



8. Report on key operating results on corporate governance

8.1 Summary of duty performance of the Board of Directors in the past year

The Company's Board of Directors has an important role in determining the Company's policies together with the Executive Committee and other senior Executives, in defining the Company's vision, mission, business goal, financial policy, risk management policy, strategy, business plans, and annual budgets. They also oversee the operations activities so as to ensure that the defined strategies and annual business plans correspond to the established core corporate objectives and goals; whereby in determining the strategies and annual business plans, a full analysis of the operating business environment, the challenges and opportunities that may impact the Company's business operations have been undertaken, increase competitive advantage, supervision of the adequacy of the internal control system, so that the outcome will be a well-defined set of important strategic and policies. Especially the financial target and corporate key performance indicators. Not only approve the corporate key performance indicators from the beginning of year but also keep periodical monitoring.

At its meeting held on 20 February 2026, the Board of Directors reviewed the Company's vision, mission, and strategies for the upcoming three-year plan covering the period 2026-2028, to ensure that the Company's vision, mission, objectives, and operational strategies are aligned with the Company's New Business Model, as well as the prevailing competitive landscape and economic conditions. This also ensures that the Board of Directors, management, and employees at all levels share a common understanding and direction for operations, with implementation adapted to the Company's specific context. Further details are available in the Business Policies and Overview section, page 7-13 of this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report).

In addition, the Board of Directors monitors the performance of management and ensures the implementation of the Company's strategies. Management reports its operational plans and strategic planning to the Executive Committee and the Board of Directors on a regular monthly basis. At each committee meeting, a standing agenda item is included for the acknowledgement of the Company's monthly operational results, together with a quarterly review of strategic plans. The Executive Committee and the Board of Directors provide recommendations on matters that management should further develop and improve.

8.1.1 Selection, development and evaluation of duty performance of the Board of Directors

Nomination and appointment of Board of Directors and Top Management

The Company has a Nomination Committee responsible for selection and vetting qualified candidates proposed for consideration and appointment as Director when a position is vacant.

1. Selection and Vetting Process in the Nomination of Persons for Appointment as a Director or Independent Director

Criteria in Selection of a Director

In consideration of selecting a candidate for appointment to a Company Director, the Company has set the following criteria:

1. The qualifications of the nominated candidate would render diversity in the composition of the Board (Board Diversity) Policy whether in terms of educational qualification, professional skills, gender, age and experience of the Board Skill Matrix by considering necessary qualifications and aligned with the corporate business operation strategies.
2. Possessing leadership, vision, morality and ethics, as well as having transparent work record.
3. Possessing the appropriate qualifications and not having prohibited characteristics according to legal or regulatory provisions and the Company's Articles of Association.
4. In case an incumbent Director is nominated to be reappointed, additional consideration is given to the person's previous performance as a Company Director or a member of a Sub-committee.
5. In the selection of an Independent Director, requirements and qualifications are aligned with the criteria set by the Stock Exchange of Thailand and the SEC.

Procedure in Selection of a Director

1. The Nomination Committee is responsible for selection and vetting qualified candidates for consideration and appointment as Director, then proposes the vetted candidates to the Board of Directors for consideration before proposing the candidates to the AGM, except in cases where the director position is not vacant due to end of tenure. In such case, the Nomination Committee may consider appointing a replacement for such director in the next meeting of the Board of Directors, unless the remaining tenure of such director is less than 2 months according to the Articles of Association, then the person who replaces such director would serve the remainder of his or her predecessor's term.

2. The Nomination Committee conducts an analysis of the candidate's professional skills, experience, knowledge and specialized expertise, as well as whether the candidate's qualifications appropriately meet the needs of the vacant position, by preparing a Board Skill Matrix to be used for consideration of the nomination in accordance with the business strategy of the Company.



Moreover, in selecting a new director, the Nomination Committee must give additional consideration to knowledge, capability and experience which would be useful in performing the duties of a Director, and which are necessary to and currently lacking in the composition of the structure of the Board of Directors.

3. In addition, the Nomination Committee also consider additional persons from the IOD Chartered Director List of the Thai Institute of Directors Association (IOD).

Term of the Independent Director

The Company's Board of Directors, four independent directors, is elected by shareowners at the Annual General Meeting with the tenure specified in the Articles of Association of the Company. Upon completion of the term, a Director may be reappointed. The Company does not restrict the period of holding Independent Director's position even though there is one Independent Director who have been on the Board of Directors for over 9 years. These long-serving Independent Directors are fully qualified according to the Company's articles of association and have the knowledge, expertise and experience desired by the Company, as well as being fully effective because each performs the duties and responsibilities of an Independent Director with independence from corporate management and major shareowners, no conflict of interest which might interfere with Company's interest and decision-making based on the highest benefit of the Company.

Qualifications of Independent Directors

The Board of Directors' definition of an Independent Director is stricter than the minimum requirements of the Office of the Securities and Exchange Commission. All Independent Directors of the Company and their related persons do not hold shares of the Company, as well as subsidiary and associated companies, as well as not being related to substantial shareholders or authorized persons of the Company.

Definition of Independent Directors

1. Owning not more than zero point five percent of all shares with voting right of the company, principal company, subsidiary companies, affiliated companies, major shareowners or persons with controlling power of the company, which shall include share-owning by related persons of that independent director.
2. Not being or having ever been a director with involvement in the company's management, a hired worker, a regular employee, an advisor with regular monthly payroll, or a person with controlling power of the company, the principal company, subsidiary companies, affiliated companies, subsidiary companies in the same link, a major shareowner, or a person with controlling power of the company, unless having vacated from said tenure for not less than two years before appointment as an independent director. The prohibited attributes, as referred to above, shall not include the cases where the independent director previously served as an advisor to a government agency, which is the major shareowner or person holding controlling power of the company.
3. Not holding blood relationship or relationship under legal registration as father, mother, spouse, sibling and offspring, including spouse of offspring of an executive, major shareowner, person holding controlling power, or person proposed as an executive or person holding controlling power of the company or subsidiary companies.
4. Not holding business relationship with the company, principal company, subsidiary companies, affiliated companies, major shareowner, or person holding controlling power of the company, which may hinder the exertion of his/her independent discretion, and not being or having ever been a shareowner, with significant implication, or person holding controlling power of the person holding business relationship with the company, principal company, subsidiary companies, affiliated companies, major shareowner, or person holding controlling power of the company, unless having vacated from said tenure for not less than two years before appointment as an independent director. Business relationship as in first paragraph shall include the normal course of trading transaction for business undertaking, lease or grant of lease of immovable asset, transactions relating to asset or service, or grant or receipt of financial assistance through acceptance or grant of loans, guaranty, grant of asset as guaranty for loans, including other similar behavior, thus making the person applying for permission or a contract party liable to payment of debt to another party, from 3 percent of net tangible assets of the person applying for permission, or from Baht 20 million or over, whichever is lower. The calculation of debt burdens as referred to above shall comply with the valuation of connected transaction in compliance with the notification of the Capital Market Supervisory Board on the criteria of the connected transaction, with the respective differences having been considered (*mutatis mutandis*). However the consideration of the said debt burdens shall include the debt burden incurred within one year before having business relationship with the same person.
5. Not being or having ever been an auditor of the company, principal company, subsidiary companies, affiliated companies, major shareowner, or person holding controlling power of the company, and not being a shareowner, with significant implication, person with controlling power or partner of the auditing company where the auditors of the company, principal company, subsidiary companies, affiliated companies, major shareowner, or person holding controlling power of the company are working for, unless having vacated from the said tenure for not less than two years before appointment as an independent director.



6. Not being or having ever been a professional service provider, including a legal advisor or a financial advisor, with remuneration in excess of Baht 2 million per annum from the company, principal company, subsidiary companies, affiliated companies, major shareowner, or person holding controlling power of the company, and not being a shareowner, with significant implication, person with controlling power or partner of the said professional service provider, unless having vacated from the said tenure for not less than two years before appointment as an independent director.
7. Not being a director appointed as a representative of the Board of Directors, a major shareowner or a shareowner being a connected person of the major shareowner of the company.
8. Not undertaking a business with similar nature or significant competition with the business of the person applying for permission or a subsidiary companies, or not being a major partner of a partnership, or a director with involvement in management, a hired worker, an employee, an advisor with regular payroll, or owning shares more than percent of all shares with voting right of other companies with similar business undertaking or significant competition with the business of the person applying for permission or subsidiary companies.
9. Not having any other characteristics that prevent the exertion of independent opinion concerning the company's business undertaking.

