

## **CHARTER OF THE CSR COMMITTEE FOR SUSTAINABLE DEVELOPMENT** **THE SIAM CEMENT PUBLIC COMPANY LIMITED**

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.

### **1. Scope of Duties**

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

- 1.1 Define the policy, direction and budget for socially-responsible activities and propose to the Board of Directors for approval on a yearly basis.
- 1.2 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.
- 1.3 Report regularly a progress and performance to the Board of Directors after every meeting of the CSR for SD Committee.
- 1.4 Review the performance appraisal of the CSR for SD Committee and report the performance results to the Board of Directors.
- 1.5 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.
- 1.6 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.

## **2. Composition of the CSR Committee for Sustainable Development**

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

- 2.1 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.
- 2.2 The members of the CSR for SD Committee shall be appointed by the Board of Directors.
- 2.3 The Chairman of CSR for SD Committee may be appointed by either the Board of Directors and the CSR for SD Committee.

## **3. Qualifications of the CSR for SD Committee**

- 3.1 Shall be Company directors or executives as may deemed appropriate by the Board of Directors.
- 3.2 Shall possess knowledge and good understandings on socially-responsible practices and sustainable development.
- 3.3 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.
- 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.

## **4. 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.

## **5. 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.

## **6. 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.

## 7. **Remuneration**

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

This Charter shall be effective from 29<sup>th</sup> July 2020 onwards.

Announced on 29<sup>th</sup> July 2020

A handwritten signature in blue ink, appearing to be 'Satitpong Sukvimol', written in a cursive style.

(Air Chief Marshal Satitpong Sukvimol)  
Chairman of the Board of Directors