

Responsibilities of the Board of Directors, Chairman, and Group Chief Executive Officer

Responsibilities of the Board of Directors

The Board of Directors has, in accordance with the provisions of the applicable law and the Articles of Association of the Company, ultimate responsibility for the direction of the business and the supervision and control of the persons entrusted with the management of the Group, which duties the Board cannot delegate. The Board of Directors passes resolutions on all matters which the law, the Articles of Association or the present Regulations do not reserve for or delegate to the General Meeting or another corporate body of the Company. The Board of Directors shall comply with the provisions of law, the Articles of Association and shall observe principles of good corporate governance.

Specifically, the Board of Directors has the following duties:

- a. to exercise ultimate responsibility for the direction of the business of the Company and the Group and to issue the necessary directives;
- b. to approve the corporate concept and corporate strategy of the Company and the Group;
- c. to define the organization of the Company and the Group, in particular, to issue and amend the present Regulations and any charters based thereon;
- d. to define the accounting procedures of the Company and the Group and to establish the principles of financial controlling and financial planning to be applied by any Group Company;
- e. to approve the business plans and budgets of the Company and the Group;
- f. to appoint or replace the Chairman, the Vice Chairman and the members of the Board Committees;
- g. to appoint or replace the Group CEO upon recommendation by the Nomination and Compensation Committee ("NCC");
- h. to appoint or replace the other members of the Group EXCO upon proposal by the Group CEO and recommendation by the NCC;
- i. to define and grant authority to sign on behalf of the Company;
- j. to review the performance of the persons entrusted with the management of the Group in respect to compliance with the applicable laws, the applicable Articles of Association, these Regulations and charters based on these Regulations, and any directives of any of the Boards of Directors;

- k. to review the annual report, the annual financial statements and the consolidated financial statements of the Company and to receive the reports of the Auditors and to approve them for presentation to the General Meeting of the Shareholders;
- l. to direct the preparation of the General Meetings of the Company and implement resolutions passed by the latter;
- m. to examine the professional qualifications of the Auditors in accordance with the requirements of the law;
- n. to perform the duties imposed by the law on the Board of Directors in the event of a capital increase;
- o. to approve the proposal for nomination, or replace the Executive Directors, subject to applicable law, and/or Authorized Directors and to define, grant and/or delegate specific duties, powers and responsibilities of the Executive Directors and/or Authorized Directors;
- p. to approve, subject to applicable law, the composition of the board of directors of the Subsidiaries and the nomination of the directors thereon, as well as the nominations of the Company's representatives to the board of directors of the Associated Companies upon proposal by the Group CEO and recommendation by the NCC;
- q. to appoint, subject to applicable law, or replace the chief executive officers of the Group Company (other than the Group CEO) and the Subsidiaries upon proposal by the Group CEO and recommendation by the NCC;
- r. to approve the compensation framework of the Company and the Group;
- s. to approve the proposal for the compensation of the Board and Board Committees upon recommendation by the NCC, subject to the approval by the General Meeting.

Responsibilities of Chairman

The Chairman leads the Board, coordinates the tasks within the Board and ensures alignment of the Board Committees with the Board's and Group's strategy. On behalf of the Board, he supervises the Group CEO, and through the Group CEO, the Group EXCO, and guides the Group CEO and the Group EXCO to develop the Group's strategies and organization.

The duties and powers of the Chairman shall be as prescribed by the applicable law. The Board of Directors may delegate to the Chairman other duties and powers as it deems appropriate. In particular, the Chairman has the following powers and duties:

- a. The Chairman calls Board meetings and sets the agenda.
- b. The Chairman presides over the General Meeting.
- c. The Chairman is entitled to attend meetings of the Board Committees of which he is not a member and meetings of the board of directors of any Subsidiary.
- d. The Chairman is responsible for ensuring effective communication with shareholders, while the Group CEO is the primary representative of the Company in any communication with the media.
- e. The Chairman receives the agenda, documents and minutes of the meetings of the Group EXCO and may examine or request any reports pertaining to the business of the Company and the Group.
- f. The Chairman shall encourage and facilitate the meeting of the non-executive directors without the presence of Executive Directors and Management, at least once a year.

