

CORPORATE GOVERNANCE POLICY



SCG strives to be a role model in corporate governance, incorporating this commitment into the SCG Vision. The conviction is that SCG's corporate governance ensures 'fairness and transparency,' delivering long-term economic value for shareholders, inspiring confidence in all stakeholders, and enhancing the Company's competitiveness to achieve sustainable growth.

The Governance and Nomination Committee, assigned by the Board of Directors, is responsible for supervising corporate governance affairs at SCG. This includes formulating policies and guidelines, as well as monitoring the activities of the Board of Directors and Executives to ensure their adherence to SCG's corporate governance policies. The Committee also monitors and evaluates compliance with the corporate governance policy as well as reviews related guidelines to ensure

their alignment with business operations and corporate governance practices at national and international levels on a yearly basis. Moreover, corporate governance is specified as one of the items on the agenda at the Board of Directors Meeting.

SCG firmly upholds and complies with the principles of corporate governance both locally and internationally. Examples include the Principle of Good Corporate Governance for Listed Companies of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), as well as the Corporate Governance Report of Thai Listed Companies (CGR) of Thai Institute of Directors (IOD). Added to this are the internationally-recognized benchmarks, such as ASEAN Corporate Governance Scorecard (ACGS) and DJSI Sustainability Assessment. The Governance and Nomination Committee is tasked with considering proposals from relevant executives for the establishment and implementation of policies and guidelines. These proposals are then presented to the Board of Directors for approval. Issues that have not yet been established as policies or implemented are to be reported by the Executives to the Governance and Nomination Committee for annual review.

The Company has amassed knowledge and management practices that have been transmitted through generations, demonstrating alignment with corporate governance principles. These principles have been systematized into the "SCG Corporate Governance Principles", initially published in 2003 and most recently updated in 2022. This includes "SCG Code of Conduct", which were consolidated in 1987 and last revised in 2021.



Details of SCG Corporate Governance Principles can be found on the website:
<https://scc.listedcompany.com/cg.html>

Results of the Evaluation on Corporate Governance and the Awards in 2023



Rated “Excellent” in the Corporate Governance Report of Thai Listed Companies (CGR) 2023, carried out by the Thai Institute of Directors Association (IOD).



Scored a full score of 100 in the evaluation of the quality of Annual General Meeting of Shareholders for the year 2023 (AGM checklist) of listed companies by the Thai Investors Association.



Listed in “SET ESG Rating 2023” rated AAA for the 9th consecutive year in 2023 by the Stock Exchange of Thailand.



Received the Sustainability Awards of Honor for the 6th consecutive year at SET Awards 2023, hosted by the Stock Exchange of Thailand. This award is presented to listed companies with outstanding sustainability practices.



Won the Thailand Corporate Excellence Awards 2023, hosted by the Thailand Management Association (TMA) and Sasin Graduate Institute of Business Administration of Chulalongkorn University for having received the highest votes from top executives in the following categories:

- Leadership Excellence
- Innovation Excellence
- Human Resource Management Excellence, for the 21th consecutive year
- Sustainable Development Excellence by SCG Cement-Building Materials Co., Ltd.
- Product / Service Excellence by SCG Ceramics Public Company Limited.

Policies and Guidelines for the Board of Directors Shareholders and Stakeholders

SCG has established policies and guidelines for the Board of Directors, shareholders, and stakeholders in line with the eight principles of good corporate governance for listed companies in 2017, or the Corporate Governance Code (CG Code) recommended by the Securities and Exchange Commission (SEC). The key points can be summarized as follows:

Principle 1 Establish Clear Leadership Role and Responsibilities of the Board

The Board of Directors understands and recognizes its role and responsibilities in establishing SCG's business strategies and policies with accountability, prudence, and integrity in the best interest of the Company on the basis of social and environmental responsibility as follows:

1. Acting in a best interest of shareholders (Fiduciary Duty) by observing the following four main practices:

- Performing its duties with responsibility and all due circumspection and caution (Duty of Care).
- Performing its duties with faithfulness and honesty (Duty of Loyalty).
- 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).
- Disclosing information to shareholders accurately, completely, and transparently with verification and timeliness. (Duty of Disclosure).

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.

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 best interests of the Company with fairness to all stakeholders.

4. Overseeing and developing SCG's corporate governance to keep it consistent with international standards to provide guidelines for business operations while ensuring compliance and serving as a role model in complying with the principles of good corporate governance and SCG Code of Conduct.

Principle 2 Define Objectives that Promote Sustainable Value Creation

The Board of Directors is responsible for reviewing major operating plans, budgets, business goals, and business policies and enhancing the capabilities of SCG to reach a globally competitive level. It is also in charge of controlling the executives' administration to ensure consistency with such plans, budgets, business goals, and business policies and advance the best interest of the Company, its subsidiaries, and shareholders. The Management is tasked with the formulation of strategies and operating plans in accordance with SCG's objectives and targets, taking into account environmental factors, opportunities, and risk appetite. It is also responsible for reviewing SCG's medium-term objectives, goals, and strategies in the next 3-5 years and establishing the materiality assessment process.

Principle 3 Strengthen Board Effectiveness

The Definition and Review of the Structure of the Board of Directors

The Board of Directors has defined and reviewed the structure of the Board of Directors, the number of directors, the proportion of independent director as well as Board diversity and director qualifications, including knowledge, expertise, experience, and specializations to ensure alignment with SCG's business operations; as well as appointed sub-committees to assist and support the board's discharge of duties.

Board Nomination and Appointment Guidelines

The Governance and Nomination Committee is responsible for nominating qualified candidates for directorship and independent directorship to create a director pool. The committee reviews the list of qualified

candidates proposed by shareholders, Directors, and those from IOD who possess knowledge and expertise in areas desired by SCG, in accordance with the Board Skills Matrix. This process is carried out without limitations or distinctions related to gender, age, race, nationality, religion, place of birth, country of origin, culture, and ethical practices. The Board Skills Matrix is reviewed annually to ensure alignment with SCG's business strategies and practices.

Policy on Director Qualifications and Nomination

At the recommendation of the Governance and Nomination Committee, the Board of Directors has developed a Policy on Director Qualifications and Nomination. This policy aims to ensure alignment with the CG Code of SEC, as well as other practices in line with stakeholders' expectations. These include guidelines from the IOD, criteria from the Dow Jones Sustainability Indices (DJSI), and other rating agencies. The policy emphasizes the importance of the nomination process regarding gender diversity, the proportion of independent directors, and the enhancement of knowledge, expertise, and experience in environmental and social aspects of the business. This is aligned with the principles of ESG and involves an annual review and update of the policy and guidelines as needed. Furthermore, the policy outlines criteria for the re-nomination of directors for subsequent terms. In such cases, the Governance and Nomination Committee should consider the performance of the incumbent directors in their roles. The policy and guidelines are subject to annual review and updates to ensure their relevance and effectiveness.



Details of Policy on Director Qualifications and Nomination can be found on the website: <https://scc.listedcompany.com/cg.html>

Independent Directors

The Company recognizes that independent directors play a vital role in good corporate governance as they not only ensure that the Company's operations are in the best interest of the Company and shareholders but

also reflect proper checks and balances. To this end, the Company has established qualifications for its independent directors, which are more stringent than the requirements of the Office of Securities and Exchange Commission. The qualification requirements are reviewed by the Board of Directors annually to ensure suitability and alignment with good corporate governance practices. The Company mandates that at least half of the total number of directors be independent directors.

Currently, the Board of Directors consists of 9 independent directors as follows: Mr. Chumpol NaLamlieng, Mr. Prasarn Trairatvorakul, Mr. Pasu Decharin, Mrs. Parnsiree Amatayakul, Mr. Cholanat Yanaranop, Mr. Thapana Sirivadhanabhakdi, Mr. Suphachai Chearavanont, Mrs. Nuntawan Sakuntanaga, and Ms. Jareeporn Jarukornsakul, thus accounting for over half of the Board of Directors.

Qualifications of Independent Directors of SCC

(As per the Charter of the Board of Directors, revised July 26, 2019).

SCC's qualifications for 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 two 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 two 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 20 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. The consideration of such indebtedness shall include indebtedness incurred during the period of one 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 two 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 two 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.

In 2023, none of the nine independent directors were involved in any business or provided professional services exceeding the specified value, as outlined in the Notification of the Capital Market Supervisory Board regarding the Application for and Approval of the Offer for Sale of Newly Issued Shares. Nevertheless, Mr. Thapana Sirivadhanabhakdi, Mr. Suphachai Chearavanont, and Ms. Jareeporn Jarukornsakul had business relations with SCG, amounting to more than 20 million baht. Upon reviewing the candidate's qualifications for directorship and independent directorship in relation to the Public Limited Companies Act and consideration in accordance with Section 89/7 of the Securities and Exchange Act, the Board of Directors was of the view that the business relations would not affect the independent directors' ability to fulfill their

duties nor their independence of opinion. Therefore, the qualification requirements for independent directorship regarding restrictions related to the candidate's previous or existing business relations were relaxed by the power of the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (Amended).

In this regard, the qualification requirements for Mr. Suphachai Chearavanont and Ms. Jareeporn Jarukornsakul was informed to and relaxed by the Annual General Meeting of Shareholders on March 30, 2022 and for Mr. Thapana Sirivadhanabhakdi was informed to and relaxed by the Annual General Meeting of Shareholders on March 29, 2023.

Furthermore, Mr. Thapana Sirivadhanabhakdi and Ms. Jareeporn Jarukornsakul held directorships in companies that might be considered to have a similar nature of business and could be deemed competitors of the Company. Shareholders were informed of these directorships prior to their appointments, as required. However, such competition was deemed insignificant to the business of SCG and its subsidiaries, aligning with the qualifications of independent directors. Therefore, it is considered that they possess the complete qualifications to serve as independent directors.

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, has formulated the nomination and selection process of new directors in writing, consisting of four major steps: planning, nomination, selection, and election. The timeframe of each step has also been defined.

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.

Performance Assessment and Knowledge Enhancement

1. Board Performance Assessment

The Company has stipulated a performance assessment and a review of the performance Assessment Process of the Board of Directors and Sub-committees at least once a year on a yearly basis. The assessment is divided into two types, namely the performance assessment of the Board of Directors as a whole and the self-assessment. On top of this is the performance appraisal of the Chairman of the Board of Directors. The Board of Directors then analyzes and summarizes the results of the assessment to formulate measures to further enhance the efficiency of the Board of Directors.

Performance Assessment Process

As for the performance assessment of the Board of Directors as a whole and self-assessment, the Governance

and Nomination Committee is tasked with reviewing the performance assessment forms for the Board of Directors and the Sub-committees, the performance assessment form of the Chairman, and information needs questionnaires used to enhance the knowledge and performance of the directors; and proposing these forms to the Board of Directors for review.

The Corporate Secretary Office distributes the assessment forms to each director for assessing the performance of the Board of Directors and the sub-committees in which he serves. Afterwards, the Corporate Secretary Office summarizes and presents the results of the performance assessment to the Governance and Nomination Committee and the Board of Directors for acknowledgment, which is subsequently submitted to the sub-committees.

Results of Board Performance Assessment in 2023

Performance Assessment of Board of Directors

1) Assessment of the board as a whole

The major assessment topics consisted of 1) board structure, qualifications, and composition; 2) roles and responsibilities, such as business oversight in accordance with SCG Corporate Governance Principle, oversight of internal control, promotion of innovation development, promotion of policies on social and environmental responsibilities, and personnel development and succession plan; and 3) board meeting attendance.

2) Self-Assessment of the director's performance

The major assessment topics consisted of knowledge and expertise, and contribution as the director.

The board performance for the year 2023 was rated in both the assessment of the board as a whole and self-assessment as "suitable."

Performance Assessment of Sub-committees

The four sub-committees are namely the Audit Committee, the Governance and Nomination Committee, the Remuneration Committee, and the CSR Committee for Sustainable Development. The following performance assessments are prescribed for each sub-committee:

1) Assessment of a sub-committee as a whole

The major assessment topics consisted of 1) the structure, qualifications, and composition of the sub-committee; 2) the roles and responsibilities according to the charter of the sub-committee; and 3) meetings of the sub-committee.

2) Self-Assessment of the director's performance

The major assessment topics consisted of knowledge and expertise, and contribution as a member of the sub-committee.

The performance of the four sub-committees for the year 2023 was rated in both the assessment of the board as a whole and self-assessment as "suitable."

The Board of Directors also provided their opinions and recommendations to promote and enhance the overall efficiency of the board. This includes increasing knowledge and understanding of the Company's new businesses. Additionally, the board emphasized the importance of enhancing knowledge and adopting global ESG principles for business operations. The Company will use the assessment results to develop future governance plans.

Performance Assessment of the Board by Independent External Consultant

In addition to the annual performance assessment of the Board of Directors both as a whole and self-assessment, the Board of Directors has also introduced a policy subjecting itself to a performance assessment by independent external consultants to develop guidance for enhanced efficiency and to ensure compliance with the CG Code stipulated by SEC and DJSI's governance assessment guidelines. The assessments were conducted in 2015, 2018, and 2021.

In the most recent instance, the Board of Directors, at the suggestion of the Governance and Nomination Committee, selected Aon Solutions (Thailand) Co., Ltd. as its independent external consultant to perform the annual board performance assessment in order to evaluate its structure, roles and responsibilities and ensure that the performance of the Board of Directors was in accordance with international corporate governance standards and widely accepted best

practices. The opinions and recommendations of the consultant would then be used to improve the operational plans of the Board of Directors in various areas.

2. The Assessment of the President & CEO and SCG Top Executives

The Board of Directors and the Remuneration Committee assess the performance of the President & CEO based on the Company's operating results, implementation of the Board's policies, and the overall socio-economic circumstances. The Remuneration Committee will then consider the appropriate remuneration for the President & CEO and top executives of SCG and propose such amount to the Board taking into account the following information regarding the current and previous years:

- 1) The business unit's operating results based on percentage of EBITDA on operating assets. The target EBITDA percentage for each business unit of SCG shall be set forth each year for assessment and comparison purposes.
- 2) The operating results of the business unit compared to those of other companies in the same industry, both locally and internationally.
- 3) The capability to develop the business unit and improve operational efficiency for each business unit each year. In addition, a survey on manager-level employees' opinions regarding the President & CEO and the top executives is included in the Remuneration Committee's consideration.

3. Development of Directors and Top Executives

The SEC's Corporate Governance Code includes a guideline stating that the Board of Directors should ensure that both the Board as a whole and individual director understand their roles and responsibilities, the nature of the business, the Company's operations, and relevant laws. It also encourages all directors to enhance their skills and knowledge regularly. Additionally, SCG's Charter of the Board of Directors specifies that it is the

Board's duty to continually develop its knowledge and competency through relevant training sessions, courses related to directorial duties, or seminars that enhance their knowledge. Since 2011, SCG has initiated forums for exchanging experiences and ideas between the Board of Directors and senior executives, along with qualified external individuals.

To ensure that the Company's directors and Executives, including those of SCG's business units, possess continuous knowledge, understanding, and awareness of the current global economic situation, there have been regular discussions with extensive exchange of ideas. Valuable insights have been received from guest speakers to compare and develop SCG's current business strategies.

Furthermore, SCG supports the directors and Top Executives in attending seminars and beneficial courses to enhance their performance. There are regular meetings for exchanging opinions with various committees and high-level executives from different organizations. These include courses organized by SCG's training department and those overseen by governmental or independent organizations, such as the Director Certification Program by IOD. All these efforts aim to bring knowledge and experience to further develop the organization.

In-House Directors Seminars in 2023

Date	Topic	Speaker
Seminars for the directors		
February 17, 2023	Inflation Reduction Act (IRA)	Expert from Standard Chartered Bank, USA
June 28, 2023	Generative AI	Academic from Chulanlongkorn University and experts from Accenture, Thailand

Seminars for the Audit Committee

April 26, 2023	Internal Audit 4.0	Director, Risk Advisory, Deloitte Touche Tohmatsu Jaiyos Co., Ltd.
November 17, 2023	- ESG Governance: Oversight through the Audit Committee Lens - Task Force on Climate-related Financial Disclosures (TCFD) for Audit Committee Perspective	- Advisory Partner, Head of Practice, KPMG Phoomchai Business Advisory Co., Ltd. - Regional CEO, Asia, ERM-SIAM Co., Ltd.

