved by all the following boards and committee:

1. The Audit Committee
2. The Executive Board
3. The Board of Directors

In every instance, the Audit Committee must audit, scrutinize and make a summary of any conflict of interest in each transaction for submission to the Executive Board and the Board of Directors for the judgment in terms of business risk. In the Board of Directors' Meeting, directors who stood to gain or lose were not entitled to vote, and thus had neither participated in the meeting, nor given any approval to the transaction.

2. The Board of Directors has approved in principle to allow the management to manage all normal business transactions or the transactions that should support normal business terms and conditions under a trade agreement generally made between normal counterparties having no undue bargaining power influenced by being in the capacity of director, executive or related persons.

Approval in principle shall be conducted annually and the report on related transactions arising during the year shall be presented to the Audit Committee and the Board of Directors to ensure such related transactions are of sound reason and in the best interest of the Company, together with disclosure of relevant details, types and value of related transactions in the remarks of financial statement on a quarterly basis.

### Criteria for Approval

1. Potential benefits to the company and/or affiliated companies in terms of interest, dividend, trade activity and transaction, including ongoing trade.
2. Security that the company should hold or receive from the said transaction.
3. The borrower's strength, as well as the ability to pay back the capital and interest in due time.
4. Business prospective of the borrowing, guaranteeing and investing company.
5. The capability of the CEO of the borrowing, guaranteeing and investing company.
6. Criteria in monitoring and checking transaction as well as access to statistical reports in the borrowing, guaranteeing and investing company to perceive its status.

### The necessity and rationale for entering into transactions with parties with possible conflict of interests

To sustain the company's operations under the prevailing severe competitive situation, the company needed to secure the support of business partners and business alliance network from upstream to downstream industries, further contributing to its competitiveness and business potentials, and leading to its further development and sustainable growth in the future.

While its business partners and business alliance members might be parties with possible conflict of interests, nevertheless, the Board of Directors might find it reasonable and necessary to enter into agreement or transaction with said parties, bearing in mind the best interests of the shareholders and the Company. In such case, the transaction price would be based on normal business terms, without harboring any intention to engage in unjust transfer of company asset or interest to such parties with possible conflict of interests.

Furthermore, the Company has the measure to control the related transaction and limit financial assistance for non-subsidiary companies by requiring that giving loan or guarantee shall be done according to the share-owning proportion in compliance with the joint - venture agreement.

The Company is committed to further improving on its effective standard in assessing the value of related transactions, as well as monitoring, evaluating and reporting on the related transaction with more clarity, thoroughness, accuracy and speed.

### Future Trend in Related Transactions

The Board of Directors duly recognized their responsibilities as the directors of a public company in carrying out their duties toward the shareholders, employees, and all stakeholders, in accordance with good corporate governance practices. The prospect of related transactions being undertaken as a normal feature in regular trade, based on the trading principle of price mechanisms in the market, is very likely, provided said transactions are fair and do not serve to transfer the interests relating to price mechanisms between the Company and business or other relevant persons, and disclosure of all relevant information is duly carried out in accordance with the Notification of the Capital Market Supervisory Board, regarding "rules on connected transactions".