

SCG CORPORATE GOVERNANCE PRINCIPLE

November 2020

CONTENT

Message from the Board of Directors

Part 1 Introduction

- Four Core Values of SCG
- SCG Code of Conduct

Part 2 Corporate Governance Structure, Policies and Guidelines

- Corporate Governance Structure
- Corporate Governance Policy
- Charter of The Board of Directors
- Charter of The Audit Committee
- Charter of The Governance and Nomination Committee
- Charter of The Remuneration Committee
- Charter of The CSR Committee for Sustainable Development
- Charter of Internal Audit

Part 3 Policies related to Compliance with SCG Corporate Governance Principles

3.1 Policies and Guidelines on the Responsibilities of the Board of Directors and the Management

- Policy on Director Qualifications and Nomination
- Qualifications of Independent Directors of the Company
- Policy on the Target Share of the Independent Directors on the Board
- Policy on Limitation of the Number of Listed Companies Where Directors May Hold Directorship
- Policy and Guidelines on SCG Top Executive's Directorship in Organizations outside SCG
- Policy on Attendance at the Board of Directors Meetings
- The Formulation of a Systematic Director Training and Development Plan
- Insider Trading Policy
- Blackout Period

3.2 Policies and Guidelines on the Organization Management

- Compliance Policy
- Policy for the Appointment of Directors and Executives to Subsidiaries
- SCG Risk Management Policy
- Connected Transaction and Related Party Transaction
- Anti-Corruption Policy

- Policy on Protection and Fairness for Employees Who Inform on or Disclose of Wrongful Conduct or Non-Compliance with Laws, Rules and Regulations, the Company's Articles of Association, and SCG Code of Conduct (Whistleblowing Policy)
- SCG Disclosure Policy
- Investor Relations Code of Conduct
- Human Right Policy
- SCG Privacy Policy
- Intellectual Property Policy (IP Policy)

3.3 Policies and Guidelines toward Stakeholders

- Stakeholder Engagement Policy
- Policy and Guideline on Stakeholders
- Diversity and Inclusion Policy
- Dividend Policy
- SCG Supplier Code of Conduct
- SCG Antitrust Policy
- SCG Procurement and Vendor Selection Policies and Guidelines
- SCG Environment and Climate Policy

Part 4 Appendix

- Definitions

Message from the Board of Directors

SCG has continuously carried on its business for over 100 years under the thorough supervision of the Board of Directors to fulfill its commitment to just and responsible business conduct toward every stakeholder and adherence to the long-standing principles observed and practiced since the Company's establishment. All of this is achieved under the Code of Conduct, which is constantly reviewed and adjusted to reflect economic and social changes on the basis of balanced and sustainable growth.

The Board of Directors has deemed that the principle of Corporate Governance is a universally-accepted organizational management guideline that closely corresponds with SCG's core values and Code of Conduct. As such, the Company has compiled and employed various bodies of knowledge and practices relevant to organizational management in its business conduct, which is rooted in ethics, integrity, and social responsibility, as consistently practiced and passed down from generation to generation insofar as it is evident and accepted that such guidelines truly correspond with and achieve the same objectives as the principles prescribed by the SCG Corporate Governance. Therefore, these guidelines have been compiled in SCG Corporate Governance, first published in 2003.

Given the shifting social and economic landscape as well as the global climate of attempts to define guidelines and principles for organizational management that are in line with international corporate governance standards so as to create confidence in stakeholders and promote sustainable growth, the Board of Directors has approved a revision of the content of SCG Corporate Governance to keep it aligned with current changes. The revision is carried out in adherence to The Principles of Good Corporate Governance for Listed Companies 2012 stipulated by the Stock Exchange of Thailand, Corporate Governance Code for Listed Company 2017 stipulated by The Securities and Exchange Commission, and The Thai Institute of Directors Association as well as the ASEAN Corporate Governance Scorecard, which aims to elevate corporate governance of listed companies in ASEAN nations to international standards.

SCG aims to develop the organization as a model in Corporate Governance and has declared such a commitment in SCG visions because of its conviction that SCG Corporate Governance is a management system that will create fairness, transparency, return, and added values for shareholders in the long run as well as create confidence in every stakeholder and promote the Company's competitive capability for sustainable growth.

Air Chief Marshal Satitpong Sukvimol

Chairman of the Board of Directors

As an individual prospers in life through moral conduct,
so does a company through ethical practices.

Part 1 Introduction

Part 1 Introduction

Four Core Values of the Siam Cement Group (SCG)

The present prosperity, success, and stability of SCG are the result of conducting business according to its ethical core values – the ideals that have been held in high regard and put into practice by the Board of Directors, by management, and by staff at all levels. They are:

- Adherence to fairness
- Dedication to excellence
- Belief in the value of the individual
- Concern for social responsibility

Adherence to Fairness

It is the responsibility of SCG to ensure that all who come in contact with us are treated with equal fairness. For example:

- Customers who use our goods and services will obtain maximum benefit in terms of quality and cost.
- Shareholders will receive a proper rate of return on their investment.
- Employees will enjoy both appropriate compensation and a good standard of living.
- All groups of stakeholders will be fairly treated.

Dedication to Excellence

SCG is dedicated to right conduct and achieving the best results in all we undertake.

All employees and persons who come into contact with SCG recognize the total effort, knowledge, and skill we devote to constantly improving what we do. We strive to learn and pursue whatever we can to help us overcome obstacles and advance in the path of growth and sustainability. This dedication will generate the best results for both SCG and all stakeholders

Belief in the Value of the Individual

SCG is convinced that each of our staff constitutes our most valuable assets. SCG has managed to prosper through the efforts of our good and knowledgeable people, who have chosen to spend their careers with us. We select the most ethical and capable individuals we can find, and then enrich them to cope with challenges of our changing times. In return, we provide all our employees with security and a sense of belonging. With such care and concern between the Company and staff, little wonder that our personnel work so hard and skillfully for the progress of SCG.

Concern for Social Responsibility

SCG behaves as a good corporate citizen in all communities and countries where we operate. We diligently perform our social duties and responsibilities while engaging in activities to preserve

natural resources and sustainability of the environment.

SCG Code of Conduct

Implementing the Code of Conduct

1. Persons Obligated to Observe the Code of Conduct

All employees of SCG are obliged to observe principles and guidelines stipulated in SCG Code of Conduct, and Directors shall serve as role models of such conduct.

2. Advice Concerning the Code of Conduct

- 1) Study principles and guidelines stipulated in SCG Code of Conduct, particularly in areas relevant to your roles and responsibilities.
- 2) Consult your supervisors or refer to the Code of Conduct consultation system if you are not certain whether an action is in line with SCG Code of Conduct.
- 3) Communicate with colleagues and relevant parties to establish an understanding of practices prescribed in SCG Code of Conduct
- 4) Notify the Company upon encountering violations of SCG Code of Conduct via provided channels and cooperate in the fact-finding process.

3. Non-compliance with SCG Code of Conduct

- Non-compliance with the principles and practices stipulated in SCG Code of Conduct may result in disciplinary or legal actions, to be reviewed on a case by case basis, and may be liable to penalties as prescribed.
- In addition to non-compliance with SCG Code of Conduct mentioned above, any promotion of non-compliance, failure to report non-compliance, obstruction of fact-finding processes, and unfair treatment of informants also constitutes non-compliance with SCG Code of Conduct.

4. Responding to non-compliance with SCG Code of Conduct

SCG has put in place a whistleblowing system in accordance with international standards. If you are aware or encounter a case of non-compliance or if you have been affected by corruption or violations of laws, regulations, the company's articles of association, or its Code of Conduct, you may provide relevant information by following these steps:

- File a complaint via channels provided and ensure that the information is neither false nor submitted with malice intent, both of which will constitute a violation of human resources regulations.

- The Company has a procedure for handling complaints and providing protection to whistleblowers and informants.

5. Whistleblower protection policy

SCG has put in place a whistleblower protection policy to ensure fair treatment of whistleblowers, informants, fact-finding committees, and investigation committees related to a case of corruption or violations of laws, regulations, the company's articles of association, or its Code of Conduct. The details are as follows.

1. If the whistleblower or informant reveals their name, the company will be able to notify them of progress and mitigate impact with greater ease and convenience.
2. SCG considers all relevant information confidential and will reveal only as much as necessary, taking into consideration the safety and possible consequences to the whistleblower, information sources, or parties related to SCG.
3. If the whistleblower feels that their safety is threatened or that they may be affected, they may request appropriate protection measures from the company. The Company may prescribe protection measures without such a request if it appears that the whistleblower is likely to be affected or put in danger.
4. Those affected will receive compensation through an appropriate and fair process

Guidelines of SCG Code of Conduct

1. Human and Labor Rights

SCG is aware of respecting human rights of every individual so it treats everyone fairly without discrimination. It promotes and supports human rights and avoids human rights violation. Moreover, SCG has realized importance of labour so it treats the employees in compliance with labour laws and relevant regulations on a fair basis.

2. Environment, Health, and Safety

2.1 Environment

SCG is determined to take care of the environment through all its value chain starting from environment impact assessment before investing in any business, design of, production process, machine and equipment and adoption of appropriate technology to prevent possible impacts on the environment and raise awareness of these issues among employees and parties relevant to business operation to comply with the guidelines.

2.2 Health and Safety

SCG has paid great attention to health and safety of employees, contractors, customers, communities and stakeholders throughout our business value chain. Health and safety impact assessment must be carried out before investment or joint-venture is made. Place of business, production process, technology, machines, equipment and raw materials must be taken care of to ensure safety to health. Moreover, employees and relevant parties must be raised awareness in safety consciousness to comply with the health and safety regulations.

2.3 Safety of Products and Services

SCG has ensured that all the products and services' safety complies with or is higher than those stipulated by laws, has standard compatible with industrial and international standards and as agreed with the customers. This covers design and production process, provides information or warnings about the products and services and appropriate use for the whole life cycle. In addition, SCG pays attention to safety of products SCG hires others to produce, import and uses for sale promotion activities.

3. Anti-Corruption

SCG' s business should be conducted with stakeholders in correct, transparent, honest and traceable ways with no corruption. The business must comply with relevant laws and SCG's Anti-Corruption Policy ensuring it shall not cause condemnation or loss of reputation.

4. Gifts and Entertainment

Receiving and giving benefits including items of value, services, facilitating or entertainment with persons involved in business must be made in accordance with the customs of each locality or country and relevant laws, provided that the value of such is appropriate and it will not motivate an unfair decision making.

5. Conflicts of Interest

SCG is determined to do right things with an aim for excellence. Therefore, employees must aim to maximize SCG's benefits, comply with the laws and ethics, and avoid action creating conflicts of interest that may affect any decision.

6. Political Activities

SCG remains politically neutral, and does not give financial support or support any particular political party, political group, or candidates of any kind in local, regional or national levels or person with political influence. Nonetheless, SCG recognizes and respects the freedom of employees to exercise their political rights, such as voting or being members of any political party.

7. Handling of Information and Assets

7.1 Personal Information

SCG respects privacy of relevant person, therefore, personal information of employees and relevant business parties such as status, biographical, career- related, financial record contact information, health-related or other kinds of data must be protected not to use, disclose or transfer to other parties which shall be deemed an infringement.

7.2 Recording, Reporting, and Storing Information

SCG has realized the importance of internal information management. Recording and storing of information must comply with SCG's standard and be complete as prescribed by law. For storing, all employees are obligated to ensure that the information involved with their work remains safe and available for reference or use by SCG whenever needed.

7.3 Buying and Selling Securities and Use of Inside Information

Use of inside information which is material must be appropriately done considering impacts on all stakeholders and legitimacy. The information must not be used for personal or other people's benefits.

7.4 Use and protection of the Company's assets

SCG has made efficient and full use of its assets and promoted the employees to protect them from damage, loss or personal use for themselves and other people.

7.5 Use and Protection of Information Technology System

SCG desires that information technologies are used efficiently and safely according to SCG e-Policy to protect and preserve them from infringement or use without permission.

7.6 Use and Protection of Intellectual Property

SCG regards intellectual property as valuable assets to SCG. Employees must strictly follow established 'SCG Intellectual Property (IP) Policy' and protect SCG's intellectual property from unauthorized use or disclosure and must respect and not infringe other people's intellectual properties.

8. Information Disclosure and Communication

8.1 Information Disclosure

SCG's disclosure of information is based on fairness, transparency and traceability. It must be ensured that the information is correct, clear, compliant with law on fair basis regardless of format as written and verbal, press conference or any other manner.

8.2 Communication

SCG's communication including SCG brand communication to internal and external target, marketing communication of brands in SCG, use of SCG logo and communication via social media must be properly and accurately done considering fairness to every stakeholder and must not lead to damages to SCG. The Brand Communication Guidelines and SCG Social Media Policy should be strictly observed.

9. SCG's Transactions

9.1 Transactions between Companies in SCG

Doing business or performing work which incur related transaction between SCG group of companies must abide by the laws and regulations issued by State agencies, the regulations and delegation of authority of SCG, as well as the principles and conditions prescribed in each locality.

9.2 Transaction between SCG and External Parties

Transactions with external parties must strictly comply with guidelines and procedure as specified by laws and regulations issued by state agencies as well as SCG' s policy and delegation of authority. Moreover, it must comply with the conditions agreed upon straightforwardly, transparently and traceably. Avoid transactions that may cause trouble or damage to SCG or external parties.

10. Doing Business Abroad and International Trading

10.1 Doing Business Abroad

All of SCG business operation abroad including establishing a company, plant, office, branch, agent; trading with dealer; or doing acquisition overseas must comply with the laws and rules applicable in that country which SCG has invested and perform as good citizen in each locality. Moreover, such business operation must also take into account the circumstances, customs, traditions, and culture of each locality.

10.2 International Trading

Import and export of products or any transactions of SCG relating to foreign countries must strictly comply with relevant laws such as laws on import and export, customs act, product safety and consumer protection laws including relevant SCG's regulations and guidelines.

