

The Siam Cement Public Company Limited

Policy on Director Qualifications and Nomination

1. Principle

In accordance with SCG Corporate Governance Principle, director nomination and selection is of paramount importance as the Board of Directors plays a critical role in formulating strategies and business directions for the sustainable growth of SCG. As such, the Board of Directors has deemed it appropriate to establish a policy on director qualifications and nomination.

2. Policy on Director Qualifications and Nomination

The Board of Directors must be composed of Directors who have all qualifications and possess none of the prohibited characteristics prescribed by the law and should consist of a diverse range of skills, experiences, knowledge, and expertises beneficial to the Company, without any discrimination on the grounds of gender, age, ethnicity, and nationality, so to enable to the Company to achieve its objectives and business goals and promote a management system guided by SCG Corporate Governance Principle in order to bring about fairness and transparency as well as the ability to generate returns and added values in the long term to shareholders and inspire trust in all stakeholders, all of which will lead SCG towards sustainable growth.

3. Director nomination

The Board of Directors has entrusted the Governance and Nomination Committee with the task of nominating qualified candidates for directorship to replace Directors retiring by rotation or under other circumstances to the Board of Directors and/or the meeting of shareholders for election. The Governance and Nomination Committee selects candidates from a pool of qualified individuals with expertise from various disciplines who possess leadership, a breath of vision, integrity and ethics, clear and unblemished career records, as well as the ability to express opinion independently. Director nomination should take into account the following factors.

3.1. Required qualifications of individual directors

The Governance and Nomination Committee should consider and prescribe a set of qualifications of individual candidates for directorship, such as:

- Integrity and accountability
- Ability to make informed judgments
- Maturity, firmness, and the ability to listen well and express independent opinion

- Commitment to principles and professionalism
- Other qualifications as the Governance and Nomination Committee deems vital

3.2 Required knowledge and expertise of the Board of Directors

The Governance and Nomination Committee should prescribe a set of knowledge and expertise requirements for the Board of Directors and formulate a Board Skill Matrix to help inform the selection and nomination of qualified candidates. These requirements should encompass knowledge and areas of expertise that will enhance the ability of the Board of Directors to formulate strategies and policies as well as ensure their effective implementation, such as:

- Accounting and Finance
- Organization and Human Resources Management
- Risk Management
- Crisis Management
- Industry Knowledge
- International Marketing
- Vision and Strategic Planning
- Knowledge and specializations in areas that the Governance and Nomination Committee believes will become necessary in the next 3-5 years, such as E-commerce, Research and Development, and Merger and Acquisition, Technological Skills, and Experiences in Regional and International Organization management.

3.3 Diversity of the Board of Directors

In addition to the two aforementioned factors, the Governance and Nomination Committee may consider prescribing other qualification requirement relevant to the diversity of the Board of Directors such as gender, age, ethnicity, and nationality.

Approved by SCG Board of Directors

on 27 May, 2019