

CHARTER OF THE GOVERNANCE
AND NOMINATION COMMITTEE
THE SIAM CEMENT PUBLIC COMPANY LIMITED

The Governance and Nomination Committee is a part of good corporate governance. The duties of the Governance and Nomination Committee are to recommend practices and procedures concerning corporate governance of SCG to the Board of Directors, and also to identify qualified candidates to replace directors retiring at the end of their terms, or for other cases. The Board of Directors has thus resolved to adopt this Charter of the Governance and Nomination Committee so that every member of the Governance and Nomination Committee is aware of his/her duties and responsibilities and performs them correctly and completely.

1. Scope of Duties

The duties of the Governance and Nomination Committee are as follows:

- 1.1 Draw up the scope and policy of SCG's corporate governance and present them to the Board of Directors.
- 1.2 Make recommendations on the practice of SCG's corporate governance and give advice on corporate governance to the Board of Directors.
- 1.3 Oversee and monitor the performance of the Company's Board of Directors and the executive committee to ensure their compliance with SCG's corporate governance policy.
- 1.4 Review the practice of corporate governance within SCG to ensure it is appropriate for the Company's business operations and consistent with international best practices and make recommendations to the Board of Directors for further improvement and keeping it up-to-date.
- 1.5 Review the independence of the Board of Directors, as well as any potential conflicts of interest in the performance of its duties.
- 1.6 Review the appropriateness of retaining the directorship should there be any change in a director's qualifications.
- 1.7 Recommend methods to assess the performance of the Board of Directors and the committees and review them annually. In addition, follow up and conclude the assessment results to the Board of Directors for acknowledgement and utilize such information for the improvement of work efficiency and enhancement of the directors' knowledge and capabilities.
- 1.8 Report regularly a progress and performance results to the Board of Directors after every meeting of the Corporate Governance and Nomination Committee.
- 1.9 Specify qualifications of any person to be nominated for directorship to align with SCG's business strategies and lay down the director nomination process to replace the retiring director, considering diverse candidates with skills, experience, gender and expertise useful for the Company.

- 1.10 Identify qualified candidates to replace directors retiring at the end of their terms, or whatever the case may be, with the diversity of the structure of the Board taken into account, and submit a list of nominees to the Board of Directors and/or Shareholders' Meeting for resolution. Recommend a plan for succession of the Company's President & CEO and the top executives to the Board of Directors for consideration.
- 1.11 Recommend a plan for succession of the Company's President & CEO and the top executives to the Board of Directors for consideration.
- 1.12 Review and give advice to the Board of Directors on the structure, roles and responsibilities, and practices of the Board of Directors and the committees. Should there be an alteration to the Charter of the Board of Directors and the committees, the recommendations in keeping it up-to-date. Governance and Nomination Committee shall review and make appropriate.
- 1.13 Review the performance appraisal of the Governance and Nomination Committee on a regular annual basis as a whole and as self-assessment.
- 1.14 Perform other duties as assigned by the Board of Directors.

To fulfill its duties under its scope of authority, the Governance and Nomination Committee is authorized to call for and order the management, heads of offices or employees concerned to give opinions, attend meetings or submit necessary documents. In addition, the committee may seek external consultation from independent consultants or experts in various fields, as deemed necessary and appropriate, at the Company's expense.

2. Composition of the Governance and Nomination Committee

The compositions of the Governance and Nomination Committee are as follows:

- 2.1 The Governance and Nomination Committee consists of not less than 3 members.
- 2.2 The members of the committee must be appointed by the Board of Directors.
- 2.3 The Governance and Nomination Committee shall select one of their members to be the Chairman.

3. Qualifications of the Corporate Governance and Nomination Committee

- 3.1 Shall be Company directors.
- 3.2 Shall possess knowledge and good understandings on corporate governance.
- 3.3 Shall have wide-ranging vision, and keep updated continuously with changes of corporate governance internationally for further improvement of SCG's corporate governance policies.
- 3.4 Shall be able to independently perform his/her duties, express opinions, report on the performance of the assigned duties, and devote sufficient time to perform his/her duties.

- 3.5 The members of the Corporate Governance and Nomination Committee must be neutral in looking for and selection of persons qualified for nomination to hold the position of Company directors, replacing those whose terms of office expired or for other cases, and in preparation of sufficient biographical data of such persons for the consideration of the Board of Directors.

4. Terms of Office

The term of office of the members of the Governance and Nomination Committee is 3-year each, ending at the annual general meeting of shareholders. A retiring member is eligible for re-appointment.

Apart from the vacancy upon the expiration as aforementioned, a member of the Corporate Governance and Nomination Committee shall vacate office when:

- 1) he/she resigns;
- 2) he/she is no longer qualified for the office of the Corporate Governance and Nomination Committee, as specified in this charter;
- 3) the Board of Directors pass a resolution removing him/her from office.

If a member of the Corporate Governance and Nomination Committee wishes to resign, he/she shall give notice of resignation to the Chairman of the Company's Board of Directors. The resignation shall be effective from the date on which the Chairman of the Company's Board of Directors receives the resignation letter.

In case of vacancies of all members in the Corporate Governance and Nomination Committee, the said Corporate Governance and Nomination Committee may perform any act in the name of the Corporate Governance and Nomination Committee only in matters necessary until a new Corporate Governance and Nomination Committee takes over the duties.

In case of a vacancy in the Corporate Governance and Nomination Committee for reason other than expiration of the term of office, the Board of Directors shall elect a person who is fully qualified as a substitute member of the Corporate Governance and Nomination Committee so that the number of members of the Corporate Governance and Nomination Committee remains in full as the Board of Directors had stipulated. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces.

5. Meetings

Meetings of the Corporate Governance and Nomination Committee are to be called whenever the Committee or the Chairman of the Committee sees fit. There must be at least 4 meetings per year.

In calling a meeting of the Corporate Governance and Nomination Committee, the Chairman or the Secretary of the Corporate Governance and Nomination Committee, by order of the Chairman, shall serve a written notice calling for such meeting to members of the Corporate Governance and Nomination Committee not less than 7 days prior to the date of the meeting. Where it is necessary or urgent, the meeting may be called by other methods and an earlier meeting date may be choosing.

The Corporate Governance and Nomination Committee should hold meetings to discuss matters within its scope of duties.

6. Quorum

At a meeting of the Corporate Governance and Nomination Committee at least half the number of the members of the Corporate Governance and Nomination Committee must be present to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Corporate Governance and Nomination Committee shall appoint a member to perform the duty on behalf of the Chairman.

Decisions in the meeting shall be by a simple majority vote. Each member of the Corporate Governance and Nomination Committee is entitled to one vote. In the event of tie vote, the Chairman of the meeting shall have a casting vote. The member of the Corporate Governance and Nomination Committee who has an interest in any matter, he/she shall not be entitled to vote on such matter.

Resolutions of the Corporate Governance and Nomination Committee may be made without meeting, and shall be deemed valid as if they were made at the meeting, when all members of the Corporate Governance and Nomination Committee have adopted it by their signatures.

7. Remuneration

The Corporate Governance and Nomination Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

This Charter shall be effective from 17 December 2014.

Announced on 17 December 2014

[signature]

(Mr. Chirayu Isarangkun Na Ayuthaya)
Chairman of the Board of Directors