In cases where the Capital Market Supervisory Board announces any changes in the qualifications of the independent directors, the company's independent directors shall have qualifications in accordance with such changes. After having been appointed as an independent director, with attributes as in the First to Ninth Paragraphs, an independent director may be assigned by the Board of Directors to take part in the collective decision making process of the company, principal company, subsidiary companies, affiliated companies, subsidiary company in the same link, major shareowner, or person holding controlling power of the company and this is distributed through the Company's website (<http://www.icc.co.th>)

Right of minor shareowner's in nominating directors

The Company authorizes minor shareowners to propose nominate candidate(s) to be elected as director(s) in advance of the Annual General Meeting according to the set criteria by publicizing such authorization procedure in its website (<http://www.icc.co.th>).

2. Selection and Recruitment of Top Executives

Top Management Nominations

The Nomination Committee finds and selects company directors by selecting either from internal management personnel or external candidates. They must be well-qualified, have good understandings of the Company's business, able to achieve the targets given by Board of Directors, and possess no prohibited characteristics according to relevant legal and regulatory provisions.

The Board of Directors clearly defines top management's duties and responsibilities. President and Executive Chairman (CEO) appointed by Board of Directors as management head, is to govern the company's operational administration.

The Company also has a successor policy in case of retirement or emergency termination, with a clear and transparent procedure.

Management Recruitment

The Company considers managerial candidates from within the company by finding person who is well-rounded, skillful and experienced in the related field of work. The Company develops and prepares all staff so that they can become future management. Staff will undergo performance appraisal after which those with outstanding performance will be assigned a higher and more challenging task. The Company is on constant preparation to develop and train replacement staff in case any function becomes vacant. However, in the case that vacant position could not be filled from internal resources, external recruitment will be employed and the qualified candidates will be proposed to the Executive Chairman for approval.

Directors and Executives Development

The Board of Directors has a policy of continually promoting and sponsoring the development of knowledge amongst Company Directors, Executives and employees.

All directors and executives are encouraged to develop their knowledge. The Company prioritizes their attendance at seminars which are useful to their performance as Directors. Seminars for training include the Director Accreditation Program (DAP), Director Certification Program (DCP), Audit Committee Program (ACP), Understanding the Fundamental of Financial Statements (UFS), Board Nomination and Compensation Program (BNCP), Subsidiary Governance Program (SGP), Ethical Leadership Program (ELP), Role of the Chairman Program (RCP), ESG in the Boardroom : A Practical Guide for Board (ESG) and Finance for Non-Finance Directors (FND) as organized by the Thai Institute of Directors Association (IOD). Other seminars will be short seminars being useful for performance by the directors and executives, as well as other courses to be organized by IOD in the future.



In the past year, the Board of Directors supported the directors and executives attended course organized by Thai Institute of Directors Association as follow:

Director and Executive's Name	Name of Training Course / Seminar
1. Mr. Boonkiet Chokwatana	<ul style="list-style-type: none"> - CG in New Normal <p>Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association.</p> <ul style="list-style-type: none"> - Cyber Security Awareness 2025 - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. - Fire prevention and earthquake preparedness. <p>Organized by I.C.C. International Public Company Limited via e-Learning system.</p>
2. Mr. Thamarat Chokwatana	<ul style="list-style-type: none"> - Generative AI for Executive <p>Organized by Skooldio Co., Ltd.</p> <ul style="list-style-type: none"> - CG in New Normal <p>Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association.</p> <ul style="list-style-type: none"> - The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. <p>Organized by the Saha Group Secretaries' Club.</p> <ul style="list-style-type: none"> - Developing the sustainability strategic plan. - Strategy Execution Workshop <p>Organized by I.C.C. International Public Company Limited.</p> <ul style="list-style-type: none"> - Cyber Security Awareness 2025 - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. - Fire prevention and earthquake preparedness. <p>Organized by I.C.C. International Public Company Limited via e-Learning system.</p>
3. Thiraphong Vikitset Ph.D.	<ul style="list-style-type: none"> - CG in New Normal <p>Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association.</p> <ul style="list-style-type: none"> - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. <p>Organized by I.C.C. International Public Company Limited via e-Learning system.</p>
4. Anuchit Anuchitanukul Ph.D.	<ul style="list-style-type: none"> - CG in New Normal <p>Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association.</p> <ul style="list-style-type: none"> - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. <p>Organized by I.C.C. International Public Company Limited via e-Learning system.</p>
5. Mr. Pitak Pruittisarikorn	<ul style="list-style-type: none"> - CG in New Normal <p>Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association.</p> <ul style="list-style-type: none"> - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. <p>Organized by I.C.C. International Public Company Limited via e-Learning system.</p>



Director and Executive's Name	Name of Training Course / Seminar
6. Mr. Nathporn Chatusripitak	<ul style="list-style-type: none"> - Director Mentorship Program (DMP 1/2025), (DMP 2/2025) - Intensive Strategic Foresight (ERP 17/2025) - The Board's Roles in Climate Governance (BCG 4/2025) - Real Cases, Real Lessons: What Market Scandals Teach Us About Better Governance - Director's Guide to Legal Obligations and Duties (DLD 6/2025) <p>Organized by the Thai Institute of Directors Association.</p> <ul style="list-style-type: none"> - Thai-Chinese Leadership Studies Program - Innovation for The Future <p>Organized by the Thai-Chinese Leadership Institute, Huachiew Chalermprakiat University.</p> <ul style="list-style-type: none"> - Unlocking APAC Market Potential Through Data_Jeena - Power Session : Unlock an AI Growth Mindset Katya <p>Organized by the University of the Thai Chamber of Commerce.</p> <ul style="list-style-type: none"> - Overcoming Today & Tomorrow Challenges in Intellectual Property & International Trade Laws <p>Organized by the Association of Lay Judges of the Central Intellectual Property and International Trade Court.</p> <ul style="list-style-type: none"> - CG in New Normal <p>Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association.</p> <ul style="list-style-type: none"> - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. <p>Organized by I.C.C. International Public Company Limited via e-Learning system.</p>
7. Mr. Somphol Chaisiroj	<ul style="list-style-type: none"> - CG in New Normal <p>Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association.</p> <ul style="list-style-type: none"> - The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. <p>Organized by the Saha Group Secretaries' Club.</p> <ul style="list-style-type: none"> - Developing the sustainability strategic plan. - Strategy Execution Workshop <p>Organized by I.C.C. International Public Company Limited.</p> <ul style="list-style-type: none"> - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. - Cyber Security Awareness 2025 - Fire prevention and earthquake preparedness. <p>Organized by I.C.C. International Public Company Limited via e-Learning system.</p>
8. Mrs. Kobsuk Sangsawad	<ul style="list-style-type: none"> - CG in New Normal <p>Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association.</p> <ul style="list-style-type: none"> - The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. <p>Organized by the Saha Group Secretaries' Club.</p> <ul style="list-style-type: none"> - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. <p>Organized by I.C.C. International Public Company Limited via e-Learning system.</p>



Director and Executive's Name	Name of Training Course / Seminar
9. Mrs. Chailada Tantivejakul	<ul style="list-style-type: none"> - The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. Organized by the Saha Group Secretaries' Club. - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. Organized by I.C.C. International Public Company Limited via e-Learning system.
10. Mr. Koravit Narongkananukul	<ul style="list-style-type: none"> - CG in New Normal Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association. - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. Organized by I.C.C. International Public Company Limited via e-Learning system.
11. Ms. Suthida Jongjenkit	<ul style="list-style-type: none"> - CG in New Normal Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association. - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. Organized by I.C.C. International Public Company Limited via e-Learning system.
12. Mr. Yothin Suvannakate	<ul style="list-style-type: none"> - Generative AI for Executive Organized by Skooldio Co., Ltd. - CG in New Normal Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association. - AWS : Accelerating E-Commerce with Digital & AI Transformation Organized by Saha Pathana Inter-holding Public Company Limited - The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. Organized by the Saha Group Secretaries' Club. - Developing the sustainability strategic plan. - Strategy Execution Workshop - Sustainability Report Workshop Organized by I.C.C. International Public Company Limited - Cyber Security Awareness 2025 - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. - Fire prevention and earthquake preparedness. Organized by I.C.C. International Public Company Limited via e-Learning system.



