

CHARTER OF THE AUDIT COMMITTEE

THE SIAM CEMENT PUBLIC COMPANY LIMITED

The business philosophy of the Siam Cement Public Company Limited (“the Company”) is centered around “adherence to fairness, dedication to excellence, belief in the value of the individual, and concern for social responsibility.” These form part of the ethical principles to which the Company has consistently adhered as guidelines for conducting business since its foundation, but in the form of traditions rather than in a systematic and official way until the Company compiled and codified them in writing into a Code of Business Ethics and an Employee Code of Conduct, effective since 1987.

Having an audit committee is a part of good corporate governance. The Board of Directors has, therefore, resolved to establish this Charter of the Audit Committee, based primarily on the Company's ethical guidelines and incorporating the relevant rules and laws.

1. Scope of Duties

The Audit Committee shall have the following duties:

Governance, risk management, operational supervision, and internal control

- 1.1 Ensuring that the Company has a system for financial reporting and disclosure of financial statements in accordance with financial reporting standards and promoting the development of financial reporting systems to be on par with international financial reporting standards.
- 1.2 Reviewing connected transactions, acquisition and disposition of assets, or transactions that may constitute conflicts of interest between the Company and its subsidiaries to ensure compliance with the laws and regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- 1.3 Ensuring that the Company has risk management, working, control, and supervision processes, for operations and information technology and maintaining effective communication network systems security in compliance with international standards.
- 1.4 Ensuring that the Company has an anti-corruption policy that is suitable and adequate for business operations as well as an anti-corruption system that complies with the guidelines of various regulatory agencies, such as the Thai Private Sector Collective Action Coalition Against Corruption (CAC), the Thai Institute of Directors Association (IOD), and the National Anti-Corruption Commission, beginning with fostering awareness, conducting

risk management and internal control, establishing a preventative work system, reporting misconduct, and auditing, all the way to advising and following up to ensure compliance with the Anti-corruption Policy; as well as conducting a final review of the self-assessment on anti-corruption measures after it has been reviewed and assessed by the Internal Audit Office.

- 1.5 Ensuring that the Company and its subsidiaries have control and follow-up processes for compliance with securities and exchange laws, rules, regulations, and other laws relevant to the business of the Company and its subsidiaries.
- 1.6 Ensuring that the Company and its subsidiaries have internal control systems in accordance with the guidelines of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and internal audit systems that are appropriate, effective, and on par with widely accepted international practices and standards as well as conducting a final review of the “Internal Control System Sufficiency Assessment Form” after it has been reviewed and assessed by the Internal Audit Office in order to ensure that the Company and its subsidiaries have adequate internal control systems and present it to the Board of Directors for consideration.
- 1.7 Ensuring that a policy is put in place for receiving complaints regarding fraud and misconduct that is appropriate and adequate for business operations; reviewing the results of fraud investigations and penalties; establishing internal preventative measures; and reviewing the internal processes of the Company and its subsidiaries regarding whistleblowing and receiving complaints.
- 1.8 Ensuring that the Company has a beneficial preventive work system to increase operational efficiency and effectiveness.
- 1.9 In the case that the subsidiary is a SET-listed company or the subsidiary has its own audit committee, the implementation of Clauses 1.1–1.8 in the subsidiary and any other companies within its group shall be supervised by the subsidiary’s own Audit Committee.

Others

- 1.10 Select and propose the appointment or discharge an independent person to perform the duties of the Company’s auditor, propose the remuneration of the Company’s auditor, evaluate the effectiveness of auditor's performance, and also approve the hiring process and qualifications based on the fundamental principles and independence of the auditor or

member of the audit's firm or network firm in using non-audit, non-review, or non-assurance services.

- 1.11 Arranging for the preparation of an Audit Committee Report for disclosure in the Company's annual report. The report must be signed by the Chair of the Audit Committee and contain opinions on various matters according to the regulations of the Stock Exchange of Thailand.
- 1.12 Reviewing and commenting on the performance of the Internal Audit Office, coordinating with the auditor, and arranging for a meeting with the auditor and without the involvement of management at least once a year.
- 1.13 Approving the internal audit work plan and the budget and staffing of the Internal Audit Office as well as the appointment, removal, transfer, or termination of the Director of the Internal Audit Office.
- 1.14 Evaluating the independence of the internal audit unit based on the performance of duties and various reports, including the chain of command, and ensuring that an assessment of the performance of the Internal Audit Office is undertaken according to international standards.
- 1.15 Ensuring that an assessment as well as a self-assessment of the performance of the Audit Committee as a whole is undertaken annually and reviewing the Audit Committee Charter at least once a year for submission to the Board of Directors for approval.
- 1.16 Performing any other duties as required by law or as assigned by the Board of Directors with the approval of the Audit Committee.

The Audit Committee operates within the scope of duties and responsibilities determined by the Board of Directors.

The Board of Directors is directly responsible for the Company's operations and answers to shareholders, stakeholders, and individuals.

In performing its duties, the Audit Committee has the power to summon and compel the management, heads of departments, or employees of related companies to share their opinions, attend meetings, or hand over documents as deemed relevant and necessary as well as to seek independent opinions from any other professional advisors when deemed necessary at the expense of the Company.