Responsibilities of the Group CEO

The Group CEO has the overall responsibility and accountability for the management and performance of the Group. Subject to the matters for approval by the Board of Directors pursuant to Article 17 of the Regulations, his responsibilities and duties are as follows:

- a. to coordinate and supervise the activities of the Group EXCO regarding the organization, management and supervision of the business operations of the Group so as to achieve the targets of the business plans and the annual budgets;
- b. to issue instructions on the reporting by the other members of the Group EXCO and all Group Company CEOs;
- c. to initiate, develop and manage the strategic and financial planning process within the Group as approved by the Board of Directors;
- d. to monitor and control the implementation of the approved business plans and budgets of the Group and to ensure that all business transactions and items are in accordance with the MoA;
- e. to prepare, convene and chair the meetings of the Group EXCO;
- f. the Group CEO is the primary representative of the company in any communication with the media;
- g. to supervise the other members of the Group EXCO and Group Company CEOs and to review their performance and propose compensation to NCC;
- h. to propose the appointment or replacement of the members of the Group EXCO (except the Group CEO) and the Group Company CEOs and CFOs to NCC;
- i. to present the succession plans for the members of the Group EXCO (other than the Group CEO) and the Group Company CEOs on an annual basis to NCC;
- j. to propose the appointment or replacement of TML's/EXCO members of Group Companies;
- k. to implement the resolutions of the Board of Directors and shareholders, which the Group CEO may assign to other members of the Group EXCO (in which case the Group CEO shall monitor the implementation of the resolutions of the Board of Directors);

- I. to propose to the Board of Directors the matters subject to the approval of the Board of Directors pursuant to Article 17 of the Regulations for consideration and approval; and
- m. to ensure a timely and organized flow of information between the Group EXCO and the Board of Directors.

Charter of the Audit Committee

1. Purpose

The Audit Committee (“AC”) is established by and among the Board of Directors (“Board”) of Siam City Cement Public Company Limited (“Company”) in accordance with the rules of The Stock Exchange of Thailand (“SET”) and the Organizational Regulations of the Company for the purpose of assisting the Board in fulfilling its responsibility to the shareholders and the regulatory authorities relating to the (1) financial reporting processes to ensure the quality and integrity of the financial statements and reports of the Company, its subsidiaries, directly and indirectly held, and its associated companies (“Group”), (2) the internal control system, the business risk management system and internal audit and (3) review the Company’s compliance with the law on securities and exchange, the Exchange’s regulations, and the laws relating to the Company’s business.

2. Committee Members

a. Composition and Qualification

The AC shall be comprised of at least 3 (three) directors as determined by the Board, each of whom shall be an “Independent Director” for the purpose of his/her AC membership in accordance with the SET rules. No director should serve as a member of the AC if such director serves on the AC of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the AC, and such determination is disclosed in the Company’s disclosure statement.

All members of the AC shall, in the judgment of the Board, be financially literate, which at a minimum means possessing a working familiarity with basic finance and accounting practices, and at least one member of the AC shall, in the judgment of the Board, have accounting or adequate financial management expertise.

b. Selection and Appointment Process

Candidates for the AC membership shall be recommended by members of the Board and submitted to the Chairman of the Board for further consideration and appointment by the Board. The Board shall nominate the Chairman of the AC.

c. Secretary

The Board shall appoint a person who is not an AC member to be the Secretary of the AC.

3. Terms

a. Office Term

Members of the AC shall have the term of office for 3 (three) years, but not exceeding the term of his/her directorship.

b. Re-election

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

c. Resignation during Office Term

If any member of the AC vacates the office prior to the expiry of his/her Office Term, that individual must provide at least a one-month advance 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 with a copy to the SET and the Securities and Exchange Commission ("SEC") without delay.

4. Responsibilities and Duties

The AC has the following responsibilities and duties:

- a) To review the Company and the entities of the Group's financial reporting processes to ensure their accuracy and adequacy and coordinating with the external auditors and members of the Group Executive Committee responsible for preparing the quarterly and yearly financial reports. The AC may suggest issues to be reviewed or audited by the external auditors during their audit of the Company and the entities of the Group.
- b) To ensure an internal control system is in place, updated as needed, and that the operating effectiveness of the internal control system is tested by the internal audit team during audit projects or as part of specific operating effectiveness tests as per the annual audit plan.
- c) To ensure the formal existence of a business risk management (BRM) system and that risks and mitigation plans from this system are periodically reported to the Board.
- d) To decide on the organization and the qualification of the individuals of the Group Internal Audit and Compliance ("GIAC") of the Company and to determine the GIAC's degree of independence from the Management, as well as to approve the appointment, transfer and dismissal of the individuals of the GIAC or of any other unit in charge of internal audit activities.
- e) To review compliance with the Securities and Exchange Act, including the rules, notifications, and regulations thereof and the rules and regulations of the SET, the SEC and any other relevant laws as related to the Group's business.