11. Business Competition

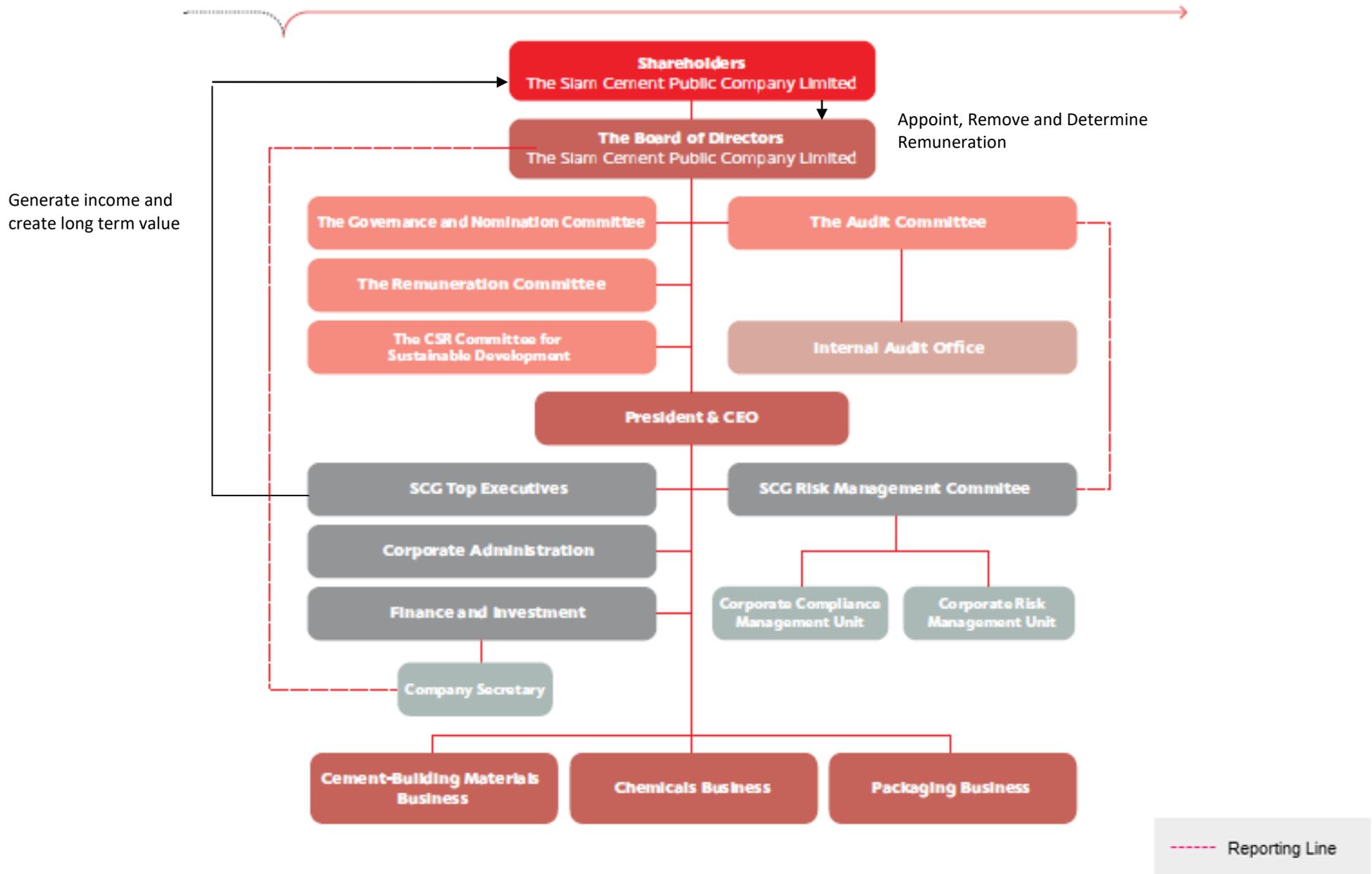
SCG is committed to fair competition to both SCG's customers and vendors by considering code of business ethics and competition laws in every country where SCG conducts its business and conduct its business in accordance with relevant SCG's guidelines.

12. Anti-Laundering Measures

SCG complies with all guidelines and laws pertaining to the suppression of money laundering. SCG will not accept transfers or conversions of assets or support such actions insofar as they are related to criminal activities, and will prevent anyone using SCG as a channel or instrument for the dispersion or concealment of illegally obtained assets.

Part 2
**Corporate Governance Structure,
Policies and Guidelines**

SCG CORPORATE GOVERNANCE STRUCTURE



Corporate Governance Policy

SCG operates its business with responsibility, transparency and fairness, observes the principles that have been practiced through generations and are outlined in SCG Code of Conduct, as well as operates on the basis of balanced and sustainable success, with the Company's Board and top executives serving as role models in adhering to SCG Code of Conduct and Corporate Governance principles.

SCG's corporate governance is considered an integral part of its business policy. The Governance and Nomination Committee is entrusted with overseeing SCG's corporate governance matters, encompassing the establishment of policy and guidelines as well as monitoring the performances of the Board of Directors and the Management to ensure their compliance with SCG's corporate governance policy. The Committee also monitors and evaluates the corporate governance practices as well as regularly reviews the guidelines to ensure their alignment with business operations and corporate governance practices on national and international levels. Moreover, corporate governance is specified as one of the main items on the agenda at the Board of Directors' meeting.

CHARTER OF THE BOARD OF DIRECTORS

(Revised as of November 25, 2020 by the Board of Directors' resolution)

The Board of Directors is the driving force of the organization. Its roles and duties are to set strategies and policies pertaining to business operation of the company. The Board of Directors must perform its duties responsibly, carefully, loyally, and in the best interest of the Company on the basis of social and environmental responsibility and fairness to all stakeholders under the principles of good corporate governance. In addition, the board plays an important role in overseeing and assessing the performance of SCG Management Committee and the President & CEO to ensure the accomplishment of SCG's action plan. The Board of Directors has thus resolved to adopt this Charter of the Board of Directors so that every director is aware of his/her duties and responsibilities and performs them correctly and completely, so as to create value to SCG, customers, stakeholders, and society as a whole in a sustainable manner.

1. Scope of Duties

The duties of the Board of Directors are as follows:

Take responsibility as the leaders who sustainably bring value to the Company's business

- 1.1 Acting in a best interest of shareholders (Fiduciary Duty) by observing the following four main practices:
 - 1.1.1 Performing its duties with responsibility and all due circumspection and caution (Duty of Care).
 - 1.1.2 Performing its duties with faithfulness and honesty (Duty of Loyalty).

- 1.1.3 Performing its duties in compliance with laws, objectives, Company's Articles of Association, the resolution of the board of directors, and resolutions of shareholders' meetings (Duty of Obedience).
- 1.1.4 Disclosing information to shareholders accurately, completely, and transparently with verification and timeliness. (Duty of Disclosure).
- 1.2 Directing SCG's visions, missions, and business strategies, subject to annual revision and approval, to create value to SCG, customers, stakeholders, and society as a whole in a sustainable manner.
- 1.3 Directing the Company's operation in compliance with the laws, objectives, Articles of Association, resolutions of the Board of Directors and resolutions of Shareholders' Meetings in good faith and with care, prudence, and integrity to preserve the highest interests of the Company with fairness to all stakeholders.
- 1.4 Overseeing and developing SCG's corporate governance to keep it consistent with international standards to provide guidelines for business operations while monitoring to ensure compliance and being a role model in complying with the principles of good corporate governance and SCG Code of Conduct.

Define key objectives and business goals that promote sustainable value creation

- 1.5 Reviewing the major operating plan, budgets, business goals, and business policies and enhancing the capabilities of SCG to reach a globally competitive level.

Strengthen Board effectiveness

- 1.6 Defining and reviewing the structure of the Board of Directors, number of directors, proportion of independent director as well as Board diversity and director qualifications, including knowledge, expertise, experience, and specializations to align with SCG's business operations; and appointing the chairmen and members of sub-committees to assist and support the board's discharge of duties.
- 1.7 Assessing the performance of the Board of Directors annually by performing three types of assessments, namely that of the Board and its Sub-committees as a whole, that of each individual director as a self-assessment, and that of the chairman together with monitoring the assessment results of the Board and its Sub-committees which will be jointly deliberated by the Board of Directors as well as reviewing the assessment results of the Board and Sub-committees on a regular basis.
- 1.8 Overseeing and monitoring to ensure the selection and nomination process of a director is carried out transparently and the remunerations for directors and Sub-committee members are determined appropriately.
- 1.9 Devoting sufficient time to performing their duties, attending all meetings of the Board of Directors and Shareholders' Meetings, except in unavoidable circumstances. The directors who are unable

to attend a meeting must notify the Chairman or the Secretary to the Board in advance of the meeting.

- 1.10 Developing their knowledge and competency related to their duties through courses or curricula related to directorial duties or seminars that enhance their knowledge.

Nominate top executives and encourage development of their skills, and manage the Company personnel

- 1.11 Reviewing top executive development plans and the succession plan for the President & CEO while overseeing to ensure the effective performance assessment of top executives on an annual basis and determining appropriate remuneration in line with the Company's operating results to provide both short-term and long-term incentives.

Promote innovation and responsible business

- 1.12 Overseeing to ascertain shareholders' involvement in the decision making of SCG's important matters, respecting the rights of shareholders, ensuring the equitable and transparent treatment of shareholders and other stakeholders, establishing a clear process and channels for receiving and handling complaints from informants or stakeholders effectively and ensuring an opportunity for every stakeholder to contact or lodge complaints about potential issues directly to the Board of Directors.
- 1.13 Overseeing and monitoring IT management and the implementation of the IT security system.
- 1.14 Overseeing and monitoring the implementation of the Company's strategies; overseeing and monitoring of each business unit's and SCG's overall performance by requiring their performance reports periodically; and setting policies to develop and improve the business operations with concern for safety, hygiene, social and environmental responsibility and development of SCG's employees.

Monitor the implementation of effective risk management and internal control systems

- 1.15 Specifying risk management policies and overseeing to ensure effective risk management systems and internal control together with reviewing and assessing the systems periodically and in the wake of a change in risk levels.
- 1.16 Encouraging staff at all levels to be conscious of ethics and morality and comply with SCG's principles of corporate governance, Code of Conduct and the Anti-corruption policy while overseeing the proper internal control system and internal audits to reduce the risk of fraud and abuse of authority and prevent any illegal act.
- 1.17 Monitoring and managing any potential conflicts of interest between the Company, the Management, the Board of Directors, or shareholders as well as overseeing to prevent misuse of SCG's assets and the entering into inappropriate transactions with persons connected with SCG.

Ensure disclosure and financial Integrity

- 1.18 Overseeing and monitoring the Company's liquidity and debt service coverage together with

emergency plans and mechanisms in case of problems arising.

- 1.19 Overseeing and monitoring to ensure that the preparation of financial statements and disclosure of material information are accurate, sufficient, and timely and are in compliance with the relevant regulations and guidelines.

Ensure engagement and communication with shareholders

- 1.20 Overseeing and supporting the creation of innovations that create value for SCG as well as all stakeholders. Acting with social and environmental responsibility, and ensuring that the Management manages and allocates resources effectively and efficiently.

In performing its duties, the Board of Directors may seek external consultation from independent consultants or experts in various fields, as deemed necessary and appropriate.

2. Scope of Authority of the Chairman of the Board of Directors

The Chairman of the Board of Directors has the following authority:

- 2.1 Sets Board meeting agenda in consultation with the President & CEO and oversees to ensure Board members receive accurate, complete, timely, and clear information prior to the meeting to assist in their decision making process.
- 2.2 Provides leadership and direction to the Board of Directors and chairs meetings of the Board.
 - 2.2.1 Conducts a Board meeting according to the agendas, the Company's Regulations, and applicable laws.
 - 2.2.2 Encourages and allocates sufficient time to each Board member to discuss and express their free and frank opinion with due circumspection and concern for all stakeholders.
 - 2.2.3 Sums up the Board meeting resolutions and the actions to take clearly.
 - 2.2.4 Sets up a Board meeting without the presence of the Executive Director.
- 2.3 Chairs meetings of shareholders according to the agendas, the Company's Articles of Association, and relevant laws by allocating time appropriately along with providing opportunities for shareholders to express their opinions equitably and ensuring that shareholders' inquiries are responded to appropriately and transparently.
- 2.4 Supports and be a role model in compliance with the principles of good corporate governance and SCG Code of Conduct.
- 2.5 Fosters a positive working relationship between the Board of Directors and the Management and supports the performance of the duties of the President & CEO and the Management in accordance with the Company's policy.
- 2.6 Oversees to ensure the transparent disclosure of information and management in the event of conflicts of interest.
- 2.7 Oversees to ensure the Board of Directors has appropriate structure and composition.

2.8 Oversees that the Board of Directors as a whole, Sub-committee members, and each individual director perform their duties effectively and efficiently.

3. Composition of the Board of Directors

The compositions of the Board of Directors are as follows:

- 3.1 The Board of Directors consists of not less than 9 but not more than 12 directors, each of whom shall be appointed and removed by shareholders' meeting. Not less than half of the directors shall be residents of the Kingdom.
- 3.2 The Board of Directors consists of independent directors which shall total up not less than half of the directors, representatives of major shareholders, and directors from SCG Management.
- 3.3 The Board of Directors shall elect one of their members to be the Chairman of the Board.

When a person is appointed as a director of the Company, the Company shall provide he/she with SCG's director orientation and present to every new director a Director's Manual and various relevant information so that he/she acknowledges his/her roles and duties as a director of the Company.

4 Qualifications of Company Directors

- 4.1 Company directors must be qualified pursuant to the requirements set forth in the Public Limited Company Act and Company's Articles of Association, they must not have any trustworthiness according to Notification of the Office of Securities and Exchange Commission.
- 4.2 Company directors must have a capacity of leadership, wide-ranging vision, and knowledge of SCG's business.
- 4.3 Each company director must be able to perform his/her duty and express opinions independently, and be able to devote sufficient time to perform his/her duties.
- 4.4 Each company director must not hold directorship in no more than a total of four other listed companies on The Stock Exchange of Thailand.

5 Terms of Office

At the annual general meeting of shareholders, one third of the directors, or if their number is not multiple of three, then the number nearest to one-third must retire from the office. The director who has held office longest shall retire. However, a retiring director is eligible for re-election.

Apart from the vacancy upon the expiration under the Company's Articles of Association, a director shall vacate office when:

- 1) he/she is no longer qualified for the office according to the Company's Articles of Association or any laws and regulations.
- 2) he/she gives notice of resignation to the Board of Directors, which shall be effective from the date that on which the Company receives the resignation letter;

- 3) he/she has been absent from three consecutive regular meetings of the Board of Directors without leave of absence, and the Board of Directors has passed a resolution by a vote of not less than half of all the directors that he/she retire from his/her office;
- 4) The shareholders pass a resolution removing him/her from office in accordance with the provisions of the Public Limited Company Act;
- 5) the court so orders;
- 6) he/she dies.

In case of vacancies of all members in the Board of Directors, the said Board of Directors may perform any act in the name of the Board of Directors only in matters necessary until a new Board of Directors takes over.

In case of a vacancy in the Board of Directors for any reason other than the expiration of the director's term of office, the Board of Directors shall elect a person who is fully qualified as the substitute director at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than 2 months. The substitute director shall hold office only for the remaining term of office of the director whom he/she replaces.

6 Meetings of the Board of Directors

The Company has stipulated that there shall be at least 8 meetings of the Board of Directors per year. For each meeting, the main items of the agenda are to be clearly determined in advance. Special meetings may be called to consider important or urgent matters. The Chairman and the President & CEO will together determine the agenda and their matters to be considered at the meeting.

In calling a meeting of the Board of Directors, the Chairman or the Secretary to the Board of Directors, by order of the Chairman, shall serve a written notice calling for such meeting to the directors 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.

