

Announcement No. 026/2562

**Nomination and Remuneration Committee Charter
Ichitan Group Public Company Limited (Revised Version)**

1. Objective

The Board of Directors of Ichitan Group Public Company Limited (the “Company”) deems appropriate to establish the Nomination and Remuneration Committee Charter to consolidate the responsibilities and operational guidelines as assigned by the Board of Directors. This is to ensure that the Nomination and Remuneration Committee can perform the duties fairly, appropriately and transparently in accordance with good corporate governance principles, thereby fostering confidence and trust among stakeholders.

2. Composition and Qualifications of the Nomination and Remuneration Committee

2.1 The Nomination and Remuneration Committee shall comprise of at least three (3) directors of the Company, more than half of whom must be independent directors. The Chairperson of the Nomination and Remuneration Committee must also be an independent director.

2.2 The Nomination and Remuneration Committee shall hold office for a term of three (3) years. Members whose terms have expired may be reappointed by the Board of Directors

2.3 In the event that a position in the Nomination and Remuneration Committee becomes vacant for reasons other than the completion of a term as stipulated in no. 2.2 such as termination of directorship in the Company, resignation or removal, the Board of Directors shall appoint a qualified individual in compliance with good corporate governance principles and the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. The individual must also meet the requirements prescribed by relevant laws and regulations to ensure the Nomination and Remuneration Committee has the full number of members as stipulated in this Charter. The newly appointed member shall serve only for the remaining term of the member they replace.

2.4 The remuneration for the Nomination and Remuneration Committee shall be in accordance with the criteria approved by the shareholders.

3. Authority, Duties and Responsibilities

3.1 To consider, select and propose suitable candidates who meet all legal qualifications for the positions of directors, chief executive officer and managing director upon term completion and/or when vacancies arise and/or for additional appointments. The Committee shall also screen candidates proposed by major and minority shareholders, as well as those listed in credible databases such as the Directors’ Pool of the Thai Institute of Directors (IOD), which maintains a database of experts in various fields. The selection process shall be conducted based on criteria and methods that are systematic and transparent for submission to the Board of Directors and/or the shareholders' meeting for approval.

3.2 To set guidelines and policies for the selection of the Company’s Board of Directors, sub-committees, chief executive officer and managing director. This includes considering the appropriateness of the number, structure and composition of the Board of Directors, as well as defining qualifications suitable for the Company in compliance with good corporate governance principles and the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. Candidates must not have any prohibitions as stipulated by laws and relevant criteria concerning Nomination and Remuneration Committee and shall be submitted to the Board of Directors and/or the shareholders' meeting for approval, as the case maybe. For new directors, chief executive officer and managing director, the Nomination and Remuneration Committee shall arrange an orientation to provide essential information for performing their duties effectively.

(Translation)

3.3 To propose guidelines, criteria and policies, along with opinions on determining both monetary and non-monetary remuneration for directors, chief executive officer and managing director. The remuneration should be fair, reasonable and appropriate for the Company's business and should also serve to attract and retain qualified directors and senior executives. Such matters shall be annually submitted to the Board of Directors and/or the shareholders' meeting for approval.

3.4 To evaluate the performance of the chief executive officer and managing director and propose appropriate remuneration to the Board of Directors for consideration.

3.5 To review the succession plan for the chief executive officer, managing director and senior executives to prepare individuals with potential to succeed these positions in the event of retirement, resignation or inability to perform their duties.

3.6 The Nomination and Remuneration Committee is directly accountable to the Board of Directors for the duties and responsibilities assigned to it and is responsible for clarifying and answering questions related to directors' remuneration at the shareholders' meeting.

3.7 To carry out other tasks as assigned by the Board of Directors

4. Meeting

4.1 The Nomination and Remuneration Committee shall hold the meetings at least 2 times per year. The Committee may invite management, executives or relevant employees of the Company or other individuals as deemed appropriate, to attend the meetings, provide opinions or submit relevant documents or information.

4.2 For all the meetings of Nomination and Remuneration Committee, a quorum shall be constituted by at least two-thirds (2/3) of the total number of Nomination and Remuneration Committee members holding office at the time.

4.3 Any Nomination and Remuneration Committee member with a conflict of interest in any matter under consideration shall abstain from voting on that matter, except in cases where the Nomination and Remuneration Committee is determining remuneration for the entire Board of Directors.

4.4 Decisions at the Nomination and Remuneration Committee's meetings shall be made by a majority vote, with each member having one vote. In the event of a tie, the Chairperson of the Nomination and Remuneration Committee shall have an additional casting vote to make the final decision.

5. Reporting of Operations

5.1 The Nomination and Remuneration Committee shall report significant operational results to the Board of Directors during Board meetings.

5.2 The Nomination and Remuneration Committee shall prepare a report of its activities to be disclosed in the Company's annual registration statement (Form 56-1) and annual report. This report must be signed by the Chairperson of the Nomination and Remuneration Committee.

6. Performance Evaluation

The Nomination and Remuneration Committee shall conduct an annual performance evaluation of its operations and report the results to the Board of Directors. The evaluation results shall also be disclosed in the Company's annual registration statement (Form 56-1) and annual report.

This announcement is made for general acknowledgment.

Announced on November 11, 2019

(Tan Passakornnatee)
Chairman of the Board of Directors