- f) To consider and recommend the selection, nomination, remuneration as well as change of the Company's external auditors. To ensure the independence of the external auditor, the ARC shall consider factors such as non-audit services that may conflict with the auditor's independence, efficiency and professionalism. To freely discuss significant issues, the ARC shall meet privately with the external auditor at least once a year, without management representatives being present.
- g) To review the related party transactions or transactions that may lead to conflicts of interest, including the accuracy and completeness of the Company's disclosure of such information, to ensure that they are in compliance with the laws and the SET regulations, and are reasonable and for the highest benefit for the Company.
- h) To prepare a report on the activities of the AC for the Company's annual report. The Chairman of the AC shall sign this report, which shall consist of at least the following information:
- an opinion on the accuracy, completeness, and credibility of Company's financial report and the disclosure of its financial information.
 - an opinion on the adequacy of the Company's internal control and risk management systems.
 - an opinion on the suitability of the Company's external auditor and its re-appointment.
 - an opinion on compliance with the law on Securities and Exchange, the Exchange's regulations, or the laws relating to the Group's business.
 - an opinion on the transactions that may lead to conflicts of interests.
 - the number of the AC meetings, and the attendance of such meetings by each committee member.
 - an opinion or overview comment received by the AC from its performance of duties in accordance with the charter.
 - other transactions which, according to the AC's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors.
- h) Review the Company's compliance with private sector's anti-corruption and certification programs, including the Collective Action Coalition Against Corruption's Self-Evaluation Tool.
- i) Conduct the AC's performance assessment as a whole and as self-assessment on an annual basis.

- j) To perform any other acts as assigned by the Company's board of directors, with the approval of the AC.

5. Access to Information and External Advice

a. Access to Information

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

b. Appointment of External Expert(s)

The AC may require the Company to engage external expert(s) in order to support its activities, reviews and investigations and to support the Internal Audit function in its obligation to discharge its responsibilities and duties.

6. Meetings

- a) The AC shall hold a meeting at least once every 3 (three) months. Any member of the AC 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 AC.
- b) A quorum for a meeting of the AC members shall be a majority of its members.
- c) The AC may invite the Group Chief Executive Officer of the Company to attend the AC Meeting but he/she shall be required to leave the meeting when discussing matters relating to his/her interest or in case the AC wishes to conduct a private meeting.
- d) The Secretary of the AC shall keep minutes of the AC meetings as directed by the AC.

7. Reporting to the Board and Disclosures

- a) The AC shall regularly report to the Board about the performance of their duties and responsibilities as specified in Clause 4. In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results, the AC shall report it to the Board for rectification within the period of time that the AC thinks fit:
 - a transaction which causes a conflict of interest;
 - any fraud, corruption, irregularity, or material defect in the internal control system; or

- an infringement of the law on securities and exchange, the SET's regulations, or any law relating to the Group's business.

If the Company's Board or management fails to make a rectification within the period of time under the first paragraph, any AC member may report on the transaction or act under the first paragraph to the Office of the SEC or the SET.

- b) The AC shall also ensure that the Company complies with all relevant disclosure requirements as per applicable laws and regulations.

8. Final Provision

This Charter of the Audit Committee was approved by the Board of Directors Meeting No. 195 on 9 February 2024.

– Signature –

Dr. Sunee Sornchaitanasuk
Chairperson of the Audit Committee

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.

Charter of the Nomination and Compensation Committee

1. Purpose

The Nomination and Compensation Committee (“NCC”) is established by and among 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 matters concerning the policies and procedures related to the recruitment, nomination and compensation for members of the Board and the executive management of the Company in particular, and the overall compensation policies and programs as relevant and applicable for the Company, its subsidiaries, directly and indirectly held, and its associated companies (“Group”), and to make recommendations to the Board with respect to such policies and program in order to promote the Group’s aspiration to become the Employer of Choice in all its businesses.

2. Committee Members

a. Composition and Qualification

The NCC shall be comprised of at least 3 (three) directors of whom at least 1 (one) shall be in “Independent Director” as determined by the Board.

The members of the NCC must possess relevant knowledge and work experience as well as a thorough understanding of the Group’s businesses and operations.

b. Selection and Appointment Process

Candidates for the NCC membership shall be recommended by members of the Board and submitted to the Chairman of the Board for further consideration and appointment by the Board. The Board shall nominate and appoint the Chairman of the NCC.

c. Secretary

The Board shall appoint a person who is not the NCC member to be the Secretary of the NCC.

3. Terms

a. Office Term

Members 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.

b. Re-election

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

c. Resignation during Office Term

If any member of the NCC vacates the office prior to the expiry of his/her Office Term, that individual must provide at least one-month advance 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.

4. Responsibilities and Duties

The NCC has the following responsibilities and duties:

a. Nomination, Composition & Structure

- i) To annually review the composition of the Board including the structures of all subsidiaries' and/or associate's Boards and Board Committees applicable throughout the Group and submit for the Board's consideration.
- ii) To consider, appraise/evaluate and recommend selection for the Board membership, candidates for nomination and/or re-appointment as forwarded by shareholder(s), Board member(s) and/or executives for the Board's review and recommendation before passing on to the final shareholders' selection at the AGM or at least 30 (thirty) days prior to the upcoming Board's meeting in case of the interim vacancy for the replacement by the Board's decision.
- iii) To identify, assess and recommend potential candidates for key positions to the Board of Directors for approval;
 - Group Chief Executive Officer
 - Directors of Subsidiary Companies
 - Company Representatives on the Board of Associated Companies
- iv) To review the Group Chief Executive Officer's ("Group CEO") proposals of potential candidates for the Group Executive Committee of the Company ("Group EXCO"), the Chief Executive Officer and TML's/EXCO members of each Group Company, and to independently assess these candidates with regard to their respective expertise, skills, experience, performance as well as personal and professional qualifications. Suitable candidates shall be recommended by the Committee to the Board for approval.
- v) To carry out such other duties as may be delegated to it by the Board.