Development Activities and Training Attended by Each Director in 2023

Name - Surname	Details of Development and Consultation
1. Air Chief Marshal Satitpong Sukvimol	Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG
2. Mr. Chumpol NaLamlieng	- Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG - Shared his vision and visited the business of SCG in Vietnam
3. Mr. Kasem Watanachai	- Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG - Attended the seminar on Generative AI
4. Lieutenant Colonel Somchai Kanchanamanee	- Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG - Attended the seminar on Generative AI
5. Police Colonel Thumnithi Wanichthanom	Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG
6. Mr. Prasarn Trairatvorakul	- Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG - Attended ESG Symposium 2023: ACCELERATING CHANGES TOWARDS LOW CARBON SOCIETY - Shared his vision on “Growth Prospect and Investment Landscape of Indonesia” and visited the business of SCG Packaging in Indonesia - Attended the seminar on Inflation Reduction Act (IRA) - Attended the seminar on Generative AI - The speaker at the Chairman Forum seminar on “Leadership Amidst Volatility and Distrust” organized by the Stock Exchange of Thailand in collaboration with the Securities and Exchange Commission and the Thai Institute of Directors
7. Mr. Pasu Decharin	- Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG - Attended ESG Symposium 2023: ACCELERATING CHANGES TOWARDS LOW CARBON SOCIETY - Attended the seminar on Internal Audit 4.0 - Attended the seminar on ESG Governance: Oversight through the Audit Committee Lends and Task Force on Climate-related Financial Disclosures (TCFD) for Audit Committee Perspective - Attended the seminar on Inflation Reduction Act (IRA) - Attended the seminar on Generative AI

Name - Surname	Details of Development and Consultation
8. Mrs. Parnsiree Amatayakul	• Shared her vision and provided consultation on the medium-term plans (MTPs) of every business of SCG • Attended ESG Symposium 2023: ACCELERATING CHANGES TOWARDS LOW CARBON SOCIETY • Attended the seminar on Internal Audit 4.0 • Attended the seminar on ESG Governance: Oversight through the Audit Committee Lends and Task Force on Climate-related Financial Disclosures (TCFD) for Audit Committee Perspective
9. Mr. Cholanat Yanaranop	• Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG • Attended ESG Symposium 2023: ACCELERATING CHANGES TOWARDS LOW CARBON SOCIETY • Shared his vision and visited the business of SCG in Vietnam • Attended the seminar on Inflation Reduction Act (IRA) • Attended the seminar on Generative AI
10. Mr. Thapana Sirivadhanabhakdi	• Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG • Attended ESG Symposium 2023: ACCELERATING CHANGES TOWARDS LOW CARBON SOCIETY • Attended the seminar on Inflation Reduction Act (IRA) • Shared his vision on Sustainability Expo 2023 “Thailand Supply Chain Network CEO PANEL: Green energy is key to sustainability”
11. Mr. Suphachai Chearavanont	• Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG • Shared his vision on the seminar and exhibition “The Standard Economic Forum 2023: Chasing the Future Thai Economy,” with the theme ‘The Future of Education’ transforming the landscape of Thai education to keep pace with the future, organized by The Standard. • Shared his vision on Sustainability Expo 2023 “Thailand Supply Chain Network CEO PANEL: Green energy is key to sustainability” • Shared his vision in “Connect the Dots for Sustainability” organized by the Thai Chamber of Commerce • Shared his vision in SUSTAINABILITY FORUM 2024, on the topic “Lessons and Learns: Ways toward Sustainability”, organized by Bangkok Biz News
12. Mrs. Nuntawan Sakuntanaga	• Shared her vision and provided consultation on the medium-term plans (MTPs) of every business of SCG • Attended the seminar on Inflation Reduction Act (IRA) • Attended the seminar on Generative AI • Attended the seminar on ESG Governance: Oversight through the Audit Committee Lends and Task Force on Climate-related Financial Disclosures (TCFD) for Audit Committee Perspective

Name - Surname	Details of Development and Consultation
13. Ms. Jareeporn Jarukornsakul	• Shared her vision and provided consultation on the medium-term plans (MTPs) of every business of SCG • Attended the seminar on Inflation Reduction Act (IRA) • Attended the seminar on Generative AI • The speaker for the seminar “Company Visit: Mission to the Sun for Sustainable Growth” organized by the Thai Institute of Directors
14. Mr. Roongrote Rangsiyopash	• Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG • Attended ESG Symposium 2023: ACCELERATING CHANGES TOWARDS LOW CARBON SOCIETY • Shared his vision and visited the business of SCG in Vietnam • Attended the seminar on Generative AI • Attended the seminar on Russia-Ukraine War and Potential Nuclear Conflict • Shared his vision on the seminar and exhibition “The Standard Economic Forum 2023: Chasing the Future Thai Economy,” with the theme ‘The Future of Education’ transforming the landscape of Thai education to keep pace with the future, organized by The Standard. • Shared his vision on Sustainability Expo 2023 “Thailand Supply Chain Network CEO PANEL: Green energy is key to sustainability”
15. Mr. Thammasak Sethaudom	• Shared his vision and provided consultation on the medium-term plans (MTPs) of every business of SCG • Attended ESG Symposium 2023: ACCELERATING CHANGES TOWARDS LOW CARBON SOCIETY • Shared his vision on “Growth Prospect and Investment Landscape of Indonesia” and visited the business of SCG Packaging in Indonesia • Attended the seminar on Inflation Reduction Act (IRA) • Attended the seminar on Russia-Ukraine War and Potential Nuclear Conflict • Shared the economic vision in “the Southern region and adapting business to capture customer interest” and “Energy Transition, transitioning towards clean energy, and achieving Net Zero following the ESG 4 Plus framework” on Suthichai Live channel



The directors’ profiles and experiences align with the Global Industry Classification Standard (GICS) Level 1 Classification. More information can be found in “Attachment 1 Information of Directors, Executives, Chief Officers in Accounting and Finance and Company Secretary” from <https://scc.listedcompany.com/ar.html>

Director Induction

The Company established a Director Induction Program for new directors to facilitate their prompt performance of duties. The corporate secretary was commissioned to coordinate the work in the three following areas based on the Orientation Program:

- 1) To compile necessary information for directors to ensure their compliance with laws, rules, and regulations related to directors.
- 2) To provide important information essential for the directors' performance of duty, such as the Memorandum of Association and the Articles of Association, a summary of operating results, a summary of SCG corporate governance principles, and other relevant handbooks, for use as quick references.
- 3) To arrange for a meeting with the Chairman and directors and the executives or head of each function to stay informed and make queries about SCG's business in depth.

Principle 4 Ensure Effective CEO and People Management

To ensure that a proper mechanism is in place for the nomination and development of Top Executives and executive officers, the duties of the Board of Directors are as follows:

1. Reviewing Top executive development plans and the succession plan for the President & CEO and the Top Executives 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.
2. Encouraging the top executives to attend seminar and courses beneficial to the fulfillment of their duties as well as exchange ideas with the executives of different organizations.

Nomination and Succession Plan for Top Executive Positions at SCG

SCG has implemented a proper and transparent nomination process for key management positions at all

levels to ensure that all Top Executives perform their duties independently from major shareholders and other stakeholders. The succession plan for the President & CEO and top executives is conducted by the Remuneration Committee and considered by the Board of Directors. SCG's nomination process evaluates individuals based on their characteristics, knowledge, and abilities to manage operations according to the organization's suitable strategy (Organizational Capability) in the future. This includes having integrity and a proven track record, along with receiving personalized development plans. The process involves assigning mentors, challenging tasks, job rotations, and supporting participation in courses offered by leading global institutions. This aims to develop leadership skills in various aspects of management and prepare individuals for succession according to the predefined timeline.

Principle 5 Nurture Innovation and Responsible Business

For promoting innovation that creates value for its shareholders together with benefits for its related party and the environment, in support of sustainable growth of the Company, the duties of the Board of Directors are as follows:

1. Overseeing and supporting the creation of innovations that generate value for SCG while creating benefits for all stakeholders. Take responsibility for society and the environment, including overseeing the allocation and management of resources to be efficient and effective.
2. Overseeing and monitoring IT management and the implementation of the IT security system.
3. 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.

Role of Stakeholders

SCG has consistently adhered to its philosophy of ethical business conduct and corporate social responsibility as well as carried out its business to jointly create values with all stakeholders for mutual and sustainable benefits. This practice is overseen by the Board of Directors to ensure compliance with laws and regulations and adherence to SCG Corporate Governance Guidelines, SCG Sustainable Development Guidelines, SCG Code of Conduct, and other relevant policies, as well as protection of such rights and stringent equitable treatment.

The Board of Directors formally wrote the Stakeholder Engagement Policy in 2010 to serve as clear guidelines for employees on business conduct, create long-term added values for shareholders. Subsequently, the Board of Directors approved the formulation of engagement policy and guidelines for 12 stakeholder groups in a formal written form, which serve as a clear guidance for employees on engaging each stakeholder group.

The Company reviewed and revision of engagement policy and guidelines for each stakeholder group to ensure more comprehensive policy, strategies, guidelines, and management procedures. In addition to help enhance the brand and competitive advantages, adding value to the Company by demonstrating its commitment to stakeholders.



Details of Stakeholder Engagement Policy can be found on the website: <https://scc.listedcompany.com/cg.html>

The Examples of an Activity Aimed at Fostering Positive Relationships with Stakeholders

SCC Shareholder Activities



SCG recognizes the importance of fostering good relations with shareholders. As a result, since 2010, the Company has continuously hosted a range of activities that are beneficial to society, culture, and the environment as well as opened up opportunities for shareholders to visit the sites of the Company's core business units. For the year 2021, due to the ongoing spread of COVID-19, the Company is concerned about the health of shareholders and, in compliance with government guidelines, has decided to suspend activities.

Nevertheless, in 2022, as the COVID-19 situation began to ease, the Company organized activities for ordinary shareholders. Shareholders were invited to participate in the event "Visit SCG Chemicals Public Company Limited (SCGC)'s ESG Operations" and engage in activities with the community enterprise at the RIL Industrial Estate in Rayong on November 3, 2022. The purpose of this event was to inform shareholders who expressed interest in participating in activities for 2021-2022 about the sustainable business practices according to the ESG guidelines. The focus was on the Circular Economy in both the production process and collaboration with the surrounding community. It also highlighted waste management strategies and involved activities with local community enterprises.

In 2023, the Company organized two activities for ordinary shareholders. The first activity involved taking shareholders to visit the SCG Home Experience and SCG Heim at the Crystal Design Center (CDC) on the Ekkamai-Ramintra expressway Road. The visits took place on six occasions (July 5, 6, 12, 18, and September 6-7, 2023). This allowed shareholders to explore products, solutions,

and innovative technologies used in product development. The visits also included a tour of the SCG Heim model house. For the second activity, shareholders were taken to visit the innovation of thermal media battery storage for industrial use by The Siam Refractory Industry Co., Ltd. This included a visit to the Floating Solar project, which generates electricity from solar energy for industrial use. The Company also participated in activities with the community around the Tha Luang factory in Saraburi. This event was organized for shareholders who expressed interest in participating in activities for 2022-2023.

SCG Debenture Club Activities and Privileges



Since 2000, SCG has consistently demonstrated its commitment to debenture holders through a vast array of activities and privileges. A summary of the activities carried out in 2023 is given below:

- Seminar activities featuring highly qualified speakers to provide knowledge, perspectives, and insights on various topics. These include seminars such as “Economic Directions in Thailand for the year 2023” and “Ideological Thinking towards Nirut Sirijanya’s Lifestyle.” Additionally, workshops were organized, such as “ Making Look-Choop Workshop “ and “Plate Painting Workshop.”
- SCG Smiling Creative Workshop for Society, including the activity “Joyful Sitting Cushion” where additional seating accessories were created to help reduce impact or discomfort for people with disabilities using wheelchair shares. The cushions were donated to Disabilities

Thailand Association in Nonthaburi. Another activity was the “Refreshing Water Bottle Sleeve,” providing accessories to hold bottles or water canisters to enhance convenience for individuals using wheelchair shares. The items were donated to patients using wheelchair shares at the Sirindhorn National Medical Rehabilitation Institute.

- The SCG Debenture Club for Schools Project: SCG and its debenture holders raised over 3.12 million baht in 2023 to purchase school supplies and improve of hygiene for small and medium-sized elementary schools in Nong Bua Lamphu Three beneficiary schools include Bantamchanganplang School, Nonsawangbowonwittaya School, and Bannongwaengkhum School.
- The Gala Dinner held annually, extends an invitation to the top 100 debenture investors, along with their accompanying guests, to dine with the SCG Executives. The event serves as an expression of gratitude for the trust and confidence shown by these high-value investors in the Company and its subsidiaries. During the dinner, there are updates on the Company’s business and investment status.
- Other activities include concerts, domestic and international travel events, and special activities designed for the children of major debenture holders known as the Young Generation (YG). These activities aim to strengthen positive relationships between the Company and the heirs of its debenture holders.

SCG Debenture Club members are also eligible for exclusive discounts from business partners, such as Tops, Au Bon Pain, Samitivej Hospital, Bumrungrad International Hospital, Bangchak Petrol Stations, and B2S. More discounts on products and services by SCG and its leading business partners can be found on SCG Debenture Club mobile application and web application. These activities and privileges bear testament to the significance that SCG has consistently attached to its debenture holders and society at large.

Principle 6 Effective Risk Management and Internal Control

To ensure that the Company and subsidiaries has effective and appropriate risk management and internal control systems and comply with applicable law and standards. The duties of the Board of Directors are as follows:

1. The Board of Directors has approved the SCG Risk Management Policy to provide a clear framework for managing risks within SCG. This policy outlines the operational procedures for a well-defined risk management process that aligns with good corporate governance principles and complies with international standards. The Board is responsible for overseeing and ensuring the effectiveness of the risk management systems. Additionally, the systems are reviewed and assessed periodically, particularly in response to changes in risk levels.

2. Establishing the Audit Committee to review compliance with policies, rules, laws, regulations, and requirements of regulatory agencies, promote the development the financial reporting and accounting system to meet international standards, and review internal control, internal auditing, and risk management systems to ensure their prudence, suitability, currency, and efficiency. The Audit Committee can act and exercise independent judgement in the interest of the Company.

3. Establishing SCG Risk Management Committee, responsible for defining the risk management structure, policy, strategies, and frameworks, monitoring risk assessment performance, approving risk management plans to ensure that SCG has suitable risk management, and reporting to the Audit Committee.

4. 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.

5. Monitoring and managing any potential conflicts of interest between the Company, the Executives, 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.

6. Establishing an internal audit office that can operate efficiency and independently to oversee and audit the efficiency of SCG's risk management system and internal control as well as report to the Audit Committee for consideration.

Principle 7 Ensure Disclosure and Financial Integrity

The duties of the Board of Directors are as follows:

1. Overseeing and monitoring the Company's liquidity and debt service coverage together with emergency plans and mechanisms in case of problems arising.

2. 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.

Disclosure and Transparency

SCG recognizes the importance of information disclosure because it greatly affects decision-making by investors and stakeholders. It is necessary, therefore, to define and administer measures concerning the disclosure of information, both financial and non-financial. Information shall be complete, sufficient, transparent, reliable and up-to-date.

SCG has defined a Disclosure Policy in writing to provide guidelines for all employees since 2008, and revised under the resolution of the Board of Directors to keep it in alignment with the current laws and best practices of SEC and SET. In addition, SCG has developed a Disclosure Guideline for material information. These efforts not only enable SCG employees and relevant units to disclose information correctly but also assure shareholders, investors, and all stakeholders that SCG is committed to the accurate and transparent disclosure

of information in compliance with the laws and in an equitable manner. Details of the policy and guidelines are published on the Company's website for all stakeholders and the public.

Furthermore, the Disclosure Checklist was developed, revised and disseminated to relevant units for use in self-assessment of their standards to work efficiently and in compliance with the Disclosure Policy, which would further promote the sustainability of SCG's disclosure practices.

SCG is committed to strictly obeying the law, regulations, and obligations mandated by SEC, SET and other relevant government bodies. Regular amendment takes place to ensure accurate information disclosure and to guarantee SCG's transparency in conducting business. For example,

- Compiling reports as required by laws related to directors and chief executives and submit such reports to the SEC and the relevant regulatory agencies.
- Establishing a policy that requires the Company's directors and executives to report their own interests, and those of any related persons, which are vested interests relating to the management of the Company or its subsidiaries according to the criteria and reporting procedures prescribed by the Company.
- Establishing guideline for the declaration of intention to purchase and sell the Company's securities.
- Establishing a policy requiring all the directors to disclose/report their securities trading to the Board of Director's meeting and prescribing the directors and executives to report their holdings of the debentures and ordinary shares in the Company and its subsidiaries, as well as the ordinary shareholdings of their spouses, partners in a de facto relationship, and minor children, to the Board of Directors every quarter. They are also required to report the number of shares they hold at the beginning of the year and at year-end together with the number of those traded during the year in Form 56-1 One Report.

- Publishing Notice of Annual General Meeting of Shareholders and Annual Report within 120 days after each financial year-end.
- Publishing minutes of the latest and previous Annual General Meeting of Shareholders on the Company's website.
- Disclosing detailed information on the operations and investment structure of subsidiaries, associates, joint ventures and other companies.
- Disclosing the date of the director's appointment in the Company's Form 56-1 One Report.
- Revealing significant investment projects and relevant impacts of the projects via the SET link of the Stock Exchange of Thailand and SCG website to ensure that shareholders, investors, the press, and related parties are kept informed of information accurately, extensively, and transparently.

Information Distribution Channels

SCG places great importance upon transparency and full disclosure of significant financial, operational, and other relevant information, so that it is accurate, complete, and timely. In addition to fulfilling legal and SET reporting requirements, SCG has established its own broad infrastructure of dissemination channels to reach interested parties. These communications channels include:

- The Investor Relations Department, which is responsible for direct communication with both local and international investors.
- Issuing press releases on quarterly performance results, as well as announcing important investment projects and activities of SCG regularly for investors, analysts, and the media.
- Conducting initiatives to communicate policies and operational guidelines to employees.
- Organizing company visits and plant tours in a format adapted to the prevailing circumstances for shareholders, investors, analysts, NGOs, communities, the media, and other stakeholders.

- Disseminating news through various media formats, such as press releases, news images, articles, advertisements, and various social media platforms.
- Regular media updates, including Form 56-1 One Report, sustainability reports, and social media.
- Utilizing electronic channels for communication with employees, including the SCG Intranet Portal, email, and social media.

Principle 8 Ensure Engagement and Communication with Shareholders

The Board of Directors is responsible for ensuring that shareholder participation in key decisions of SCG, respect for shareholder rights, and fair and transparent treatment of majority and minority shareholders as well as all stakeholders. The Board of Directors is also tasked with overseeing the establishment of processes and channels for whistleblowing and effective complaint handling, through which all stakeholders may contact/report potential issues directly to the Board of Directors.

SCG's policy is to provide support to every shareholder, including institutional investors, to ensure that shareholders, both as investors and owners of the Company, are entitled to all basic rights meeting widely accepted and reliable standards, which include the right to freely trade or transfer their own shares, the right to receive dividends from the Company, the right to attend Shareholders Meetings, the right to propose in advance the Meeting agenda, the right to nominate a person to be a director, the right to express opinions independently, and the right to make decisions on important affairs of the Company, e.g., the election of directors, the appointment of auditors and fixing of the audit fee, approval of significant transactions influencing the Company's direction, as well as amendment of Memorandum of Association and Articles of Association of the Company.

Annual General Meeting of Shareholders 2023

The Company conducted its annual shareholders' meeting for 2023 in a Physical Meeting format on March 29, 2023, at the Athenee Crystal Hall on the 3rd floor of The Athenee Hotel Bangkok. The venue is conveniently located near Wireless Road and is not far from the Phloen Chit BTS Skytrain station, facilitating easy accessibility. The Board of Directors prepared to facilitate the convenient exercise of shareholder rights in various aspects. Examples include:

- To ensure that each shareholder receives clear and ample information with sufficient time for review before the shareholder meeting, the Company provides a detailed description of the date and time of the meeting, venue, each agenda item, and the opinion of the Board of Directors. A notice of the meeting and accompanying attachments, including the registration form, necessary documents and evidence for attendance, proxy procedures, as well as registration and proxy forms, in both Thai and English, will be published on the Company's website more than 30 days before the meeting. Shareholders will receive these documents not less than 21 days prior to the meeting.
- Providing an opportunity for them to appoint a representative, e.g., an independent director or any other person to act as proxy, using one of the proxy forms attached to the notice of the Meeting. The proxy forms prepared in compliance with the specifications defined by the Department of Business Development at the Ministry of Commerce allow shareholders to exercise their voting rights as they wish. Also attached is a profile of independent directors proposed by the Company to serve as proxies for shareholders.
- For institutional or foreign investors who authorize custodians in Thailand to keep and safeguard their shares, the Company will arrange for the documents and evidence required prior to attending the Meeting well in advance to facilitate registration on the date of the Meeting.