Director and Executive's Name	Name of Training Course / Seminar
13. Rebecca Russell Ph.D.	<ul style="list-style-type: none"> - Generative AI for Executive Organized by Skooldio Co., Ltd. - Mindfulness & Life Style Medicine for Leadership Organized by the Thai Lifestyle Medicine and Wellbeing Association - Wellness Business and Beyond : WBB Organized by the Medical Student Scholarships Foundation for Benefits of Mankind - CG in New Normal Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association. - AWS : Accelerating E-Commerce with Digital & AI Transformation Organized by Saha Pathana Inter-holding Public Company Limited - The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. Organized by the Saha Group Secretaries' Club. - Developing the sustainability strategic plan. - Strategy Execution Workshop - Sustainability Report Workshop Organized by I.C.C. International Public Company Limited - Cyber Security Awareness 2025 - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. - Fire prevention and earthquake preparedness. Organized by I.C.C. International Public Company Limited via e-Learning system.
14. Mr. Supalerk Cheewakoset	<ul style="list-style-type: none"> - Generative AI for Executive Organized by Skooldio Co., Ltd. - CG in New Normal Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association. - AWS : Accelerating E-Commerce with Digital & AI Transformation Organized by Saha Pathana Inter-holding Public Company Limited. - The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. Organized by the Saha Group Secretaries' Club. - Developing the sustainability strategic plan. Organized by I.C.C. International Public Company Limited. - Cyber Security Awareness 2025 - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. - Fire prevention and earthquake preparedness. Organized by I.C.C. International Public Company Limited via e-Learning system.



Director and Executive's Name	Name of Training Course / Seminar
<p>15. Mrs. Duangrudee Milintanggul</p>	<ul style="list-style-type: none"> - Generative AI for Executive Organized by Skooldio Co., Ltd. - CG in New Normal Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association. - AWS : Accelerating E-Commerce with Digital & AI Transformation Organized by Saha Pathana Inter-holding Public Company Limited. - The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. Organized by the Saha Group Secretaries' Club. - Strategy Execution Workshop - Developing the sustainability strategic plan. - Sustainability Report Workshop Organized by I.C.C. International Public Company Limited. - Cyber Security Awareness 2025 - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. - Fire prevention and earthquake preparedness. Organized by I.C.C. International Public Company Limited via e-Learning system.
<p>16. Miss Yauwaluk Namakorn</p>	<ul style="list-style-type: none"> - Generative AI for Executive Organized by Skooldio Co., Ltd. - Preparing to face the future with confidence. Organized by the Thai Institute of Directors Association. - Executive Breakfast Forum 2025 EP.50 Organized by the Thai Digital Technology User Group Association. - Navigating the Future of Finance - Update TFRS 9 and TFRS 16 Overall Class 1/68 - TFAC'S Accounting Professions Summit 2025 Organized by the Federation of Accounting Professions under Royal Patronage. - TFRSs Revision BE 2567 and IFRS S1 + IFRS S2 - Basic AI Skills for Accounting. - Update 2025 Taxation Organized by the Saha Group Accounting and Finance Management Club - The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. Organized by the Saha Group Secretaries' Club. - CG in New Normal Organized by Saha Pathana Inter-holding Public Company Limited in collaboration with the Thai Institute of Directors Association. - AWS : Accelerating E-Commerce with Digital & AI Transformation Organized by Saha Pathana Inter-holding Public Company Limited. - Strategy Execution Workshop - Sustainability Report Workshop - Developing the sustainability strategic plan. Organized by I.C.C. International Public Company Limited. - Cyber Security Awareness 2025 - Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies. - Fire prevention and earthquake preparedness. Organized by I.C.C. International Public Company Limited via e-Learning system.



Director and Executive's Name	Name of Training Course / Seminar
17. Mr. Anute Pooaree	<ul style="list-style-type: none">- Generative AI for Executive Organized by Skooldio Co.,Ltd.- AWS : Accelerating E-Commerce with Digital & AI Transformation Organized by Saha Pathana Inter-holding Public Company Limited.- The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. Organized by the Saha Group Secretaries' Club.- Strategy Execution Workshop- Sustainability Report Workshop- Developing the sustainability strategic plan. Organized by I.C.C. International Public Company Limited.- Cyber Security Awareness 2025- Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies.- Fire prevention and earthquake preparedness. Organized by I.C.C. International Public Company Limited via e-Learning system.
18. Mrs. Khanitta Udomlarp	<ul style="list-style-type: none">- Generative AI for Executive Organized by Skooldio Co., Ltd.- AWS : Accelerating E-Commerce with Digital & AI Transformation Organized by Saha Pathana Inter-holding Public Company Limited.- The role of boards of directors amidst governance challenges in creating sustainable value for organizations and society. Organized by the Saha Group Secretaries' Club.- Strategy Execution Workshop- Developing the sustainability strategic plan. Organized by I.C.C. International Public Company Limited.- Cyber Security Awareness 2025- Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies.- Fire prevention and earthquake preparedness. Organized by I.C.C. International Public Company Limited via e-Learning system.
19. All executives	<ul style="list-style-type: none">- Developing the sustainability strategic plan. Organized by I.C.C. International Public Company Limited.- Strategy Execution Workshop- Cyber Security Awareness 2025- Taking part in building transparency, striving for sustainability and adhering to anti-corruption policies.- Fire prevention and earthquake preparedness. Organized by I.C.C. International Public Company Limited via e-Learning system.



All 12 Company directors have completed training courses relevant to the performance of their directorial duties, representing 100 percent.

Furthermore, the Board of Directors and the Company's executives regularly engage in exchanges of views with boards of directors and senior executives of other organizations, and undertake study visits and observation tours with business partners and other organizations, both domestically and internationally.

Orientation of New Directors

The Board of Directors provides an orientation for all newly appointed Company directors to familiarize them with their roles, duties, and responsibilities, and to provide knowledge and understanding of the business and various operations in preparation for the performance of their duties. A Director's Handbook is prepared for new directors to enable them to study key information about the Company.

The Company prepares and provides the following information and arrangements:

- Information for welcoming new directors to their position:
 - Company history and the nature of the Company's business
 - Organizational structure, shareholder structure, and composition of the various committees
 - Director remuneration and benefits
- Information used in new director orientation:
 - Memorandum of Association and Articles of Association
 - Board of Directors Charter and Sub-committee Charters
 - Listed Company Director's Handbook, guidelines on information disclosure, and relevant laws
 - Corporate Governance Policy, Business Ethics, and Code of Conduct for Directors, Executives, and Employees
 - Anti-Corruption Policy
 - Company securities holding regulations
 - Policy on reporting of interests of directors and executives, together with documentation for the preparation of interest reports
 - Connected Transaction Policy for listed companies
 - Securities and Exchange Act, Public Limited Companies Act, and various regulations of the Stock Exchange of Thailand and the SEC
 - Annual Report, containing information on business operations and performance across various dimensions, as well as details of the Company's risk management and internal controls

The Company also distributes a Director's Handbook to all directors to enable them to study and review applicable regulations at any time.

Plan for Successors

The Board of Directors places great importance on ensuring continuity of management and long-term leadership stability by establishing a Succession Policy as the principal mechanism for preparing the next generation of leaders to accommodate business change and support the Company's sustainable growth. This is carried out under the oversight of the Board of Directors, which has delegated the Managing Director and President, together with the Chief Human Resources Officer, to jointly define approaches, select and systematically develop successors for senior executive positions, and monitor progress, with reports submitted to the Board of Directors at least once per year, as follows:

(1) Internal First Approach: Priority is given to the development of internal talent through a Successor Pool for high-potential talent, promoting experiential learning - such as job rotation and strategic project assignments to develop well-rounded management skills.

(2) Upskilling and Reskilling: Skills are upgraded in alignment with current and future business contexts, including e-commerce management, brand management, and strategic management, to enhance agility and competitive capability.