b. Management Development and Succession Planning

- i) To ensure that transparent and comprehensive Performance Appraisal Frameworks and Processes are in place for all Top Management Level ("TML") job holders and candidates for such positions.
- ii) To oversee the talent pipeline, the development process and the individual developmental plans for all TML job holders and candidates for such positions.
- iii) To ensure that pools of young talents are in place for each function with structured career paths into respective succession pools originating from group-wide workforce planning.

- iv) To half-yearly review with the Group CEO the succession plans for all TML positions as well as the functional talent pools.
- v) To annually review the succession plans for the Board and its committee members.
- vi) To annually review the succession plans for Board members of Subsidiaries Companies and the Company's representatives on Boards of associated companies.
- vii) To carry out such other duties as may be delegated to it by the Board.

c. Remuneration

- i) To provide that the compensation policies and programs throughout the Group are designed to enable the Group and its individual companies to recruit, retain and align all employees to its overall aspiration and commitments of the Group, and at the same time creating a pay-for-performance linkage.
- ii) To approve and propose to the Board the compensation of each member of the Board, its Committees and Chairman thereof.
- iii) To approve the performance and compensation of the Group CEO, the Group EXCO members and CEOs of each Group Company, as well as bonus and merit increase for SCCC and subsidiaries in Thailand.
- v) To review the annual compensation and salary increase budget as well as annual bonus scheme for subsidiaries outside Thailand as submitted by the Secretary of the NCC.
- vi) To carry out such other duties as may be delegated to it by the Board

5. Access to Information and External Advice

a. Access to Information

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

b. Appointment of External Expert(s)

The NCC may require the Company to engage any external expert(s) in order to support its activities, reviews in order to discharge its responsibilities and duties.

6. Meetings

- a. The NCC shall hold a meeting at least once every 3 (three) months. Any member of the NCC 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 NCC.
- b. A quorum for a meeting of the NCC members shall be a majority of its members.

- c. The Group Chief Executive Officer of the Company (“Group CEO”) shall be a permanent invitee to the NCC Meeting, but he/she shall be required to leave the meeting when discussing matters relating to his/her interest or in case the NCC wishes to conduct a private meeting.
- d. The Secretary of the NCC shall keep minutes of the NCC meetings as directed by the NCC.

7. Reporting to the Board and Disclosures

The Secretary of the NCC will prepare a quarterly report on the status of the Nomination, Management Development and Succession Planning and Remuneration Practices across the Group.

The NCC will report to the Board on matters covered at the NCC 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 of the Nomination and Compensation Committee was approved by the Board of Directors Meeting No. 181 on 09 December 2021.

- Signature -

Mr. Paul Heinz Hugentobler
Chairman of the Board of Directors

NCC Meeting No. 61 reviewed the charter and proposed no change. BoD No. 194 on 8 Dec 2023 approved this proposal.

Charter of the Investment and Finance Committee

1. Purpose

The Investment and Finance Committee (“IFC”) is established by and among 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. The purpose of the IFC is to assist and advise the Board in all matters related to (1) investments, divestments, and capital projects as well as the financing of such activities, (2) the structuring of the balance sheets at both parent and operating companies’ levels including related financial management matters, and (3) Group policies and directives related to the above.

2. Committee Members

a. Composition and Qualification

The IFC shall be comprised of at least 3 (three) directors of whom at least 1 (one) shall be an “Independent Director” as determined by the Board.

The members of the IFC must possess knowledge and extensive professional experience relevant for the purposes of the IFC as well as a thorough understanding of the Group’s business and operations.

b. Selection and Appointment Process

Candidates for the IFC membership shall be recommended by members of the Board and submitted to the Chairman of the Board for further consideration and appointment by the Board. The Board shall nominate and appoint the Chairman of the IFC.

c. Secretary

The Board shall appoint a person who is not an IFC member to be the Secretary of the IFC.

3. Terms

a. Office Term

Members shall have a 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 the 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.

b. Re-election

Upon the completion of an office term, any retiring IFC member shall be eligible for re-appointment disregarding the number of preceding re-appointments.

c. Resignation during Office Term

If any member of the IFC vacates the office prior to the expiry of his/her office term, that individual must provide at least one-month advance 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.