- Enabling a shareholder or shareholders holding shares amounting to no less than 10% of the total number of shares sold, to submit a request directing the Board of Directors to call an extraordinary general meeting of shareholders to comply with the Public Limited Companies Act.
- Providing an opportunity for shareholders to propose agenda items and nominate individuals for election as directors in advance between August 1 - November 30, 2022. During this period, no shareholder proposed any agenda items or nominated individuals for the meeting.
- Providing opportunities for the shareholders to submit questions related to items on the agenda or other information prior to the Meeting to the telephone, fax, the email address corporatesecretary@scg.com or to the Company's address until 28 March, 2023.
- Assigning independent representatives from the auditor to check vote counting throughout the Meeting with the shareholders' right protection volunteer from Thai Investors Association serving as an observer.
- Providing English language interpreters for the convenience of foreign shareholders attending the meeting.
- Before the commencement of the meeting, the Company clarified the shareholders' rights in accordance with the Company's regulations, the procedural aspects of the meeting, and the methods for exercising voting rights. The agenda for the 2023 Annual General Meeting of Shareholders was deliberated chronologically, as presented in the invitation letter sent to shareholders before the meeting. No changes were made to the order, and there were no requests for additional agenda items beyond those specified in the invitation letter.
- Using a barcode system for registration based on the reference number already included in the registration form and proxy form to ensure convenience for shareholders and facilitate the registration. In addition, in the case of the appointment of another person as a proxy, the Company facilitated the affixing of the stamp duty on all proxy forms registering at the document check counter. The Company's officers were available at all times to help during the registration. Registration for the Meeting started no less than two hours prior to the Meeting.
- To ensure transparency and verifiability, the Company provided voting cards for each agenda item. Details of the voting process and procedures are recorded in the minutes of the Shareholders' Meeting on every occasion.
- Disclosing the voting results and resolutions for each agenda item at the 2023 Annual General Meeting of Shareholders to the public via SETLink and the Company's website after the Meeting ended.
- Preparing the minutes of the Shareholders' Meeting completely encompassing all material information: names of Directors and the Executives attending the Meeting, voting procedure, resolutions of the Meeting, voting results for each agenda item, key questions, clarification, and shareholders' comments. The Company prepared the Minutes of the 2022 Annual General Meeting of Shareholders within 14 days from the date of the meeting, posted the minutes on the Company's website and submitted them to the Stock Exchange of Thailand and the Ministry of Commerce as stipulated by the law and also published on the website www.scg.com under "Shareholder Information."

- Following the Annual General Meeting of Shareholders, the Governance and Nomination Committee will consider the questions and suggestions made by shareholders and propose them to the Board of Directors to determine appropriate response measures and improve the next shareholders' meeting. For the 2023 Annual General Meeting of Shareholders, the suggestions made by the shareholders were considered by the Board of Directors for consideration. The response measures were determined as follows:

Topic	Shareholders' suggestions	Action
Channel for the Sale of Debenture	Proposing to issue the debenture of SCG to the shareholders through the mobile wallet application "Paotang" due to significant interest.	Taken under advisement
Publication of Financial Report	Propose the Company to print the full version of the financial statements report for convenience in studying the information.	Taken under advisement



Details about the minutes of Annual General Meeting of shareholders for the year 2023 can be found on https://scc.listedcompany.com/shareholder_meeting.html



Code of Conduct

SCG Code of Conduct

SCG is a leading company group that has been in business for over 100 years. Founded in 1913 under a Royal Decree of His Majesty King Vajiravudh (King Rama VI) of Chakri Dynasty as one of Thailand's first companies, SCG has continued its operation to this day, in the reign of His Majesty King Maha Vajiralongkorn Bodindradebayavarangkun (King Rama X) of Chakri Dynasty (hold approximately 33.6%), as a well-recognized model of good corporate governance for many other organizations.

SCG owes its current prosperity, success, and stability to its ethical business conduct and core values, which the Board of Directors, the Executives, and employees at all levels have adopted in strict adherence "SCG Code of Conduct" namely:

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

In 1987, the Board of Directors compiled the practices which have been valued and adhered to for over 100 years in a formal written document called the "Siam Cement Group Code of Ethics", currently known as SCG Code of Conduct, to serve as guidelines that were aligned with SCG's philosophies with the Company's directors serving as role models. SCG employees must also conduct themselves as good citizens in countries where SCG operates to create value and maximize benefits for the Company. It has been constantly updated to better correspond with the evolution of SCG and suit the shifting economic and social climate.

To ensure that SCG Code of Conduct is suitable and consistent with both national and international corporate governance principles and can be readily applied by all employees both at home and overseas, the Board of Directors has approved a regular review of the principles and practices therein as well as brought together divisions with expertise in each area of corporate governance and tasked them with improving and recommending good

practices. In addition, opinions have garnered from SCG employees overseas to ensure the completeness, currency, and applicability of the current SCG Code of Conduct.

SCG published an e-book version of SCG Code of Conduct on its website and translated it into local languages for personnel in Indonesia, Vietnam, Cambodia, and Lao PDR. SCG Code of Conduct was also communicated to employees, with the goal of enabling proper application among overseas subsidiary to suit the context of each country and company.

SCG has also instituted SCG Whistleblowing System as well as GRC Helpline for providing consultancy regarding compliance with SCG Code of Conduct. The working team comprises the top management in business units responsible for relevant matters, each of whom is tasked with monitoring the performance results and providing counsel on relevant matters. In addition, the Company has established channels through which employees can voice their opinions and make inquiries about SCG Code of Conduct and operations, which is accessible on the intranet at all times.



SCG has also exchanged its knowledge and experience regarding SCG Code of Conduct as well as the development of SCG's guidelines for corporate governance with interested companies and organizations both in the government and private sectors to support and raise awareness about ethical business conduct, fair treatment of stakeholders, and corporate social responsibility.

Promoting Awareness of Good Corporate Governance and GRC (Governance, Risk, and Compliance) Principles

The Board of Directors and Top Executives promote the fostering of corporate governance and SCG Code of Conduct knowledge and awareness and encourage the use of GRC principle in understanding the targets of assignments, in fostering risk awareness and conducting risk assessments, and in complying with relevant rules to ensure strict adherence among all personnel. To this end, the Company regularly organizes activities for employees at all levels through media from their first day of employment and has included it as one of the key factors in the annual employee evaluation. This is to ensure that SCG's business operations are guided by fairness and transparency, in line with the ESG 4 Plus approach.

In addition, the Company has organized activities to promote awareness and understanding of SCG Code of Conduct and GRC principles through various communication channels. These include internal media such as the GRC Intranet website, SCG Code of Conduct Intranet, and GRC VOICE e-Newsletter. The Company has also utilized E-learning platforms and expanded communication channels for employees to inquire about information through email, among other means.

Investor Relations Code of Conduct

The Company 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 Principle and form a basis on which added value can be created and on which the Company can inspire confidence in its shareholders, investors, the general public, and stakeholders.

SCG Supplier Code of Conduct

SCG has drawn up SCG Supplier Code of Conduct to ensure an accurate understanding among SCG suppliers. The Code serves as guidelines for SCG suppliers in cooperating with the Company in becoming good corporate citizens and in adhering to good corporate governance, guided by the interests of society and the environment. The Code of Conduct also serves as mutual standards for business conduct and SCG suppliers are required to sign an SCG Supplier Code of Conduct acknowledgment statement before conducting business with the Company. SCG Supplier Code of Conduct was revised most recently in 2022 to cover all relevant rules and international standards and ensure consistency with ESG-driven sustainable business practices.



Details of SCG Code of Conduct can be found on the website: <https://scc.listedcompany.com/cg.html>

The review of the SEC's Corporate Governance Code (CG Code) Implementation

As suggested by the Governance and Nomination Committee, the Board of Directors has considered the implementation of the CG Code issued by SEC regarding the roles and responsibilities of the governing board. The Board of Directors has deliberately reviewed the principles set forth in the CG Code and recognized the benefits and significance of adopting the CG Code, which focuses on integrating social and environmental issues into corporate governance with the goal of creating value for sustainable development.

For principles not readily applicable to the Company's business, the Board of Directors has formulated replacement measures and recorded them as part of the Board's resolution to be reviewed on a yearly basis. In 2023, two major areas not yet on par with CG Code were as follows:

1. The chairman of the board is not an independent director.

The current Chairman of the Board was nominated by major shareholders. However, SCG had put in place replacement measures for the requirement stipulated in CG Code, namely by having 9 independent directors, which accounted for over half of the total number of directors, and by appointing one of the independent directors as the vice chairman. In addition, the Board of Directors has clearly specified the duties of the chairman so that emphasis is placed on the interests of the Company, shareholders, and stakeholders, and all directors are allowed to freely discuss matters and make recommendations in board meetings. In addition, all board members are required to assess the performance of duties of the Chairman on a yearly basis.

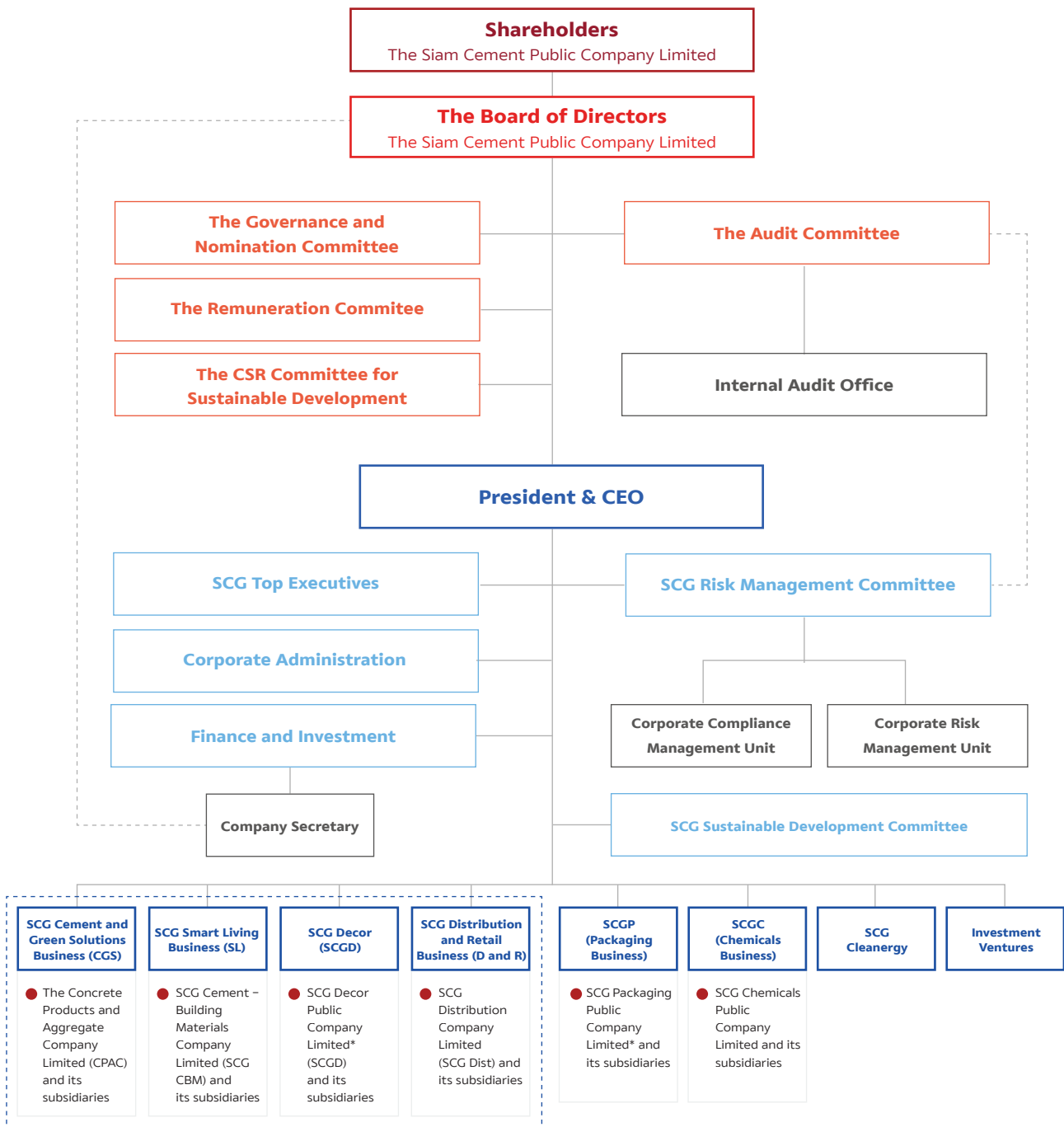
2. The tenure of an independent director exceeds a cumulative term of nine years.

In case that each independent director holds the position of independent director for more than nine consecutive years, he or she is re-elected to hold such position in excess of nine consecutive years based on the reasons and necessities as proposed by the Company. The Board of Directors deliberates on the independence of the director if the re-election is deemed appropriate.

Major Changes and Development in Governance Policies and Guidelines in 2023

This appears under Chapter 16 Report of Key Governance Performance.

CORPORATE GOVERNANCE STRUCTURE



----- Reporting Line

As of January 1, 2024

----- Used to be in Cement-Building Materials Business

● Companies that operate core businesses and oversee the management of subsidiaries and affiliate companies within their business units

* A Listed Company on the Stock Exchange of Thailand

Structure of the Board of Directors

The Board of Directors comprises respected, knowledgeable and competent persons who are suitable for the Company and are responsible for drawing up corporate purposes and objectives and collaborating with the Top Executives in making both short-term and long-term operating strategies and policies, financial

policy, risk management policy, and organizational overview, including annually reviewing the Company's important policies and plans. The Board plays a crucial role in allocating important resources to meet the objectives as well as overseeing, monitoring and assessing the performance of the Company and Top Executives on an independent basis.

Information of the Board of Directors (As of January 1, 2024)

No.	Name - Surname	Position
1	Air Chief Marshal Satitpong Sukvimol	Chairman, Member of the CSR Committee for Sustainable Development
2	Mr. Chumpol NaLamlieng	Vice Chairman and Independent Director, Chairman of the Governance and Nomination Committee
3	Mr. Kasem Watanachai	Director, Chairman of the CSR Committee for Sustainable Development
4	Lieutenant Colonel Somchai Kanchanamanee	Director, Member of the CSR Committee for Sustainable Development
5	Police Colonel Thumnithi Wanichthanom	Director, Member of the CSR Committee for Sustainable Development
6	Mr. Prasarn Trairatvorakul	Independent Director, Chairman of the Remuneration Committee
7	Mr. Pasu Decharin	Independent Director, Chairman of the Audit Committee, Member of the Governance and Nomination Committee
8	Mrs. Parnsiree Amatayakul	Independent Director, Member of the Audit Committee, Member of the Remuneration Committee
9	Mr. Cholanat Yanaranop	Independent Director, Member of the Remuneration Committee
10	Mr. Thapana Sirivadhanabhakdi	Independent Director, Member of the Remuneration Committee
11	Mr. Suphachai Chearavanont	Independent Director
12	Mrs. Nuntawan Sakuntanaga	Independent Director, Member of the Audit Committee
13	Ms. Jareeporn Jarukornsakul	Independent Director, Member of the Governance and Nomination Committee
14	Mr. Roongrote Rangsiyopash	Independent Director, Member of the Governance and Nomination Committee, Member of the CSR Committee for Sustainable Development
15	Mr. Thammasak Sethaudom	President & CEO SCG

Remark:

Directors No. 15 Mr. Thammasak Sethaudom was appointed as Director, effective March 29, 2023, replacing Mr. Kan Trakulhoon who retired by rotation at the 2023 Annual General Meeting of Shareholders. Moreover, as of January 1, 2024, Mr. Thammasak Sethaudom has assumed the position of President & CEO, succeeding Mr. Roongrote Rangsiyopash.

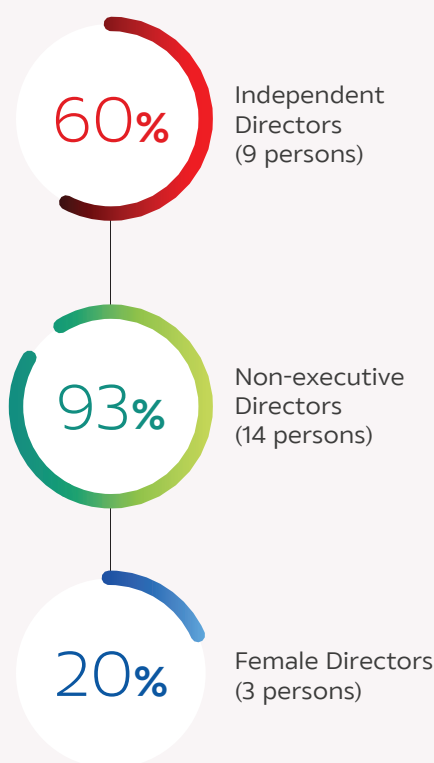


Further details can be found in "Attachment 1 Information of Directors, Executives, Chief Officers in Accounting and Finance and Company Secretary" from <https://scc.listedcompany.com/ar.html>

Authorized Directors to Bind the Company

The directors authorized to sign for and with binding effect on the Company are any 2 of the 6 directors, namely Mr. Kasem Watanachai or Mr. Chumpol Na Lamlieng or Mr. Prasarn Trairatvorakul or Mr. Cholanat Yanaranop or Mr. Roongrote Rangsiyopash, or Mr. Thammasak Sethaudom jointly signing their names together.

Composition of the Board of Directors



Average Tenure

**5 years
9 months**

Age

Less than 55 Years Old
(3 persons)



55 – 65 Years Old
(8 persons)



More than 65 Years Old
(4 persons)



Board Skills Matrix

The Board of Directors includes knowledgeable and experienced individuals in diverse areas, ensuring alignment with the Company's objectives and strategies, as follows:

Skills, experience, knowledge, and expertise in specific areas that are beneficial to the Company	Total (person)
SCG's core businesses or core industries	7
International Affairs	10
Crisis Management	9
Law	1
Marketing	9
Accounting or Financial Literacy	9
Finance such as Financial Landscape / Payment System	9
Technology / Information Technology / Cyber Security	7
Human Capital Management	13
Corporate Governance	15
Environmental Management	5
Social Management	6

Roles and Responsibilities of the Board of Directors and Chairman

The Board of Directors of the Company has roles and responsibilities in formulating strategies and policies for the Company's business operations. The Chairman of the Board and each director perform their duties with a sense of responsibility, vigilance, diligence, and integrity for the maximum benefit of the Company, based on social and environmental responsibility. They strive to act justly towards all stakeholders under the principles of good corporate governance, aligning with SCG ESG 4 Plus.



Further details of Roles and Responsibilities of the Board of Directors appears under Chapter 14 Corporate Governance Policy and Charter of the Board of Directors can be found on the website: <https://scc.listedcompany.com/cg.html>

Authority of the Board of Directors

The Board of Directors is empowered to authorize various matters in accordance with the scope of authority stipulated by laws, the Company's Articles of Association, the Board Charter, and the Shareholders' Meeting resolutions. Such matters include defining delegation of authority, defining and reviewing corporate vision, mission, operating strategies, operating plans, risk management policy, annual budget and business plans, and medium-term 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, material connected transactions, merger and acquisition, corporate spin-off, and joint venture deals.

Separation of the Roles of the Board of Directors and the Executives

The Company has defined clear roles and responsibilities for the Board of Directors and the Executives in accordance with the Company's Delegation of Authority Manual. The Board shall be responsible for establishing the policies and overseeing the Management's implementation of those policies. The Executives, on the other hand, shall be responsible for implementing the policies formulated by the Board, and ensuring that these are carried out as planned. Therefore, the Chairman and the President & CEO of the Company shall be different person, and each must be nominated and elected by the Board in order to ensure their appropriateness. Furthermore, the Board is responsible for establishing a succession plan covering the Top Executives, which is subject to annual review. For this agenda, the Board meeting shall be arranged without the presence of the Executive Director.