(3) Strategic External Recruitment: For strategic positions requiring specialized expertise, the Company recruits external executives to address critical skill gaps and elevate management standards to an international level.

To ensure that the succession system is comprehensive and linked to performance outcomes, the Company has established a phased development plan as follows:

2026: Develop and enhance the Performance Management System (PMS) to be clearly linked to strategic objectives, and use it as a data platform for the systematic identification and development of talent.

2027: Prepare **Individual Development Plans (IDPs)** to close skill gaps and ensure Leadership Continuity in key executive positions.

The Company is committed to succession planning, as well as to developing human resource management systems to a high standard, with transparency and alignment with Good Corporate Governance principles, to strengthen organizational stability, support performance recovery, and create sustainable long-term value for shareholders.



Self Evaluation of the Board of Directors

The Board of Directors requires annual performance evaluations - conducted at least once per year - for the Board as a whole, individual directors, and all sub-committees, as well as the Managing Director and President (CEO), to enable each director to collectively assess the performance of the Board of Directors and sub-committees, review achievements, and identify problems and obstacles encountered during the preceding year, with the aim of enabling the Board of Directors to utilize the evaluation results to improve the performance of the Board and its sub-committees.

Evaluation criteria cover: roles, duties, and responsibilities; performance of directorial functions; self-development of directors and sub-committee members; independence in expressing opinions; transparency; relationships with management and stakeholders; board structure and qualifications; board meetings; and compliance with good corporate governance principles for all committees.

Evaluation scoring criteria, expressed as a percentage of the total score for all items, are as follows:

More than	85 percent	=	Excellent
More than	75 percent	=	Very Good
More than	65 percent	=	Good
More than	50 percent	=	Fair
Lower than	50 percent	=	Need Improvement

Procedure: In 2025, the Company Secretary will distribute the overall Board performance evaluation form, individual director performance evaluation forms, and sub-committee performance evaluation forms for all sub-committees to all directors and sub-committee members for completion. The Company Secretary will collect and compile the results and present a summary to the Board of Directors for acknowledgement and discussion on an annual basis, with recommendations taken forward for improvement to enhance the efficiency of the Board of Directors and its sub-committees and to maximize the benefit of corporate governance.

The annual performance evaluation of the CEO is based on monthly performance results, compliance with policy and strategy formulation, leadership, and the Company's annual sales and profitability performance, as well as relationships with the Board of Directors and stakeholders, and the discretion of the Remuneration Committee, together with evaluations by all members of the Board of Directors and the Executive Committee in accordance with evaluation forms prescribed by the Company.

The average assessment results of the Board of Directors and Sub-committees and CEO are as follows;

1. The average assessment of All the Board of Directors in 2025, the score is 90.65%, Excellent level.
2. The average assessment of the Board of Directors individual in 2025, the score is 88.79%, Excellent level.
3. The average assessment of the Audit Committee in 2025, the score is 90.53%, Excellent level.
4. The average assessment of the Remuneration Committee in 2025, the score is 91.07%, Excellent level
5. The average assessment of the Nomination Committee in 2025, the score is 87.94%, Excellent level.
6. The average assessment of the Risk Management Committee in 2025, the score is 93.54%, Excellent level.
7. The average assessment of the Corporate Governance and Sustainable Development Committee in 2025, the score is 90.82%, Excellent level.
8. The average assessment of CEO in Year 2025, the score is 90.92%, Excellent level.

8.1.2 Meeting attendance and remuneration payment to each Board member

1. Board of Directors' Meetings

The Board of Directors holds meetings monthly, on the second Friday of each month, and may call additional meetings as deemed appropriate. The meeting schedule is established in advance for the entire year, from the end of the preceding year, and communicated to all directors in advance to enable them to allocate time for attendance. The Company Secretary sends meeting invitations together with the meeting agenda, minutes of the previous meeting, and supporting documents at least seven days in advance to the Board of Directors for prior review within the timeframe prescribed by law. The Chairman of the Board of Directors and the Managing Director and President jointly consider agenda items for meetings. Additionally, directors may propose additional agenda items through the Company Secretary and may openly discuss and express opinions. All directors may ask questions and request additional information from the Chairman of the Board, the Managing Director and President, or the Company Secretary on any matter.

The Company Secretary prepares and maintains certified minutes of the meetings for review by directors and relevant parties.

The Board of Directors places great importance on meeting attendance and considers it a duty to attend every Board meeting, except in cases of necessity or illness. The Company has a policy encouraging senior executives to attend every Board meeting to present business objectives and annual plans, to jointly participate in setting policy and making operational decisions. The Chief Financial and Accounting Officer attends every Board meeting.



In considering various matters, the Chairman of the Board, acting as the meeting chair, provides all directors with the opportunity to discuss and express opinions freely. Directors with conflicts of interest in any matter are not entitled to vote on that agenda item. For agenda items concerning any senior executive of the Company, the Board of Directors provides an opportunity for the relevant senior executive to provide information in their capacity as a directly involved party.

Furthermore, in voting on each agenda item at Board meetings, at least two-thirds of all directors must be present at the conclusion of the meeting. The Company Secretary is responsible for preparing the meeting minutes and submitting them to the Chairman of the Board for signature to certify their accuracy, and presenting them for adoption as the first agenda item at the following meeting. Directors may express opinions and request amendments to the minutes to ensure maximum clarity and accuracy.

Certified minutes are systematically maintained at the Company's registered office in both original document and electronic form, together with supporting documents for each agenda item, to facilitate retrieval and reference.

The Board of Directors has established a policy for Independent Directors to hold meetings among themselves, without the participation of executive directors or management, at least once per year, to enable Independent Directors to consider and discuss matters relating to management or matters of concern. The results of such meetings are reported to the Managing Director and President (CEO) and to the Board of Directors at each subsequent meeting.

In addition, the Board of Directors provides opportunities for non-executive directors to meet among themselves, without management present, on a regular basis as necessary, with the results of such meetings reported to the Managing Director and President and to the Board of Directors at each subsequent meeting.

In 2025, Independent Directors and non-executive directors held one meeting among themselves without management in attendance. All Independent Directors and non-executive directors were present.

In 2025 (for the director year from April 2024 - April 2025), the Board of Directors held 13 meetings in total 4 onsite meetings and 9 online meetings. Details of individual director meeting attendance are provided in the table on page 172 of this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report). Directors attended 99.36% of all Board meetings.

Chart displaying Directors and Executives's position and attendance to the meetings

In 2025, the attendance of the Board of Directors and Sub-committees and the 60th Annual General Meeting 2025 as stated in the Chart displaying Directors' and Executives' position, and meeting attendance as following :