In a board meeting, the Chairman of the Board of Directors or the chairman of the meeting may choose to conduct the meeting electronically according to defined criteria and methods to enable discussions and exchange of opinions among attendees who may not be in the same location.

7 Quorum

At a meeting of the Board of Directors at least half the number of directors must attend to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty but the Vice-Chairman is present, the Vice-Chairman shall perform the duty on behalf of the Chairman. If there is no Vice-Chairman or such Vice-Chairman is not present at the meeting, or cannot perform his or her duties, the directors in attendance shall appoint one director to perform the duty on behalf of the Chairman.

Decision in the meeting shall be made by a simple majority vote. Each director is entitled to one vote. In the event of tie vote, the Chairman of the meeting shall have a casting vote.

Each director is entitled to one vote, but a director who has an interest in any matter shall not be

entitled to vote on such matter.

In case of vacancies in the Board of Directors resulting in the number of directors being less than the number required for a quorum, the remaining directors may perform any act in the name of the Board of Directors only in matters relating to the calling of a shareholders' meeting to elect directors to replace all the vacancies, and that such shareholders' meeting shall be held within one month from the date the number of directors falls below the number required for a quorum.

8 The Board of Directors' Authorization

The Board of Directors is empowered to authorize various matters in accordance with the scope of authority stipulated by laws, the Company's regulations, Articles of Association, the Board of Directors charter, and the shareholders' meeting resolutions. Such matters include delegation of authority, defining and reviewing corporate vision, mission, operating strategies, operating plans, risk management policy, annual budget and business plans, and medium-range business plan. Added to this is the defining of the target operating results, following up and assessing the operating results to ensure they are consistent with the plan, and overseeing capital expenditure, significant connected transactions, merger and acquisition, corporate spin-off, and joint venture deals.

9 Remuneration

The directors shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

CHARTER OF THE AUDIT COMMITTEE

(Revised as of July 29, 2020 by the Board of Directors' resolution)

The core values of The Siam Cement Public Company Limited are "Adherence to Fairness, Dedication to Excellence, Belief in the Value of Individual, and Concern for Social Responsibility" They have always been the ethical codes of the Company – ones that have been guided by in all business operations. This moral code for doing business and the Company's rules of practical conduct for employees, which have always been consistently implemented, often as corporate 'traditions' handed on from one generation to the next, were scattered about in various places. The Company finally compiled them in writing as its "Code of Conduct" and publicized in 1987.

The existence of the Audit Committee is a part of good corporate governance, and thus the Board of Directors has resolved to adopt this Charter of the Audit Committee guided by the Company's Code of Conduct, along with the relevant criteria and laws, which have been applied to form this present Charter.

1. Scope of Duties

The duties of the Audit Committee are as follows:

Oversight, Risk Management, Oversight of Performance of Duties, and Internal Controls

- 1.1 Review the appropriateness of the financial reporting system and disclosure of information in its financial statements in accordance with the legally defined Financial Reporting Standards and promote the development of financial reporting systems in compliance with International Financial Reporting Standards.
- 1.2 Consider connected transactions, acquiring or selling of assets, or those with possible conflict of interest to ensure compliance with all pertinent laws and requirements of the Securities and Exchange Commission, Thailand.
- 1.3 Review the presence of the Company's risk management, work processes, control, oversight of performance of duties, IT governance, as well as Information and Integrated Network Security to ensure their effectiveness and compliance with international standards.
- 1.4 Review the Company's effective Anti-corruption procedures to ensure the compliance with relevant governance bodies' guidelines such as The Collective Action Coalition Against Corruption (CAC), The Thai Institute of Directors Association (IOD) and The National Anti-Corruption Commission starting from promoting and raising the awareness, assessing the risks, internal control, incorporating the proactive preventive system, offense reporting, auditing, as well as reviewing the self-assessment form regarding anticorruption measures as assessed by Internal Audit Office.
- 1.5 Review the Company's Compliance Procedure in accordance with the Securities and Exchange Act, rules, regulations and other laws relevant to the Company's business.
- 1.6 Review the compliance of the Company's Internal Control System with Internal Control Framework (COSO 2013) and the appropriateness and the effectiveness of the Company's Internal Audit System in accordance with internationally accepted approaches and standards. Also, review "The Assessment Form of the Adequacy of the Internal Control System" as audited and assessed by the Internal Audit Office to ensure that the Company has sufficient internal control system and propose to the Board of Directors for consideration.
- 1.7 Review the results of fraud investigation, establish the preventive measures in organization and review the internal processes of whistleblowing system.
- 1.8 Review the presence of proactive preventive system to enhance operating effectiveness and efficiency.

Others

- 1.9 Select and propose the appointment or discharge an independent person to perform the duties of the Company's auditor and also propose the remuneration of the Company's auditor and evaluate the effectiveness of auditor's performance.

- 1.10 Prepare the audit committee's report to be disclosed in the Company's Annual Report and duly signed by the Chairman of the Audit Committee and containing opinions on various matters as required by SET.
- 1.11 Review and give the opinion toward the audit practices of the Internal Audit Office and coordinate with the Company's auditors. Also, organize meetings with the Company's auditor, without the attendance of management, at least once a year.
- 1.12 Approve the internal audit plan, budget and manpower of the Internal Audit Office. Also, provide recommendations in respect of appointment, removal, transfer, or dismissal of the Director of Internal Audit Office.
- 1.13 Consider the independence of the Internal Audit Office based upon the execution of work, reports, and line of command. Also, review the execution of the Internal Audit Office for the performance assessment according to international standards.
- 1.14 Review the presence of the Audit Committee's performance assessment as a whole and as self-assessment on an annual basis.
- 1.15 Perform other actions as required by law or as assigned by the Board of Directors.

To fulfill its duties under its scope of authority, the Audit Committee is authorized to call for and order management, heads of offices, or employees concerned to present opinions, attend meetings, or submit necessary documents. In addition, the Committee may seek independent opinion from professional consultants as deemed appropriate, at the Company's expense.

The Audit Committee performs duties within its authority and responsibilities under the order of the Board of Directors. The Board of Directors is responsible for the Company's operations and is directly accountable to shareholders, stakeholders, and the public.

2. Composition of the Audit Committee

The constituents of the Audit Committee are to be as follows:

- 2.1 The members of the Audit Committee must be appointed by the Board of Directors.
- 2.2 The Audit Committee must consist of not less than 3 members, at least 1 of whom must possess sufficient knowledge and experience in order to perform his/her/their duties of reviewing the credibility of the financial statements.
- 2.3 The Chairman of the Audit Committee may be appointed by either the Board of Directors or the Audit Committee

3. Qualifications of the Audit Committee

The members of the Audit Committee must be directors of the Company who are qualified as independent directors pursuant to the definition announced by to the Company and in accordance with the stipulations of the Capital Market Commission and the regulations of the Stock Exchange.

4. Terms of Office

The term of office of the members of the Audit Committee is 3- year each, ending at the annual general meeting of shareholders. Nevertheless, a retiring member is eligible for re-appointment.

Apart from the vacancy upon the expiration as aforementioned, a member of the Audit Committee shall vacate office when:

- 4.1 he/she resigns;
- 4.2 he/she is no longer qualified for the office of the Audit Committee as specified in this Charter;
- 4.3 the Board of Directors passes a resolution removing him/her from office.

If a member of the Audit Committee wishes to resign, he/she shall give a 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.

If a member of the Audit Committee resigns or is dismissed from his/her position before his/her expiration of the term of office, the Company shall immediately inform the Stock Exchange of Thailand. The member of the Audit Committee who resigned or was dismissed may explain his/her reason to the Securities Exchange Commission (SEC) and the Stock Exchange.

In case of vacancies of all members in the Audit Committee, the said Audit Committee may perform any act in the name of the Audit Committee until a new Audit Committee takes over the duties.

In case of a vacancy in the Audit 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 Audit Committee so that the number of members of the Audit 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 Audit Committee shall be at least 4 meetings per year.

In calling a meeting of the Audit Committee, the Chairman or the Secretary to the Audit Committee, by order of the Chairman, shall serve a written notice calling for such meeting to members of the Audit 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 or an earlier meeting date may be choosing.

In a meeting of the Audit Committee, the Chairman of the Audit Committee or the chairman of the meeting may choose to conduct the meeting electronically according to defined criteria and methods to enable discussions and exchange of opinions among attendees who may not be in the same location.

The Audit Committee should hold meetings to discuss matters within its scope of duties.

6. Quorum

At a meeting of the Audit Committee at least half the number of the members of the Audit Committee must attend to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Audit Committee shall appoint a member who is attending the meeting to perform the duty on behalf of the Chairman.

Decisions in the meeting shall be made by a simple majority vote.

Each member of the Audit Committee is entitled to one vote, except the member of the Audit Committee who has a conflict of interest in any matter shall not be entitled to vote on such matter. In the event of tie vote, the Chairman of the meeting shall have a casting vote.

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

7. Responsibilities of the Audit Committee

7.1 In case the Audit Committee is informed by the auditor about suspicious behavior of directors, managers or persons responsible for business operation of the Company, which may violate paragraph 2 of Section 281/2, Section 305, 306, 308, 309, 310, 311, 312 or 313 of the Securities and Exchange Act, the Audit Committee is to investigate the case and submit a preliminary report to the Securities and Exchange Commission (SEC), as well as to the auditor, within 30 days of the date it is informed.

7.2 Upon finding or having doubt about the following actions or transactions, which may significantly affect the financial position and performance of the Company, the Audit Committee is to report such events to the Board of Directors in order to find remedy within a period deemed appropriate by the Audit Committee:

- (1) Transaction which may cause conflicts of interest.
- (2) Fraud or irregular events or material flaws in the internal control system.
- (3) Violations of laws pertaining to Securities and the Stock Exchange, the regulations of the Stock Exchange, or laws pertaining to the Company's business.

Should the Board of Directors or management fail to remedy the issues within the timeline specified by the Audit Committee, a member of the Audit Committee may report the issue to the SEC or the SET

8. Remuneration

The Audit Committee shall be paid a remuneration, the amount of which shall be approved at the general meeting of shareholders.

CHARTER OF THE GOVERNANCE AND NOMINATION COMMITTEE

(Revised as of July 29, 2020 by the Board of Directors' resolution)

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 Define the scope and policy of SCG's corporate governance and propose to the Board of Directors on a regular basis.
- 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 Oversee the presence of appropriate and sufficient anti-corruption policy for business operations.
- 1.6 Review the independence of the Board of Directors, as well as any potential conflicts of interest in the performance of its duties.
- 1.7 Review the appropriateness of retaining the directorship should there be any change in a director's qualifications.
- 1.8 Develop director development plans to enhance the knowledge and skills of directors and foster their understanding of the roles and duties of directors, business, economic conditions, standards, risks, the environment, information technology, as well as laws and rules relevant to SCG's businesses; and formulate the Board Skill Matrix, taking into account the diversity of the board to suit SCG's business operations.

- 1.9 Recommend methods for performance assessment of the Board of Directors, Sub-committees, and the Chairman on an annual basis as well as follow up and report the assessment results to the Board of Directors, allowing them to enhance their performance of duties and improve the directors' competency.
- 1.10 Report regularly a progress and performance results to the Board of Directors after every meeting of the Corporate Governance and Nomination Committee.
- 1.11 Define nomination and selection procedures and guidelines in accordance with applicable regulations and laws. Nominate qualified candidates for directorship to replace a director retiring at the end of their terms, or whatever the case may be, as well as nominate directors to sub-committees, to which authority and responsibilities are directly assigned by the Board of Directors, with the diversity of the board regarding knowledge, expertise, experience, and specializations beneficial to the Company taken into consideration, and submit a list of candidates to the Board of Directors and/or Shareholders' Meeting for approval.
- 1.12 Recommend a succession plan of the Company's President & CEO and the top executives to the Board of Directors for consideration.
- 1.13 Review and give advice to the Board of Directors on the structure, roles and responsibilities, and practices of the Board of Directors and the Sub-committees. Review the suitability of the Charter of the Board of Directors and the committees, the Governance and Nomination Committee annually.
- 1.14 Review the performance appraisal of the Governance and Nomination Committee on a regular annual basis as a whole and as self-assessment.
- 1.15 Promote ethics, integrity, as well as compliance with SCG Code of Conduct and good corporate governance principles.
- 1.16 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 Chairman of the Governance and Nomination Committee may be appointed by either the Board of Directors or the Governance and Nomination Committee.

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.

In a meeting of the Governance and Nomination Committee, the Chairman of the Governance and Nomination Committee or the chairman of the meeting may choose to conduct the meeting electronically according to defined criteria and methods to enable discussions and exchange of opinions among attendees who may not be in the same location.

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 attend 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 who is attending the meeting 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.

CHARTER OF THE REMUNERATION COMMITTEE

(Revised as of July 29, 2020 by the Board of Directors' resolution)

The Remuneration Committee is a part of a good corporate governance system. The duties of the Remuneration Committee are to recommend remunerations of the Board of Directors and its sub-committees, propose them to the Board of Directors for approval at the general meeting of shareholders, and recommend the compensation of top executives of SCG for the Board of Directors' approval. The Board of Directors has thus resolved to adopt this Charter of the Remuneration Committee so that every member of the Remuneration Committee is aware of his/her duties and responsibilities and performs them correctly and completely.

1. Scope of Duties

The duties of the Remuneration Committee are as follows:

- 1.1 Propose guidelines and methods for remuneration to be paid to the Board of Directors and the sub-committees appointed by the Board of Directors, including bonus and attendance fee.
- 1.2 Recommend the policy on SCG management Incentives including salary and annual bonus, in line with the Company's operating results and the performance of each SCG top executive. Whenever it deems appropriate, the Committee shall consider hiring of consulting firms to advise on project implementation.
- 1.3 Assess the performance of the President & CEO on an annual basis in order to determine his/her remuneration before proposing the Board of Directors for approval.
- 1.4 Assess the performance of each SCG top executive on an annual basis, based on the recommendation of President & CEO, in order to determine his/her remuneration before proposing the Board of Directors for approval.
- 1.5 Consider the annual budget for the salary increase, changes of wage and compensation, and bonus of top executives before proposing to the Board of Directors.
- 1.6 Review, study, and track regularly the changes and trends in remuneration for the Board of Directors and SCG top executives in order to propose for the approval of the Board of Directors.
- 1.7 Consider the remuneration of the Board of Directors and SCG top executives, as compared to the remuneration offered by other listed companies operating in the same business, to ensure that SCG retains its leadership in that industry and to motivate them to foster the Company's continuing

development.

- 1.8 Report regularly a progress and performance results to the Board of Directors after every meeting of the Remuneration Committee.
- 1.9 Assess the performance of the Remuneration Committee and report the assessment results to the Board of Directors for acknowledgement.
- 1.10 Review and recommend for the Board of Directors' approval if there may be any alteration to the Charter of the Remuneration Committee in keeping it applicable and up-to-date.
- 1.11 Perform other duties as assigned by the Board of Directors.

