

**CHARTER OF THE RISK MANAGEMENT COMMITTEE**  
**I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED**

The Board of Directors fully recognize the importance of Corporate Governance Code and, in compliance with Chapter 3/1 of the Securities and Exchange Act of B.E. 2535 (1992) as amended by the Securities and Exchange Act (No. 4) of B.E. 2551(2008) and the Securities and Exchange Act (No.5) of B.E. 2559 (2016), deemed it appropriate to set the charter of the Board of Directors as follows:

**1. Objective**

The Risk Management Committee was established to support the execution of the duties and responsibilities of the Executive Committee and the Board of Directors with regard to risk assessment and prescription of preventive measures to effectively manage and mitigate such risks at an appropriate and acceptable level.

**2. Components and Qualifications**

The Risk Management Committee comprises at least 3 members.

The Company's Board of Directors assigns oversight of the Risk Management Committee to the Audit Committee.

The Company's Board of Directors appoints the Chair of the Risk Management Committee and at least 4 other members of the Committee.

**3. Tenure**

3.1 The Risk Management Committee serves a term of two years from the day on which a resolution is passed for the appointment. Once a term is completed and a replacement has not been appointed by the Board of Directors, the outgoing Risk Management Committee must continue to serve until a replacement is made. An appointment must be completed within three months from the day on which the outgoing Risk Management Committee completes their term. Members of the Risk Management Committee who have completed a term may be reappointed.

3.2 In case any position on the Risk Management Committee is vacant due to reasons other than expiration of term with at least 2 months remaining, the Board of Directors shall appoint, at its next meeting, a fully qualified person to the Risk Management Committee for the remaining term of the member whom he/she replaced,.

3.3 The tenure of members of the Risk Management Committee shall be terminated due to the following reasons:

- (A) expiration of term;
- (B) dismissal from the Company's employment;
- (C) death;
- (D) removal from the position by the Company's Board of Directors.

3.4 A member of the Risk Management Committee who wishes to resign before completion of term may do so by providing one month's notice to the Company and stating the reason for the resignation.

#### **4. Meeting**

##### **4.1 Agenda**

A meeting notice specifying the date, time, venue and meeting agenda shall be provided at least seven days in advance with sufficient supporting documents. It is required that minutes of the meeting in writing shall be recorded.

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

The Risk Management Committee meeting must be held at least once a year while an extraordinary meeting can be organized when required.

##### **4.3 Meeting Participants**

The Risk Management Committee Meeting must be attended by at least half of the members to be considered a quorum. In case the Chairman of the Risk Management Committee is absent or cannot carry out his/her duty, the members present at the meeting shall select one member as the Meeting Chair.

##### **4.4 Voting**

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

#### **5. Operational Authority**

5.1 To seek advice and consultation by experts or advisors of the company (if any), or to commission an external advisor or expert in any necessary cases under the expenses of the Company.

5.2 To appoint a working group to evaluate and follow-up risk factors throughout the Company.

**6. Duties and Responsibilities**

- 6.1 To determine risk management policies, targets, and to plan and establish corporate risk management systems clearly and consistently, as well as to ensure that the internal control system is adequate for effective management of major risks; and to report to the Audit Committee.
- 6.2 To encourage and stimulate cooperation in corporate risk management at all levels.
- 6.3 To supervise corporate risk management appropriately and effectively, including risks pertaining to fraud and corruption, giving priority to early warning signs and irregularities.
- 6.4 To attend to overseeing that the Company and its agencies fully comply with all relevant legal and regulatory requirements governing the conduct of its business operations.
- 6.5 To develop corporate risk management systems with efficiency and consistency.
- 6.6 To prepare a Report of the Risk Management Committee for publication in the Company's Annual Report. The Chairman of the Risk Management Committee is required to sign such report.
- 6.7 To review, improve and amend the Charter of the Risk Management Committee and present it to the Board of Directors for approval.
- 6.8 To conduct self assessment at least once a year.
- 6.9 To carry out other matters assigned by the Board of Directors.

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

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

Amorn Asvanunt  
(Mr. Amorn Asvanunt)  
Chairman of Risk Management Committee