The Chairman shall not be a member of the Executives and shall not participate in the Management of SCG's business; nor shall the Chairman be authorized to sign binding agreements on behalf of the Company. This is to clearly define separate roles between governance of the Company's overall policy, and business management. The Executives is authorized to manage the Company's operations in accordance with the policies set by the Board; take responsibility for the Company's operating results; control expenses and capital expenditures within the limits approved by the Board in the annual operating plan; manage human resources in line with the prescribed policy; resolve problems or conflicts that affect the Company; and maintain effective communication with the stakeholders.

Directors' Term of Office

Term Duration

The Company's Articles of Association stipulates the director's term of office in accordance with the Public Limited Companies Act B.E. 2535 that at the Annual General Meeting of Shareholders each year, one-third of the total directors shall retire from office. If it is not possible to divide the total number of directors evenly by three, the number closest to one-third shall retire from the office. In choosing those directors who retire, the length of service on the board shall be considered, so that those who have served longest are most eligible to retire. The number of years in office shall be in compliance with laws on retirement by rotation. As the current Board comprises 15 members, 5 directors are due to retire by rotation each year. However, once retired, they are eligible for re-election as directors.

Consecutive Terms of an Independent Director

An independent director shall be in the office at the maximum of three consecutive terms, starting from the first day of qualified independence and each term shall be due on the date of Annual General Meeting of Shareholders. The Board of Directors may nominate the retiring director for re-election if his/her independence is deemed appropriate subsequent to consideration of the Board.

Policy on Directors' and Top Executives' Directorship in Organizations outside SCG

Limitation of the Number of Listed Companies in which a Director May Hold Directorship

This policy aims to protect the Company's best interests as it helps ensure that directors have time sufficient to fulfill their duties. The Board of Directors has agreed to prescribe that each director should hold directorship in a maximum of four other listed companies apart from SCG on The Stock Exchange of Thailand. The Board of Directors has followed this policy strictly. In addition, SCG has a guideline in case the President & CEO is appointed as the director of another company. The matter must be proposed to the Board of Directors for approval.

Policy and Guidelines on SCG Top Executives' 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 and associates or spend the Company work hours carrying out directorships for the following three external 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 purpose but present no conflicts of interest with SCG and do not consume time to the extent that it is disadvantageous to the Company.

As for management employees, the proposal must be submitted for approval in accordance with the Company Delegation of 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 Code of Conduct regarding conflicts of interest, whereby employees do not engage in a conduct that constitutes a competition with the Company's business. The approval of directorships or the use of the Company's working hours on duties in external organizations/ 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.

Sub-committees

The Board of Directors has established several Sub-committees, namely the Audit Committee, the Governance and Nomination Committee, the Remuneration Committee, and the CSR Committee for Sustainable Development. Each of these committees is responsible for specific areas and reports directly to the Board for consideration or acknowledgment. To formalize these roles and responsibilities, the Company has implemented the Charter of the Board of Directors and Charters for each sub-committee, outlining their duties, responsibilities, and terms of office. Furthermore, the Board of Directors retains the authority to form additional sub-committees to address specific situations as deemed appropriate.

Scope of Duties

Sub-committees	Scope of Duties
The Audit Committee	The Committee is responsible for reviewing financial reports, internal control, internal audit, as well as ensuring compliance with operational standards according to policies, regulations, laws, practices, and requirements of regulatory bodies. Promoting the development of financial reporting and accounting systems to international standards and maintaining a modern and efficient risk management system.
The Governance and Nomination Committee	The Committee is responsible for proposing, revising, and overseeing the Company's corporate governance matters. Additionally, it is tasked with nominating qualified individuals for directorship to replace those retiring by rotation, as appropriate. Furthermore, the Committee evaluates the performance system of the Board of Directors and monitors and studies changes and trends in the remuneration of the Board of Directors.
The Remuneration Committee	The Committee is responsible for reviewing the succession plan for the Company's President & CEO and the Top Executives, monitoring and studying changes and trends in the remuneration of SCG Top Executives to suggest remuneration policies that can motivate these executives to lead the Company toward success as well as to retain competent and ethical employees.
The CSR Committee for Sustainable Development	The Committee is responsible for establishing policies and guidelines on CSR activities for sustainable development.



Details of Charters for each sub-committee can be found on the website: <https://scc.listedcompany.com/cg.html>

The Audit Committee

The Audit Committee comprises three independent directors with widely recognized expertise and experience in accounting or finance. They possess sufficient knowledge and experience to review the reliability of financial statements. The Audit Committee acts independently and expresses opinions accordingly.

Name - Surname	Position in the Committee	Number of Meetings (Time)
1. Mr. Pasu Decharin	Chairman	8/8
2. Mrs. Parnsiree Amatayakul	Member	8/8
3. Mrs. Nuntawan Sakuntanaga	Member	8/8

The Internal Audit Office Director serves as secretary.

The Governance and Nomination Committee

The Governance and Nomination Committee comprises four directors, including three independent directors. The chairman of the committee is also an independent director.

Name - Surname	Position in the Committee	Number of Meetings (Time)
1. Mr. Chumpol NaLamlieng	Chairman	6/6
2. Mr. Pasu Decharin	Member	6/6
3. Ms. Jareeporn Jarukornsakul	Member	6/6
4. Mr. Roongrote Rangsiyopash	Member	1/1

The Company Secretary serves as secretary.

Remark:

Mr. Roongrote Rangsiyopash was appointed as member of the Governance and Nomination Committee on August 16, 2023.

The Remuneration Committee

The Remuneration Committee comprises four directors, including three independent directors. The chairman of the committee is also an independent director.

Name - Surname	Position in the Committee	Number of Meetings (Time)
1. Mr. Prasarn Trairatvorakul	Chairman	6/6
2. Mrs. Parnsiree Amatayakul	Member	6/6
3. Mr. Cholanat Yanaranop	Member	6/6
4. Mr. Thapana Sirivadhanabhakdi	Member	6/6

Vice President-Corporate Administration serves as secretary.

The CSR Committee for Sustainable Development

The CSR Committee for Sustainable Development comprises 8 members, 5 of whom are the Company's directors and 3 of whom are members of the Management.

Name - Surname	Position in the Committee	Number of Meetings (Time)
1. Mr. Kasem Watanachai	Chairman	4/4
2. ACM. Satitpong Sukvimol	Member	4/4
3. Lt. Col. Somchai Kanchanamanee	Member	3/4
4. Pol. Col. Thumnithi Wanichthanom	Member	4/4
5. Mr. Roongrote Rangsiyopash	Member	2/4
6. Mr. Chana Poomee	Member	3/3
7. Mr. Chaovalit Ekabut	Member	2/4
8. Mr. Yuttana Jiamtragan	Member	3/4

The Enterprise Brand Management Office Director serves as secretary.

Remark:

Mr. Thammasak Sethaudom and Mr. Paramate Nisagornsen were appointed as members of the CSR Committee for Sustainable Development on January 25, 2024.



Details of sub-committees' performances in 2023 can be found in "Attachment 6 Report of the Audit Committee and Reports of the Other Sub-committees" from <https://scc.listedcompany.com/ar.html>

Name - Surname

Name - Surname	The Siam Cement PLC						Affiliated Companies					
	Ordinary Share (Shares)			Debentures (Units)			Ordinary Share (Shares)			Debentures (Units)		
	As of January 1, 2023	As of December 31, 2023	Increase/ (Decrease) during fiscal year	As of January 1, 2023	As of December 31, 2023	Increase/ (Decrease) during fiscal year	As of January 1, 2023	As of December 31, 2023	Increase/ (Decrease) during fiscal year	As of January 1, 2023	As of December 31, 2023	Increase/ (Decrease) during fiscal year
12. Mrs. Nuntawan Sakuntanag Related person(s)	-	-	-	-	-	-	-	-	-	-	-	-
13. Ms. Jareeporn Jarukornsakul Related person(s)	-	-	-	-	-	-	-	-	-	-	-	-
14. Mr. Roongrote Rangsiyopash Related person(s)	30,000	30,000	-	113,000	121,000	8,000	-	30,000*****	30,000*****	7,000**	7,000**	-
	-	-	-	-	-	-	-	-	-	15,000*****	15,000*****	-
	-	-	-	-	-	-	-	-	-	-	-	-
15. Thammasak Sethaudom Related person(s)	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-

Remarks:

- The Siam Cement Public Company Limited has a registered capital of 1,600,000,000 baht and paid-up capital of 1,200,000,000 baht. (1,200,000,000 shares).
- According to the Public Limited Companies Act, an “affiliated company” means a public limited company with a relationship to a private company, a public limited company, or companies in the following manners:
 - Any company that has the authority to control the appointment and removal of directors with full management authority or that has majority management authority
 - Holds more than 50% of issued shares.
- * Ordinary Share of SCG Packaging Public Company Limited ** Debenture of SCG Packaging Public Company Limited
- *** Ordinary Share of SCG Chemicals Public Company Limited **** Debenture of SCG Chemicals Public Company Limited
- ***** Ordinary Share of SCG Decor Public Company Limited
- Related person(s) are as defined by SEC’s regulation. Ordinary shares of a company held by the directors include those held by spouses, de facto partners, and minors.
- The Public Limited Companies Act requires divulging the ordinary shares and debentures in the Company and in affiliated companies held solely by a Board member as an individual.
- In compliance with SCG’s Insider Trading Policy, dated July 26, 2023.
- The Siam Cement Public Company Limited debentures and SCG Packaging Public Company Limited debentures are 1,000 baht per unit.
- The number of SCG’s debentures at the book closing date of December 18, 2023.
- Affiliated companies are (1) SCG Packaging Public Company Limited, as of the book closing date of December 19, 2023 (2) SCG Chemicals Public Company Limited, as of the book closing date of December 18, 2023 and (3) SCG Decor Public Company Limited, as of the book closing date of December 18, 2023.

SCG Top Executives

(As of January 1, 2024)



Mr. Thammasak Sethaudom

President & CEO and President,
Cementhai Holding Company Limited



Mr. Paramate Nisagornsen

Vice President-Corporate
Administration



Mrs. Chantanida Sarigaphuti

Vice President-Finance and
Investment & CFO



Mr. Chana Poomee

Chief Sustainability Officer



Mr. Wiroat Rattanachaisit

President, SCG Smart Living Business
President, SCG Distribution and
Retail Business



Mr. Surachai Nimlaor

President, SCG Cement and
Green Solution Business



Mr. Tanawong Areeratchakul

Chief Executive Officer & President,
Chemicals Business



Mr. Sakchai Patiparnpreechavud

Chief Commercial Officer,
Executive Vice President-Vinyl Chain,
Chemicals Business
Country Director - Vietnam, SCG



Mr. Mongkol Hengrojanasophon

Chief Operations Officer, Executive
Vice President-Olefins Chain (Thailand),
Chemicals Business



Mr. Suracha Udomsak

Chief Innovation Officer, Executive
Vice President-New Business,
Chemicals Business



Mr. Kulachet Dharachandra

Executive Vice President-Olefins Chain
(Vietnam), Chemicals Business



Mr. Chattri Eamsobhana

Chief Financial Officer, Chemicals
Business



Further details can be found in "Attachment 1
Information of Directors, Executives,
Chief Officers in Accounting and Finance
and Company Secretary" from [https://scc.
listedcompany.com/ar.html](https://scc.listedcompany.com/ar.html)

The Company's Chief Officers in Accounting and Finance

Corporate Accounting Director

Mr. Pichit Leelaphantmetha, Corporate Accounting Director, has been assigned to oversee SCG's accounting policies, control accounting and the preparation of financial statements, and ensure that SCG's accounting transactions are executed efficiently in relevant regulations, requirements, and criteria.

Corporate Finance Excellence Director

Ms. Rawiporn Wongbuddhapitak, Corporate Finance Excellence Director, has been assigned to ensure that the financial management of SCG and its subsidiaries is in compliance with SCG's financial policies



Further details can be found in "Attachment 1 Information of Directors, Executives, Chief Officers in Accounting and Finance and Company Secretary" from <https://scc.listedcompany.com/ar.html>

Report of Changes in Securities Holdings of Executives, Spouses or De Facto Partners and Minors under SEC's Definitions

Name - Surname	Ordinary Shares of the Siam Cement Public Company Limited (Shares)					
	As of January 1, 2023		As of December 31, 2023		Increase/ (Decrease) During fiscal year	
	Executive	Related person(s)*	Executive	Related person(s)*	Executive	Related person(s)*
1. Mr. Thammasak Sethaudom	-	-	-	-	-	-
2. Mr. Paramate Nisagornsen	-	-	-	-	-	-
3. Mrs. Chantanida Sarigaphuti	-	-	-	-	-	-
4. Mr. Chana Poomee	5,800	500	5,800	500	-	-
5. Mr. Wiroat Rattanachaisit	-	-	-	-	-	-
6. Mr. Surachai Nimlaor	300	-	300	-	-	-
7. Mr. Tanawong Areeratchakul	-	-	-	-	-	-
8. Mr. Sakchai Patiparnpreechavud	-	-	-	-	-	-
9. Mr. Mongkol Hengrojanasophon	2,000	-	2,000	-	-	-
10. Mr. Suracha Udomsak	-	-	-	-	-	-
11. Mr. Kulachet Dharachandra	-	-	-	-	-	-
12. Mr. Chattri Eamsobhana	-	10,000	-	10,000	-	-
13. Mr. Pichit Leelaphantmetha	-	-	-	-	-	-
14. Ms. Rawiporn Wongbuddhapitak	-	-	-	-	-	-

Remarks:

- The Siam Cement Public Company Limited has a registered capital of 1,600,000,000 baht and paid-up capital of 1,200,000,000 baht. (1,200,000,000 shares).
- In reference to the Notification of Capital Market Supervisory Board No. Tor Chor 72/2564, "Executives" shall mean the manager or the next four executives succeeding the manager, the persons holding equivalent position to the fourth executive and shall include the persons holding the position of manager or equivalent in accounting or finance departments.
- SCG executives according to the Notification of Capital Market Supervisory Board comprise the above-mentioned 14 members.
- Related person: According to relevant laws and criteria, ordinary shares of a company held by the directors and executives include those held by spouses, de facto partners, and minors.
- No. 13 and No. 14 are the Company's chief officers in accounting and finance.

Remunerations for the Directors and the Top Executives

The Governance and Nomination Committee is assigned by the Board of Directors to consider proposing the remuneration methods and processes for members of the Board, the Sub-committees as well as continually keep up with the changes and possibilities in regard to the remuneration for the Board and the Top Executives to propose for the Board's consideration.

Remunerations of the Directors

Policy on the Remuneration for the Board and its Sub-committees

The appropriate remuneration for members of the Board and Sub-committees is set at rates comparable to those of leading companies listed in the SET, and other top companies in the same industries. Remuneration for the Board is also considered based on SCG's operating results, before being proposed for approval in the Shareholders' Meeting in accordance with the Articles of Association of the Company.

In the 11th Annual General Meeting of Shareholders held on Wednesday, March 24, 2004, a resolution passed concerning the remuneration and bonuses of directors. Monthly remuneration for all directors was set at 1,800,000 baht, to be distributed among the directors in such manner that they themselves may consider appropriate. Regarding bonuses, permission was granted for the Board itself to determine the appropriate amount, but the amount cannot exceed 0.5% of total dividends paid to shareholders, and should be apportioned among the directors in such manner they themselves may consider appropriate. This took effect

from the day the resolution was passed by a vote of the shareholders and remained in effect until the Shareholders' Meeting determined otherwise. The bonus for directors will be considered based on the growth of profits of the Company. In addition to monetary remuneration, the Company does not grant other privileges to the directors.

As for remuneration for the Sub-committees, the Board of Directors is entitled to set the remuneration for each Sub-committee according to Clause 40 of the Company's Articles of Association. However, to ensure transparency in tune with good corporate governance, the Board of Directors resolved that all forms of remuneration for the Directors shall be disclosed at the Annual General Meeting of Shareholders and added to the regular agenda for approval. The 2023 Annual General Meeting of Shareholders (the 30th Meeting) held on March 29, 2023, resolved to approve the retention of the remuneration of Directors and Sub-committee members.

Apportionment of Board Remuneration and Bonuses

Monthly Remuneration

The Board of Directors passed a resolution to pay the chairman a 1.5 portion, or 174,194 baht per month, and the other 14 board members one portion, or 116,129 baht per month.

Directors' Bonuses

The Board of Directors passed a resolution to grant the chairman a bonus of 1.5 portions, and each of the other board members will receive bonuses of one portion each, as approved in the Shareholders' Meeting.

Remuneration for the Sub-committees

The Board of Directors passed a resolution to remunerate members of the Sub-committees on the basis of a fixed fee and attendance fee, as follows:

Unit: baht/ person

Sub-committee	Position	Annual fixed fee	Meeting allowance
The Audit Committee	Chairman	180,000	45,000
	Member	120,000	30,000
The Governance and Nomination Committee/ The Remuneration Committee	Chairman	150,000	37,500
	Member	100,000	25,000

Remark:

The CSR Committee for Sustainable Development is not entitled to remuneration.

Board of Directors Remuneration for 2023 (January 1 - December 31, 2023)

Unit: baht

Name - Surname	The Board of Directors	The Audit Committee	The Governance and Nomination Committee	The Remuneration Committee	Directors' Bonuses**	Total
1. ACM. Satitpong Sukvimol	2,090,328.00	-	-	-	4,064,512.90	6,154,840.90
2. Mr. Chumpol NaLamlieng*	1,393,548.00	-	375,000.00	-	2,709,641.94	4,478,189.94
3. Mr. Kasem Watanachai	1,393,548.00	-	-	-	2,709,641.94	4,103,189.94
4. Lt. Col. Somchai Kanchanamanee	1,393,548.00	-	-	-	2,709,641.94	4,103,189.94
5. Pol. Col. Thumnithi Wanichthanom	1,393,548.00	-	-	-	2,709,641.94	4,103,189.94
6. Mr. Prasarn Trairatvorakul*	1,393,548.00	-	-	375,000.00	2,709,641.94	4,478,189.94
7. Mr. Pasu Decharin*	1,393,548.00	540,000.00	250,000.00	-	2,709,641.94	4,893,189.94
8. Mrs. Parnsiree Amatayakul*	1,393,548.00	360,000.00	-	250,000.00	2,709,641.94	4,713,189.94
9. Mr. Cholanat Yanaranop*	1,393,548.00	-	-	250,000.00	2,709,641.94	4,353,189.94
10. Mr. Thapana Sirivadhanabhadi*	1,393,548.00	-	-	250,000.00	2,709,641.94	4,353,189.94
11. Mr. Suphachai Chearavanont*	1,393,548.00	-	87,771.74	-	2,709,641.94	4,190,961.68
12. Mrs. Nuntawan Sakuntanaga*	1,393,548.00	360,000.00	-	-	2,709,641.94	4,463,189.94
13. Ms. Jareeporn Jarukornsakul*	1,393,548.00	-	250,000.00	-	2,709,641.94	4,353,189.94
14. Mr. Roongrote Rangsiyopash	1,393,548.00	-	59,510.87	-	2,709,641.94	4,162,700.81
15. Mr. Thammasak Sethaudom	1,052,653.19	-	-	-	497,237.57	1,549,890.76
Director who retired by rotation at the 2023 Annual General Meeting of Shareholders						
Mr. Kan Trakulhoon	340,894.81	-	-	-	2,212,404.37	2,553,299.18
Total	21,600,000.00	1,260,000.00	1,022,282.61	1,125,000.00	41,999,500.06	67,006,782.67

Remarks:

* Independent Director.