To fulfill its duties under its scope of authority, the Remuneration 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 Remuneration Committee

The compositions of the Remuneration Committee are as follows:

- 2.1 The Remuneration Committee consists of not less than 3 members.
- 2.2 The members of the Remuneration Committee must be appointed by the Board of Directors.
- 2.3 The Chairman of the Remuneration Committee may be appointed by either The Board of Directors and The Remuneration Committee.

3. Qualifications of the Remuneration Committee

- 3.1 Shall be the Company directors.
- 3.2 Shall have wide-ranging vision, and keep updated with changes of the Company's performances for further improvement of SCG's guideline on remuneration determination.
- 3.3 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.

4. Terms of Office

The term of office of the members of the Remuneration 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 Remuneration Committee shall vacate office when:

- 1) he/she resigns;
- 2) he/she is no longer qualified for the office of the Remuneration Committee as specified in this

Charter;

- 3) the Board of Directors passes a resolution removing him/her from office.

If a member of the Remuneration 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 Remuneration Committee, the said Remuneration Committee may perform any act in the name of the Remuneration Committee until a new Remuneration Committee takes over the duties.

In case of a vacancy in the Remuneration 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 Remuneration Committee so that the number of members of the Remuneration 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 Remuneration Committee are to be called whenever the Committee or the Chairman of the Committee sees fit. There shall be at least 5 meetings per year.

In calling a meeting of the Remuneration Committee, the Chairman or the Secretary to the Remuneration Committee, by order of the Chairman, shall serve a written notice calling for such meeting to members of the Remuneration 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.

In a meeting of the Remuneration Committee, the Chairman of the Remuneration Committee or the chairman of the meeting may choose to conduct the meeting electronically according to defined criteria and methods to enable discussions and exchange of opinions among attendees who may not be in the same location.

The Remuneration Committee should hold meetings to discuss matters within its scope of duties.

6. Quorum

At a meeting of the Remuneration Committee at least half the number of the members of the Remuneration Committee must attend to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Remuneration Committee shall appoint a member who is attending the meeting to perform the duty on behalf of the Chairman.

Decisions in the meeting shall be made by a simple majority vote. Each member of the Remuneration

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 Remuneration Committee who has a conflict of interest in any matter, he/she shall not be entitled to vote on such matter.

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

7. Remuneration

The Remuneration Committee shall be paid a remuneration, the amount of which shall be approved at the general meeting of shareholders.

CHARTER OF THE CSR COMMITTEE FOR SUSTAINABLE DEVELOPMENT

(Revised as of July 29, 2020 by the Board of Directors' resolution)

SCG pledges its commitment to carrying out socially-responsible activities to uplift the quality of life for the community and society where SCG has operations. Emphasis is placed on empowering communities to become more self-reliant and be able to keep pace with changes in a balancing manner. Thus, the Board of Directors has resolved to adopt this Charter of the CSR Committee for Sustainable Development (CSR for SD Committee) so that every member of the CSR for SD Committee is aware of his/her duties and responsibilities and performs them correctly and completely.

7. Scope of Duties

The duties of the CSR for SD Committee are as follows:

- 7.1 Define the policy, direction and budget for socially-responsible activities and propose to the Board of Directors for approval on a yearly basis.
- 7.2 Follow up to ensure that the policy implementation is effectiveness according to plan and target setting by the Company's Board of Directors and the CSR for SD Committee.
- 7.3 Report regularly a progress and performance to the Board of Directors after every meeting of the CSR for SD Committee.
- 7.4 Review the performance appraisal of the CSR for SD Committee and report the performance results to the Board of Directors.
- 7.5 Review and recommend the revision of the Charter of the CSR for SD Committee to the Board of Directors for approval in order that the Charter retains its appropriateness and up-to-date.
- 7.6 Perform other duties as assigned by the Board of Directors.

To fulfill its duties under its scope of authority, the CSR for SD Committee is authorized to call for and order management, heads of offices, or employees concerned to present opinions, attend meetings, or

submit necessary documents. In addition, the CSR for SD Committee may seek external consultation from independent consultants or experts in various fields, as deemed necessary and appropriate, at the Company's expense.

The expenses related to the performing duties of the CSR for SD Committee shall be paid by the Company.

8. Composition of the CSR Committee for Sustainable Development

The compositions of the CSR for SD Committee are to be as follows:

- 8.1 The CSR for SD Committee consists of not less than 3 members from the Board of Directors and 3 members from SCG Management. The President of SCG shall be presumed as a member of the CSR for SD Committee by position.
- 8.2 The members of the CSR for SD Committee shall be appointed by the Board of Directors.
- 8.3 The Chairman of CSR for SD Committee may be appointed by either the Board of Directors and the CSR for SD Committee.

9. Qualifications of the CSR for SD Committee

- 9.1 Shall be Company directors or executives as may deemed appropriate by the Board of Directors.
- 9.2 Shall possess knowledge and good understandings on socially-responsible practices and sustainable development.
- 9.3 Shall have wide vision, and keep updated continuously with international movement towards responsible practices and sustainable development for further improvement of SCG's CSR for sustainable development policy.
- 9.4 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.

10. Terms of Office

The term of office of the members of the CSR for SD Committee is 3-year each, ending at the annual general meeting of shareholders. Nevertheless, a retiring member is eligible for re-appointment.

Apart from the vacancy upon the expiration as aforementioned, a member of the CSR for SD Committee shall vacate office when:

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

If a member of the CSR for SD Committee wishes to resign, he/she shall give a 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 CSR for SD Committee, the said CSR for SD Committee may perform any act in the name of the CSR for SD Committee only in matters necessary until a new CSR for SD Committee takes over the duties.

In case of a vacancy in the CSR for SD 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 CSR for SD Committee so that the number of members of the CSR for SD 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.

11. Meetings

Meetings of the CSR for SD 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 CSR for SD Committee, the Chairman or the Secretary of the CSR for SD Committee, by order of the Chairman, shall serve a written notice calling for such meeting to members of the CSR for SD 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.

In a meeting of the CSR for SD Committee, the Chairman of the CSR for SD Committee or the chairman of the meeting may choose to conduct the meeting electronically according to defined criteria and methods to enable discussions and exchange of opinions among attendees who may not be in the same location.

The CSR for SD Committee should hold meetings to discuss matters within its scope of duties.

12. Quorum

At a meeting of the CSR for SD Committee at least half the number of the members of the CSR for SD Committee must attend to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the CSR for SD Committee shall appoint a member who is attending the meeting to perform the duty on behalf of the Chairman.

Decisions in the meeting shall be made by a simple majority vote. Each member of the CSR for SD 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 CSR for SD Committee who has an interest in any matter, he/she shall not be entitled to vote on such matter.

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

9. Remuneration

The CSR for SD Committee is dedicated to perform duties without remuneration.

IA CHARTER

Part 3

**Policies related to Compliance with
SCG Corporate Governance**

— . . .

Part 3: Policies related to Compliance with SCG Corporate Governance Principles

3.1 Policies and Guidelines on the Responsibilities of the Board of Directors and the Management

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 the Company's Article of Association, and should consist of a diverse range of skills, experiences, knowledge, and expertise beneficial to the Company, without any discrimination on the grounds of gender, age, ethnicity, nationality, religion, country of origin, cultural background and tradition, 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 appointment. 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, without any discrimination on the grounds of nationality, ethnicity, gender, and cultural background.

In 2020, in the nomination of qualified candidates to replace directors due to retire by rotation in 2020, the Governance and Nomination Committee selected the qualified candidates without discrimination based on gender, age, ethnicity, nationality, country of origin, skin color, religion, cultural background, or customs, consisting of those nominated by the Company's directors and those listed as IOD's chartered directors, consistent with the Company's policy on director qualifications and nomination.

In addition, the following key components were also taken in the nomination of directors.

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 critical in the next 3-5 years, such as E-commerce, Research and Development, and Merger and Acquisition, Technological Skills, Cybersecurity, Data Management, Retail Business, Supply Chain, Health and Safety, 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 Selection Committee may consider prescribing other qualification requirements relevant to the diversity of the Board of Directors, such as gender, age, ethnicity, nationality, religion, country of origin, cultural background and tradition.

4. Nomination of Current Directors

If the Governance and Nomination Committee nominates current directors, their performance should be considered.

Nomination and Selection Process of New Directors

As leaders of the organization, directors have crucial roles, duties, and responsibilities. To ensure that the nomination and selection of directors follows clearly defined steps and is characterized by systematicity, transparency, and alignment with the Company's policy on director qualifications and nomination as well as SCG Corporate Governance Principle so as to obtain candidates who with qualifications, expertise, skills, and experiences in accordance with the Company's strategies, the Board of Directors, on the suggestion of the Governance and Nomination Committee

Rules and Procedures for the Election of Directors

1. Prior to the Annual General Meeting of Shareholders, the Governance and Nomination Committee proposes to the Board the names of persons to replace directors to be retired by rotation. The nominees will then be listed for consideration for election during the Meeting. All shareholders have an equal right to propose other candidates. Authority to select directors' rests with shareholders.
2. A shareholder shall have one vote for each share he holds or represents.
3. At the election of Directors, the shareholders shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.
4. The candidates shall be ranked in descending order from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. If the votes cast for the candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the chairman of the Meeting shall cast the deciding vote.

Qualifications of Independent Directors of the Company

The Company's qualifications for independent directors were revised on July 26, 2019 to be more stringent than those prescribed by the Capital Market Supervisory Board. The Company's qualifications of Independent Directors are as follows:

1. Shall not hold shares exceeding 0.5% of the total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of becoming a director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/ her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees,

providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
7. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall be able to attend meetings of the Board of Directors and make independent judgment.
10. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.
11. Shall be able to look after the interests of all shareholders equally.
12. Shall be able to prevent conflicts of interest.
13. Shall not have been convicted of violating security or stock exchange laws, financial institution laws, life insurance laws, general insurance laws, anti-money laundering laws or any other financial law of a similar nature, whether Thai or foreign, by an agency with authority under that certain law. Such wrongful acts include those involved with unfair trading in shares or perpetration of deception, fraud, or corruption.

After being appointed as an independent director with all qualification items 1-13 specified above, such independent director may be assigned by the Board of Directors to make decisions relating to business

operations of the Company, its parent company, subsidiary, associate, same-tier subsidiary or any juristic person which may have a conflict of interest on the basis of collective decision, whereby such actions of the independent director are not deemed partaking of management.

In case that the appointed independent director is the person who has or used to have a business relationship, or provision of professional services at a value exceeding the specified amount under item 4 or 6, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the Board of Directors indicating that after a consideration in accordance with Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the relevant information is disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.

Policy on the Target Share of the Independent Directors on the Board

To strengthen the board composition on the principles of transparency, diversity and sufficient number of independent directors in order to ensure the Board capacity in overseeing the interest of the Company and every shareholder equitably, the Board of Directors has determined that the proportion of independent directors shall not be less than half of total number of the board members.

Policy on Limitation of the Number of Listed Companies Where Directors May Hold Directorship

To encourage the Company's directors to dedicate their time to fulfilling their duties efficiently, the Board of Directors has stipulated that each director shall hold directorship in no more than a total of four other listed companies on The Stock Exchange of Thailand.

Policy and Guidelines on SCG Top Executive's Directorship in Organizations outside SCG

The Board of Directors has established a policy allowing the President & CEO and the Company's management to hold a directorship in companies that are not SCG subsidiaries or associates or to spend the Company work hours carrying out directorships for external institutes for the three following organizations:

- (1) Governmental organizations that are not established for the benefit of a political party, in which their service represents their cooperation with the authorities and contribution to the general public.
- (2) Private organizations that are established for the benefit of the general public such as the Federation of Thai Industries, the Thai Chamber of Commerce, the Thailand Management Association, etc.
- (3) Private organizations that are established for trading purposes but present no conflicts of interest with SCG and do not consume time to the extent that it is disadvantageous for the Company.

The President & CEO is to propose a directorship in other companies or external institutes for approval

from the Board of Directors. As for management employees, the proposal must be submitted for approval in accordance with the Company's Approval Authority, in which case the proposal will be reviewed with consideration to the Company's intent to ensure that its employees demonstrate determination and effort and dedicate their working hours to their duties at the Company to the best of their ability, as well as adhere to the ethical guidelines regarding conflicts of interest, whereby employees do not engage in a conduct that constitutes a competitive with the Company's business. The approval of directorships or the use of the Company's working time on duties in external institutes/companies depends on the Company's judgment and is reviewed on a case-by-case basis. In this regard, the Company has informed relevant management employees of the aforementioned policy and process.

Policy on Attendance at the Board of Directors Meetings

To encourage regular board meeting attendance, the Board of Directors has stipulated that each year's board meetings shall be attended by no less than 80 percent of the directors on average and each director shall attend at least 75 percent of the meetings held each year.

Should there arise any circumstances that cause a director to be unable to attend a board meeting, the said director shall inform the chairman of such necessity for absence at the first opportunity and prior to that meeting.

Board meeting attendance under this policy includes meetings via electronic media provided to enable directors who are in different locations to discuss and express their opinions.

แผนอบรม

Insider Trading Policy

In the operation of SCG, the Company's directors, executives, employees, and related parties must review and be informed of information that may affect securities prices and cannot be disclosed to shareholders, investors, or the general public. Therefore the use of insider information requires utmost management to prevent any leakage, misuse, or unfair advantage, which is not only illegal but may also affect the reputation of SCG.

As SCG has several guidelines on insider information management across various documents, such as SCG Code of Ethics, SCG Code of Conduct, SCG Employee Regulations, and other compliance measures, and as amendments and additions were made to the criteria related to insider information in the revised Securities and Exchange laws in 2016, the Board of Directors has approved the compilation of relevant practices and guidelines and the formulation of this insider trading policy in writing for every SCG director, executive, and employee to adopt and communicate accurately.

Policy

1. SCG is committed to complying with laws relevant to insider trading in every country SCG operates or plans to conduct business.
2. Any SCG director, executive, employee, or any external party who is privy to or is in possession of insider information through their duties:
 - 2.1 shall safeguard SCG's insider information with utmost caution to prevent any possible leakage; and
 - 2.2 shall not disclose such information to another party not related to the operation to prevent the use of insider information for private interests or personal interests of others.

This is because such actions may affect the prices or value of the securities of SCG's listed companies or other listed companies related to the insider information or may influence investment-related decisions.
3. Any SCG director, executive, employee, or any external party who is privy to or is in possession of insider information through their duties must not purchase or sale securities related to insider information that has not been publicly disclosed, which would create an unfair advantage over other traders who are not aware of such information.
4. SCG must impose a blackout period* to prevent risks of misuse of insider information.
5. SCG must put in place an internal information management system to prevent any possible leakage and the use of insider information in purchasing or selling securities for private interests or personal interests of others
6. To ensure compliance with this policy, SCG Code of Ethics, SCG Code of Conduct, and the Company's antitrust guidelines shall also be applied.
7. Non-compliance with this policy is considered a violation of SCG Code of Conduct.