Name	Position*														Attendance to the 60 th shareowner's meetings 2025
	BOD's meeting 13 meetings/year		AC's meeting 13 meetings/year		RC's meeting 4 meetings/year		NC's meeting 5 meetings/year		RMC's meeting 12 meetings/year		CG and SD's meeting 4 meetings/year		EC's meeting 23 meetings/year		
	Online 9 Times	Onsite 4 Times	Online 13 Times	Onsite	Online	Onsite 4 Times	Online	Onsite 5 Times	Online	Onsite 12 Times	Online 4 Times	Onsite	Online	Onsite 23 Times	
1. Boonsithi Chokwatana	-	-	-	-	-	-	-	5/5	-	-	-	-	-	-	√
2. Boonkiet Chokwatana	9/9	4/4	-	-	-	4/4	-	5/5	-	-	-	-	-	-	√
3. Thamarat Chokwatana	9/9	4/4	-	-	-	4/4	-	5/5	-	11/12	-	-	-	23/23	√
4. Thiraphong Vikitset Ph.D.	9/9	4/4	13/13	-	-	-	-	-	-	-	-	-	-	-	√
5. Anuchit Anuchitanukul Ph.D.	9/9	4/4	13/13	-	-	-	-	-	-	-	4/4	-	-	-	√
6. Pitak Pruitisarikorn	8/9	4/4	13/13	-	-	4/4	-	-	-	-	-	-	-	-	√
7. Nathporn Chatusripitak	9/9	4/4	13/13	-	-	-	-	-	-	12/12	-	-	-	-	√
8. Somphol Chaisiroj	9/9	4/4	-	-	-	-	-	-	-	-	-	-	-	-	√
9. Kobsuk Sangsawad	9/9	4/4	-	-	-	-	-	-	-	-	-	-	-	-	√
10. Chailada Tantivejakul	9/9	4/4	-	-	-	-	-	-	-	-	4/4	-	-	-	√
11. Koravit Narongkananukul	9/9	4/4	-	-	-	-	-	-	-	-	-	-	-	-	√
12. Suthida Jongjenkit	-	-	-	-	-	-	-	-	-	-	-	-	-	-	√
13. Yothin Suvannakate	-	-	-	-	-	-	-	-	-	12/12	-	-	-	23/23	√
14. Vichai Kulsomphob	-	-	-	-	-	-	-	-	-	-	-	-	-	-	√
15. Rebecca Russell Ph.D.	-	-	-	-	-	-	-	-	-	-	-	-	-	21/23	√
16. Supalerk Cheewakoset	-	-	-	-	-	-	-	-	-	-	-	-	-	21/23	√
17. Duangrudee Milintanggul	-	-	-	-	-	-	-	-	-	12/12	4/4	-	-	23/23	√
18. Yauwaluk Namakorn	-	-	-	-	-	-	-	-	-	12/12	4/4	-	-	23/23	√
19. Anute Pooaree	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
20. Manu Leelanuwatana	-	-	-	-	-	-	-	5/5	-	-	-	-	-	-	-
21. Surat Wongrattanapassorn Ph.D.	9/9	4/4	-	-	-	-	-	-	-	12/12	-	-	-	-	√
22. Munchusa Terapongpipat	9/9	4/4	-	-	-	4/4	-	5/5	-	-	-	-	-	-	-

Note : #12 Appointed as Company Director	24 April 2025	#16 Appointed as Risk Management Committee member	1 December 2025	#20 No longer serves as Nomination Committee death on	30 September 2025
#13 Appointed as Company Director	1 December 2025	#19 Appointed as Corporate Governance and Sustainable Development Committee member	28 April 2025	#21 No longer serves as Company Director and Risk Management Committee member	1 December 2025
#14 Appointed as Remuneration Committee and Nomination Committee	28 April 2025	Appointed as Executive Committee	1 December 2025	#22 No longer serves as Company Director	28 April 2025
		Appointed as Risk Management Committee member and Nomination Committee	1 December 2025	No longer serves as Nomination Committee and Remuneration Committee	28 April 2025

* Number of meeting attended by the Board of Directors and Executives are based on their year of service since being elected during the shareowners' meeting by taking into account of the meeting date which regularly falls in April of every year



2. Remuneration of Board of Directors and Executives

The Board of Directors oversees and determines the payment of appropriate remuneration to each committee member pursuant to the powers, duties and responsibilities and draws comparison to the operation levels in the same business sector.

The Remuneration Committee is responsible for considering reasonable amount of remuneration of directors. Criteria for consideration are based on the experiences, duties, scope of work, roles, participation, and responsibilities of each individual director and executive. The amount shall be proposed to the Board of Directors for consideration before submission to the Annual General Meeting of shareowners for approval.

At the 60th AGM of 2025, held on April 28, 2025, a resolution was passed to approve payment of remuneration to the Company's directors of no more than Baht 20 million per annum, and the Remuneration Committee was assigned and authorized by the Board of Directors to allocate this amount

Remuneration Directors

(1) The monetary remuneration

The monetary remuneration in 2025 for the operating year 2024

- Remuneration for directors of the Board includes gratuity, conference allowance. (A)
- Remuneration for directors of sub-committees includes conference allowance. (B)

Name	Position	Remuneration Directors * (Baht)			Total
		(A) Board of Directors	(B) Audit Committee/ Corporate Governance and Sustainable Development Committee	(B) Remuneration Committee/ Nomination Committee/ Risk Management Committee	
1. Boonkiet Chokwatana	Chairman Remuneration Committee Member Nomination Committee Member	1,156,000	-	90,000	1,246,000
2. Thiraphong Vikitset, Ph.D.	Audit Committee Chairman and Independent Director	730,000	204,000	-	934,000
3. Thamarat Chokwatana	President and Executive Chairman Nomination Committee Chairman Remuneration Committee Member Risk Management Committee Member	1,130,000	-	200,000	1,330,000
4. Anuchit Anuchitanukul Ph.D.	Independent Director and Audit Committee Member Corporate Governance and Sustainable Development Committee Chairman	630,000	210,000	-	840,000
5. Pitak Pruittisarikorn	Independent Director and Audit Committee Member Remuneration Committee Chairman	620,000	170,000	40,000	830,000
6. Nathporn Chatusripitak	Independent Director and Audit Committee Member Risk Management Committee Chairman	630,000	170,000	120,000	920,000
7. Somphol Chaisiroj	Director	630,000	-	-	630,000
8. Kobsuk Sangsawad	Director	630,000	-	-	630,000
9. Chailada Tantivejakul	Director Corporate Governance and Sustainable Development Committee Member	630,000	40,000	-	670,000
10. Koravit Narongkananukul	Director	630,000	-	-	630,000
11. Suthida Jongjenkit	Director	-	-	-	-



Name	Position	Remuneration Directors * (Baht)			Total
		(A) Board of Directors	(B) Audit Committee/ Corporate Governance and Sustainable Development Committee	(B) Remuneration Committee/ Nomination Committee/ Risk Management Committee	
12. Yothin Suvannakate	Director Risk Management Committee	-	-	-	-
13. Surat Wongrattanapassorn Ph.D	Director Risk Management Committee	630,000	-	120,000	750,000
14. Munchusa Terapongpipat	Director Nomination Committee Member Remuneration Committee Member	630,000	-	90,000	720,000
Total		8,676,000	794,000	660,000	10,130,000

Remark : *Number of meetings attended by Directors of the Board and executives are based on their year of service since being elected during the shareowners' meeting, by taking into account of the meeting date which regularly falls in April of every year.

#11 was promoted to be a Director 28 April 2025

#13 is no longer a Director and Risk Management Committee

1 December 2025

#12 was promoted to be a Director 1 December 2025

#14 is no longer a Director

28 April 2025

Nomination Committee and Remuneration Committee

28 April 2025

(2) Other remuneration for directors

- None -

Benefits, Shares, Debentures awarded to Directors by the Company in 2025

- None -

Other privileges awarded to Directors by the Company

- None -

Details reported to the Company by Directors

- Direct or indirect profits or losses as a result of any agreement made by the Company during the accounting year. :
- None -

Criteria in considering directors' remuneration are as follows

- To perform the duties of Company's director
 - Annual Remuneration (Gratuity) paid to every director.
 - Meeting allowance paid to attending directors.
 - Chairman 12,000 baht/meeting
 - Director 10,000 baht/meeting
- To perform the duties of Director of Audit Committee, Director of the Remuneration Committee, Nomination Committee, Corporate Governance and Sustainable Development Committee and Risk Management Committee.
 - Meeting allowance paid to attending directors.
 - Chairman 12,000 baht/meeting
 - Director 10,000 baht/meeting
 - Quarterly meeting allowance paid to attending Audit Committee directors only.
 - Chairman 24,000 baht/meeting
 - Director 20,000 baht/meeting

The total remuneration shall not exceed the amount approved by the Annual General Meeting.

8.1.3 Supervision of subsidiaries and associated companies

The Company has a policy to invest in other related businesses or promote synergy with the main business of the Company whereby potential business which can generate profits for the Company in the long term must be approved, including the approval of the Board of Directors' meeting or the Company's shareowners' meeting (as the case may be) in order to continuously and sustainably maintain the benefits of the Company's investments as well as creating added value and confidence for the Company's stakeholders.

Governance and management policy in relation to subsidiaries and associated companies

The Company has established a policy to supervise and manage subsidiaries and associated companies with the objective to determine direct and indirect measures and mechanisms which enable the Company to supervise and follow up on the business management of subsidiaries and associated companies according to the Company's policy, including the Public Company Limited Act, Civil and



Commercial Code, Securities and Exchange Act, as well as announcements, regulations, rules and other relevant laws, in order to maintain the benefits of the investment of the Company, its subsidiaries and associated companies. The entire edition of the policy on governance and management in relation to subsidiaries and associated companies is published in the Company's website (<http://www.icc.co.th>).