** The directors' bonuses paid in 2023 consisted of the bonus payment based on the final dividend of the year 2022 paid to shareholders on April 25, 2023, and the interim dividend of the year 2023 paid on August 25, 2023.

- Director No. 1 is the Chairman of the Board and serves as a director in the Company's subsidiary that is its core business, namely SCG Chemicals Public Company Limited, for which the remuneration is disclosed under "Remuneration for the Directors of SCGC".
- Director No. 2 is the Chairman of the Governance and Nomination Committee and serves as the Chairman of the Board and an independent director in the Company's subsidiary that is its core business, namely SCG Chemicals Public Company Limited, for which the remuneration is disclosed under "Remuneration for the Directors of SCGC".
- Director No. 5 is a director in the Company's subsidiary that is its core business, namely SCG Packaging Public Company Limited, for which the remuneration is disclosed under "Remuneration for the Directors of SCGP".
- Director No. 6 is the Chairman of the Remuneration Committee and serves as the Chairman of the Board and an independent director in the Company's subsidiary that is its core business, SCG Packaging Public Company Limited, for which the remuneration is disclosed under "Remuneration for the Directors of SCGP".
- Director No. 7 is the Chairman of the Audit Committee.

- Directors No. 9-11 serve as directors in the Company's subsidiary that is its core business, namely SCG Chemicals Public Company Limited, for which the remuneration is disclosed under "Remuneration for the Directors of SCGC".
- Director No. 14 was appointed as member of the Governance and Nomination Committee on August 16, 2023, replacing Director No. 11. and serves as the director in the Company's subsidiary that is its core business, namely SCG Chemicals Public Company Limited, for which the remuneration is disclosed under "Remuneration for the Directors of SCGC".
- Director No. 15 is a Director, effective March 29, 2023, and serves as the director in the Company's subsidiary that is its core business, namely SCG Packaging Company Limited, for which the remuneration is disclosed under "Remuneration for the Directors of SCGP".

Remuneration of President & CEO, and the Top Executives

Policy on Top Executive Remuneration

The Board and the Remuneration Committee assess the performance of the President & CEO based on the Company's operating results, the implementation of the Board's policies, and the overall socio-economic circumstances. Subsequently, the Remuneration Committee considers the appropriate remuneration for the President & CEO and Top Executives of SCG and proposes such amounts to the Board for approval, taking into account information regarding the current and previous years:

1. The business unit's operating results based on percentage of EBITDA on operating assets. The target EBITDA percentage for each business unit of SCG shall be set forth each year for assessment and comparison purposes.
2. The operating results of the business unit compared to those of other companies in the same industry, both locally and internationally.
3. The executive's capability to develop the business units and improve operational efficiency for each business unit each year and to lead the Company in meeting the ESG performance and sustainability goals which are set both in the short and long term, both with respect to the environment, such as greenhouse gas emission reduction, energy and resource consumption reduction, water withdrawal reduction, zero waste to landfill, revenue from sales of eco value products and services, and with respect to society, such as health and safety goals.

In addition, the results of an opinion survey of management-level employees towards the President & CEO and Top Executives were also used in the consideration of the Remuneration Committee.

Remuneration of the Top Executives in 2023

The total remuneration for 12 executives, including the President & CEO, whose office was held during 2023, in the form of salaries, bonuses, variable pay and others amounted to 168,628,346 baht. For 2023, the Company made contributions of 15,803,320 baht to the provident fund for the executives as the employees of the Company.

The Company's claw back provision is following the Securities and Exchange Act B.E 2535. Under section 89/7, it is stated that the board of directors, executives, and associates under SEC's Definitions should perform their duties with full responsibilities as well as cautiousness and integrity, and comply according to the law, the Company's objectives, the Company's Articles of Association, and resolutions of the board of directors and shareholder's meeting. In case that the Board of directors, executives and associates under SEC's Definitions have conducted any act against the section 89/7, the Company may reclaim the incentives back to the Company according to the section 89/18 and 89/19 (Claw Back Provision).

Information of Directors and Executives of Major Subsidiaries of the Core Businesses (As of December 31, 2023)

* Listed Company on the Stock Exchange of Thailand

◆ Executive Director ✓ Director ✕ Executive

Name - Surname	Subsidiaries					
	CPAC	SCG CBM	SCGD*	SCG Dist	SCGP*	SCGC
1. ACM. Marshal Satitpong Sukvimol						✓
2. Mr. Chumpol NaLamlieng						✓
3. Pol. Col. Thumnithi Wanichthanom					✓	
4. Mr. Prasarn Trairatvoraku					✓	
5. Mr. Cholanat Yanaranop						✓
6. Mr. Thapana Sirivadhanabhakdi						✓
7. Mr. Suphachai Chearavanont						✓
8. Mr. Roongrote Rangsiyopash	◆		✓			✓
9. Mr. Thammasak Sethaudom	◆	✓	✓	✓	✓	
10. Mr. Paramate Nisagornsen	◆	◆		◆		
11. Mrs.Chantanida Sarigaphuti	◆	✓		✓		
12. Mr. Chana Poomee		◆				
13. Mr. Wiroat Rattanachaisit	◆	◆	✓	✓		
14. Mr. Tanawong Areeratchakul						◆
15. Mr. Sakchai Patiparnpreechavud						✕
16. Mr. Mongkol Hengrojanasophon						✕
17. Mr. Suracha Udomsak						✕
18. Mr. Kulachet Dharachandra						✕
19. Mr. Chatri Eamsobhana						✕
20.Mr. Nithi Patarachoke	◆	◆	✓	✓		
21. Mr. Wichet Chuchaeu	◆					
22. Mr. Yuttana Jiamtragan		✓				
23. Mr. Chaovalit Ekabut			✓			
24. Mr. Lucksananoi Punkrasamee			✓			
25. Mr. Pakorn Matrakul			✓			
26. Mrs. Sirivipa Supantanet			✓			
27. Mr. Winid Silamongkol						✓
28. Mr. Rapee Sucharitakul						✓
29. Mr. Kitipong Urapeepatanapong					✓	✓
30. Mrs. Siriluck Rotchanakitumnuai						✓

Name - Surname	Subsidiaries					
	CPAC	SCG CBM	SCGD*	SCG Dist	SCGP*	SCGC
31. Mr. Tos Chirathivat						✓
32. Mrs. Kaisri Nuengsigkapan					✓	
33. Mr. Chalee Chantanayingyong					✓	
34. Mrs. Pongpen Ruengvirayudh					✓	
35. Mr. Vanus Taepaisitphongse					✓	
36. Mr. Vibul Tuangsitthisombat					✓	
37. Mrs. Suphatee Suthumpun					✓	
38. Mr. Thirapong Chansiri					✓	
39. Mr. Numpol Malichai			◆			
40. Mr. Kitipong Phocharanon			✕			
41. Mr. Jakkrit Suwansilp			✕			
42. Mr. Chaiyaporn Supanya			✕			
43. Mr. Smithi Kosicharoen			✕			
44. Mrs. Voranun Sodanin			✕			
45. Mr. Thirawat Poonkarnjanaroj				◆		
46. Mr. Joshua Wasawit Pas				✕		
47. Mr. Wichan Jitpukdee					◆	
48. Mr. Wichan Charoenkitsupat					✕	
49. Mr. Jakjit Klomsing					✕	
50. Mr. Karan Tejasen					✕	
51. Mr. Suchai Korprasertsri					✕	
52. Mr. Danaidej Ketsuwan					✕	
53. Mr. Sompob Witworrasakul					✕	
54. Mrs. Rungtip Trikomol					✕	
55. Mrs. Nattha Buranawit	✕	✕		✕		
56. Mrs. Wassana Torrungruang						✕



Further details can be found in “Attachment 2 Information of Directors of Major Subsidiaries of the Core Businesses” from <https://scc.listedcompany.com/ar.html>

Remunerations for the Directors of Major Subsidiaries of the Core Businesses

Remunerations for the Directors of CPAC, SCG CBM and SCG Dist

The Top Executives assigned to be directors of CPAC, SCG CBM and SCG Dist shall not subject to remuneration paid for being the directors as they have already served as the Top Executives of SCG.

Remunerations for the Directors of SCGD (January 1 – December 31, 2023)

Unit: baht

Name – Surname	The Board of Directors	The Audit and Risk Management Committee	The Nomination, Remuneration and Corporate Governance Committee	Total
1. Mr. Roongrote Rangsiyopash	-	-	-	-
2. Mr. Nithi Patarachoke	-	-	-	-
3. Mr. Thammasak Sethaudom	-	-	-	-
4. Mr. Wiroat Rattanachaisit	-	-	-	-
5. Mr. Numpol Malichai	-	-	-	-
6. Mr. Chaovalit Ekabut	667,143.00	-	90,000.00	757,143.00
7. Mr. Lucksananoi Punkrasamee	747,143.00	484,445.00	-	1,231,588.00
8. Mrs. Sirivipa Supantanet	667,143.00	346,667.00	-	1,013,810.00
9. Mr. Pakorn Matrakul	667,143.00	346,667.00	90,000.00	1,103,810.00
Total	2,748,572.00	1,177,779.00	180,000.00	4,106,351.00

Remarks:

- Directors No. 1-5 serve as SCG executives or employees and do not receive remuneration in their capacity as directors of company or as members of sub-committees.
- Directors No. 5-9 have been appointed as directors of SCGD, effective on February 10, 2023.

Remuneration for the Directors of SCGP (January 1 – December 31,2023)

Unit: baht

Name - Surname	The Board of Directors	The Audit Committee	The Corporate Governance and Nomination Committee	The Remuneration Committee	Directors' Bonuses**	Total
1. Mr. Prasarn Trairatvorakul*	1,800,000.00	-	-	-	1,544,000.00	3,344,000.00
2. Mr. Thammasak Sethaudom	1,200,000.00	-	-	310,000.00	1,030,000.00	2,540,000.00
3. Pol. Col. Thumnithi Wanichthanom	1,200,000.00	-	-	-	1,030,000.00	2,230,000.00
4. Mrs. Kaisri Nuengsigkapien*	1,200,000.00	510,000.00	-	-	1,030,000.00	2,740,000.00
5. Mr. Chalee Chantanayingyong*	1,200,000.00	340,000.00	-	-	1,030,000.00	2,570,000.00
6. Mrs. Pongpen Ruengvirayudh*	1,200,000.00	340,000.00	-	-	1,030,000.00	2,570,000.00
7. Mr. Kitipong Urapeepatanapong*	1,200,000.00	-	300,000.00	-	1,030,000.00	2,530,000.00
8. Mr. Vanus Taepaisitphongse*	1,200,000.00	-	-	435,000.00	1,030,000.00	2,665,000.00
9. Mr. Vibul Tuangsitthisombat*	1,200,000.00	-	-	310,000.00	1,030,000.00	2,540,000.00
10. Mrs. Suphajee Suthumpun*	1,200,000.00	-	220,000.00	-	1,030,000.00	2,450,000.00
11. Mr. Thiraphong Chansiri	1,200,000.00	-	190,000.00	-	1,030,000.00	2,420,000.00
12. Mr. Wichan Jitpukdee	1,200,000.00	-	-	-	1,030,000.00	2,230,000.00
Total	15,000,000.00	1,190,000.00	710,000.00	1,055,000.00	12,874,000.00	30,829,000.00

Remarks:

* Independent Director.

** The directors' bonuses paid in 2023 consisted of the bonus payment based on the dividend of the year 2022 paid to shareholders on April 24, 2023 and the interim dividend of the year 2023 paid on August 22, 2023.

- Director No. 1 is the Chairman of the Board of Directors.
- Director No. 4 is the Chairman of the Audit Committee.
- Director No. 7 is the Chairman of the Corporate Governance and Nomination Committee.
- Director No. 8 is the Chairman of the Remuneration Committee.

Remuneration for the Directors of SCGC (January 1 – December 31, 2023)

Unit: baht

Name - Surname	The Board of Directors	The Audit and Risk Management Committee	ESG Committee	The Remuneration Committee	Total
1. Mr. Chumpol NaLamlieng*	1,800,000.00	-	-	-	1,800,000.00
2. Mr. Roongroate Rangsiyopash	1,200,000.00	-	-	300,000.00	1,500,000.00
3. ACM. Satitpong Sukvimol	1,200,000.00	-	-	-	1,200,000.00
4. Mr. Winid Silamongkol*	1,200,000.00	450,000.00	-	-	1,650,000.00
5. Mr. Raphee Soojaritkoon*	1,200,000.00	300,000.00	-	-	1,500,000.00
6. Mrs. Siriluk Rotchanakitumnuai*	1,200,000.00	300,000.00	-	-	1,500,000.00
7. Mr. Cholanat Yanaranop*	1,200,000.00	-	345,000.00	-	1,545,000.00
8. Mr. Kitipong Uraepatanapong*	1,200,000.00	-	250,000.00	-	1,450,000.00
9. Mr. Tos Chirathivat*	1,200,000.00	-	-	220,000.00	1,420,000.00
10. Mr. Suphachai Chearavanont*	1,200,000.00	-	-	190,000.00	1,390,000.00
11. Mr. Thapana Sirivadhanabhakdi*	1,200,000.00	-	220,000.00	-	1,420,000.00
12. Mr. Tanawong Areeratchakul	1,200,000.00	-	-	-	1,200,000.00
Total	15,000,000.00	1,050,000.00	815,000.00	710,000.00	16,375,000.00

Remarks:

- * Independent Director.
- Director No. 1 is the Chairman of the Board of Directors.
- Director No. 2 is the Chairman of the Remuneration Committee.
- Director No. 4 is the Chairman of the Audit and Risk Management Committee.
- Director No. 7 is the Chairman of the ESG Committee.

Remuneration for the Executives of Major Subsidiaries of the Core Businesses

1. Monetary remuneration, such as monthly salary, bonus, and variable pay.
2. Benefit-in-kind, such as provident fund contributions.

Details of the remuneration for the executives of major subsidiaries of the core businesses are as follows:

Unit: baht

Subsidiaries	Total monetary remuneration	Benefit-in-kind
CPAC	140,839,300	12,996,360
SCG CBM	60,309,418	5,788,640
SCG Dist	23,968,437	2,436,330
SCGD	35,660,000	3,470,000
SCGP	82,409,000	7,204,170
SCGC	94,157,950	8,866,689

Remark:

The above-mentioned the remunerations included those of the presidents and vice presidents of major subsidiaries of the core businesses, which are the same information of Remuneration of the Top Executives.

Human Resources

In 2023, The Siam Cement PLC operates three core businesses, namely Cement-Building Materials, Packaging, and Chemicals. 43% of the employees are affiliated with the Cement-Building Materials Business, aligning with the number of its operational facilities and the industry nature, which requires greater workforce than the other businesses, followed by 39% for the Packaging Business and 14% for the Chemicals Business. SCG analyzes and formulates its manpower plans by taking into consideration

its short-term and long-term business directions. Given its strategy of overseas expansion, SCG's policy is to employ local people in the countries where it makes investments and promote their career advancement. As a result, SCG is seeing an increasing proportion of international employees alongside investment expansion.

At the end of 2023, The Siam Cement PLC and companies under Corporate Administration (CA) and Finance & Investment (FI) had 2,551 employees, while the total number of SCG employees was 55,578.

Unit: Person

Business Units	Thai	Overseas	Total
The Siam Cement PLC and companies under Corporate Administration (CA) and Finance & Investment (FI)	2,469	82	2,551
Cement-Building Materials Business	14,532	9,246	23,778
Packaging Business	8,724	12,705	21,429
Chemicals Business	4,984	2,836	7,820
Total	30,709	24,869	55,578

Human Rights Respect and Protection

SCG has always adhered to a code of business ethics, respected, and upheld human rights through corporate governance practices. It also strives to operate its businesses within an ethical framework that is consistently developed to ensure suitability and complies with the laws of every country where it operates as well as relevant international standards, such as the Universal Declaration of Human Rights (UDHR), the United Nations Global Compact (UNGC), and the International Labor Organization (ILO) Declaration on Fundamental Principles and Rights at Work. In 2023, SCG's human rights practices continued to be recognized by both international and national assessors, such as DJSI, and won a Human Rights Award from the Ministry of Justice for a fourth consecutive year.

SCG has been operating within the framework of human rights, which includes its Business Value Chain, and Joint Venture, as follows:

- Revising the Human Rights Policy and the Diversity and Inclusion Policy to ensure currency and alignment with current social issues and context.
- Organizing Human Rights Due Diligence Process to indicate and assess risk, set up protective and relief measures, follow up results, and communicate risk management results.
- Monitoring and assessing the Human Rights operations by establishing objectives and indicators with consistent evaluation.
- Providing Complaint System to manage and respond to complaints, as well as Relief Procedures to properly alleviate the situation.
- Communicating and providing Human Rights knowledge for SCG's employees and related stakeholders.

Employee Care

Remuneration Management

SCG places great emphasis on remuneration management in order to attract talents and high-potential recruits as well as boost the morale of the staff so as to retain capable employees and drive

them to successfully fulfill their duties. The Company has also put in place a job value assessment process for the jobs at different levels in the organization and established a suitable remuneration structure that is competitive with other companies in the same industry or located in the vicinity as well as a performance assessment system that is guided by fairness and equitability within the organization and takes into account communication between employees, their superiors, and the Company of relevant expectations, action plans, and the organization's shared goals. Remuneration is offered in the following forms: salaries, position-dependent work-related allowances, bonuses, variable pays, and other benefits.

SCG's remuneration management takes into consideration not only its annual performance, such as sales generation, net profit, and EBITDA, but also its long-term performance, such as business expansion plans, profit growth rates, market shares, and performance in operational efficiency improvement and sustainable development, in order to ensure the Company's sustainable growth.

Employee Benefits Management

SCG has prescribed a benefit management policy and relevant guidelines in its human resources management regulations, protocols, and guidelines to provide support and assistance related to healthcare and wellbeing for employees, facilitate their performance of duties, and elevate their quality of life as appropriate for employees at each level. The policy and guidelines are regularly reviewed to ensure compatibility with changes.

In 2023, SCG prioritized the cultivation of Employee Experience and Well-being over the span of working life, with important principles as follow:

- Implementing Hybrid Work Policy, both at regular offices and at other places, for full-time and specifically designated work, to accommodate the new generations' lifestyle and diverse needs and balance the employees' work-life integration.
- Supporting employee well-being in every aspect from physical, mental, financial, to social, by

providing knowledge and advice in finance, physical and mental healthcare, discussions, and other social activities.

- Providing flexible benefits that allow employees to choose and determine their own welfare and benefits to meet their personal needs, such as medical benefits, health check-up, exercise activities, and prescription glasses.

Long-term Employee Care

SCG puts a premium on career advancement management and keeping employees informed of their career path, which is a crucial factor in building their motivation and bond with the organization. Career advancement plans are regularly developed by employees and their supervisors. Long-term benefits for employees include provident funds, financial management courses, healthcare, retirement preparedness programs, and retired employee clubs, all of which ensure that employees have a good quality of work life and have retirement plans that guarantee their financial stability and health.