Prohibition from Trading SCG Securities

The Board of Directors, top executives, employees responsible for related functions (as well as their spouses or cohabiting couples) are prohibited from trading the securities of SCG or other listed companies related to insider information for one month prior to the public disclosure of quarterly and annual financial statements and for 24 hours after the disclosure of the information.

The Company's Directors, executives, and employees related to insider information (including their spouses or de facto partners) who are privy to undisclosed information that may affect the prices of securities of SCG's listed companies or other listed companies related to the insider information shall not trade in the securities of such companies until 24 hours following the public disclosure has elapsed

Remarks: Any person engaging in insider trading, regardless of whether it takes place during a blackout period, shall be liable to penalties in accordance with the Securities and Exchange Act B.E. 2535 by the Office of the Securities Exchange Commission (SEC), as follows:

1. Criminal punishment

Imprisonment for a term not exceeding two years or a fine of 500,000-2,000,000 baht, or both

2. Civil penalties

- A fine not exceeding two times the benefit received or which should have been received but not less than 500,000 baht; or a fine of 500,000-2,000,000 baht if the benefit cannot be evaluated.
- A compensation to the amount of the benefit received or which should have been received
- A ban period of no more than five years during which the person is prohibited from trading in securities in the Stock Exchange of Thailand
- A period of no more than ten years during which the person is prohibited from holding a directorial or managerial office in the company issuing the securities.
- A compensation to the Office of the Securities and Exchange Commission for the investigation of the misconduct.

3.2 Policies and Guidelines on the Organization Management

Compliance Policy

The Board of Directors has approved the formulation of this compliance policy as guidance for SCG's compliance in the operation and proper decision making. Every SCG employee is expected to fulfill their duties with honesty, integrity and reliability, and in their operation to follow the company's four Core Values, namely "Adherence to Fairness, Dedication to Excellence, Belief in the Value of the Individual and Concern for Social Responsibility", as well as to strictly adhere to best practices in accordance with SCG Code of Conduct. Furthermore, they are also expected to strive to be good citizens of every country where SCG operates to prevent risks that may arise and affect SCG, its directors, executives and employees or undermine the confidence of all stakeholders. Therefore, SCG has issued the following compliance policy.

- 1) Each SCG director, executive and employee shall strive for full compliance with the laws, regulations, orders, articles of association, contractual obligations, business ethics, policies, operational standards, best practices and public commitments in every country where SCG operates.
- 2) Compliance with domestic and international laws is of paramount importance that every SCG director, executive and employee shall respect and comply. Any illegal transactions are thus unacceptable.
- 3) Regulatory compliance constitutes part of the duties that each SCG director, executive, and employee shall fulfill actively, by initiating communications and fostering correct understanding, issuing compliance guidelines and ensuring correct implementation, as well as raising awareness and further fortifying SCG's culture of honesty, integrity and strengthening compliance.
- 4) SCG focuses on the implementation of a compliance management system in the operation to ensure compliance with the laws and key public commitments as prescribed by SCG Risk Management Committee or each business unit, by managing efficient compliance procedures in the operation and constantly improving such procedures to correspond with both internal and external business environment and any changes that may occur.

- 5) Any SCG employee who reports or provides information on an act that is or may constitute a violation of any law or key public commitment will be protected in accordance with SCG Whistleblowing Policy.

Policy for the Appointment of Directors and Executives to Subsidiaries

SCG Risk Management Policy

Objective

SCG prioritizes enterprise risk management and has thus implemented risk management that both meets international standards and is integrated into the Company's business operation in order to be able to appropriately and promptly identify business risks and opportunities, keep risk levels within its risk appetite, seek opportunities to create added value to the organization, meet stakeholders' expectations, and support sustainable business conduct guided by good corporate governance.

Scope of application

SCG Risk Management Policy applies to Siam Cement Public Company Limited (henceforth "the Company") and its subsidiaries listed in its consolidated financial statements.

For subsidiaries that are listed companies or operate under different rules of another country, the policy may be adapted and applied as deemed appropriate.

Risk management policy

1. The Board of Directors is responsible for supervising corporate risk management. The Audit Committee is assigned to monitor and review risk management processes to ensure effectiveness and efficiency as well as identify material corporate risks. The committee is also tasked with ensuring appropriate assessment and management. The Management is assigned to manage SCG's risks and report outcomes to the Audit Committee and the Board of Directors respectively on a regular basis.
2. The Management is assigned to define risk management policy, frameworks, and processes in compliance with international standards for organization-wide implementation and integration into business decision making; ensure efficient and effective risk management at every level, from policy formulation, execution, and decision making for investments; and promote and develop state-of-the-art IT systems for use in the Company's risk management processes.
3. Directors are assigned to oversee risk management and that all executives and employees of SCG are risk owners and responsible for identifying, analyzing, and assessing opportunities and impacts of risks and opportunities; formulating balanced business and risk management strategies; managing business continuity under efficient and effective resource allocation; as well as regularly monitoring, reviewing, and reporting the efficiency of risk management and warning signs. All executives and employees shall also comply with the risk management policy, frameworks, and processes formulated by SCG.
4. Risk management is to be cultivated as part of the organizational culture, and employees' risk management knowledge and capabilities are to be continuously developed.
5. The risk management policy is to be regularly revised, taking into account material changes that affect the Company.

Connected Transaction and Related Party Transaction

The Board of Directors emphasizes the need for careful review and consideration before granting approval for related-party transactions, connected transactions, or transactions that may cause conflict of interest. SCG Code of Conduct has set forth a policy regarding such transactions as follows:

1. Transactions between the Company and Its Subsidiaries

SCG comprises a large number of companies whose businesses are bound to conduct transactions with one another in such ways as providing services, trading raw materials and products, or providing financial support, technical assistance, human resources, etc. In doing business or performing duties that constitute related-party transactions between SCG's companies, all employees and parties concerned are required to comply with the law, the rules and regulations of government agencies, the rules and scope of authority set forth by SCG, as well as to any criteria or conditions prescribed by local communities.

2. Transactions with Outside Entities or Other Companies

All transactions with external entities must be conducted in strict compliance with the criteria and procedure prescribed by the law, regulations issued by governmental agencies, and relevant policies of SCG, and must be approved in accordance the scope of authority prescribed by SCG. In addition, such transactions must be conducted in compliance with the terms and conditions as agreed upon in a straightforward, transparent, and accountable manner. Any transactions that may cause damage to SCG or an external party must be avoided.

The Company has formulated Stakeholder Engagement Policy and guidelines for treatment of stakeholders, under which the Company must comply with frameworks for honest trade competition, determine appropriate and fair purchase prices, consider the appropriateness of the prices, quality, and services obtained, as well as be able to provide reasonable explanations upon being audited.

In addition, the Company has formulated guidelines and procedures for approving related-party transactions, connected transactions, and transactions that may cause conflicts of interest. Executives shall disclose to the Company in advance whether they hold any stakes involving potential conflict of interest, and the Company, in turn, shall review relevant transactions. If the transactions require approval, the management shall propose the matter to the Board of Directors or at the Shareholders' Meetings, and shall disclose the information to investors in a transparent manner. The directors or management with conflict of interest shall not be allowed to participate in the process of considering the approval.

3. Policy and Trends Regarding Future Related-Party Transactions

Future related-party transactions of the Company will be regular trade transactions. In accordance with the Company's policy, the price mechanism of the market will be used in trading and negotiation, and there will be no transfer of interest between the Companies and its subsidiaries or related parties.

4. Connected Transactions

The Company strictly follows a policy to comply with the Notification of Capital Market Supervisory Board Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning connected transactions, as well as laws, regulations, notifications or orders relating to the execution of related party transactions.

Anti-corruption Policy

SCG conducts its business with fairness based on a philosophy that the Company shall demonstrate a keen sense to social responsibility and the best interests of its stakeholders in alignment with the principle of Corporate Governance, SCG code of conduct, and Stakeholders' Guidelines. In 2012, SCG participated "Collective Action Coalition in Anti-corruption Policy enacted by Thai Private Sector" in order to corroborate the Company's standpoint and emphasize on every Anti-corruption case.

To ensure that SCG has a proper policy determining responsibility, guideline, and regulation as a tool to prevent corruption from all business transactions, SCG has arranged a written guideline called 'Anti-corruption Policy' in order to prudently make a decision on any course of action that could possibly lead to corruption and to serve as an apparent guideline in performing business and effectively developing to sustainability organization.

Anti-corruption Definition

Corruption means any types of bribery; an offering, agreement to give, giving, promising to give, soliciting, or receiving of money, asset, or other inappropriate benefits from the government officers, government sectors, private sectors, or responsible person either in direct or indirect action so that such person could proceed or disregard his/her function in order to acquire, retain the business, recommend specific company to the entity, or achieve any improper benefits in business transaction. Exception shall be applied in case of laws, regulation, statement, standard, custom, or business traditions enable to do so.

Anti-corruption Policy

Directors, Management, and SCG staffs are prohibited from operating or accepting every type of corruption both in direct or indirect manner covering every business and related department in every country. The Anti-corruption Policy is needed to be reviewed regularly, including with a possible revision of such policy and implementation provision in order to accord with business changes, regulation, standard, and laws.

Roles and Responsibilities

1. The Board of Directors is responsible for determining the policy, monitoring, and forming an effective system supporting Anti-corruption act in order to affirm that the Management Team intensively concerns, emphasizes, and cultivates Anti-corruption mindset as the company's culture.

2. The Audit Committee is responsible for revision of financial and accounting reports, internal control, internal audit function, and risk management so that such operations are concise, appropriate, effective, and conformed to global standard.

3. Presidents & CEO, SCG Top Executives, and the Management are responsible for determining Anti-corruption system, promoting, and encouraging Anti-corruption manner conveyed to all staff and related parties. This also includes reconsideration on system or regulation in order to best adjust with business changes, regulation, standard, and laws.

4. Internal Audit Director is responsible for auditing, assessment, and evaluations in business transactions whether they are accurate and complied with guidelines, Approval Authority, standard, laws, and policy in such monitored department in order to assure that the internal controls are sufficient and suitable for probable risk in corruption. This shall be directly reported to the Audit Committee.

Anti-corruption Guidelines

1. The Board of Directors, the Management Team, and SCG staff in every level must follow with Anti-corruption Policy and the SCG Code of Conduct by avoiding involving with any course of corruption in direct or indirect manner.

2. SCG staff shall not be negligent in any corruption conditions involved directly with SCG. All staff must notify such act to supervisors or responsible person, including collaborate with investigation. Any queries or questions are needed to be consulted by the supervisor or a responsible person who monitors the SCG Code of Conduct compliance provided in particular channels.

3. SCG shall provide fairness and safeguard staff who denies or informs corruption cases relating to SCG by applying Protection Policy for appellant or persons who incorporate with Anti-

corruption information as stated in the Whistleblowing Policy.

4. A person who commits the corruption is equivalent to misconduct in the SCG Code of Conduct. This means such person is needed to consider discipline followed by SCG standard. Conviction on laws may be applied in case such act violates the laws.

5. SCG concerns the importance of dissemination, knowledge sharing, and communications with other people who involve or affect SCG so that those parties shall conform effectively to the Anti-corruption guideline.

6. SCG strives to create and sustain organization's culture representing that corruption is unacceptable in every business transaction dealing with both public and private sectors.

Provision in Implementation

1. This Anti-corruption Policy covers to Human Resource Management process starting from recruitment, promotion, training, evaluation, and benefits provided to staff. Every supervisor in every level must communicate to staff in order to apply in business transaction under their responsibility and to monitor such implementation effectively.

2. Implementation on Anti-corruption Policy should follow the guidelines in the SCG Code of Conduct, Corporate Governance guidelines, Stakeholders' Guidelines, standard, every SCG related operation manual, and additional guidelines which will be formulated afterward.

3. To stress the attention on processes which incur a high risk in corruption, the Board of Directors, the Management Team, and the SCG staff must conform carefully in the following course of action.

3.1 Gifts, Entertainment and Hospitality

Offering gifts or entertainment and hospitality activities must be complied with the SCG Code of Conduct.

3.2 Charitable Contribution or Aid

Granting contribution or receiving the aid must be transparent and in accordance with stipulated laws by confirming that such transaction shall not be claimed as a bribery act.

3.3 Business Relation and Procurement Process with the Public Sector

All types of bribery or illegal payments are prohibited in all business transactions. SCG operation and connection with the government must be preceded transparently and in alignment with related laws and regulation.

Policy on Protection and Fairness for Employees Who Inform on or Disclose of Wrongful Conduct or Non-Compliance with Laws, Rules and Regulations, the Company's Articles of Association, and SCG Code of Conduct (Whistleblowing Policy)

Persons Entitled to Complain

1. An employee who discovers an action that violates laws rules and regulations, the Company's Articles of Association, or the SCG Code of Conduct;
2. An employee who is abused, threatened, or disciplinary penalized, such as by a reduction in salary, being laid off, being fired, or targeted for treatment that is unfair and related to conditions of employment, due to that employee having complained, informed, or been about to inform, assist in an investigation, or gather facts for a person handling the complaint, including processing legal action, being a witness, giving testimony, or providing any co-operation to a court or governmental agency.

Persons Handling Complaints

1. An employee's supervisor, at any level, whom you trust
2. The Director of the Corporate Human Resources Office
3. The Director of the Office of Internal Audits
4. The Secretary to the Board of Directors
5. Any member of the Company's Board of Directors

Procedure for Complaints

Complain to any person handling complaints as follows:

1. Complain directly, verbally or in writing.
2. Contact a person handling complaints by his/her e-mail address.
3. Send a letter to a person handling complaints.
4. If the complainant chooses not to disclose his/her name, he/she must provide sufficient factual details or clear evidence to show that there are grounds to believe that a violation of laws, rules and regulations, the Company's Articles of Association, or the ethical code occurred in the business practices of SCG.

The complaint shall be deemed top secret. The complainant may complain through several channels, and does not need to disclose his/her identity. However, if he/she does disclose his/her identity, this would allow SCG to report him/her the outcome of the investigation or additional particulars concerning the matter of complaint.

Procedure for Investigating Facts

1. The person handling complaints will be the one to investigate and collect facts, or may

- authorize a trusted person or agency to investigate the facts.
2. The person handling complaints or the one authorized by that person may ask any employee to provide information or deliver any related document for the investigation of facts.
 3. If the investigation reveals that a violation did occur, SCG will act as follows:
 - If the complaint is one in which SCG committed a breach of laws, rules and regulations, the Company's Articles of Association, or the SCG Code of Conduct, the person handling complaints or the one authorized by that person will submit the matter, opinion, and the appropriate course of action, to the person having authorities in SCG to consider courses of action. If the matter is important, such as one that affects the reputation and image or financial status of the Company, or conflicts with the Company's policies for conducting business, or involves a senior executive, it will be submitted to the Audit Committee or the Board of Directors for consideration.
 - If the complaint has a detrimental impact on any person, an appropriate and fair method of mitigating that impact will be suggested to the person so affected.

