

Charter of the Governance Committee

1. Purpose

The Governance Committee ("GC") is established by the Board of Directors ("Board") of Siam City Cement Public Company Limited ("Company") in accordance with the virtue of Article 13 of the Organizational Regulations ("Regulations") of the Company for the purpose of overseeing the Company's policies and frameworks related to corporate governance for the Company, its subsidiaries (the "Subsidiaries" and together with the Company, the "Group" and each a "Group Company") and to make recommendations to the Board with respect to such policies and frameworks to protect the reputation and interests of the Group.

2. Committee Members

a. Composition and Qualification

The GC shall be comprised of at least 3 (three) members as appointed by the Board of Directors. The Board of Directors may appoint member(s) who are not director(s) as members, provided that majority of the members shall be directors.

The members of the GC shall have a thorough understanding of the Group's business and operations, a sound understanding of the principles and the implementation of good corporate governance.

b. Selection and Appointment Process

Candidates for the GC members and secretary shall be recommended by the Nomination and Compensation Committee and submitted to the Board of Directors for approval.

3. Terms

a. Office Term

Members who are directors shall have term of office concurrent with their directorship term of office. In case of vacancy in the committee due to any reason other than completion of term, the Board of Directors shall appoint a fully qualified person to fill up the vacancy. Such person shall hold office concurrent with his/her directorship term. Upon completion of a term, the member may be re-appointed to the Committee.

Members who are not directors shall have term of office as designed by the Board of Directors. If the Board of Directors does not identify the term, such members shall hold the office until the Board of Directors determines otherwise.

b. Re-election

Upon the completion of an Office Term, any retiring GC member shall be eligible for re-appointment disregarding the number of preceding re-appointments.

c. Resignation during Office Term

If any member of the GC vacates the office prior to the expiry of his/her Office Term, that individual must provide at least a one-month notice of his/her intention to resign. This notice must be made in writing, must state the reasons for resignation, and must be served to the Chairman of the Board of Directors.

4. Responsibilities and Duties

The GC has the following responsibilities and duties:

- (1) Review the following documents in relation to the corporate governance practices for the Group for the approval by the Board of Directors:
 - Organizational Regulations
 - Code of Business Conduct
 - CG Policy
- (2) Review the implementation of the corporate governance practices of the Group, in relation to the compliance with the CG Principles of the SEC, CGR and AGM Checklist;
- (3) Review the change of related rules and regulations for listed companies in the Stock Exchange of Thailand, in relation to listing rules;
- (4) To carry out such other duties as may be delegated to it by the Board of Directors

5. Access to Information and External Advice

a. Access to Information

The GC shall have appropriate access to the information of the Group with support from the Management in order to ensure that the GC obtains information and inputs sufficient and relevant for the GC to fulfill its responsibilities and duties.

b. Appointment of External Expert(s)

The GC may require the Company to engage any external expert(s) in order to support its activities, reviews and investigations in order to discharge its responsibilities and duties, as agreed upon by the Board of Directors.

6. Meetings

- a) The GC shall hold a meeting at least 2 (two) times a year. Any member of the GC may call a special meeting as circumstances require. The method for calling and the procedures for conducting meetings shall be agreed upon by the members of the GC.

- b) A quorum for a meeting of the GC members shall be a majority of its members.
- c) The Group Chief Executive Officer of the Company ("Group CEO") or his assigned representative and Head of Group Internal Audit and Compliance may be invited to the GC Meetings to provide update on important matters.
- d) The Secretary of the GC shall keep minutes of the GC meetings as directed by the GC.

7. Reporting to the Board and Disclosures

The Secretary of the GC will prepare a report on the progress and status of the implementation of Good Corporate Governance Practices across the Group.

The GC will report to the Board on matters covered at the GC meeting and make recommendation to the Board concerning such matters.

8. Final Provisions

- a) This Charter shall be reviewed on annual basis, updated as appropriate, and submitted for the approval of the Board.
- b) This Charter was approved by the Board of Directors Meeting No. 181 on 9 December 2021.

-Signature-

Mr. Charin Satchayan
Chairman of the Governance Committee

GC No. 2/2023 reviewed the charter and proposed no change. BoD No. 194 on 8 Dec 2023 approved this proposal.