

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

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

**1. Scope of Duties**

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

- 1.1 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 Review the independence of the Board of Directors, as well as any potential conflicts of interest in the performance of its duties.
- 1.6 Review the appropriateness of retaining the directorship should there be any change in a director's qualifications.
- 1.7 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.

- 1.8 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.
- 1.9 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.
- 1.10 Review, study, and track regularly the changes and trends in remuneration for the Board of Directors and sub-committees in order to propose for the approval of the Board of Directors.
- 1.11 Consider the remuneration of the Board of Directors, 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.
- 1.12 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.
- 1.13 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.
- 1.14 Report regularly a progress and performance results to the Board of Directors after every meeting of the Corporate Governance and Nomination Committee.
- 1.15 Review the performance appraisal of the Governance and Nomination Committee on a regular annual basis as a whole and as self-assessment.

1.16 Promote ethics, integrity, as well as compliance with SCG Code of Conduct and good corporate governance principles.

1.17 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.

This Charter shall be effective from 29<sup>th</sup> July 2021 onwards.

Announced on 29<sup>th</sup> July 2021

Air Chief Marshal

A handwritten signature in blue ink, consisting of several vertical strokes followed by a horizontal stroke and a loop.

(Satitpong Sukvimol)  
Chairman of the Board of Directors