The Company has four subsidiary companies to which the Company sends its management to act as directors. Their roles and duties are to govern the operation of the subsidiary companies and to establish the same accounting policy to ensure that any accounting transactions are in accordance with the same requirement of its parent company which is listed in the Stock Exchange of Thailand.

Additionally, the Company appoints persons-in-charge whose responsibilities are to ensure that its subsidiaries companies follows procedures and disclose important information as practiced by its parent company, for instance, related activities between parent and subsidiary companies, the acquisition and the selling of assets, or other significant activities

The Company has thirteen affiliated companies. These companies are joint ventured by companies in the Saha Group as well as other non-group companies. The Company has no control over the management of the affiliated companies. The management of each company is under the supervision of its board of directors.

Whether a person or persons are appointed to represent the corporate group as director(s) and executive(s) in the associate or invested companies, follows the policy and procedures whereby the Saha Group assigns a top management team to consider whether or not any directors or executives from which company in the group should be the Group's representative as a joint venture partner or in accordance with the joint venture agreement based on type of business and necessity. If such appointment is required, the qualified director or executive with necessary knowledge, capability and expertise in the related business shall be assigned

8.1.4 Monitoring of compliance with the corporate governance policy and guidelines

The Board of Directors realizes the importance of good corporate governance, along with business ethics, a Code of Conduct, the 8 Good Corporate Governance Principles for Company Directors, Executives and Employees in written as well as handbook forms both Thai and English. Evaluation of implementation results and review are conducted on an annual basis at least once a year. The manuals are distributed to the Company directors, members of each sub-committee, executives, and employees at all levels as the same guidelines for working operation. It is publicized via the Company's intranet system and on the company website, and includes an animation video to promote a better understanding of good corporate governance among corporate management and employees. For new employees, business ethics and morality are included as topics in their orientation.

The Board of Directors also prescribed follows up the implementation of its corporate governance principles in order to promote good management systems which are transparent and effective in business operations. Those who do not adhere to such policy and principles may face disciplinary action as appropriate and may also face legal action in cases where any laws are violated. In cases where an employee is doubtful or unable to follow an instruction or make a decision, he/she may raise the issue with the supervisor up the chain of command. Should there be any dispute, a directive by the President and Executive Chairman, Executive Committee and the Board of Directors should prevail as a final judgment.

The Board of Directors has established the Corporate Governance and Sustainable Development Committee in order to monitor and assess corporate governance and Sustainable Development of the Company, to support the work of the Executive Committee and the Board of Directors in corporate governance so as to achieve success as set in the objectives and targets.

In 2025, the Board of Directors has monitored to ensure compliance with the Company's good corporate governance policy as follow:

1. Conflict of Interests

The Company carefully and reasonably manages conflict of interest based on the highest benefit of the Company. Pricing is based on the same fair trading conditions as trading with external persons. The Company sets operational system with transparency and strict adherence to the regulation of the Stock Exchange of Thailand by incorporating such principle into its good corporate governance policy as well as inclusion into the ethical code of conduct towards the Company and shareowners. Disclosure of information is provided in order to achieve equitable acknowledgment of information to all stakeholders.

Regarding related transactions that may bring about conflict of interest, these would be governed by the process of related transactions with fairness and according to market price as per normal business. The transactions are notified and disclosed to the meeting with specific details which include name and relationship of the related party, pricing policy, value of transaction, parties involved, the need for such transactions, as well as the opinions of the Audit Committee, the Executive Board and the Company's Board of Director as well as differing views (if any) as required by the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. At the Board of Directors' meeting, directors who have a stake in the transaction must leave the conference room and must refrain from voting on this agenda. All transactions are disclosed in Thai and English to the SET and posted on the Company's website (<http://www.icc.co.th>) in both Thai and English as well. In addition, the summary of transactions is also published in the Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report).



Furthermore, the Company has measures to control related transactions and limit financial support for non-subsidary companies. In providing loans or loan guarantees, it is prescribed that these must be according to the proportion of the Company's equity under the joint venture agreement. Related transactions in 2025 have been disclosed on page 184-191 of this Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report) with complete, sufficient and transparent information.

In 2025 the Company has not provided financial support to associated or related companies. And joint loan guarantees to joint venture partners in proportion to the Company's equity. There were neither related transactions nor trading of assets that violated and/or contravened the regulations of the SET or the SEC.

In 2023 had a related transaction which required approval of shareowners which the Company has complied with rules of the SEC and SET and disclosed transactions in advance within the specified period which may have possible conflicts of interest in Related Transactions on page 184-191 of this Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report).

Moreover the disclosure of Conflict of Interests and Related Transactions are on page 184-191 and the details of Board of Directors, Executives and the control authorities in subsidiaries, affiliates and related companies are on attachment 1 page 280-282 in this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report).

2. Use of Inside Information to Seek Benefits

2.1 Internal Information Management

The Company has measures for internal information management as defined in the business ethics for the Company and shareowners, as well as the Code of Conduct for directors, executives and staff at all levels, which require performance of duty with honesty, responsibility, discipline and integrity towards the public and to oneself and not in pursuit of improper and undue gains or benefit to oneself and/or others, protecting the Company's best interest and assets, not using the Company's information and assets for self-interests or other's benefit, and not making any undertaking that will support others in competition with the Company. The Company has provided the corporate governance policy, business ethics and 8 principle of employee code of conduct to the Board of Directors, executives and staff as a guideline for business operation and work principle. The Company requires all directors, executives and staff to sign their names acknowledging the said documents, which are distributed through the Company's website (<http://www.icc.co.th>).

The above-mentioned topics have been stipulated in the Company's regulation. The highest disciplinary punishment for violation is dismissal from the Company. This regulation has been followed by all directors, executives and staff at all levels.

The Company has developed its IT control system in electronic documents interchange and determining access level (with password for each user) to suit the duties and responsibilities of particular users at every level.

In 2025, the Company's directors and executives have strictly adhered to the rules and there was no instance regarding misuse of insider information.

2.2 Trade in Securities of the Company and Report on Related Transactions

The Company has policies and measures in its Code of Conduct to supervise trade in securities of the Company and to report on related transaction of directors and executives, which prohibit directors, executives and employees, having access to inside information, from trading in securities of the Company, one month before and 24 hours following the public disclosure of the Company's financial statements except in cases of normal trading transactions irrelevant to the inside information.

Moreover, it is also a set policy for the Company's directors and senior management to notify the Board of Directors via the Company Secretary about the trading of shares of the company at least 1 day before the trading date.

The Company requires its directors and executives, including spouses and minor children to report the first holding of securities of the Company and any changes thereof to the Office of the Securities and Exchange Commission within 3 days from the date of such change, as well as send a copy to the Company Secretary for further reporting to the Board of Directors in the next meeting of the Board. In addition, the Company includes any item concerning the report on securities holding of directors and executives, including spouses and minor children and related company, in the regular meeting agenda of the Board of Directors. A report will be presented to the meeting for acknowledgment. Any trading of the company's securities must be reported to the company and the SEC (Securities and Exchange Commission) every time, in accordance with SEC regulations. In addition, at every Board of Directors' meeting, there is to be an agenda for acknowledgement which relates to the report on sales / purchase of properties, possession of Company shares by members of Board of Directors and Executives Board, including their spouses and minor children and related companies at all times. In cases of any sale or purchase of Company shares, the Company and the Stock Exchange Commission (SEC) shall be informed of this transaction in accordance with the SEC's regulations.

In addition, the company has provided a summary of the changes in securities holding of company directors and executives, as well as their spouses and minor children and related company on page 177 of this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report).

In 2025, the directors and executives have so far strictly followed the policy. There was neither trading of shares in the forbidden period nor trading by using the Company's inside information, nor trading of the Company's securities. Two company directors traded the Company's shares and notified the Securities and Exchange Commission (SEC) within the specified timeframe, while also reporting their securities holdings to the Board of Directors.



Furthermore, The Company has in place measures to control interest of the Board of Directors and executives. The Board of Directors and executives shall report their interest, or related person's interest as per following circumstances :

1. Holding directorship or executive position for the first time
2. Change of interest information
3. The Board of Directors and Executives are required to report such interest to the Company Secretary who further sends said information to the Chairman and Chairman of the Audit Committee for acknowledgment within 7 working days from the date of receipt of the said report.

