

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

IFC Meeting in November 2024 reviewed the charter and proposed no change. BoD No. 202 on 29 November 2024 approved this proposal.