4. Responsibilities and Duties

The IFC has the following responsibilities and duties:

a. Investments, Divestments, and Capital Projects

- i) To provide guidance, when sought by Management, on the search for acquisition targets and acquisition matters within the strategic directions and policies set by the Board.
- ii) To consider recommendations from Management for specific investments, divestments, and capital projects in line with the Manual of Authorization and to review, including testing the validity of assumptions on which such recommendations are based, before consideration of such projects by the Board. If it is a case that meets the criteria for the acquisition or disposal of assets with a significant transaction size, the Chairman of the Investment and Finance Committee shall report to the Audit Committee and/or the Board of Directors in order to comply with the relevant regulations.

b. Financial Management Matters

- i) To review financial / balance structures at Corporate and Subsidiary levels and recommend adjustments to ensure conditions in line with the Group's Finance Policy and Directives.
- ii) To review dividend policies at Corporate and Subsidiary levels and provide recommendations to the respective Boards.
- iii) To review financing proposals by Management for debt and equity instruments at Corporate and Subsidiary levels and provide recommendations to the respective Boards.
- iv) To review insurance coverage and arrangements at Corporate and Subsidiary levels.
- v) To review and determine together with Management appropriate measures around foreign exchange matters, hedging, effective tax planning, etc.
- vi) To review and determine together with Management the appropriate organization and staffing to ensure efficient and professional execution of all financial management matters and tasks.
- vii) To carry out such other duties or tasks as may be delegated by the Board to the IFC from time to time.

c. Group Finance Policies and Directives

To review all policies and directives of the Group relevant for the performance of IFC's duties under Clause a. and b.

5. Access to Information and External Advice

a. Access to Information

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

b. Appointment of External Expert(s)

The IFC may require the Company to engage external expert(s) in order to support its activities and reviews in order to discharge its responsibilities and duties.

6. Meetings

- a. The IFC shall regularly meet once every 3 (three) months and shall have ad-hoc meetings if requested by Management or deemed desirable by the Chairman of the IFC.
- b. The quorum for a Committee Meeting shall be a majority of its Members. The Members can attend in person or through virtual means.
- c. The Group Chief Executive Officer ("Group CEO") and the Group Chief Financial Officer ("Group CFO") shall be a permanent invitee, but he/she shall be required to leave the meeting when discussing matters relating to his/her interest or in case the IFC wishes to conduct a private meeting.
- d. The Secretary of the IFC shall keep minutes of the IFC meetings as directed by the Chairman of the IFC. The Minutes of the Meetings shall be made available to all Members of the Board of Directors.

7. Reporting to the Board and Disclosures

The Secretary of the IFC shall prepare a quarterly summary report of the activities of the IFC together with the Meeting Minutes for distribution to all Board members.

The Chairman of the IFC shall brief the Board on matters covered by the IFC and its recommendations at the regular Board Meetings.

8. Final Provisions

- a. This Charter shall be reviewed on annual basis, updated as appropriate, and submitted for approval by the Board.
- b. This Charter of the Investment and Finance Committee was approved by the Board of Directors Meeting No. 194 on 8 December 2023.

- Signature -

Mr. Onne van der Weijde
Chairman of the Investment and Finance
Committee

Charter of the Risk Management Steering Committee

Siam City Cement Public Company Limited

1. Purpose

The Board of Directors of Siam City Company Public Company Limited (SCCC or INSEE) authorized the Group CEO who is an Executive Director and the Management Leader to establish and chair the Risk Management Steering Committee (“RMSC”) to ensure that risk management culture has been established as the organization culture, at every Group Company level, aiming at achievement of the Group’s goals and objectives, as outlined in the Group’s Risk Management Policy, covering the following areas:

1. Aligning risk appetite and strategy
2. Enhancing risk response decisions
3. Reducing Operational surprises and losses
4. Identifying and managing multiple and cross enterprise risks
5. Seizing opportunities
6. Improving deployment of capital
7. Crisis management

2. Organization and Accountability of RMSC

The Group CEO established the organization of the RMSC on a project management scheme, each of the people within the RMSC organization was clearly assigned the following accountabilities.

Role	Accountabilities
Group CEO	Accountable for establishing and supporting the necessary organization culture, structure and competence across all levels of personnel and organization in SCCC and its Group Companies for effective implementation of risk management and crisis management.
Group Company CEO	Responsible for supporting risk management systems and processes to be operated actively and effectively according to the policy including business processes and crisis management which identify measures, monitor, reporting and manage risks by risk owners. The risk awareness shall be encouraged to each individual in the organization to create company culture.

Role	Accountabilities
Steering Committee	Accountable for initial setting and regular review of the Group Risk Assessment and Risk Mitigations. In addition, the Steering Committee shall ensure that any crisis which have potential impact to Group strategies or Group objectives must be reported transparently to Board of Directors and the Audit Committee on a quarterly basis and shall monitor the alignment of Group's operation and the Risk Management Policy, which is a working guideline of the Steering Committee.