Employee Development

Although the situation of COVID-19 pandemic has improved, SCG's business operation and expansion both in Thailand and ASEAN countries have been directly affected by the worsening persistent environmental issues, which have been given priority by both government sectors and private sectors globally, as well as the continuous increase of fuel prices due to the ongoing Russian Invasion of Ukraine. Thus, SCG has enhanced its employee development strategies, which are the heart of organization driving, to escalate new body of knowledge and essential work skills that correlate to business strategies, and to modify learning formats to correspond with the current situation.

SCG has made adjustment to content and learning formats to meet with the current business situation, emphasizing more on the 70 which are on-the-job training, hand-on experience, and project assignment, such as ESG Leadership Program for future leaders of SCG, SCG Marketing Boot Camp for SCG's marketing

professional groups, Management Development Program (MDP), and Management Acceleration Program (MAP) for management level employees. Furthermore, upskilling and reskilling are encouraged among employees at all levels varied by their duties with primary focus on future skills and soft skills that will push forward the organization's strategies including data analytics for decision making, IoT, Chat GPT, advance digital marketing, generative AI, growth mindset for success, and critical thinking.

Moreover, SCG has designed and developed its own Learning Management System (LMS) to create a new channel for employees to learn from anywhere, at any time. In the system, internal and external digital contents are provided in various modules covering from soft side management, technical knowledge, to leadership, such as safety & environment, marketing & sale, engineering, supply chain, operation, and SCG people.

Besides, SCG's employees have consistently formulated Individual Development Plan on LMS to use as an annual guideline that corresponds with the business direction and action plan, with support from the Human Resources Committee and supervisors in finding learning solutions and development procedures through project assignment, digital learning, coaching, as well as classrooms and workshops organized by both internal and external experts.

In 2023, the average number of training days for each employee stood at 16 days. The expense for both internal and external employee learning and development amounted to 772 million baht.

Human Resource Management in Other Aspects

SCG has applied human resource management strategies that are appropriate to the current situation and correspond with its business strategies, by focusing on talent acquisition, workforce preparation and capacity building, developing performance management alignment, increasing efficiency of HR operation excellence, shared serviced expansion, and best practice sharing, as well as advancing several digital systems to provide a consistent support for human resource management.

Other Key Information

Secretary to the Board of Directors

The Board appointed Mr. Worapol Jennapar as the secretary to the Board of Directors responsible for providing advice to the Board regarding the performance of duties in compliance with the law, preparing the minutes of the Board's meetings, and attending every Board's meeting. He is deemed appropriate by the Board since he is highly knowledgeable and experienced, especially in legal matters, allowing him to provide appropriate advice to the Board regarding compliance with the laws, rules, regulations and the SCG Corporate Governance Policy.

Company Secretary

The Board appointed Mrs. Pattarawan Tunsakul as the Company Secretary and assistant secretary to the Board of Directors responsible for organizing the meetings of the Board, Sub-committees, and shareholders. The Company Secretary is also in charge of preparing the minutes of the Board's meetings, the minutes of the shareholders' meetings, and annual registration statements, as well as preparing and filing documents as stipulated by law and as assigned.

She is deemed appropriate by the Board since she is knowledgeable in managing corporate secretarial work, having served as the director of the corporate secretary office, which supports the corporate secretarial work involving compliance with laws, rules and regulations as well as overseeing and supervising works in regard to the SCG Corporate Governance Policy.

In addition, the Company consistently encourages the Company Secretary to undergo training and development in areas such as law, accounting, or corporate secretarial work. In 2023, the Company Secretary participated in the "Training on Techniques for the Preparation of Shareholders' Meeting Invitations in Compliance with Relevant Standards," organized by IOD. Additionally, she also served as a speaker to share knowledge and experience in corporate secretarial work with other listed companies. This includes participating in programs such as the Company Secretary Program and Company Reporting Program offered by IOD to promote corporate governance.



Further details can be found in "Attachment 1 Information of Directors, Executives, Chief Officers in Accounting and Finance and Company Secretary" from <https://scc.listedcompany.com/ar.html>

Head of Internal Audit

The Company has the Internal Audit Office which is directly to the Audit Committee. The Internal Audit Office has responsible for corporate governance, risk management, compliance and internal control, building trust and providing consulting independently, effectively and efficiently. The Audit Committee meeting no. 122th (5/2018) held on October 2, 2018, resolved to appoint Mr. Pitaya Chanboonmi as Internal Audit Director of Internal Audit Office effective from November 1, 2018

Head of Compliance and Legal

Mr. Kittitangjitmaneesakda, Managing Director - SCG Legal Counsel Limited which is a subsidiary of the Company, is appointed as the Chairman of Compliance Management Committee, responsible for proposing policies, strategies and supervising the Company and its subsidiaries to comply with related rules and laws as well as creating knowledge, understanding, communication and raising awareness.



Further details can be found in "Attachment 3 Information of Head of Internal Audit and Head of Compliance and Legal" from <https://scc.listedcompany.com/ar.html>

Investor Relations

The Company's Investor Relations communicates with institutional investors, retail investors, shareholders, analysts and relevant government bodies on an equal and fair basis. In 2023, SCG organized various activities in order that the President & CEO, and Vice Presidents could meet investors, institutional investors, and analysts on a regular basis and present the operating results, financial statements and position, management discussion and analysis, and industry trends to them. The investor relations activities conducted are summarized below:

- Hosting 4 analyst conferences and press conferences quarterly in a Hybrid Meeting format. The main focus is on conducting meetings in a Physical Meeting format to enhance the efficiency of communication and interaction with investors.
- Domestic roadshows and virtual conferences for the Executives to meet with domestic institutional investors to offer relevant explanations, communicate with them, and create an accurate understanding regarding SCG's business approach and general information. A total of 22 such events, comprising 36 conferences, were held.
- Conducting 53 Non-deal roadshows and conferences, comprising 144 meetings, held both in person and virtually to engage with domestic and international investors.
- Participating in the Opportunity Day, hosted by the Stock Exchange of Thailand, every quarter, totaling 4 times. In addition, Investor Relations Department has organized Knowledge Sharing sessions to help investors better understand the company's business, strategies, and products, such as Green Polymer.
- Preparing SET Company Snapshot presenting business performances, strategies, and other business-related information every quarter, totaling 4 times.

The investor relations activities in 2023 emphasized the Physical Meeting format both in Thailand and abroad to enhance effective communication with investors and build confidence in both the short and long term. One-on-one meetings, group meetings, and conference calls were conducted, allowing investors to inquire about the company's business conduct and strategies. Investors' inquiries were also regularly addressed via email and telephone.

Audit Fees

The Audit Committee has considered and reviewed the process of selecting the Company's auditor and its subsidiaries based on various factors i.e. reputation, potential, working standards, experiences and expertise, efficiency procedures and digital tools, familiar with company businesses including their commitment before presenting to the Board of Directors for their consideration and propose to the Annual General Meeting of Shareholders for the appointment of the auditors and audit fees every year.

In 2022, the Audit Committee resolved to select KPMG Phoomchai Audit Ltd., (KPMG) to be the audit firm for the Company and its subsidiaries for the years 2023-2027 and fixed their audit fee for the next 5 years due to the readiness in both quality standards and the audit fee, along with an understanding of the company's business. KPMG is able to provide guidance and offer in-depth insights derived from audits to create value added as well as continuously provide beneficial knowledge on various matters to the Company.

In this regard, KPMG in Thailand and KPMG member firms in overseas and its auditors do not have any relationships or interests involving the Company, management, or major shareholders, including their related persons.

For the fiscal year 2023, The Siam Cement Public Company Limited and its subsidiaries paid for audit fees amounting to 94.81 million baht to KPMG in Thailand and KPMG member firms in overseas, which the auditors worked for, and to persons or businesses related to the auditors and audit firm. This audit fee amount excluded the remuneration paid by associates.

Should there be any need for additional information, shareholders can directly contact the Investor Relations Department via these channels:

Address: 1 Siam Cement Road, Bangsue, Bangkok, 10800
Tel.: 0-2586-4299 Email: invest@scg.com

Audit fees for the year 2023

1. Audit fees of the Company for the year 2023 totaling 2.78 million baht.

Audit fees		
1. Annual audit fee for the Company's financial statements	282,000	Baht
2. Annual audit fee for consolidated financial statements, and quarterly review fee for the financial statements of the Company and consolidated financial statements	2.50	Million baht
Total audit fees of the Company	2.78	Million baht

2. Audit fees of the Company's subsidiaries have audited by KPMG in Thailand and KPMG member firms in overseas, the fees of which are borne by each subsidiary totaling 92.03 million baht as follows:

Audit fees of the subsidiaries		
1. Audit fees of the Company's subsidiaries in Thailand		
- Number of subsidiaries	142	Companies
- Amount	34.32	Million baht
2. Audit fees of the Company's subsidiaries in overseas		
- Number of subsidiaries	109	Companies
- Amount	57.71	Million baht
Total audit fees of subsidiaries	92.03	Million baht

Non-audit fees

The subsidiaries paid for tax consulting, reviewing compliance with the conditions of Thai government's Board of Investment Promotion Certificate and other services amounted to 13.60 million baht, to the audit firm and persons or businesses related to the auditors and the audit firm.

REPORT OF KEY CORPORATE GOVERNANCE PERFORMANCE

Major Developments in Governance Policies and Guidelines in 2023

1. Reviewing the Charter of the Board of Directors and the Charters of the Sub-committees to improve the scope of duties in accordance with current regulatory, so that a director shall serve the same term of office in the sub-committee and in the Board of Directors.

2. Reviewing the Insider Trading Policy and setting the guideline that directors and executives must declare their intention to conduct a securities transaction at least one business day in advance to the Company Secretary, who was assigned by the Board of Directors to collect the information. Moreover, the Declaration of Intention to Purchase and Sell the Company's Securities Form shall be distributed to the directors and executives in advance.

3. Appointing the Company's representatives to be directors and executives of subsidiaries operating core business subject to shareholding proportion, in order to ensure that the subsidiaries adhere to the Company's policies, objectives, vision and strategies, and to effectively achieve the same goal.

4. Encouraging the organization of seminars for sub-committees and subsidiaries operating core business to support directors' work and ensure that subsidiaries understand the same goal.

5. Supporting the Ethics e-Testing and e-Policy e-Testing regarding morality, SCG values, ethics and the Company's anti-corruption policy, including communicating e-Policy to employees in Thailand and overseas.

6. Supporting the ESG Symposium 2023 in Thailand and ESG Symposium in Indonesia to create sustainable collaboration in regional level and accelerate the achievement of Net Zero and Reduce Inequality according to ESG 4 Plus.

Directors' Nomination, Development, and Performance Assessment

This appears under Chapter 14 Corporate Governance Policy "Principle 3 Strengthen Board Effectiveness".

Directors' Meetings

It is the duty of each member of the Board to consistently attend the Board's meetings to stay informed of SCG's operations and make decisions. The Board holds at least 8 scheduled meetings per year, the schedules of which are arranged in advance every year and submitted to each director at the end of the preceding year so all the directors can arrange their schedule for the meetings. In addition, special meetings might be held to consider urgent matters.

At the meetings, the Chairman and the President & CEO of the Company jointly set agenda items and determine which agenda items are related to the meetings. Every individual member of the Board is entitled to propose agenda items.

To keep up with technological advances and ensure effective management, the Board of Directors reviewed the Board of Directors' Meeting Attendance Policy and e-Meeting Rules for the Board of Directors' meetings in accordance with relevant rules and disclosed in Form 56-1 One Report.

Prior to each meeting, all members received the agenda and supporting documents not less than 3 days prior to the date of the meeting which is considered in accordance with the law.

When considering matters presented to the Board, the Chairman of the Board, as the Chairman of the meetings, presides over and duly conducts the meetings. All members of the Board are allowed to express their opinions independently. Resolutions are passed with a majority vote, whereby one director is eligible for one vote. A director with a vested interest in the issue under consideration or a director ineligible to vote shall be excused and/or abstain from voting. In case of a tied vote, the chairman of the meeting will cast his vote to reach a resolution.

SCG Executives are allowed to attend the Board's meetings to provide useful information to the Board, and to learn directly about the Board's initiatives and policies for effective implementation. However, the executives are not allowed to attend the meeting for certain agenda items which are reserved only for the Board of Directors or for non-executive directors in order to ensure independence of consideration.

In addition, the Board attaches significance to the prudent, fair, and transparent management of conflicts of interest of the concerned parties and requires that all relevant information be fully disclosed. Any director who may be deemed to have a vested interest in the matter under consideration must not be involved in the decision process.

After the meeting, the Company secretary is responsible for preparing the minutes for all directors. The minutes must then be approved as the first agenda item of the following meeting of the Board, which is duly signed by the Chairman or the Chairman of the meeting. Directors may make comments, corrections, or additions to ensure maximum accuracy and completeness. After approval, minutes of the meeting are stored securely as confidential documents in the corporate secretary's office together with all the documents relating to the meeting agenda, which are backed up electronically to facilitate data searches.

For the months in which the Board of Directors meeting is not held, all directors are continuously informed of the operating results. The Company submits to the director relevant documents, together with information about any significant developments that occurred during the month, in order to keep them informed.

In addition, the Company holds a meeting between non-executive director without the executives present both after the Company's annual medium-term business plan meeting and when necessity arises in order to discuss various significant issues and problems concerning management, such as the Board member selection and the succession plan for the executives, to allow non-executive directors to express their opinions independently. In 2023, a non-executive meeting was held on August 27, 2023.



Attendance of the Board of Directors meetings for 2023

Name - Surname	Meeting (Number of meetings attended/ number of meeting)					
	Board of Directors' Meeting				Annual General Meeting	
	January 1 - December 31, 2023				March 29, 2023	
	Number of meetings		Type of Meeting		Total	
	Meeting	%	In Person	Via Electronic Media	Meeting	%
1. ACM. Satitpong Sukvimol	9/9	100	9/9	-	1/1	100
2. Mr. Chumpol NaLamlieng	9/9	100	9/9	-	1/1	100
3. Mr. Kasem Watanachai	7/9	78	7/9	-	1/1	100
4. Lt. Col. Somchai Kanchanamanee	9/9	100	8/9	1/9	1/1	100
5. Pol. Col. Thumnithi Wanichthanom	9/9	100	9/9	-	1/1	100
6. Mr. Prasarn Trairatvorakul	9/9	100	9/9	-	1/1	100
7. Mr. Pasu Decharin	9/9	100	9/9	-	1/1	100
8. Mrs. Parnsiree Amatayakul	9/9	100	9/9	-	1/1	100
9. Mr. Cholanat Yanaranop	9/9	100	9/9	-	1/1	100
10. Mr. Thapana Sirivadhanabhadi	9/9	100	5/9	4/9	1/1	100
11. Mr. Suphachai Chearavanont	6/9	67	4/9	2/9	0/1	0
12. Mrs. Nuntawan Sakuntanaga	9/9	100	8/9	1/9	1/1	100
13. Ms. Jareeporn Jarukornsakul	9/9	100	7/9	2/9	1/1	100
14. Mr. Roongrote Rangsiyopash	9/9	100	9/9	-	1/1	100
15. Mr. Thammasak Sethaudom	6/6	100	6/6	-	-	-
Director who retired by rotation at the 2023 Annual General Meeting of Shareholders						
Mr. Kan Trakulhoon	3/3	100	3/3	-	1/1	100
% Meeting Attendance	96				93	

Remark:

According to the Company's policy, at least 80% of the Board of Directors should attend the Board's meetings each year and each director should attend at least 75% of the meetings for the entire year (excluding directors appointed or retired during the year). Such meetings include those held via electronic means.

Directors' Remuneration

This appears under Chapter 15 Corporate Governance Structure "Remunerations for Directors and Top Executives."

Oversight of the Company's Subsidiaries and Associates

In 2019, at the suggestion of the Governance and Nomination Committee, the Board of Directors

formulated the policy for the appointment of directors and executives to subsidiaries," based on CG Code issued by SEC. The appointment of directors and executives of a subsidiary to oversee and manage its operation is a key governance mechanism that ensures the subsidiary complies with SCG's policy, goals, vision, medium-term business plans, and strategic growth plans efficiently.

The policy for the appointment of directors and executives to subsidiaries

The appointment of directors and executives to a subsidiary should be carried out with due consideration to ensure that the appointed person is qualified and knowledgeable and possesses work ethics, a sense of responsibility, and leadership qualities, all of which will enable them to manage the subsidiary efficiently, create long-term returns and added value for shareholders, inspire confidence in all stakeholders, promote proper auditing and the system of checks and balances in the subsidiary, as well as support the sustainable implementation of the company's policies.

The authority to appoint directors and executives to subsidiaries

The Board of Directors has assigned the President & CEO of SCG and/or the President & CEO of each of SCG's core businesses to appoint and transfer the Company's representative to the Board or an executive position in a subsidiary as deemed appropriate. Such an appointment or transfer shall be in compliance with relevant conceptual frameworks and the aforementioned policy and shall be reported to the Board of Directors as stipulated in the authority manual.

The roles and responsibilities of the persons appointed as directors or executives in subsidiaries

- 1) Ensuring that the subsidiary complies with relevant laws, regulations, and Articles of Association; has a good management system; and adheres to SCG's corporate governance principle, code of conduct, anti-corruption policy, as well as other policies of the Company and those that are in alignment with the policies of the Company.
- 2) Providing guidance to ensure that the direction of the subsidiary's strategies, policies, and business plans is consistent with that of the Company and promoting the adoption of innovation and technology to enhance the competitiveness of the subsidiary.

- 3) Reporting the operating results and performance of the subsidiary to the Company with accuracy, completeness, and timeliness, especially material items that may affect the financial status and the operating results of the subsidiaries as well as any transactions other than those arising in the ordinary course of business that may significantly affect the subsidiary.
- 4) Overseeing the business operation of the subsidiary to ensure efficiency and managing returns on investment in the subsidiary appropriately.

The Company oversees the disclosure of financial information and operating results; connected transactions between subsidiaries and/or associates and related parties; disposal or acquisition of assets; or complete and accurate material transactions are in compliance with the rules and procedures stipulated by the announcement of the Securities and Exchange Commission and/or the Stock Exchange of Thailand.

In addition to the authority manual, the Audit Committee, in fulfilling the role as a supervisor, is responsible for assessing the effectiveness of the oversight, risk management, and the internal control systems of the subsidiaries and associates with SCG's representatives in the management. The auditing is planned based on the risk of each company and includes the auditing and assessment of the Company's internal control systems, efficiency, and effectiveness of operations, and financial statements.

Furthermore, the Audit Committee has resolved for the subsidiaries and associates to implement as a preventative measure against errors a business self-audit system, which can be adjusted to suit the environment of each company, with emphasis on a holistic assessment, in order to create added values to the organizations. To this effect, the companies and the Audit Office jointly perform risk assessment, formulate the internal control system and risk warning signals, and produce risk-monitoring reports. In the presence of risk shifting, the internal control system must be modified to

accommodate such a change. In addition, as suggested by SCG Risk Management Committee, the Audit Committee has set forth compliance measures for innovation-related businesses to be applied to projects that require indicators, such as OKR imposed on businesses under regular circumstances prior to a review on relevant matters.