In 2025, directors and executives strictly complied with all prescribed criteria.

Share-owning of Directors and Executives

- Share-owning of Directors and Executives in the company increased/ decreased in the past year.
(including the share-owning of the spouse, minor children and related companies)

Name	As of 31 December				Increase (Decrease)
	2025		2024		
	Directors / Executives	Spouse /Minor Children/Related Companies	Directors / Executives	Spouse /Minor Children/Related Companies	
1. Boonkiet Chokwatana	9,178,617	1,192,236	7,430,391	870,333	3,070,129 **(1,000,000)
2. Thamarat Chokwatana	3,078,365	56,483	2,245,365	41,233	845,727 ** 2,523
3. Thiraphong Vikitset Ph.D.	-	-	-	-	-
4. Anuchit Anuchitanukul Ph.D.	-	-	-	-	-
5. Pitak Pruittisarikorn	-	-	-	-	-
6. Nathporn Chatusripitak	-	-	-	-	-
7. Somphol Chaisiroj	108,968	-	79,547	-	29,421
8. Kobsuk Sangsawad	2,442	-	1,783	-	659
9. Chailada Tantivejakul	143,564	-	104,802	-	38,762
10. Koravit Narongkananukul	-	-	-	-	-
11. Suthida Jongjenkit	-	-	-	-	-
12. Yothin Suvannakate	-	-	-	-	-
13. Rebecca Russell Ph.D.	17,202	-	12,558	-	4,644
14. Supalerk Cheewakoset	-	-	-	-	-
15. Duangrudee Miiintanggul	-	-	-	-	-
16. Yauwaluk Namakorn	-	-	-	-	-
17. Anute Pooree	-	-	-	-	-
18. Khanitta Udomlarp	-	-	-	-	-
19. Surat Wongrattanapassorn Ph.D.	34,406	-	25,117	-	9,289
20. Munchusa Terapongpipat	-	-	15,710	-	(15,710)
Total	12,563,564	1,248,719	9,915,273	911,566	2,985,444

Remarks: #11	was promoted to be a Director	28	April	2025
#12	was promoted to be a Director	1	December	2025
#18	was promoted to Chief Marketing Management Officer	2	January	2025
#19	is no longer a Director	1	December	2025
#20	is no longer a Director	28	April	2025
#13	Changed the name to Rebecca Russell Ph.D.	29	May	2025
*	Ratio of 2.7037037037 existing ordinary shares per 1 dividend share			
**	Additional shares purchased in 2025			

- Share-owning of directors in affiliated companies
- None -



3. Anti-Corruption

Anti-Corruption Policy and Guidelines

The Company has announced its Business Ethics and Code of Conduct for Directors, Executives, and Employees to ensure that directors, executives, and employees are informed of and adhere to a unified standard of conduct, maintaining honesty, integrity, and prudence in the best interests of the Company and all stakeholder groups on an equitable basis, as well as safeguarding the Company's assets.

The Company has established policies and compliance procedures in accordance with its Anti-Corruption Policy as a framework to be strictly observed by all directors, executives, employees, and the Company's business partners, with the aim of jointly cultivating values of transparent, honest, accountable, and corruption-free operations in all forms as an organizational culture, and to ensure that all personnel conduct their duties on the basis of integrity, transparency, and freedom from corruption that could lead to litigation or reputational damage. The Company regularly reviews compliance with the Anti-Corruption Policy, and reviews its practices and operational requirements to align with changes in business operations, regulations, and applicable laws, to ensure that the Company's operations throughout the supply chain are free from corruption. New employee orientation training is conducted and the policy is communicated to business partners. The policy is also disseminated to all directors, executives, and employees at every level through the Company's Intranet and website (www.icc.co.th) as a strict guide for all directors, executives, and employees.

Furthermore, the Company has also started publicizing a 'no gift' policy to employees, trading partners, suppliers and external business contacts urging them to refrain from giving gifts to company directors, executives or employees on every occasion. This policy has been communicated through various channels including posting announcements, sending out letters and emails, as well as on the company website. The Company has also prescribed a transparent and fair procurement process which stipulates procurement proposal procedures and guidelines for transparent business operation for our trading partners. A central price list for materials and equipment as well as a comparison purchase price list, construction tenders, or store finishings in normal cases and in urgent cases is compiled for reference. Corporate management and employees are required to strictly adhere to this system. Any deliberate non-compliance with corrupt intent is regarded by the Company as serious misconduct.

The Company has a process for inspection, monitoring, detection and assessment of risk from corruption and has formulated a prevention plan to address potential risks with the Risk Management Committee being responsible for assessing operational risks and risks of corruption to comply with the Company's anti-corruption policy with the internal audit unit of the Company, together with Kandit Advisory Services Co.,Ltd. the external juristic person hired by the Company as a consultant, conduct internal audit inspection as well as preparing a report on operational risk assessment and the risk of corruption to be presented to the meeting of the Audit Committee for a review the internal control system and follow up on the internal audit results. In the event of corruption, the Risk Management Committee will report directly to the Audit Committee and the Audit Committee will report to the Board of Directors respectively.

The Company has a process for inspection, monitoring, detection and assessment of risk from corruption and has formulated a prevention plan to address potential risks with the Risk Management Committee being responsible for assessing operational risks and risks of corruption to comply with the Company's anti-corruption policy with the internal audit unit of the Company, together with Kandit Advisory Services Co.,Ltd. the external juristic person hired by the Company as a consultant, responsible for auditing internal control systems and reviewing compliance with anti-corruption policies conduct internal audit inspection as well as preparing a report on operational risk assessment and the risk of corruption to be presented to the meeting of the Audit Committee for a review the internal control system and follow up on the internal audit results. In the event of corruption, the Risk Management Committee will report directly to the Audit Committee and the Audit Committee will report to the Board of Directors respectively.

With the ongoing commitment to fight against corruption, the Company has announced its intention to be part of the Private Sector Collective Action Coalition against Corruption: CAC) and has been certified as a member of the CAC on October 14, 2016, with the term of 3 years each time and the Company is renewed this certification continuously second time in 2022. In 2024 the Company is Compliance with the policy and guidelines against corruption and monitor the result continuously. The Company is currently preparing documentation for the third renewal of certification, which is due to expire in 31 December 2025.

Anti-Corruption Performance and Implementation of Measures 2025

- The Company continuously communicates its Anti-Corruption Policy through both internal and external communication channels, including notice boards, the Intranet, e-Learning systems, and training and testing on the Anti-Corruption Policy through the e-Learning system for all employees, as well as publishing the Anti-Corruption Policy on the Company's website at (www.icc.co.th.)
- In 2025, the Company implemented monitoring and regulatory compliance principles in practice through communication and capacity-building for relevant employees, together with continuous training and various activities focused on good corporate governance, business ethics, the Code of Conduct for Directors, Executives, and Employees, and anti-corruption. These were communicated and publicized both internally and externally on an ongoing basis, as follows:



Internally

1. Communications with Company directors, executives and employees at all levels including housekeepers and security guards. Creating knowledge and a better understanding of the corporate anti-corruption stance.
 - ICC joins fight against all forms of corruption
 - * Building character in the campaign “Join forces with the “3 Anti-Corruption Principles of ICC”
 - Awakening → Prevention → Exposing
 - Representing the project in creating memorable impression among employees and promoting awareness of the problem of corruption
 - * Install public relations media within the organization such as
 - Posters on notice boards, Show Cards at the PR counters and in meeting rooms.
 - Stickers on mirrors and acrylic boards in the toilets
 - * Publicizing the project on the company Website, Intranet, Desktop Screen, Group Line and QRMS announcements
2. Arrange “Principles of Good Corporate Governance and Anti-Corruption Policy’s Rules of Conduct” training courses for company Directors, executives and employees on a regular and continuous basis by testing via ICC e-Learning system.
3. Training and testing on Cyber Security Awareness to build awareness of cybersecurity, with a particular focus on phishing email prevention, for employees identified as at-risk from Phishing Mail Tests.
4. Develop appropriate channels and systems for complaints and reporting information regarding corruption and misconduct by stakeholders, as well as ensuring that efficient mechanisms are in place for the protection and fair treatment of complainants.