3. Members and Term of Office

The Group CEO shall designate at least two members in TML and/or SML Levels as members of the Steering Committee, with a representative of the Strategy team as a secretary. In case of vacancy in the Steering Committee due to any reason, the Group CEO shall appoint a fully qualified person to fill up the vacancy.

4. Meetings

The RMSC shall hold a quarterly meeting prior to the schedule of the Audit Committee and the Board of Directors' Meetings.

5. Final Provisions

This Charter shall be reviewed no less than every two years, updated as appropriate, and submitted to Group CEO for approval. This Charter was approved by the Group CEO on 27 January 2023.

- Signature -

Mr. Aidan John Lynam
Chairman of the Risk Management Steering Committee

กฎบัตรของคณะกรรมการพัฒนาด้านความยั่งยืน

บริษัท ปูนซีเมนต์นครหลวง จำกัด (มหาชน)

1. วัตถุประสงค์

คณะกรรมการบริษัทปูนซีเมนต์นครหลวง จำกัด (มหาชน) (ต่อไปเรียกว่า “SCCC” หรือ “INSEE”) มอบหมายให้ประธานเจ้าหน้าที่บริหารกลุ่ม ซึ่งเป็นกรรมการที่เป็นผู้บริหาร และเป็นผู้นำของฝ่ายจัดการในการจัดตั้งคณะกรรมการพัฒนาด้านความยั่งยืน (ต่อไปเรียกว่า “SSC”) และแต่งตั้ง ประธานคณะกรรมการพัฒนาด้านความยั่งยืน เพื่อขับเคลื่อนการดำเนินงานในกลุ่มบริษัทให้สอดคล้องกับหลักการและเป้าหมายการพัฒนาด้านความยั่งยืนของกลุ่ม ปี 2573 ดังนี้

หลักการ ในการพัฒนาด้านความยั่งยืน	เป้าหมาย
<p>การบริหารการเปลี่ยนแปลงสภาพภูมิอากาศและพลังงาน</p> <p>Climate and Energy (C&E)</p>	<ul style="list-style-type: none"> ✓ ลดการปล่อยก๊าซคาร์บอนไดออกไซด์ลงอีกร้อยละ 25 จากปีฐาน พ.ศ. 2563 ให้ต่ำกว่า 470 กิโลกรัมคาร์บอนไดออกไซด์ต่อตันซีเมนต์เขียว ✓ ลดการใช้พลังงานไฟฟ้าให้ได้มากกว่าร้อยละ 10 โดยจะใช้พลังงานที่มาจากพลังงานทางเลือกอย่างน้อยร้อยละ 20
<p>เศรษฐกิจหมุนเวียน</p> <p>Circular Economy (CE)</p>	<ul style="list-style-type: none"> ✓ เพิ่มการใช้เชื้อเพลิงจากของเสียเป็นสองเท่า โดยเพิ่มขึ้นเป็นปริมาณมากกว่า 1.4 ล้านตันต่อปี และตั้งเป้าหมาย TSR ไว้ที่ 40% โดยคำนวณรวมทั้งกลุ่มบริษัท ✓ เพิ่มการใช้วัสดุบดที่มาจากผลพลอยได้จากการผลิตอื่น เช่น เถ้าลอย (Fly ash) และตะกรัน (Slag) ขึ้นเป็นมากกว่า 1.7 ล้านตันต่อปี โดยตั้งเป้าหมาย Clinker Factor ไว้ที่ 65% โดยคำนวณรวมทั้งกลุ่มบริษัท
<p>ความหลากหลายทางชีวภาพและทรัพยากรน้ำ</p> <p>Biodiversity and Water (B&W)</p>	<ul style="list-style-type: none"> ✓ สร้างผลกระทบเชิงบวกต่อความหลากหลายทางชีวภาพ ✓ ลดปริมาณการใช้น้ำในกระบวนการผลิต ให้ได้มากกว่าร้อยละ 20 และเปลี่ยนเป็นการใช้น้ำจากแหล่งกักเก็บน้ำบนดินมากกว่าร้อยละ 45 ของปริมาณน้ำที่ใช้ในกระบวนการผลิตทั้งหมด

<p>การสร้างความผูกพันของชุมชนและกลุ่มผู้มีส่วนได้เสีย</p> <p>Community and Stakeholder Engagement (CSE)</p>	<p>✓ สร้างความมีส่วนร่วมของชุมชนและกลุ่มผู้มีส่วนได้เสียอย่างต่อเนื่อง</p>
<p>อาชีวอนามัยและความปลอดภัย</p> <p>Occupational Health and Safety (OH&S)</p>	<p>✓ มุ่งมั่นอย่างต่อเนื่องให้ทุกหน่วยธุรกิจมีอันตรายเป็นศูนย์</p>