The key to effective and efficient operational management between the Company and other business partners is the agreement on mutual understanding concerning issues, such as separation of duty in management, the scope of authority, fair division of profit for all concerned parties. To that effect, SCG generated a Shareholders' Agreement which stipulates the Company to respect the rights of its business partners with all due fairness and cooperates fully with the partners to ensure successful operations of the joint ventures.



Details of the policy for the appointment of directors and executives to subsidiaries can be found on the website: <https://scc.listedcompany.com/cg.html>

Preventing Conflicts of Interest

The Company recognizes the importance of the prudent, fair, and transparent management of conflicts of interests of related persons, namely the Board of Directors, SCG top executives, and employees. To this end, the Board of Directors has established conflict of interest prevention guidelines in writing and included them as a topic in SCG Code of Conduct to ensure that SCG employees are aware of and strictly follow them. In 2022, the Board of Directors continued to monitor and supervise the implementation of policies and guidelines on conflicts of interest as detailed below.

- SCG issues communications and raises awareness on conflict of interest prevention among employees at all levels through infographics distributed via SCG's intranet as well as conducts Ethics e-Testing on a regular basis on this topic.
- Directors, Top Executives, and their related persons are required to file a report with the Company stating their interests in the management of the

Company or a subsidiary when they first take the office. They must also file a report should there be any changes in their interests and at every year end. The Company Secretary shall deliver a copy of such report to the Chairman and Chairman of the Audit Committee within seven days upon the receipt of the report in compliance with the Securities and Exchange Act B.E. 2535 and to use such information for monitoring and preventing any conflict of interests.

- At a Board of Directors' meeting, any director or executive who may have a vested interest in any agenda item under consideration must not attend the meeting or must abstain from voting on such agenda item. This is to ensure that the Board and Executives make decisions in a fair, independent, transparent, and equitable manner for the utmost benefit of shareholders and the Company.
- In case the connected transaction requires shareholders' approval, shareholders with a vested interest must abstain from voting on such agenda item as stipulated by law and the Company's regulations.



Details of conflict of interest prevention guidelines are provided in the 'SCG Code of Conduct,' which can be found on the website: <https://scc.listedcompany.com/cg.html>

Insider Information Control

The Company has established measures to prevent misuse of insider information as well as guidelines for data recording, reporting, and storage in writing, both of which have been incorporated into SCG Code of Conduct and Regulations for Employees. The Insider Trading Policy involving the use of information that could reasonably be expected to affect the value of the Company's share was also formulated with the approval of the Board of Directors. The relevant measures are as follows:

Blackout Period measurement

The Company established a measure prohibiting the directors, executives, and employees of the offices

relating to insider information including their spouse or cohabiting couple and minor children knowing insider information from trading in the securities (securities subject to disclosure include shares, convertibles, share warrants, futures, and derivatives underlined by the share of a listed company) and derivatives of the Company or other listed companies during a period of one (1) month before disclosure of any quarter and annual financial statements and within 24 hours after such disclosure. Other measures include reporting of any changes in shareholding of directors and executives as stipulated by Securities and Exchange Commission (SEC) and reporting to the Board of Directors' meeting on a regular basis. Aside from the aforementioned measures, the Company has defined "Guidelines on the management of insider information that can impact the Company's share price", stipulating how to properly manage and handle insider information, and regularly communicate the guidelines to employees to minimize the risks associated with the misuse of such information.

Guideline for the Declaration of Intention to Purchase and Sell the Company's Securities

In 2023, the Board of Directors established the guideline that directors and executives must declare their intention to conduct a securities transaction at least one business day in advance to the Company Secretary, who was assigned by the Board of Directors to collect the information. Moreover, the Declaration of Intention to Purchase and Sell the Company's Securities Form shall be distributed to the directors and executives in advance and issued a letter to directors, executives, employees, and other related persons informing them of the blackout period, during which they are prohibited from trading the securities of SCG, listed companies under SCG, and other listed companies related to insider information. No securities trading by SCG's directors or executives were reported during the blackout period.



Details of Insider Trading Policy can be found on the website: <https://scc.listedcompany.com/cg.html>

Anti-corruption Efforts

SCG recognizes the importance of fighting corruption and has formulated the Anti-corruption Policy, approved by the Board of Directors and the Audit Committee and subject to regular review. The policy was revised to improve clarity and alignment with current business situation as well as to provide a guideline for business operations and corresponds with one of SCG's 4 Core Values, "Adherence to Fairness," which refers to "integrity, transparency, accountability, and equitable treatment to all concerned parties in a respectful, sincere, friendly, and fair manner."

Due to SCG's continuous pursuit of Anti-corruption Policy, the Siam Cement Public Company Limited has been recognized as a certified company by Thai Private Sector Collective Action Against Corruption (CAC). It was first certified on July 5, 2013 and has since been continuously recertified, most recently on March 31, 2022. Furthermore, SCG's subsidiaries that are listed companies have also received the status of certified companies.

According to the notification of the National Anti-Corruption Commission (NACC) called "Guidelines on Appropriate Internal Control Measures for Juristic Persons to Prevent Bribery of State Officials, Foreign Public Officials, and Agents of Public International Organization," SCG has regularly emphasized and cultivated an awareness of actions that might lead to any corruption risks, by consistently analyzing indicators in corruption risk assessment, which is considered one of the compliance risks. The Company's Board of Directors has approved an operation in accordance with the NACC's notification, in agreement with the Audit Committee, and the President & CEO of SCG has communicated such matter via "Message from CEO" to all employees. SCG's Top Executives have also accentuated this subject on a regular basis to reinforce the Tone at the Top culture.



Details of Anti-corruption Policy can be found on the website: <https://scc.listedcompany.com/cg.html>



In addition, SCG has established a proactive and preventive system and prescribed risk mitigation and control measures, responsible persons, monitoring measures, as well as methods for reviewing and evaluating risk management, which serve as corruption prevention guidelines for SCG employees at all levels, with the Internal Audit Office consistently entrusted with the oversight of the assessment, providing recommendations, and monitoring of good governance practices and compliance with the SCG Code of Conduct and Anti-corruption Policy in each audit period.

In 2023, to continuously cultivate awareness and understanding among employees at all levels and bring about the actual implementation of the Company's Anti-corruption Policy in accordance with the notification of NACC, SCG carried out the following activities:

- Revised SCG Code of Conduct to improve its alignment with current operations and added examples of correct conduct. In addition, SCG produced the Code of Conduct in Indonesian, Vietnamese, Khmer, and Laotian as well as

established a learning plan which was communicated to employees at all levels to ensure that they understand and can apply the code of conduct as appropriate to the context of each country.

- Distributed and communicated understanding of the SCG Code of Conduct, Anti-corruption Policy, and Anti-corruption Guideline that accommodated business transformations, relevant rules, and regulations among employees at all levels through various channels, including e-mail and the SCG Intranet Portal.
- Broadened knowledge and understanding among employees at all levels about responsibility and accountability awareness in good risk management and internal control regarding anti-corruption, as well as disseminated important case studies of corruption reflecting the Three Lines Model.

- SCG raised awareness of acts that could potentially lead to corruption risks, impact, and damage. In addition, an “Anti-corruption Compliance Assessment Form” was created for units involving high risks, such as project procurement, project sales, government affairs, and engineering units. The assessment form defined indicators/ signs of the corruption risks as well as provided solutions for risk mitigation and control both for system and employee operations, so as to enable operators and supervisors of the unit to analyze risks involved by themselves, apply control methods correctly, and use self-assessment results to improve subsequent operation plans to enhance efficiency. In addition, appropriate internal controls and penalties according to the Company’s regulations and NACC’s notifications were also communicated to employees.
- Organized employees’ Ethics e-Testing for the 9th consecutive year. The testing was divided into 3 levels, corresponding with employees’ duties and responsibilities, and regarding SCG’s Core Values, Code of Conduct, and Anti-corruption Policy. In 2023, the revision was made, and the test items were adjusted for high-risk professional groups. Questions about environment, health, and safety were also added in line with SCG’s ESG 4 Plus. 100% of the participating SCG’s employees obtained a passing score. Furthermore, the answers given and common mistakes were analyzed and communicated to enhance accurate understanding.
- Various training courses on compliance with the Corporate Governance and the Anti-corruption Policy, such as the New Employee Orientation Course and the Business Concept Development Course, has been organized to reinforce SCG’s corporate culture.
- A whistleblowing system has been established to provide channels for reporting violations of the law and non-compliance with SCG’s rules,

regulations, Code of Conduct, and Anti-corruption Policy. Processes have also been put in place to investigate, track, control, and rectify reported incidents.

- SCG fostered an understanding of anti-corruption efforts through IA Letter, which was sent to all employees via e-mail, and developed a consultation system for SCG Code of Conduct and Anti-Corruption Policy, accessible via GRC Helpline banner on SCG Intranet Portal.
- SCG extended its anti-corruption efforts to its suppliers and revised its Supplier Code of Conduct to encourage all parties to collaborative practice good citizenship and make concrete commitments to community, social, and environmental governance beyond legal and regulatory requirements. SCG also encouraged key suppliers to participate in the CAC SME Certification Program by Thai Private Sector Collective Action Against Corruption.

In addition, the Internal Audit Office assesses and monitors compliance with SCG Code of Conduct and Anti-corruption Policy and reports to the Audit Committee at each meeting. In 2023, no cases of corruption were found in SCG.

Whistleblowing

SCG has established the Whistleblowing Policy and regularly reviews its suitability in order to demonstrate the emphasis it places on good corporate governance and provide opportunities for employees and stakeholders to report or inform on any violations or irregularities in any area related to SCG’s business operations such as corporate governance, ethical practices, corruption, financial transactions, Code of Conduct, and compliance with legal requirements, regulations, or Anti-corruption Policy, through dedicated channels provided. This is to ensure that complaints are investigated according to the process specified in the SCG Whistleblowing Policy Guidelines and reported to the Audit Committee and the Board of Directors. In addition, information on the complaint filing process and channels is clearly published on the Company’s website.

To assure complainants or informants that such reporting or provision of information will not adversely impact them, SCG has established a mechanism for protecting and relieving the distress that might occur to the informant from unjust treatment, such as abuse and threats as well as ensures confidentiality and provides protection to informants in accordance with the Whistleblowing Policy. The Internal Audit Office, which is responsible for data security, has designated a separate encrypted server to ensure all data is stored independently with restricted access only to relevant parties.

SCG has communicated to employees and stakeholders about SCG Whistleblowing System, which supports complaint filing both in Thai and English as well as in Vietnamese, Indonesian, and Khmer access at all time and accommodates both verbal reports and written reports via e-mail or post. The channels are as follows:

Internal Report Submission

For internal report submission, SCG employees can file a report to either specify their names or remain anonymous through SCG Whistleblowing System, accessible to all SCG employees via SCG Intranet Portal. The complainant can direct their complaints to any of the following:

- Trusted supervisors
- Director of the Corporate Human Resources Office
- Director of Internal Audit Office
- Company Secretary
- Any Director of the Company

They may do so either verbally or in writing via post or e-mail to the aforementioned individual, or submit an e-mail to the independent directors at ind_dir@scg.com.

External Parties

For external parties, complaints can be filed at SCG Whistleblowing System on www.scg.com. Informants are required to identify their names and can direct their complaints to any of the following:

- Corporate Secretary Office
- Internal Audit Office
- An Independent Director
- Audit Committee

Or submit the complaint in the form of a formal document to any of the aforementioned parties.

Informants can keep track of their complaint investigation through a dedicated system, which is a vital mechanism for corruption control and prevention.

In 2023, a total of 55 cases involving non-compliance with laws, the Company's regulations, policies, SCG 4 Core Values, and Code of Conduct, were filed through SCG Whistleblowing System by external parties and employees, as summarized below.

1. Total number of investigated cases: 54 cases (including 14 pending cases from the previous year).

The investigated cases involving corruption or non-compliance with the corporate governance policy can be divided as follows:

	Cases
Anti-corruption Policy	None
Antitrust Policy	None
Human Rights	1 case
Conflict of Interest	6 cases
Environmental Policy	None
Other issues of SCG Code of Conduct	None
Company Regulations	18 cases

2. Damages and disciplinary actions

- Damages cost its insignificant
- Disciplinary actions
 - Employment termination 14 employees (discharge/dismissal)
 - Others 41 employees

3. All relevant parties conducted risk assessments based on the complaints, established or improved control points, revised practices, and formulated prevention guidelines to enhance the effectiveness of operations and compliance.

Additionally, SCG regularly assesses the risks of fraud and non-compliance with rules, regulations, and Code of Conduct by First-line operators, with the Internal Audit Office responsible for assessing the efficiency and effectiveness of risk assessment and internal controls and reporting its findings to the Audit Committee on a regular basis. In addition, SCG also consistently cultivates an organizational culture and raises awareness among its employees, with the top executives serving as role models.

Report of the Audit Committee 's Performance in 2023

In 2023, the Audit Committee convened a total of 8 meetings, all of which were attended by all members of the committee. The activities of the Audit Committee in the previous year, which have been disclosed, include the following:

1. Review of Financial Statements
2. Review of Connected Transactions, Acquisition and Disposition Transactions, and Transactions That Might Result in Conflicts of Interest
3. Review of Corporate Governance
4. Review of Risk Management Assessment
5. Review of Compliance
6. Review of Internal Control System
7. Internal Audit
8. Review of Fraud Investigations
9. Appointment of the External Auditor and Review of the Audit Fee for 2024

Report of the Other Sub-committees' Performance in 2023

In 2023, the Company disclosed details of the meetings and activities of the Governance and Nomination Committee, the Remuneration Committee, and the CSR Committee for Sustainable Development.



Further details can be found in "Attachment 6 Report of the Audit Committee and Reports of the Other Sub-committees" from <https://scc.listedcompany.com/ar.html>

INTERNAL CONTROL AND CONNECTED TRANSACTION

1. Internal Control

Opinion of the Board of Directors Regarding the Company's Internal Control System

At the meeting of the Board of Directors No. 268 (9/2023) on November 29, 2023, with 9 independent directors in attendance, three of whom were members of the Audit Committee, the Board of Directors conducted an evaluation of the Internal Control System of the Company and its subsidiaries according to the internal control adequacy evaluation form of The Securities and Exchange Commission (SEC), which adhered to the framework of COSO 2013 (Committee of Sponsoring Organization of Treadway Commission). After reviewing all five components: Internal Control, Risk Assessment, Operational Control, Information and Communications System, and Monitoring System, the Board found no significant insufficiencies and concluded that the internal control system of the Company and its subsidiaries was adequate and appropriate; that the Company and subsidiaries had arranged for sufficient personnel to operate efficiently in accordance with laws, regulations, policies, and Code of Conduct all the way to various guidelines; and, finally, that there was an adequate operational control and monitoring system in place to protect the assets of the Company and its subsidiaries from improper or unauthorized use by Directors or Executives as well as to prevent transactions with persons who may have conflicts of interest and related parties.

SCG has instilled in its management team, supervisors, and staff an awareness of the significance of good corporate governance, risk management, corporate compliance, and internal control, and has ensured sufficient personnel and utilization of the appropriate information technology systems to aid in the effective and efficient implementation of the internal control system.

In 2023, the Board of Directors promoted the development of various tools to keep up with the changing nature of risks in order to establish a proactive and preventive system for business operations and further enhance the internal control system from the previous years, as follows.

1. Proactive and Preventive System

SCG has expanded investments both domestically and abroad. A key factor in its success and sustainability growth is employee ethics and integrity. Aside from organizing training and seminars to foster ethics and integrity among employees, SCG has also developed a Proactive and Preventative System, which involves the following:

1.1 SCG Code of Conduct Handbook has been reviewed and revised to include more examples to improve clarity, coverage, and consistency with relevant policies, domestic and international good corporate governance practices, and current business operations. SCG Code of Conduct has also been made available in Indonesian, Vietnamese, Khmer, and Laotian, along with a learning plan to enable employees at all levels to better understand and apply the practices as appropriate to the context of each country.

1.2 The Ethics e-Testing and e-Policy e-Testing were annually reviewed and conducted for a ninth and seventh consecutive year, respectively, to instill knowledge and awareness in employees at all levels and ensure that they are able appropriately apply and put into practice SCG's 4 Core Values, Anti-Corruption Policy, and SCG e-Policy. In 2023, the test items were adjusted for high-risk professional groups, such as procurement, government affairs, and sales and marketing. All SCG employees who took the test obtained a passing score. In addition, the answers given were also

analyzed, so that common misunderstandings among employees could be rectified. The tests are reviewed every year to ensure they are up to date with potential risks. In addition to SCG Code of Conduct and SCG Anti-corruption Policy, the test covers the Personal Data Protection Act (PDPA), Integrated Governance, Risk, and Compliance (Integrated GRC) and SCG's ESG 4 Plus concept.

1.3 The Three Lines Model, which is an internationally accepted approach, is employed as a framework for the operations of all related parties, consisting of the Governing Body, the Management, operations employees, and the Internal Audit Office. In executing the Three Lines Model, the Management, as the First Line, plays an essential role in propelling the model towards success, from implementing the policies issued, performing risk assessment, and establishing measures for control, monitoring, and evaluation, all the way to coordinating information sharing with the Internal Audit Office. Aside from this, SCG has cultivated awareness through various methods, such as assigning the First Line at the highest level of the Company or unit the responsibility of communicating with personnel and holding workshops on the execution of policies, with the Management Team closely overseeing the First Line and Second Line and conducting two-way communication with the Governing Body.

1.4 Communication, lectures, and seminars regarding "Case Studies on Corruption and Non-compliance with Laws, Regulations, Policies, and Code of Conduct," as well as new cautions and emerging risks from employees' behaviors and work operations, were organized. Such case studies were derived from both internal and external sources, as a result of new working formats driven by digital technology to raise awareness among employees and prevent the Company from any incidents.

1.5 An assessment of the internal control system, which includes operational and information technology systems, has been conducted to review its adequacy and appropriateness for SCG's business operations. Good practices have also been recommended, while a proactive and preventive system has been established to reduce risks in business operations.

2. Integrated Governance, Risk, and Compliance (Integrated GRC)

SCG has continuously proceeded with Governance, Risk, and Compliance (GRC), and raised to international standards of Integrated GRC to enhance efficiency and effectiveness, as well as to reduce redundant work from governance, strategy formulation, risk management, and result monitoring. In 2023, Data Integration was continuously put into practice by disclosing information necessary to operations between departments on the same database for continuity and facilitation of SCG's overall operations and for the development of internal control systems for more effectiveness in operating and decision making. Through direct communication from Top Executives, all employees were encouraged to put GRC in practice for the sustainability of the business. SCG GRC e-Learning was also organized for employees to access and acquire knowledge with more convenience. The GRC Helpline was made available via the SCG Intranet Portal and on mobile phones as a channel for employees both in Thailand and overseas to inquire experts about appropriate procedures of Governance, Risk, and Compliance. Furthermore, the ESG Guideline on MD Guidebook was created for SCG's Executives to disseminate the ESG practice under the framework of the Three Lines Model. The operations were reviewed to ensure compliance with Best Practice Guidelines for the Audit Committee to Prevent and Suppress Inappropriate Behaviors of Listed Companies, issued by the Office of the Securities and Exchange Commission. Consequently, the company achieved an "Excellent" rating in the Corporate Governance Report of Thai Listed Companies for the year 2022. This rating highlights the organization's ability to foster sustainable growth and transparency in alignment with the ESG 4 Plus strategy.