2. Composition of the Audit Committee

The composition of the Audit Committee shall be as follows:

- 2.1 The Audit Committee shall be appointed by the Board of Directors.
- 2.2 The Audit Committee shall consist of at least three independent directors, at least one of whom must have sufficient knowledge and experience in accounting or finance to review the reliability of financial statements.
- 2.3 The Chair of the Audit Committee may be appointed by the Board of Directors or the Audit Committee.
- 2.4 The Audit Committee shall appoint the Secretary of the Audit Committee.

3. Qualifications of the Audit Committee

Members of the Audit Committee must be company directors who are qualified to be independent directors according to the definition specified by the Company and in compliance with the requirements of the Capital Market Supervisory Board and the announcements of the Stock Exchange of Thailand.

4. Term of office

The term of office of the members of the Audit Committee shall equal to the individual term of office and ends at the annual general meeting of shareholders. However, upon the expiration of a committee member's term, reappointment may be considered as deemed appropriate by the Board of Directors. An Audit Committee member whose term has expired must remain in the position as an acting committee member until a replacement is appointed.

In the event that the term of office of every member in the Audit Committee expires at the same time, the members must remain in their positions as acting committee members for the time being until the new Audit Committee takes office.

In addition to the expiration of the term of office mentioned above, a member of the Audit Committee vacates office upon

- 1) Resignation
- 2) Failure to qualify as an Audit Committee member in accordance with this charter
- 3) Removal by the Board of Directors

A member of the Audit Committee wishing to resign from office must submit a letter of resignation in writing to the Chair of the Board of Directors. The resignation is effective from the day the letter is received by the Chair.

In the event that a member of the Audit Committee resigns or is removed from office before the expiration of the term of office, the Company must notify the SET immediately. The member of the Audit Committee who resigned or was removed from office has the right to inform the SEC and SET of the reasons for such action if so desired.

In the event that a position on the Audit Committee is vacated for reasons other than the expiration of the term of office, the Board of Directors must appoint an individual who is fully qualified and does not possess any characteristics prohibited by relevant laws as a replacement within three months of the position being vacated so that the Audit Committee has the minimum number of members required by law and the Board of Directors. The replacement Audit Committee member can remain in office only until the expiration of the term of office of the original member who was replaced.

5. Meetings

The Audit Committee must convene at least four meetings per year.

When calling an Audit Committee meeting, the Chair of the Audit Committee, or the Secretary of the Audit Committee by order of the Chair, shall notify the members of the Audit Committee in writing no fewer than three days before the meeting date, except in the case that an urgent meeting is called, in which case notification may be made via electronic or other channels, and a meeting date may be set within fewer than three days.

The Chair of the Audit Committee or the meeting chair can arrange to hold a meeting online so that attendees not present in the same location may still meet to discuss and express opinions with one another so long as the prescribed rules and procedures are followed.

The Audit Committee should hold meetings on various matters within its scope of duties.

6. Quorum

At each Audit Committee meeting, at least one-half of the total number of members on the committee appointed by the company must be in attendance to constitute a quorum. In the event that the Chair of the Audit Committee cannot be in attendance or perform duties, the committee members in attendance must appoint one attending member to chair the meeting.

The decisions of the Audit Committee meetings shall be made by majority vote.

Each member of the Audit Committee has one vote. In the event of a tie, the chair of the meeting shall have the casting vote. Any committee member who has a direct or indirect interest in a given matter is not eligible to decide or vote on such matter.

7. Minutes of the Audit Committee Meeting

The Secretary of the Audit Committee or person assigned by the Audit Committee has the responsibility of taking down the minutes of the meeting. The minutes must be approved by the Audit Committee, and the Audit Committee shall report the results of the meeting to the Board of Directors to keep the Board abreast of the activities of the Audit Committee.

8. Responsibilities of the Audit Committee

8.1 Upon being made aware that the auditor has discovered suspicious circumstances indicating that a Managing Director or a person responsible for the operation of the Company may have committed a violation of the Securities and Exchange Act, Section 281/2 Paragraph Two, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312, or Section 313, the Audit Committee shall conduct an audit and report the results of the preliminary audit to the SEC and the auditor within 30 days of being notified by the auditor.

8.2 In performing its duties, if the Audit Committee finds or suspects any of the following circumstances or actions which may have a significant impact on the financial position and performance of the Company, the Audit Committee shall report it to the Board of Directors for corrective action within the timeframe that the Audit Committee deems appropriate:

- (1) Conflict of interest
- (2) Fraud or an anomaly or significant defect in the internal control system
- (3) Violation of laws governing securities and exchange, SET regulations, or laws relevant to the company's business.

If the Board of Directors or the management fails to take corrective action within the timeframe specified by the Audit Committee, any member of the Audit Committee may report such circumstances or actions to the SEC or SET.

9. Remuneration

The Audit Committee shall receive remuneration according to the amount approved in the shareholders' meeting.

Revised and effective from 1 June 2023 onwards

According to the resolution of the Board Meeting on 31 May 2023

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