2. โครงสร้างองค์กรและความรับผิดชอบต่อคณะกรรมการพัฒนาด้านความยั่งยืน

ประธานคณะกรรมการพัฒนาด้านความยั่งยืน จัดตั้งคณะกรรมการพัฒนาด้านความยั่งยืนในรูปแบบการบริหารจัดการโครงการ โดยแต่ละคนที่เกี่ยวข้องกับการทำงานของคณะกรรมการพัฒนาด้านความยั่งยืนได้รับมอบหมายให้ทำหน้าที่รับผิดชอบอย่างชัดเจน ดังต่อไปนี้

บทบาทหน้าที่	ความรับผิดชอบ
ประธานคณะกรรมการพัฒนาด้านความยั่งยืน	รับผิดชอบในภาพรวม เพื่อให้กลุ่มบริษัทบรรลุเป้าหมายการพัฒนาเพื่อความยั่งยืนของกลุ่ม ปี 2573 และเป้าหมายประจำปีตามแผนงานการพัฒนาอย่างยั่งยืนของกลุ่มบริษัท
ประธานเจ้าหน้าที่บริหารของบริษัทในกลุ่มบริษัท (GC-CEO)	รับผิดชอบให้มีการขับเคลื่อนแผนงานการพัฒนาด้านความยั่งยืนในแต่ละประเทศ ให้สอดคล้องตามเป้าหมายและแผนงานการพัฒนาด้านความยั่งยืน ปี 2573 ของกลุ่มบริษัท และรับผิดชอบต่อร่วมกับประธานคณะกรรมการพัฒนาด้านความยั่งยืนเพื่อให้แต่ละประเทศบรรลุเป้าหมายการพัฒนาเพื่อความยั่งยืนของกลุ่ม ปี 2573 และเป้าหมายประจำปีตามแผนงานการพัฒนาอย่างยั่งยืนของกลุ่มบริษัทร่วมกัน
คณะกรรมการพัฒนาด้านความยั่งยืน / ผู้สนับสนุนหลัก	รับผิดชอบในการริเริ่มกำหนดเป้าหมายการพัฒนาด้านความยั่งยืนของกลุ่มบริษัทปี 2573 และทบทวนอย่างสม่ำเสมอเพื่อให้มีการบรรลุเป้าหมายประจำปีตามแผนงานการพัฒนาอย่างยั่งยืนของกลุ่มบริษัท รวมทั้งให้คำแนะนำแก่องค์กรในเรื่องต่างๆ ที่เกี่ยวกับความยั่งยืน และให้บริษัทมีการกำหนดเป้าหมายและการรายงานความคืบหน้าในระดับมาตรฐานสากล

<p>สมาชิกในคณะกรรมการตามหลักการด้านการพัฒนาความยั่งยืน</p>	<p>รับผิดชอบการกำหนดเป้าหมายและการบรรลุตามแผนงานด้านความยั่งยืนของแต่ละประเทศ ตามหลักการที่กำหนดเป็นเป้าหมายในพัฒนาด้านความยั่งยืนของกลุ่มบริษัท อีกทั้งดำเนินการตามมาตรฐานที่กลุ่มบริษัทกำหนดเกี่ยวกับการรายงานความคืบหน้า โดยให้มีการรายงานในเรื่องต่างๆ ตามกำหนดเวลา ทั้งในเรื่องความสำเร็จของแต่ละประเทศ ข้อมูลเกี่ยวกับหลักการพัฒนาด้านความยั่งยืนแต่ละเรื่อง รวมทั้ง กำหนดและดำเนินกิจกรรมเพื่อความหลากหลายทางชีวภาพและทรัพยากรน้ำ (lighthouse projects)</p>
<p>ผู้ประสานงานด้านความยั่งยืนของแต่ละประเทศ</p>	<p>รับผิดชอบภาพรวมของการประสานงานและการรวบรวมผลงานของคณะกรรมการ เพื่อรวบรวมเป็นแผนงานด้านความยั่งยืนของแต่ละประเทศอย่างครอบคลุม และสอดคล้องกับแผนงานของกลุ่มบริษัท และแจ้งให้ประธานเจ้าหน้าที่บริหารของแต่ละบริษัททราบถึง สิ่งที่เป็นปัจจัยบวกหรือลบอย่างทันที่</p> <p> อีกทั้ง ดูแลให้แผนงานการพัฒนาอย่างยั่งยืนมีการนำไปสู่ขั้นตอนการวางแผนทางธุรกิจ/แผนทางการเงิน/งบประมาณประจำปี ของแต่ละประเทศ และให้มีการรวบรวมและรายงานความคืบหน้าของการดำเนินงานตามแผนงานความยั่งยืนของแต่ละประเทศต่อประธานเจ้าหน้าที่บริหารของแต่ละประเทศ (อย่างน้อยปีละครั้ง)</p>