Protection and Defence of the Informant or Whistleblower

1. The complainant may choose not to disclose his/her identity if he/she believes that disclosure may harm him/herself, but he/she must provide sufficient factual details or clear evidence to show that there are grounds to believe that a violation of laws, rules and regulations, the Company's Articles of Association, or the SCG Code of Conduct occurred in the business practices of SCG. Nonetheless, if he/she does disclose his/her identity, this would enable the person handling the complaint to act more quickly.
2. SCG regards the information related to SCG as secret, and will disclose only so much of it as necessary to ensure the safety of and prevent harm to those who report, their sources, and other individuals involved. The persons responsible at each stage must guard the information obtained with the utmost secrecy and not reveal it to anyone. A breach would be considered a violation of discipline.
3. If the complainant believes that he / she will not be safe or incur harm, he / she may ask the Company to provide appropriate protection, or the Company may provide such protection without the complainant's request if it is believed that danger or harm is likely to occur.

4. If an employee is unfair to, mistreats, or harms other person due to that person having complained or informed about or disclose of wrongful conduct or non-compliance with laws, rules and regulations, the Company's Articles of Association, or the SCG Code of Conduct in the business practices of SCG including processing legal action, being a witness, giving testimony, or providing any co-operation to a court or governmental agency, such action is regarded as a breach of discipline that must be penalized. He/she may be penalized as the law stipulates if such action is deemed an illegal offence.
5. Those who incur harm will be compensated in a fair and appropriate manner.

Disclosure Policy

SCG's information disclosure has been consistently guided by fairness, transparency, and accountability, in accordance with the principle of corporate governance. As the Board of Directors deemed it appropriate, relevant guidelines were compiled, and SCG's disclosure policy was formulated in written form for the first time on October 21, 2008 to assure its shareholders, investors, stakeholders, and the general public that SCG's disclosure of information is clear, accurate, compliant with the law, and equitable.

As there have been amendments to laws relevant to disclosure, the Board of Directors has approved the revision of SCG's disclosure policy to keep it aligned with these developments.

Policy

1. SCG is committed to complying with laws relevant to disclosure in every country SCG operates or plans to conduct business.
2. SCG must disclose material non-public information accurately, completely, and with utmost caution so as not to distort its essence, in accordance with relevant laws, criteria, standards, and practices of agencies concerned. The disclosure must also be timely and fair to make certain that shareholders and investors receive sufficient information for decision making equitably and can easily access the information. To this end, the information may be disclosed through SCG's official channels or other channels defined by related agencies as deemed appropriate. Caution must be exercised with regard to the time of disclosure.

In addition, SCG must clearly define persons authorized to disclose material non-public information and their scope of authority, so that material information of the Company is disclosed through one channel to ensure consistency and prevent potential confusion. SCG employees are prohibited from disclosing material non-public information under all circumstances unless assigned by the President and CEO, Executive Vice President, or Vice Presidents, or Presidents of the Business Groups of SCG.

3. Disclosure of material public information must be clear and complete to prevent potential confusion. Furthermore, any related additional information that will be provided must be clear and consistent with the disclosed information to prevent any misunderstanding about the latter.

4. Disclosure of forward-looking information must be conducted with utmost care to prevent any misunderstanding of the essence of the information, and the conditions or assumptions that inform the prediction must be set forth clearly. The source and accuracy of the information must be verified before it can be used in analyses and forecasts.
5. Non-material information must be disclosed on the basis of truthfulness and without an intent to mislead others with regard to facts about financial statements, operating results, and security prices. In addition, it must not be disclosed in such a manner that leads others to conceive that security prices are increasing or decreasing.
6. Disclosure of material information or other related information requires utmost caution. SCG must not disclose such information before the date of disclosure to the Stock Exchange of Thailand and the general public.
7. SCG must put in place information disclosure systems to ensure transparency, clarity, accuracy, timeliness, and sufficiency of information for investment-related decisions.
8. To ensure compliance with this policy, SCG Code of Ethics, SCG Code of Conduct, and the Company's antitrust guidelines shall also be applied.
9. Non-compliance with this policy is considered a violation of SCG Code of Conduct.

Investor Relations Code of Conduct

The Siam Cement Public Company Limited has compiled this Investor Relations Code of Conduct to establish guidelines for correct and proper practices to which investor relations officers (IROs) can adhere. The Code of Conduct details fundamental principles regarding information disclosure, inside information protection, fair and equitable treatment of stakeholders, and integrity, all of which are consistent with SCG Corporate Governance and form a basis on which added value can be created and the Company can inspire confidence in its shareholders, investors, the general public, and every stakeholder.

The Investor Relations Code of Conduct comprises four main principles as follows:

1. Disclosing information material to investment decisions accurately sufficiently and timely
2. Handling and protecting inside information
3. Disclosing information fairly and equitably
4. Performing duties with integrity

1. Disclosing information material to investment decisions accurately, sufficiently and timely

- 1.1 Disclose information material to investment decisions accurately, sufficiently, and in a timely fashion in accordance with the rules and regulations of the authorities concerned such as the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
- 1.2 Exercise their discretion and caution in disclosing information and refuse to divulge trade secrets or information that may compromise the Company's competitiveness.

- 1.3 Disclose information in a regular and clear manner and exercise caution to prevent misunderstanding or misinterpretation. In addition, they must provide both positive and negative facts, ensure sufficient details for a clear understanding, and recognize that a disclosure of complete information will enable information receivers to better approximate and predict the Company's current and future performance.
- 1.4 Clarify facts to the general public in a timely manner in accordance with the rules and regulations of the SET and relevant authorities upon the surfacing of rumors, news leaks, inaccurate understanding among stakeholders, or any information about the company that may significantly influence investment decisions or the price or value of the Company's securities.
- 1.5 Do not disclose inaccurate information or information that is conjectural or predictive in nature, either verbally or in written forms, prior to public disclosure with the intention to manipulate the purchasing of the Company's shares.
- 1.6 Do not provide negative or slanderous information about the Company's competitors or stakeholders.
- 1.7 Establish information dissemination channels or sources to ensure equitable disclosure of information.

2. Handling and protecting inside information

- 2.1 Do not use inside information which is material and not yet to be publicly disclosed for IROs' own interest or the interest of others and must not disclose such information until it has been publicly disclosed in accordance with relevant rules and regulations.
- 2.2 Comply with laws, rules, regulations, and the Company's policies related to handling of inside information. Material information that may affect performance should be disclosed through channels provided by the SET before it is relayed to any specific investor group.
- 2.3 Adopt a "Quiet Period" of at least two weeks prior to the disclosure of the Company's financial statements, during which IROs will not host a meeting or provide analysts and investors with information or answer questions related to the Company's short-term performance.

3. Disclosing information fairly and equitably

- 3.1 Host activities for different stakeholder groups as deemed appropriate to offer opportunity to each group for equal and fair access to information and ensure that no group is placed in a disadvantageous position or has their investment opportunities compromised.
- 3.2 Provide channel with equal opportunity for all stakeholders to contact and make enquiries and must not extend special privileges to any particular group of stakeholders.
- 3.3 Disclose promptly the information presented in exclusive meetings such as roadshow and

analyst presentations on the Company's websites and channels provided by the SET after such meetings so that it becomes publicly available.

3.4 Treat each stakeholder group as the following guidelines:

(1) Investors

- Treat all investors, retail or institutional, equally.
- Provide opportunity to retail investors for the same level of access to data as analysts and institutional investors.
- Do not discriminate in accepting one-on-one meetings with institutional investors or investor groups.

(2) Analysts

- Offer analysts from every securities company equal opportunities to attend analyst meetings arranged by the Company.
- Do not give any gift or reward to analysts with the intention to influence them to write analysis for the Company or write reports on the Company solely in a positive light.
- Respect the report and opinion of analysts. Should such a report of opinion includes or provides inaccurate information, IROs may offer clarifications.

(3) Media

- Give opportunity to the media for equal access to accurate, clear, and pertinent information.
- Do not disclose information that is about to be publicly disclosed in the media to any specific media outlet in advance.
- Do not give any gift or reward to analysts with the intention to influence them to write groundless news or articles for the Company.

(4) Regulators

- Cooperate in providing vital and appropriate information when requested by regulators.
- Do not give any gift or reward to regulators with the expectation of special treatment in return.

(5) Internal parties

- Host activities occasionally so that the executives of the Company can meet different stakeholder groups as deemed appropriate.
- Report to the Board of Directors and the executives all useful information that helps add value to the Company such as results of investor relations activities, opinions of analysts and investors, and capital market sentiment.
- Communicate the Company's Investor Relations Code of Conduct to employees

with responsibilities relating to investor relations so as to establish a uniform practice consistent with that of IROs.

(6) Other stakeholders

- Disclose information to other stakeholders accurately, sufficiently, timely, and equitably. Should a disclosure be necessitated for certain business operations, utmost caution must be exercised to safeguard confidentiality.

4. Performing duties with integrity

- 4.1 Do not receive gifts or reward that may be construed as personal incentives or gain.
- 4.2 Avoid actions that constitute conflicts of interest with the Company such as the use of the Company's assets or information for personal gain.
- 4.3 Do not exploit their relationship or information obtained as IROs to seek personal gain.
- 4.4 Comply with SCG policies and Code of Conduct and report to supervisors should noncompliance of the Investor Relations Code of Conduct arise.

Human Right Policy

SCG aims to conduct business with ethics holding on to responsibility to society and all groups of stakeholders based on Good Corporate Governance principle and SCG Code of Conduct. For human rights protection, SCG has strictly complied with laws and international standards especially giving support to and complying with Universal Declaration of Human Rights: UDHR, United Nations Global Compact: UNGC, United Nations Guiding Principles on Business and Human Rights: UNGP and the International Labor Organization Declaration on Fundamental Principles and Rights at Work: ILO.

To ensure that SCG's business is free from human rights violation, the Board of Directors of The Siam Cement Public Company Limited considers, therefore, it is appropriate to define the Human Rights Policy and Guidelines to prevent violation of human rights in every activity of SCG's business (direct activity) including business partner in business value chain and joint venture.

Scope of Application

This Human Rights Policy is applicable to all activities of SCG (employees, direct business activities, products and services) where SCG has management control such as own operations, companies 100% owned by SCG, subsidiaries and joint ventures.

SCG expects business partners, such as associate companies or other investments where SCG does not have overall control, as well as contractors, suppliers and others to uphold and comply with this Policy.

Definition Terms in the Human Rights Policy

"Human Rights" are rights inherent to all human beings, regardless of physical or mental status, race, nationality, country of origin, ethnicity, religion, gender, language, age, skin color, education, social status, culture, tradition or any other status as stipulated by laws of each country and treaty each country has

commitment to. Human rights include the rights to life and liberty, freedom from slavery and torture, freedom of expression and gathering, the right to work and education, and many more. Everyone is entitled to these rights, without discrimination.

“SCG” means the Siam Cement Public Company Limited and subsidiaries of the Siam Cement Public Company Limited based on consolidated financial statements.

Human Rights Policy

The Board of Directors, executives, management and employees at all level shall be aware of importance of, respect human rights of every aspect of everyone including social and community, laws of each country and treaty each country is committed to and:

- treat everyone following human rights principle on equal basis without discrimination,
- avoid any act considered violation of human rights,
- support human rights protection,
- support communication, dissemination, education, creation of understanding, defining direction, monitor and provide any support to any stakeholders or business partner in the business value chain including supplier, contractor and those in the joint venture to join the business with ethics respecting human rights and treating everyone based on the human rights principle in this policy.

Guidelines

1. Everyone shall pay respect to human rights and treat each other with respect and honor on equality basis without considering differences in physical or mental status, race, nationality, country of origin, ethnicity, religion, gender, language, age, skin color, education, social status, culture, tradition or any other status.
2. Care must be taken when performing duty to prevent any risks in human rights violation in business. Everyone shall monitor and provide any support to protect human rights.
3. Everyone shall support actions to protect human rights.
4. Everyone shall support communication, dissemination, education, creation of understanding, defining direction, and provide any support to any stakeholders or business partner in the business value chain including supplier, contractor and those in the joint venture to join the business with ethics respecting human rights and treating everyone based on the human rights principle in this policy.
5. Everyone shall monitor and provide any support to protect human rights. They shall monitor human rights respect, not ignore or pay attention when finding any action matching human rights violation relating to SCG. Report must be made to supervisor or people of responsibility on this issue. Such person shall give cooperation to any inquiry or investigation of truth. In case of any doubt or question, such person shall consult his supervisor or people of responsibility via the assigned channels.

6. SCG shall fairly treat and protect any whistleblower who reports a violation of the human rights of an individual related to SCG by implementing whistleblower protection measures to protect all whistleblowers and informants involved as stipulated in SCG Whistleblower Protection Policy.
7. SCG shall continuously develop and conduct a Due Diligence Process to identify human rights risks and impacts and potentially affected stakeholders, plan for corrective and preventive actions on addressing, preventing, and managing human rights violations, and to track and monitor the situation. Also, appropriate mitigation plan shall be set for human rights violation case.
8. SCG shall track and monitor the performance on human rights management following tracking and monitoring processes, including a provision of support and cooperation in the remediation of negative human rights impacts the company has caused or contributed to.
9. SCG is determined to create and maintain corporate culture aiming to respect human rights according to this Human Rights Policy.
10. Any person who violates the human rights which is also acting against SCG Code of Conduct shall be considered disciplinary penalty as defined by SCG and may be subject to legal punishment if the act is against the law.

PRIVACY POLICY

IP POLICY

3.3 Policies and Guidelines toward Stakeholders

Stakeholder Engagement Policy

SCG has always paid close attention to the engagement of stakeholders. This is evident from the corporate philosophy of engaging in business based on morality and responsibility to society as well as being a good citizen, implementing the code of conduct as a basis of work of all employees, employing the good corporate governance as a principle of management and exercising the sustainable development of SCG.

Along with the changing of the society, environment, and business conditions, groups of stakeholders are more complicated and carry higher expectations of fair treatment and demand participation in the expression of opinions, process of decision-making, and governance of affected issues. The engagement of stakeholders is thus more important than ever. SCG, therefore, provides “SCG Stakeholder Engagement Policy” in writing as a clear guideline for SCG employees in conducting business so as to offer shareholders long-term value added and more concerns to the impact over SCG stakeholders.

Definition of Stakeholders

Stakeholders are persons or groups of persons who are directly or indirectly affected by a business operation of SCG, as well as those who may have interests in a business operation of SCG, or abilities to influence over the outcomes of a business operation of SCG such as customers, employees, communities, shareholders, business partners, government agencies, intellectual leaders, etc.