Externally

1. “Expanding alliance (partners) against corruption towards sustainable development of the organization” to its trade partners on a continuous basis by creating a coalition of companies with anti-corruption practices to ensure transparency of business operations throughout the supply chain from upstream to downstream for the purpose of sustainable development.
2. Encourage trade partners to become signatories of the Collective Action Coalition Against Corruption.
3. The Company organized the “Developer’s Day” with the objective to allow new trade partners interested in joint investment to come in and present their products in response to the Company’s intention and compliance with transparent business practices as set by the Company.
4. Organizing the “Vendor Day” activity, with the aim of inviting prospective new business partners to present their products and to affirm their commitment to, and compliance with, the transparent business conduct standards established by the Company.

In 2025, the Company did not identify any material issues or deficiencies relating to corruption, non-compliance with applicable laws or relevant requirements, or violations of business ethics.

4. Whistle-Blowing

Policy on whistle-blowing and complaints

The Company has established safe channels for whistleblowing and complaints for its employees and all stakeholder groups in cases where behavior or actions that may constitute corruption, or any unlawful act in violation of applicable laws, regulations, good corporate governance principles, business ethics, and the Anti-Corruption Policy are observed. Confidentiality measures and complainant protection measures are in place, with access to information restricted solely to those responsible for investigating complaints. All complaints received are subject to the process established under the Company’s Good Corporate Governance principles.

The Company will address all complaints equitably, transparently, fairly, and in accordance with the Company’s established procedures. The information of complainants will be kept strictly confidential, with a fair and systematic complainant protection mechanism in place to ensure that good-faith whistleblowers and complainants are not adversely affected by their disclosures or complaints.

Channels of Complaint

The Board of Directors has established channels and procedures through which all stakeholder groups may report or file complaints regarding matters that may cause damage to the Company, the accuracy of financial reporting, deficiencies in the internal control system, unlawful or unethical conduct, fraud or misconduct by Company employees, or matters in which stakeholders’ rights have been violated or where they have not been treated fairly. Employees or stakeholders who observe, have evidence of, or have reason to suspect that any employee or person acting on behalf of the Company is involved, whether directly or indirectly, in bribery or corruption, fraud, violations of applicable laws, breach of Company regulations or policies, non-compliance with the Code of Conduct for Directors, Executives, and Employees, violations of rights, or unfair treatment in the conduct of duties, or actions that may adversely affect the Company’s transparency, ethics, or governance, or products or services that do not meet the Company’s quality standards, may submit whistleblowing reports or complaints through the following channels:



1. For complaints regarding products and services, the following contact channels are available:
 - Customer Relations Center Tel.: 02-294-4999, 02-491-4999, and 02-293-9000
 - Facebook Page: ICC International PLC
 - Email: service@icc.co.th
2. For complaints regarding corruption, fraud, and other matters in violation of the Company's Good Corporate Governance principles, the following contact channels are available:
 - Company Secretary Tel.: 02-295-0688
 - Customer Relations Center Tel.: 02-294-4999, 02-491-4999, and 02-293-9000
 - Post: P.O. Box 22, Yannawa Post Office, Bangkok 10120
 - Email Audit Committee: iccauditcommittee@icc.co.th

Procedure

1. The Company will investigate complaints with due care in accordance with established criteria, using mechanisms that do not adversely affect whistleblowers or complainants. The results of investigations will be reported to the Board of Directors.
2. In cases where a complainant chooses to remain anonymous, sufficient factual details or clear evidence must be provided to demonstrate reasonable grounds for believing that involvement in bribery or corruption has occurred.
3. The Company will maintain all related information, including the information of whistleblowers and complainants, in strict confidence, with consideration for the safety of complainants, except where disclosure is required by law.

Operations

- For complaints regarding products and services: the relevant department that receives the complaint is responsible for resolving the issue and preventing recurrence. The entire process must be completed within 15 days of receipt of the complaint. A summary of complaints received is presented at the Executive Committee meeting at least twice per year.
- For complaints regarding corruption and fraud: upon completion of the investigation, the receiving officer reports the findings to senior management for presentation to the Audit Committee and the Board of Directors for consideration of appropriate measures. The entire process must be completed within 120 days of receipt of the complaint.
- The Company will notify whistleblowers or complainants (where contact is possible) of the outcome, to confirm that the Company has acted in a transparent and fair manner.

In addition to the above whistleblowing and complaint channels, the Company has established procedures for handling complaints by employees regarding matters that may constitute misconduct or corruption. Employees may submit complaints directly to their immediate supervisors, or, if unable to do so, to a supervisor at the Chief Officer level or to an Executive Committee member.

Dishonest Complaint

If reporting such tip-offs, complaints, statements or information is proven to be in bad faith which causes damage to the person or the Company, any employee making such report will receive disciplinary action according to work regulations and / or take legal action. However, if it is an external party that is responsible for such report and causes damage to the Company, the Company reserves the right to take legal action against that person.

Measures to Protect Informants and Complainants

The Board of Directors has established policies or guidelines to protect employees or whistleblowers in matters that may cause damage to the Company or matters regarding unfair treatment.

The company will protect the rights of complainants and informants acting in good faith by concealing their names, address or any information that could reveal their identity, and maintain confidential the particulars of the complainant and informant, limited to those responsible for investigating the matter, in compliance with the measures for protection of complainants as defined in the code of conduct for directors, executives and employees.

Employee Protection

The Company will provide care and protection to all persons who comply with the Anti-Corruption Policy and these practices, in accordance with the complainant protection measures set out in the Code of Conduct for Directors, Executives, and Employees.

Furthermore, the Company will not demote, penalize, or impose any negative consequences on employees who refuse to engage in corruption, even if such refusal causes the Company to lose a business opportunity.

In 2025, the Company received no complaints and identified no material violations relating to business ethics, the Code of Conduct, or corruption. The Company communicated the Code of Conduct for Directors, Executives, and Employees and the Anti-Corruption Policy to all personnel throughout the organization. All directors, executives, and employees received such communications, representing 100 percent of total personnel.



8.2 Report on the results of duty performance of the Audit Committee in the past year

8.2.1 The total number of the Audit Committee's meetings and the attendance of each member

- Audit Committee

In 2025, (according to the year of service from April 2024 to April 2025) the Audit Committee has arranged 13 meetings. The attendance of each Audit Committee Member is shown in the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 172 of this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report).

8.2.2 The results of duty performance of the Audit Committee

- The Audit Committee Report under the heading as per attachment 6 on page 293 of this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report).

8.3 Summary of the results of duty performance of subcommittees

8.3.1 The total number of the subcommittees' meetings and the attendance of each subcommittee member

- The Remuneration Committee

In 2025, (according to the year of service from April 2024 to April 2025) the Remuneration Committee arranged four meetings. The attendance of the Remuneration Committee is shown on the chart on page 172 of this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report), which also shows his position, share-owning and attendance to the meetings.

- The Nomination Committee

In 2025, (according to the year of service from April 2024 to April 2025) the Nomination Committee arranged five meetings. The attendance of the Nomination Committee is shown on the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 172 of this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report).

- The Risk Management Committee

In 2025, (according to the year of service from April 2024 to April 2025) the Risk Management Committee arranged twelve meetings. The attendance of the Risk Management Committee is shown on the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 172 of this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report).

- The Corporate Governance and Sustainable Development Committee

In 2025, (according to the year of service from April 2024 to April 2025) the Corporate Governance Committee arranged four meetings. The attendance of the Corporate Governance Committee is shown on the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 172 of this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report).

- The Executive Board of Directors

In 2025, (according to the year of service from April 2024 to April 2025) the Executive Board of Directors arranged twenty-two meetings. The attendance of each director is shown in the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 172 of this Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report).

8.3.2 The results of duty performance of the subcommittees assigned by the Board of Directors

- Nomination Committee Report	On attachment 5.1	page 288
- Remuneration Committee Report	On attachment 5.2	page 289
- Risk Management Committee Report	On attachment 5.3	page 290
- Corporate Governance and Sustainable Development Committee Report	On attachment 5.4	page 291-292
- Audit Committee Report	On attachment 6	page 293