3. วาระการดำรงตำแหน่ง

ประธานคณะกรรมการพัฒนาด้านความยั่งยืน จะเป็นผู้แต่งตั้งผู้สนับสนุนหลัก ผู้ประสานงานด้านความยั่งยืนของแต่ละประเทศ และประธานเจ้าหน้าที่บริหารของแต่ละประเทศ โดยในแต่ละบทบาทหน้าที่ จะมีวาระการดำรงตำแหน่งสอดคล้องกับความรับผิดชอบที่ได้รับมอบหมายในสายงานของแต่ละคน ในกรณีที่มีตำแหน่งว่างลงในคณะกรรมการด้วยเหตุผลใดก็ตาม ประธานคณะกรรมการพัฒนาด้านความยั่งยืนจะแต่งตั้งบุคคลที่มีคุณสมบัติครบถ้วนมาปฏิบัติหน้าที่แทน

4. การเข้าถึงข้อมูลและการรับคำปรึกษาจากหน่วยงานภายนอก

ก. การเข้าถึงข้อมูล

คณะกรรมการสามารถเข้าถึงข้อมูลของกลุ่มบริษัทได้อย่างเหมาะสม โดยมีการสนับสนุนจากคณะผู้บริหาร เพื่อให้คณะกรรมการ สามารถได้รับข้อมูลที่เกี่ยวข้องเพียงพอ ที่จะสนับสนุนให้คณะกรรมการสามารถปฏิบัติหน้าที่ตามความรับผิดชอบได้สำเร็จลุล่วง

ข. การแต่งตั้งผู้เชี่ยวชาญจากหน่วยงานภายนอกองค์กร

คณะทำงานสามารถเสนอให้กลุ่มบริษัทพิจารณาตามที่คณะกรรมการบริษัทเห็นชอบในการใช้บริการผู้เชี่ยวชาญจากหน่วยงานภายนอกองค์กรเพื่อสนับสนุน ทบทวนและตรวจสอบกิจกรรมที่เกี่ยวข้องเพื่อสนับสนุนให้คณะทำงานสามารถดำเนินการตามขอบเขตหน้าที่ได้อย่างเต็มประสิทธิภาพ

5. การประชุม

คณะทำงานจะจัดให้มีการประชุมหนึ่งครั้งในรอบสองเดือน โดยจะสลับสับเปลี่ยนระหว่างการประชุมทั่วไป และการประชุมที่เป็นกรรายงานความคืบหน้าของการดำเนินงานด้านความยั่งยืนแต่ละไตรมาส และประธานคณะทำงาน การพัฒนาด้านความยั่งยืนจะจัดการประชุมตามรายละเอียดตามที่คณะทำงานเห็นชอบร่วมกัน ตามรายละเอียด ดังนี้

การประชุมทั่วไป เป็นการหารือหรือตัดสินใจหรือให้คำชี้แนะ ในหัวข้อเฉพาะเกี่ยวกับการดำเนินงานด้านความยั่งยืน สำหรับกลุ่มบริษัทเช่น เรื่องคาร์บอนเครดิต หรือแนวทางการจัดทำรายงาน เป็นต้น

การรายงานความคืบหน้าของการดำเนินงานด้านความยั่งยืนแต่ละไตรมาส เป็นการทบทวนความคืบหน้าของการดำเนินงานด้านความยั่งยืนของบริษัทในแต่ละประเทศตามที่กำหนดไว้ในเป้าหมาย รวมถึงทบทวนโครงการและ กิจกรรมด้านความยั่งยืนที่เกี่ยวข้องในภาพรวม และการระบุโอกาสที่จะพัฒนาและปรับปรุงการดำเนินงานด้านความยั่งยืนให้มีประสิทธิภาพมากยิ่งขึ้น

6. การรายงานต่อคณะกรรมการบริษัทและการเปิดเผยข้อมูล

คณะทำงานจะนำเสนอรายงานต่อคณะกรรมการบริษัทอย่างน้อยสองครั้งต่อปี และจัดทำข้อมูลสำหรับผู้ถือหุ้นใน รายงานประจำปี เพื่ออธิบายถึงผลสำเร็จและรายงานความคืบหน้าของการดำเนินงานตามเป้าหมายการพัฒนาด้าน ความยั่งยืน ปี 2573 ของกลุ่มบริษัทฯ

7. บทส่งท้าย

กฎบัตรของคณะทำงานการพัฒนาด้านความยั่งยืนจะได้รับการทบทวนทุก 2 ปี เพื่อปรับตามความเหมาะสม แล้วจึง เสนอให้ประธานเจ้าหน้าที่บริหารกลุ่มเป็นผู้อนุมัติ ประธานเจ้าหน้าที่บริหารกลุ่มได้อนุมัติกฎบัตรคณะทำงานการ พัฒนาด้านความยั่งยืนฉบับนี้ เมื่อวันที่ 22 กุมภาพันธ์ 2567

-ลายมือชื่อ-

นาย เฮเมนท์ มู๊ดกัล
ประธานคณะทำงานการพัฒนาด้านความยั่งยืน