Stakeholder Engagement Policy

SCG is committed to acting as a good citizen of society, especially in every community where SCG has business operations. It honours the rights of stakeholders and treats them fairly, listens to their opinions and concerns, builds understanding with stakeholders, encourages co-operation constructively in matters that interest stakeholders, and takes part in developing society and environment so that SCG continues developing its business sustainably.

Guidelines for the Engagement of Stakeholders

1. Determining, Identifying, and Analyzing Stakeholders

Clearly determine, identify and categorize stakeholders taking into consideration the connection with each business unit in order to be able to analyze the risks and impacts, direct or indirect, incurred to each group of stakeholders comprehensively and clearly by bearing in mind that each group of stakeholders has its own set of perspectives and expectations. Different strategies and priorities of implementation thus need to be formulated for each respective group. Determine material sustainable development issues that affect decision making, operations, and operational effectiveness of SCG or stakeholders. In the formulation of business strategy formulation, identify the relationships and materiality of issues to SCG and stakeholders.

Develop stakeholder maps to identify stakeholders and relevant parties in SCG and to understand the perspective of stakeholders, potential impacts, and expectations of each stakeholder group. These stakeholder maps will be used in designing means of responding to the needs of stakeholders as well as appropriate strategies and communication methods that will sustainably influence the operation of SCG.

Good relations with stakeholders should be initiated from the very beginning, that is, from the planning stage, so that plans can be adjusted or work procedures can be revised on time.

2. Adopting Communication Strategies

Closely communicate and persistently build understanding with stakeholders in order to gain correct perception and lead to good relationship with and trust from stakeholders by adopting particular communication strategies, methods, formats, and procedures suitable to each group of stakeholders, situation, duration, and local culture. This may be determined by the degree of damage or the possible impact incurred from negligence or inaction.

3. Disclosing Information

Disclose information accurately, explicitly, transparently, and comprehensively in order to assure that the stakeholders received sufficient, consistent, and timely information. For example, the disclosure of useful information should be done at the appropriate time, stated the real purpose of information and assured that there is a transparent process of reporting information to stakeholders.

However, in disclosing information, one should consider a factor of appropriateness and follow SCG Disclosure Policy.

4. Encouraging Participation

Encourage stakeholders to participate in matters that affect them; provide channels for receiving suggestions, problems, and complaints from stakeholders; give priority; welcome opinion and exchange views (Stakeholder Dialogue) constructively in order to perceive ideas, expectations, and needs of stakeholders. In doing the Stakeholder Dialogue, one must recognize that differences of stakeholders may affect the opinions, e.g. age, gender, education, experience, attitudes, etc. Moreover, one should provide preliminary information prior to discussion, report outcomes of the discussion, disseminate reports to participants, and collect information systematically. SCG should also consider participating in giving opinions and identifying problems or obstacles to those having roles in regulating rules and orders which could have a widespread economic, social, and environmental impact.

5. Managing risks related to stakeholder engagement

Anticipate, identify, and prioritize risks related to stakeholder engagement in order to prepare plans to ensure a creative exchange of opinion with stakeholders. Risks that should be considered include reluctance to participate, fatigue, dissatisfaction with SCG's responses, presence of reserved stakeholders among those who prefer to share their opinion, presence of stakeholders who intentionally obstruct an exchange of opinion, presence of stakeholders who have not received information, presence of stakeholders who do not have leverage, technical problems, and conflict among stakeholder groups.

6. Reviewing and reporting

Inspect and assess stakeholder engagement systematically to continuously enhance stakeholder engagement; develop action plans; foster cooperation between stakeholders and related parties in SCG, track the cooperation development process, and report to stakeholders. In addition, SCG must also disclose the overall results of its stakeholder engagement to the public, including obtained results, impact, and operation scopes, as well as demonstrate the relations between benefits from stakeholder engagement and SCG's operations.

The Duty of the Management

The duty of the management is to ensure efficient and effective stakeholder engagement operations in accordance with the policy by providing suitable resources, such as budgets and sufficient knowledgeable and skilled responsible individuals, and by putting in place systems of taking suggestions from stakeholders, compiling information, monitor progress, and conducting assessment. Information on stakeholder engagement will be integrated into the Company's corporate governance, strategies, and management at every level to create acceptance and develop sustainable business practices across the organization.

Policies and Practices Toward Stakeholders

SCG has established policies and practices for 12 groups of stakeholders as guidelines for its business operations, added value creation, and sustainable development, as detailed below.

Policies and Practices Toward Stakeholders

SCG places great importance on its shareholders, who are owners of the business. Accordingly, the executives and employees as well as the Board of Directors, which itself represents shareholders, are committed to carrying out business in line with the principles of good corporate governance and SCG's own business philosophy to ensure maximum benefits and long-term economic value for shareholders. To ensure proper treatment of shareholders, the company has set forth the following guidelines, pledging:

1. To operate in accordance with SCG's corporate vision and corporate governance principles with honesty and prudence, and without conflict of interest, while creating good returns for every shareholder in a sustainable manner.
2. To respect the rights of shareholders and provide equitable and fair treatment to every one of them. Accordingly, to not perform any act that might violate or restrict the rights of shareholders.
3. To provide shareholders the right to propose the agenda of the Annual General Meeting of Shareholders and to nominate any qualified person to be a director with sufficient time in advance.
4. To provide shareholders with all significant details concerning the Shareholders' Meeting and the Meeting agenda items to be considered by the shareholders with sufficient time in advance.
5. To prevent the directors, executives, and employees in the involved departments as well as their spouses and children from making use of inside information for their own benefit or that of others before disclosure to the public.
6. To assign independent directors to take care of minor shareholders and to receive

complaints or suggestions from shareholders through easily accessible channels established by the Company.

7. To establish efficient measures for internal control, internal audit, and risk management.
8. To disclose the Company's significant information, financial reports, and operating results on an accurate, complete, timely, transparent, and reliable basis through easily accessible channels to consistently keep shareholders abreast of the Company's operating performance.

Policies and Practices Toward Employees

SCG firmly believes that employees are its most valuable assets and a vital contributing factor to the Company's success. As a consequence, the Company treats employees fairly with respect to human rights in accordance with SCG's human rights policy and with concern for their needs. The goals are to foster a good relationship between the Company and employees, to promote ongoing development of employees' skills and potential, and to provide job security and career advancement. The guidelines for practice toward employees are as follows:

1. To recruit employees through a fair and efficient selection system and employment conditions to find "smart and ethical" employees having strong qualifications and integrity to join the Company.
2. To treat employees with sensitivity and fairness while paying due respect to their personal rights, protecting these rights from being violated. Likewise, to support and respect the right of employees to express their opinions independently.
3. To provide channels for employees to file grievances and report any act of impropriety in violation of the SCG Code of Conduct as well as to protect the complainant from retribution or penalty related to filing a complaint (Whistleblowing Policy).
4. To provide employees in every field of work and at all levels sufficient and continuous professional development appropriate for their duties and responsibilities and to instill ethical awareness into every employee.
5. To promote and encourage working as a team to create unity and to raise employees' awareness about work discipline.
6. To evaluate employees' performance and provide fair remuneration on the basis of the suitability, capability, and competence of each individual. The Company is also committed to providing fair and appropriate benefits to employees. The benefits will be constantly improved to keep them on a par with those of leading companies in the same industry.
7. To raise awareness and promote employees' occupational health and safety while maintaining a congenial work environment that enables employees to feel like being part of a family.
8. To operate in compliance with internationally accepted occupational health and safety standards as well as environmental management standards.
9. To encourage employees to find a balance between family life and work.

10. To provide channels where important information can be disclosed to employees to keep them informed of the operations and operating results of all SCG business units.

Policies and Practices Toward Customers

SCG pledges to ensure that customers for SCG products and services receive maximum benefits and complete satisfaction in terms of quality and fair price. Likewise the company pledges to develop and maintain a sustainable relationship with customers. The practice guidelines are as follows:

1. To deliver products and services that address the needs of consumers and the general public and to play a part in contributing to better quality of life and the sustainable development of society.
2. To constantly drive innovation and research & development to generate high quality, high value-added products and services that meet the needs of customers in multiple ways.
3. To develop environmentally-friendly products and services with a focus on resource-efficiency, energy-efficiency, recyclability, and long life of service.
4. To produce safe, reliable products and services as well as to give accurate and adequate information about them to customers.
5. To store customers' information safely and systematically and refrain from abusing the information.
6. To set the prices of products and services at reasonable rates.
7. To implement a quality management system that matches international standards.
8. To set up a customer support office to provide product information, advice, and solutions to problems, while also handling complaints, to ensure customers' highest satisfaction.

Policies and Practices Toward Suppliers

SCG always obeys fair competition standards and strictly complies with all contractual obligations, the SCG Code of Conduct, and all promises to suppliers. The guidelines are as follows:

1. To determine and establish fair and reasonable prices by taking into account the reasonableness of the offered prices, quality, and service levels and to be able to provide appropriate reasons during any audit.
2. To pay suppliers accurately and on time.
3. To establish clear procurement regulations.
4. To operate business sustainably and transparently by complying with all the terms and conditions agreed upon in a transaction and treating all involved parties equitably and fairly.
5. To refrain from demanding or accepting any improper benefits from its suppliers.
6. To pay regular visits to suppliers to exchange ideas and listen to their suggestions or

advice on improvement.

7. To support procurement of eco-friendly and community products.
8. To refrain from purchasing products from suppliers that violate human rights or intellectual property law.
9. To refrain from disclosing information of suppliers to others without their prior consent.
10. To refrain from dealing in any business with any supplier that carries out illegal acts or acts against public order and good morals.
11. To provide support and encourage suppliers to adopt the principle of sustainable development through social and environmental responsibility in their business operations, in accordance with SCG Supplier Code of Conduct.

Policies and Practices Toward Business Contractors

SCG assists its contractors with respect to human right standards, environment, work safety, and remuneration. Furthermore, the Company is resolved to develop the capabilities and knowledge of contractors both related to work and beyond to enable them to work more efficiently. The guidelines are as follows:

1. To determine appropriate and fair remuneration and ensure that the amount of remuneration paid by the contractors to their workers shall not be less than the wage rate stipulated by law.
2. To promote safety awareness among contractors and oversee a safe work environment in their operations.
3. To open up opportunities for contractors to meet with SCG executives to listen to their opinions and concerns so they can work more efficiently to achieve goals.
4. To encourage contractors to develop their knowledge to ensure maximum work efficiency.
5. To provide support and encourage contractors to adopt the principle of sustainable development through social and environmental responsibility in their business operations, in accordance with SCG Supplier Code of Conduct.

Policies and Practices Toward Joint Venture Partners

SCG respects the rights of joint venture partners and treats every partner equitably and fairly. It also promotes fair treatment of relevant parties in accordance with the Company human rights policy. In addition, the Company works collaboratively with joint venture partners to ensure that the joint ventures achieve the shared goals. The relevant guidelines are as follows:

1. To collaborate with joint venture partners in supporting and strengthening the joint venture operations.
2. To encourage the exchange of ideas and suggestions with the joint venture partners and to jointly define the business plans to ensure the sustainable growth and development of the joint ventures.
3. To monitor the operations of the joint ventures in order to ascertain that they comply with the law and the sustainable development approach.
4. To work with the joint venture partners in allocating profits from the joint ventures in a fair and transparent manner.

5. To refrain from taking advantage of the joint venture partners in any way.

Policies and Practices Toward Creditors

SCG has a policy to treat its creditors equitably, fairly, and transparently with commitment to strictly comply with all terms and conditions agreed upon. The guidelines are as follows:

1. To enter into contract with all types of creditors legally, equitably, fairly, and transparently without taking advantage of the contract party.
2. To refrain from resorting to dishonest means or concealment of any information that might harm the Company's creditors.
3. To strictly abide by any term or condition stated in any contract entered into with all types of creditors accurately and straightforwardly.
4. To repay loans and interest in full to all types of creditors on time as agreed upon.

Policies and Practices Toward the Community

SCG conducts business with respect to human rights, commitment to fairness to all stakeholders, and concern for social responsibility. The Company provides constant support to activities that contribute to improving the quality of life and development of the communities and societies in which SCG operates both in Thailand and the ASEAN countries. The Company encourages its employees and other concerned parties to be good citizens contributing to communities and society. The guidelines are as follows:

1. To support and provide needed assistance to society and communities, especially the communities surrounding SCG's plants.
2. To preserve the environment nearby the communities and to control and manage waste from the production process and general consumption as well as contamination released into the atmosphere through the use of efficient technology and close monitoring.
3. To promote and support the carrying out of activities/projects designed to develop the potential and capabilities of youths in the areas of education, science, technology, sports, and art as well as instilling ethics and morals into young people so they are both smart and ethical individuals.
4. To support activities/projects dedicated to providing immediate assistance to those affected by disasters and to improve the potential and quality of life of people in society through various efforts such as career development, and building strong communities to enable people to become self-reliant sustainably.
5. To support medical and public welfare activities/projects to enable people in local communities and society at large to have better health and better quality of life.
6. To promote and support activities in the areas of art, cultural heritage preservation, and sustaining religion as appropriate.
7. To provide support to foundations and charitable organizations to help and provide opportunities to the disenfranchised in society, empowering them to lead better lives. This support also extends to organizations carrying out activities beneficial to human resources development.
8. To open up opportunities for communities and other stakeholders to take part in the

activities/projects, to voice their opinions and suggestions, or to file complaints as a result of SCG's operations, with the goal of allowing industry and the community to coexist sustainably.

Policies and Practices Toward Government Agencies

SCG places great importance on government agencies as stakeholders of the Company. Guidelines for engaging in transactions with government agencies are defined in SCG Code of Conduct to allow employees to proceed appropriately and in compliance. The Company also cooperates with government agencies, providing technical assistance and support for various activities. The guidelines are as follows:

1. To strictly abide by applicable laws and regulations and keep in mind that laws, regulations, cultures, and traditions in each locale may have different conditions, procedures, or practices.
2. To refrain from influencing government officers to abet and collude in improper acts.
3. To build a body of knowledge in community development for government agencies such as local administration organizations.
4. To provide support to activities undertaken by government agencies.
5. To participate in meetings to share ideas, and to provide technical assistance on a continuous basis.
6. To receive visits from government agencies.
7. To receive comments, suggestions, or complaints from government agencies.

Policies and Practices Toward the Media

SCG stresses the importance of disclosing information to the media so they can communicate the information to the public accurately and rapidly. The guidelines are as follows:

1. To disclose information to the media equitably. The information must be accurate, clear, and right to the point.
2. To communicate information on a quick and timely basis.
3. To provide opportunities for the media to meet and talk with high-ranking executives.
4. To facilitate the media to get in contact with the Company.
5. To establish good relationships with the media through various activities such as plant visits to allow the media to observe the production process and plant management as well as obtain accurate first-hand information.

Policies and Practices Toward the Civil Society Sector, Academia, and Opinion Leaders

SCG conducts business with concern for social responsibility and all stakeholders. In addition to full and accurate disclosure of information, the Company is open to comments and suggestions from every part of the civil society sector to ensure a shared approach to operating business sustainably alongside social and community development. The guidelines are as follows:

1. To disclose information regarding business operations transparently and verifiably.
2. To disclose information in the annual report, sustainability report, articles and news releases, as well as in the form of electronic documents and information.
3. To carry out business with concern for impact on the environment and the community and

to encourage involved persons to take part in protecting the environment.

4. To collaborate with the agencies concerned to foster a relationship with the community and promote community involvement.
5. To receive comments, suggestions, or complaints from the concerned parties to find means for collaboration and to meet the needs of all stakeholders.

Policies and Practices toward Competitors

SCG has a policy to treat competitors fairly within the framework of honest competition. The Company is committed to carrying out business fairly in compliance with the law and SCG Code of Conduct and with concern for trade ethics and antitrust laws. The guidelines are as follows:

1. To operate under a fair competition framework and applicable laws ethically and transparently and to refrain from taking advantage of competitors unlawfully.
2. To refrain from obtaining confidential information through fraudulent or improper means.
3. To refrain from violating the intellectual property rights of competitors.
4. To refrain from attacking and destroying competitors' reputations by defaming them with any false statement.
5. To promote and support free trade and avoid entering into any agreement with competitors that may reduce or restrict competition.

Diversity and Inclusion Policy

SCG recognizes the significance of respecting human rights of every individual, ensuring equitable treatment to all without discrimination, and adhering to ethical business conduct as stipulated in SCG's Human Rights Policy, which includes respect for diversity and inclusion.

To ensure a diversity and inclusion practice that respects human rights, the Board of Directors of The Siam Cement Public Company Limited has deemed it appropriate to develop the Diversity and Inclusion Policy and Guidelines, applicable to all operations involved in SCG's products and services as well as all business activities of SCG (direct activity), including those of its business partner in the business value chain and joint ventures.

Definition Terms in the Diversity and Inclusion Policy

Diversity refers to individual differences in physical attribute, mental ability, race, nationality, country of origin, ethnicity, religion, gender, language, age, skin color, education, social status, culture, tradition or any other aspects as stipulated by laws of each country and treaty each country has commitment to.

Inclusion refers to the appreciation and acceptance of individual differences.

SCG refers to the Siam Cement Group Public Company Limited and subsidiaries of the Siam Cement Public Company Limited in its consolidated financial statements.

Diversity and Inclusion Policy

The Board of Directors, executives, management, and employees at all levels shall recognize and pledge to uphold respect for diversity and inclusion, and:

- Treat everyone equitably, respect and accept individual differences; either internal and outside SCG organization, and comply with SCG's policies, the laws of each country, and treaties by each country is bound;
- Foster an exemplary organizational culture that embraces diversity and inclusion and does not tolerate discrimination and inequitable treatment;
- Promote business practices that, ethically and respectfully, embrace diversity and inclusion in line with this policy among SCG's business partners in the business value chain, suppliers, contractors, and joint ventures.

Guidelines

1. Everyone shall treat individuals equitably; show respect for diversity and inclusion; be open and promote openness to different opinions; foster an ambience and organizational culture that embraces diversity and inclusion in accordance with this policy.
2. Respect for diversity and inclusion is considered part of SCG's business strategy, which will promote SCG's business initiatives and development.
3. The executives, management, supervisors, and leaders at all levels shall promote respect for

diversity and inclusion across SCG.

4. SCG encourages every business unit to take into consideration diversity and inclusion as appropriate when nominating members of the Board of Directors, members of other committee at any level, or candidates for other positions.
5. Diversity and inclusion practices must be strictly applied to human resource management, including recruitment, employment, employee development, career advancement, performance and remuneration management, retirement, and others.
6. SCG shall communicate with and educate SCG's business partners in the business value chain, suppliers, contractors, and joint ventures, as well as foster an understanding, prescribe directions, and provide other supports to promote business practices that embrace diversity and inclusion.
7. Every employee must exercise caution when performing duty to prevent human rights violations; be vigilant about diversity and inclusion; and do not willfully ignore any act considered to violate the rights of an individual related to SCG, in which case the employee shall report the incident to supervisors or responsible parties, cooperate in fact-finding processes, and should there be any inquiries, consult their supervisors or responsible parties through designated channels.
8. SCG shall fairly treat and protect any whistleblower who reports a violation of the rights of an individual related to SCG by implementing whistleblower protection measures to protect all whistleblowers and informants involved as stipulated in SCG Whistleblower Protection Policy.
9. Any person who violates the rights of another person on the basis of their individual differences, which is also considered a violation of SCG Code of Conduct, shall be subject to a disciplinary inquiry as prescribed by SCG's regulations and may also be subject to legal punishment if the act is against the law.

SCG Dividend Policy

The Company has a policy to distribute dividends at the rate of 40 - 50% of net profit as specified on the consolidated financial statements. The Company may consider changing the dividend distribution in case of necessity or extraordinary circumstances.

For dividend policy of most subsidiaries which are 100% owned by the company, the company takes into consideration their operating results, financial structure, financial position and investment plan, with no policy of transferring the interests.

SCG Supplier Code of Conduct

SCG has developed SCG Supplier Code of Conduct in order to develop correct understanding among SCG suppliers and to serve as a mutual business standard to be adopted. SCG Supplier Code of Conduct comprises the five following principles.

- 1) **Business ethics**: Conduct business with honesty; uphold fairness for all stakeholders; disclose correct and complete information; protect confidentiality; and respect intellectual properties of others.
- 2) **Labor and human rights**: Do not discriminate; attach importance to labor protection, especially child labor, women's labor, and alien labor; do not use or exploit forced labor; and ensure correct and fair remuneration, benefits, and work periods.
- 3) **Occupational health and safety**: Keep the work environment hygienic and safe; control risks of accidents and potential health impacts while on duty; and provide sufficient and ready personal protective equipment.
- 4) **Environment**: Conduct business with consideration to impacts on natural resources and the environment as per the principles of 3Rs: namely reduce, reuse/recycle, and replenish.
- 5) **Laws and regulations**: Abide by all applicable laws, rules and regulations.

Antitrust Policy

Antitrust laws are vital economic laws directly related to all business operations. The government has enacted antitrust laws to ensure all businesses compete with fairness, to prevent trade distortion, and to control abusive market power which may cause damages to other businesses. Antitrust laws impose severe civil and criminal penalties on company and its executives, the result of which may seriously tarnish SCG's business reputation worldwide in case of non-compliance.

Adhering to fair competition and taking into consideration trade ethics together with interest of its customers and suppliers, Antitrust Policy has long been included as a part of SCG Code of Conduct. Recently, the government has enacted the new Trade Competition Act 2017 (B.E. 2560) which came into effect on October 5, 2017. The new Antitrust laws have introduced some important changes; therefore, the Board of Directors deemed it appropriate for SCG to review, recheck, compile, and publish guidelines on antitrust in writing, which SCG employees are required to study and strictly comply with.

Policy

1. SCG shall always engage its business to adhere to fairness and ethics, respect rules and regulations, and strictly comply with antitrust laws. SCG shall not engage or involve in any practice that may result in unfair competition, distortion of free trade, or undermining or causing damages, obstruction, or restriction to business operations of others.
2. In case SCG is a dominant position in the market according to the law, SCG shall not unfairly or unreasonably abuse such market dominance which may distort free and fair competition.
3. SCG shall not directly or indirectly engage in any practice that may cease competition with its competitors, including not to exchange business information or enter into agreements with its competitors, suppliers, or customers in order to reduce or limit competition in the market.
4. All units involved, domestic and overseas, shall be required to study and comply with applicable antitrust laws, regulations and policies, including trade practices of the countries where SCG has business operations, including regulations on merger control.
5. SCG employees shall be aware at all times that compliance with antitrust laws is of paramount importance and shall exercise utmost caution in carrying out operations to ensure that SCG respects antitrust laws and trade ethics. SCG employees shall also inform SCG's suppliers of the significance of compliance with antitrust laws.
6. All units involved in transactions and investment activities shall establish control and audit system to ensure full compliance with antitrust laws.
7. To ensure compliance with this Antitrust Policy, SCG Code of Ethics, SCG Code of Conduct, and the Company's antitrust guidelines shall also be applied to the operations.
8. Non-compliance with this Antitrust Policy is considered a violation of SCG Code of Conduct.

SCG Procurement and Vendor Selection Policies and Guidelines

The Board of Directors of The Siam Cement Public Company Limited, in its meeting held on Wednesday 29 October 2014, approved the setting up and disclosure of SCG Procurement and Vendor Selection Policies and Guidelines to ensure that the selection process of SCG will be systematic, fair and transparent. SCG endorses vendors who are committed to ethical business practices and responsibilities toward society and environment and will not conduct transactions with any person who is involved in illegal or fraudulent activities or is suspected to do as such.

Definitions

Procurement means the purchase, hire of work, outsource service, transportation service, lease and hire purchase.

Vendor means a seller/supplier, contractor, service provider, lessor or hire purchase provider who delivers goods or services to SCG.

Vendor List means a list of Vendors who conduct transactions with SCG and whose names are listed in the SCG system.

Approved Vendor List means Vendors listed in the Vendor List who have undergone SCG's selection and performance evaluation processes for the relevant goods and service categories.

SCG Procurement and Vendor Selection Policies

SCG will conduct its Procurement in a systematic manner according to the strict controlled procurement regulations of SCG, taken into account the needs of SCG in terms of quality, price, quantity, time, service, delivery, after-sale service, warranty, and other requirements. SCG will not conduct transactions with any person who is involved in illegal or fraudulent activities or is suspected to do as such.

SCG Vendor Selection shall be systematic, fair and transparent. SCG endorses Vendors who are committed to ethical business practices and responsibilities toward society and environment.

Qualifications of SCG Vendors

1. The Vendor shall have verifiable business facilities.
2. The Vendor shall have reliable staff, machinery and equipment, products, services, warehouses, financial status and performance records.
3. The Vendor shall agree to comply with SCG Supplier Code of Conduct.
4. The Vendor shall have satisfactory performance records, which will be evaluated by SCG on the basis of the quality of goods and services, including the delivery, after-sale services, warranty or other transactional requirements.
5. The Vendor shall have no conflict of interest with SCG's business.
6. The Vendor shall never be banned from doing business due to fraudulent conducts.

Application

1. Prospective vendors can submit an application form provided by SCG together with detailed information and supporting documents, which include a registration certificate or identity certificate, other certificates issued by government authorities, power of attorney documents,

bank account numbers and copies of registration certificates issued by the Department of Revenue such as a copy of the Certificate of Value Added Tax (Por Por 20). The application form and supporting documents shall be submitted to SCG's procurement unit.

2. SCG's Vendor shall sign its agreement to comply with SCG Supplier Code of Conduct.

Business Transaction Procedures

1. SCG only deals business with Vendors listed in the Vendor List, except for the cases of a price quotation or a tender where the non-listed Vendors may be invited to submit a quotation or tender and can apply for a Vendor status thereafter if selected. SCG may ask its Vendors to agree to electronic transactions in accordance with the applicable electronic transactions laws for convenience and speed of the transactions.
2. A written purchase order or an agreement between a Vendor and SCG will be considered constituting the transactional obligations between both parties.
3. For submitting a price quotation or entering into an agreement, SCG may request in writing a performance bond, from the Vendor which will be returned after all transactional obligations are completed.
4. Upon the completion of their obligations under an agreement, contract or purchase order, Vendors shall submit the relevant tax invoices, receipts and/or other necessary supporting documents to SCG for payment at the time and place specified by SCG. This is to provide convenience and speed of operation for all work units. SCG will pay the Vendors for the prices of the delivered goods/services after deducting the withholding tax required by laws, and other expenses incurred under the agreement such as a performance bond. The payment will be transferred into the bank account notified by the Vendors unless a cheque payment is requested. SCG reserves the right to issue only account payee cheques.
5. Vendors may request an amendment of their data in the SCG system by contacting SCG's procurement unit and submitting supporting documents certified by the Vendors' authorized person.
6. Vendors may file a complaint on unfair treatment under the SCG Corporate Governance Principles through the specified channel at SCG Whistleblowing System, <https://whistleblowing.scg.com>

SCG Environment and Climate Policy

With commitment to be a regional business leader focusing on innovation and sustainability. SCG realized the importance of environmental and climate management as key drivers in sustainable growth of our business. SCG has therefore chartered this policy that revise from previous SCG Environment and Energy Policy (1 April 2016) in order to ensure its efficiency and effectiveness of our environmental and climate management, as in SCG business philosophy.

The policy outlined herewith shall be applied to all production operations, business facilities, business partner in value chain and joint venture: from designing, procuring, manufacturing of products, services and solutions, distribution and logistics, and managing of our wastes and end of used products. This policy shall also be applied to suppliers, contractors and service providers; other key business partners such as non-managed operations, joint venture partners, outsourcing partners, new project, modification project, due diligence of mergers and acquisitions with the following:

1. Conduct the business in comply with regulatory requirements as a minimum including alignment with global issues and response to local concerns in line with SCG Sustainable Development Guidelines and other our policies.
2. Operate the business with minimize the environment impacts by climate change mitigation and adaptation, protecting the environment, sustainable use of natural resources including energy and water through eco-efficiency and circular economy: alignment with the Paris Agreement challenge targets, zero waste to landfill, protecting of biodiversity and ecosystems, supply chain management, green procurement, and green and eco products, services and solutions.
3. Implement the environmental management system as a part of business operation along with continual improvement and audit of its management system to enhance environmental performance.
4. Identify materiality issues and develop an environment and climate management that is accompanied by key performance indicators and strategies driving to achieve their performance targets.
5. Be open, transparent and accountable to our stakeholders regarding our environment and climate performance and regularly reporting.
6. Educate and raise awareness on environment and climate management among employees, customers, suppliers, contractors and others related stakeholders.

To ensure that this Environment and Climate policy is embedded in our organizational culture and put into action, all companies shall adapt this policy to suit their business according to SCG Vision.

Part 4 **Appendix**

Part 4 Appendix

Definitions

“SCG” shall mean

- 1) The Siam Cement Public Company Limited and
- 2) Subsidiaries of The Siam Cement Public Company Limited.

Company shall mean The Siam Cement Public Company Limited. **Subsidiaries** shall mean

- 1) Any corporation or legal entity of which more than 50 percent of the voting stock is directly or indirectly owned or controlled by The Siam Cement Public Company Limited or
- 2) Any corporation or legal entity in which The Siam Cement Public Company Limited has the authority to introduce or implement its operating and financial policies to benefit from their activities.

Board shall mean the Board of Directors of The Siam Cement Public Company Limited.

Employee shall mean an individual signing an employment contract or a special employment contract with SCG.

Stakeholders shall mean those involved with SCG including the Board of Directors, employees, shareholders, parties to the contract, contractors, business associates, creditors, debtors, society, and surrounding communities