3. Corporate Governance and Compliance with Relevant Regulations

SCG has continued to implement the Compliance Policy and Guideline rigorously and consistently by utilizing the Compliance Management System (CMS) to ensure that compliance is efficient and effective, starting with laying a foundation, building a body of knowledge, and



developing understanding and awareness among the First Line operators on a regular basis to prevent risk from non-compliance. Accordingly, the Compliance Department serves as the Second Line, supervising and supporting the integration of CMS, including giving counsel, imposing control measures to prevent risk from non-compliance with any laws or regulations, and providing a delivery and distribution system, as well as evaluating new laws or amendments for employees to adhere to in an accurate and timely manner.

In 2023, apart from operating in accordance with its pivotal policies such as Antitrust Policy, Insider Trading Policy, and Disclosure Policy, SCG also continuously monitored relevant laws affecting its business operation, by developing and adjusting a delivery and distribution system of new laws and amendments that supported information updates on license overview and law overview. In addition, the Legal Compliance Guideline for Electricity Generation Business from Renewable Energy was provided, along with the use of the Compliance Chatbot for inquiry responses and the international application of CMS.

4. Anti-Corruption Efforts

The Board of Directors has passed a resolution approving the Anti-corruption Policy that determines appropriate definitions, responsibilities, guidelines, and measures to prevent corruption in any activities of SCG. The Anti-corruption Policy is required to be revised annually to ensure clarity and adequacy for business operations and to be communicated to all employees for awareness and practice. Further details of the Anti-corruption Policy are available on www.scg.com.

In 2013, SCG was certified by the Committee of Thai Private Sector Collective Action Against Corruption, and re-certified for the 4th consecutive time on March 31, 2022 (re-certification is required every 3 years). SCG has continued to carry out concrete anti-corruption actions, such as producing the Anti-corruption Guideline in compliance with ISO 19600. This is to provide a systematic approach for the First Line subsidiaries or departments with high corruption risk, while the Second Line departments offer support and counsel, and the Internal Audit Office acts as the Third Line, evaluating efficiency and effectiveness in accordance with Anti-corruption Policy to reassure the Management, the Audit Committee, and the Board of Directors. In the meantime, the President & CEO of SCG has communicated with employees at all levels to operate in compliance with the notification of the National Anti-Corruption Commission (NACC). The Management-level employees (high-level First Line) are obliged to assess risk, impose appropriate measures, establish communication, and comply with Anti-corruption Policy, while the Internal Audit Office produces the Anti-corruption Compliance Checklist for high-risk departments to evaluate and formulate preventive and control measures for corruption risk and for auditors to use as an operational guideline in internal control assessment. Several workshops have been organized to raise awareness among employees at all levels. Moreover, SCG has extended its anti-corruption boundary even further by supporting its suppliers to join the Thai Private Sector Collective Action Against Corruption's CAC SME Certification.

5. Business Self-Audit

The Audit Committee, as the supervisor of SCG's internal control, passed a resolution to introduce business self-audit in order to instill a proactive prevention mindset against constantly evolving risks, consistent with the COSO 2013 Framework for Internal Control, which details the roles and responsibilities in implementing the Three Lines Model. The Internal Audit Office, along with supporting units and the Business Self-Audit Team (Second Line), has established operational guidelines for acting as consultants to First Line operators in assessing business risks and the sufficiency and effectiveness of the internal control system. The team also shares success cases in order to maximize operational efficiency and reduce redundancy in the development of the Proactive and Preventative System for operators, thus enabling a prompt response to the risks of today's rapidly changing business landscape.

6. Governance of Information Technology, Information Security, and Communication Networks

6.1 SCG has appointed an SCG IT Governance Working Group to establish policies and regulations on the use of information and communication technology (SCG e-Policy) in accordance with ISO/IEC27001 including evaluating and monitoring operations to ensure security in information technology. All SCG employees adhere to in a consistent manner. In 2023, the following additional actions were taken:

- Three operational standards and procedures were adjusted, including: 1) Vulnerability Scanning Standard; 2) Data Classification and Handling Standard; and 3) Security Risk Acceptance Procedure.
- Organizational guidelines were practiced in a variety of cyber threat simulations to improve the readiness and efficiency of operations.

6.2 SCG appointed the working group supporting overseas personal data protection compliance and the SCG Personal Data Protection Steering Committee in Indonesia to govern its overseas subsidiaries and manage personal data in accordance with SCG's Personal Data Protection Policy and related laws in each country.

6.3 SCG appointed the Information Security Management Committee in accordance with the ISO/EC27001 standard to govern and establish operational information security policy, as well as to ensure that relevant internal and external employees appropriately adhere to such policy, assessed by the Internal ISMS Audit.

6.4 SCG IT Governance Guidelines were edited to tighten internal control in correspondence with current operational approaches.

6.5 The use of Machine Learning (ML), Robotics Process Automation (RPA), Data Analytics (DA), and IA Data Lake was promoted in improving risk analysis efficiency and reducing fieldwork to the minimum required.

6.6 Seminars on IT security awareness and personal data protection were organized to foster awareness of cybersecurity and personal data protection.

6.7 SCG required all employees to pass the e-Policy test with the score of 100% to ensure their acknowledgment, awareness, understanding, and proper application of the Company's policies.

7. Development and Promotion of the Use of Data Analytics

SCG has implemented a variety of Information Technology Systems to promptly and timely detect unusual signals. The Internal Audit Office has produced reports by using Machine Learning (ML), Robotics Process Automation (RPA), Data Analytics (DA), and IA Data Lake in auditing, and delivered them to other departments as a tool to analyze, monitor, correct errors, and determine preventive measures, such as Predictive Audit of Customer Credit, Sanction Audit Screening Tools, Cyber Threat Notification Tools, SAP Internal Control Monitoring Tools, Vulnerability Scanner Tools, and Cookie Consent Checker, for faster and more efficient data analytics. In addition, SCG has promoted and encouraged auditors to become competent in digital technology and use acquired techniques in Data Analytics through the Learnathon and Data Analytics Hackathon Activities, which were organized for the 5th consecutive year. Auditors were asked to present a project under the concept of digital technology integration in auditing or in delivery to operators for monitoring and supervising purposes.

8. Whistleblowing System

The Board of Directors has approved and revised the Whistleblowing Policy for improved clarity and has consistently improved SCG Whistleblowing System to ensure employees and external stakeholders have access to the system at all times. Any suspected non-compliance with corporate governance principles, SCG Code of Conduct, rules, regulations, laws, and Anti-Corruption Policy as well as fraud committed by personnel can be reported, for employees, either verbally or via SCG Intranet Portal, and for external stakeholders via www.scg.com at all times. The report can be either in Thai, English, Vietnamese, Indonesian, and Khmer. Written reports can be submitted either via post or e-mail. SCG has laid out clear procedures for the intake of reports, from confidential gathering of evidence and establishing of a fact-finding working group and investigation committee to the sanctioning and the reporting of investigation results. Furthermore, the whistleblower can follow up on the results through the system. As such, this system will further promote ethical business conduct and sustainable development. In terms of security, two-factor authentication as well as a separate server independent from other operations with restricted access only to relevant parties are used to maintain security and prevent the leakage of information to parties involved as



well as ensure confidentiality and protect the whistleblower in accordance with the Whistleblowing Policy.

Internal Control Monitoring

In 2023, the Internal Audit Office conducted 268 audit projects according to the risk-based internal audit plan approved by the Audit Committee on November 11, 2022. The Internal Audit Office conducted an evaluation on the sufficiency of the internal control system and followed up on measures taken to address the issues discovered, as well as monitored the internal control process to ascertain that the Company had an internal control system in place with which to oversee the operations of the Company and its subsidiaries in order to protect its assets from improper or unauthorized use by Directors or Executives as well as sufficient controls for transactions with persons who may have conflicts of interest and related parties. The findings were presented to the Audit Committee for consideration and approval and subsequently reported to the Board of Directors on a quarterly basis.

In 2023, no material deficiencies in the internal control system were found. The Internal Audit Office also followed up on the action taken to improve and address the minor issues discovered in the internal control system and found that the Management Team had resolved all internal control issues completely according to suggestions. Additionally, the Company's Auditor, KPMG Phoomchai Audit Company Limited, reported that it found no material flaws which had an impact on the Company's financial statements.

Opinion of the Audit Committee

The Audit Committee provided its opinions on the Company's Good Corporate Governance, Risk and, Compliance in 2023, as detailed in Attachment 6: The Audit Committee's Report

Director of the Office of Internal Audit

The Audit Committee resolved to approve the appointment of Mr. Pitaya Chanboonmi as the Director of the Internal Audit Office, with the primary responsibility of performing the duties of the Company's internal auditor and preparing reports and suggestions for the

Management Team to make improvements in accordance with the Company's plans and internal control policies.

The Audit Committee considered the qualifications of Mr. Pitaya Chanboonmi and concluded that they were appropriate and sufficient to qualify him to perform such duties, as the candidate had the appropriate qualifications, degree, operational experience, and training to supervise operations. A summary of the qualifications, degree, and operating experience of the Director of the Internal Audit Office can be found in Attachment 3.

The consideration and approval of the appointment, removal, and transfer of the Director of the Internal Audit Office must be approved by the Audit Committee.

2. Related-party Transactions and Connected Transactions

The Board of Directors places emphasis on the approval of related-party transactions, connected transactions, or transactions that may cause conflicts of interest. SCG Code of Conduct has set forth a policy regarding such transactions as follows:

Connected 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 related to such matter, all employees and parties concerned are required to comply with the law, the rules and regulations of government agencies, regulatory bodies, or other agencies, as well as the Delegation of Authority Manual, in addition to any criteria or conditions prescribed by local communities.

Transactions with Outside Entities

In undertaking transactions with outside entities, the Company shall proceed in compliance with the requirements and procedures prescribed by law, regulations of government agencies, and SCG policies. The Company shall also obtain approval for such transactions strictly in accordance with the Delegation of Authority Manual, and

shall act in accordance with the terms and conditions agreed upon with honesty, transparency and accountability. The Company shall also avoid making transactions that may adversely impact or damage SCG or outside parties.

The Company has established the Stakeholder Engagement Policy and stakeholder engagement guidelines, which specify that the Company shall adhere to frameworks for fair competition and consider a proper and fair purchase price, taking into account the reasonability of the price, quality and service obtained. The Company must be able to provide a reasonable explanation upon examination.

Furthermore, the Company has established guidelines and procedures for considering and granting approval for connected transactions, related transactions, or transactions with potential conflict of interest, to protect the Company's best interests. The Management shall disclose any conflict of interest to the Company in advance, and the Company shall then review the transactions. For transactions that need approval, the Management shall propose such transactions to the Board of Directors or at the Shareholders' Meetings and shall disclose the information to investors in a transparent manner. Under no circumstances shall the directors or management concerned be allowed to participate in the process of considering the approval of those transactions.

Policy and Trends of Future Connected Transactions

Future connected transactions are transactions that are conducted as part of the ordinary course of business and subject to negotiation in accordance with the price mechanism of the. No special benefit will accrue to either companies or relevant individuals from connected transactions.

Connected Transactions

As a policy, the Company strictly complies with the Notification of the 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 the Connected Transactions, as well as the laws, regulations, notifications or orders relating to the execution of related transactions.

Details of significant connected transactions between the Group and a company or a person which/who may have a potential conflict. ¹

Type of transaction / Connected companies / Relationship	Total direct / Indirect holding (%)	Amount (Million baht)			Pricing policy
		2023	2022	2021	

1. Transactions with joint ventures and associates (Businesses that are significantly influenced by the Company and its subsidiaries through share acquiring)

1.1 Joint ventures and associates in Cement and Building Materials Business

Sales to the Group		2,982	3,065	3,379	Market price applied with third party transactions
The Siam Gypsum Industry (Saraburi) Co., Ltd.	29	2,148	2,141	2,454	
Sekisui-SCG Industry Co., Ltd.	49	334	411	409	
The Siam Gypsum Industry (Songkhla) Co., Ltd.	29	298	295	295	
Noritake SCG Plaster Co., Ltd.	7	167	150	155	
Purchases from the Group		2,529	3,194	2,867	Market price applied with third party transactions
Siam Global House Public Company Limited	33	1,603	2,224	2,023	
The Siam Gypsum Industry (Saraburi) Co., Ltd.	29	627	631	676	
The Siam Gypsum Industry (Songkhla) Co., Ltd.	29	132	130	84	
Service income charged to the Group		8,299	47	55	Market price applied with third party transactions
SCG Logistics Management Co., Ltd. ²	43	5,203	-	-	
SCGJWD Logistics PCL	43	1,853	-	-	
PT SCG Barito Logistics ²	21	493	-	-	
SCG Logistics Lao Co., Ltd. ²	43	473	-	-	
SCG Logistics Management (Cambodia) Co., Ltd. ²	43	178	-	-	
Service expenses and others charged by the Group		516	267	271	Market price applied with third party transactions
SCG Logistics Management Co., Ltd. ²	43	201	-	-	
Borrowings from the Group (as at December 31)		209	275	294	Agreed interest rate

1.2 Associates in SCGC (Chemicals Business)

Sales to the Group *		12,164	16,990	15,146	Market price applied with third party transactions
Siam Polyethylene Co., Ltd.	50	6,181	7,315	7,059	* Most transactions are from selling goods to subsidiaries as follows:
Bangkok Synthetics Co., Ltd.	54	2,527	2,907	2,706	Thai Polyethylene Co., Ltd.
PT Chandra Asri Pacific Tbk.					PT Nusantara Polymer Solutions
(Formerly: PT Chandra Asri Petrochemical Tbk.)	31	1,915	2,375	2,085	
Siam Synthetic Latex Co., Ltd.	50	1,387	1,736	1,320	
Purchases from the Group **		37,484	49,703	46,797	Market price applied with third party transactions
Siam Polyethylene Co., Ltd.	50	15,760	18,615	18,410	** Most transactions are from purchasing goods from subsidiaries as follows:
Bangkok Synthetics Co., Ltd.	54	5,531	6,307	6,052	Map Ta Phut Olefins Co., Ltd.
Grand Siam Composites Co., Ltd.	46	4,625	5,388	4,557	Rayong Olefins Co., Ltd.
Siam Synthetic Latex Co., Ltd.	50	4,305	6,042	4,992	Thai Polyethylene Co., Ltd.
Siam Styrene Monomer Co., Ltd.	50	3,914	7,177	7,170	
Thai MMA Co., Ltd.	47	1,935	2,559	2,411	
Riken (Thailand) Co., Ltd.	35	905	1,317	1,419	
Mitsui Advanced Composites (Zhongshan) Co., Ltd.	20	288	654	854	

¹ List the details by companies with transaction value greater than or equal to 0.03% of Net Tangible Asset (NTA)

² Change the status from a subsidiary to an associate in February 2023

Type of transaction / Connected companies / Relationship	Total direct / Indirect holding (%)	Amount (Million baht)			Pricing policy
		2023	2022	2021	
Service income charged to the Group		10	26	3	Market price applied with third party transactions
Service expenses and others charged by the Group		3,801	4,423	2,303	Market price applied with third party transactions
Bangkok Synthetics Co., Ltd.	54	2,442	2,257	320	
Thai MMA Co., Ltd.	47	532	509	474	
Grand Siam Composites Co., Ltd.	46	196	333	370	
Siam Polyethylene Co., Ltd.	50	119	129	119	
Siam Synthetic Latex Co., Ltd.	50	116	123	96	
Denka SCGC Advanced Materials Co., Ltd.	40	95	-	-	
PT Chandra Asri Pacific Tbk. (Formerly: PT Chandra Asri Petrochemical Tbk.)	31	89	824	710	
Borrowings from the Group (as at December 31)		46	29	7	Agreed interest rate

1.3 Associates in SCGP (Packaging Business)

Sales to the Group		280	342	237	Market price applied with third party transactions
Siam Nippon Industrial Paper Co., Ltd.	23	210	227	144	
Purchases from the Group		588	757	510	Market price applied with third party transactions
Siam Nippon Industrial Paper Co., Ltd.	23	331	507	259	
Siam Toppan Packaging Co., Ltd.	35	222	222	223	
Service income charged to the Group		37	27	26	Market price applied with third party transactions
Service expenses and others charged by the Group		26	53	49	Market price applied with third party transactions

1.4 Joint ventures and associates in Others

Sales to the Group					
Siam Kubota Corporation Co., Ltd.	40	844	1,186	1,386	Market price applied with third party transactions
Purchases from the Group		16	25	80	Market price applied with third party transactions
Service income charged to the Group		789	914	961	Market price applied with third party transactions
IT One Co., Ltd.	20	756	868	939	
Service expenses and others charged by the Group		1,342	1,546	2,376	Market price applied with third party transactions
Siam Kubota Corporation Co., Ltd.	40	1,206	1,478	2,307	
Borrowings from the Group (as at December 31)		1,169	-	-	Agreed interest rate
BetterBe Marketplace Co., Ltd. ³	50	1,150	-	-	

2. Transactions with Other Companies of Which SCC's Executives Hold Director Titles

Sales to the Group		2,183	2,152	2,252	Market price applied with third party transactions
Siam Yamato Steel Co., Ltd.	10	2,140	2,149	2,252	
Mr. Aree Chavalitcheewingul / Director					
Mr. Yuttana Jiamtragan / Director					

³ Change the status from a subsidiary to a joint venture in May 2023

Type of transaction / Connected companies / Relationship	Total direct / Indirect holding (%)	Amount (Million baht)			Pricing policy
		2023	2022	2021	
Purchases from the Group		241	644	321	Market price applied with third party transactions
Siam Yamato Steel Co., Ltd.	10	122	143	209	
Mr. Aree Chavalitcheewingul / Director					
Mr. Yuttana Jiamtragan / Director					
Service income charged to the Group		13	29	8	Market price applied with third party transactions
Service expenses and others charged by the Group		487	545	490	Market price applied with third party transactions
Siam Yamato Steel Co., Ltd.	10	375	412	393	
Mr. Aree Chavalitcheewingul / Director					
Mr. Yuttana Jiamtragan / Director					

3. Transactions with Other Companies Which Have Directors or Major Shareholders or Controlling Persons in Common ⁴

Sales / Service income charged to the Group		1,365	1,238	642	Market price applied with third party transactions
The Deves Insurance Public Company Limited		1,068	745	473	
CP ALL Public Company Limited		176	232	-	
Purchases / Service expenses and others charged by the Group		2,967	2,703	1,184	Market price applied with third party transactions
Thai Oil Public Company Limited		1,143	1,231	78	
The Deves Insurance Public Company Limited		764	151	458	
CP Aextra Public Company Limited		178	225	-	
Thai Beverage Energy Company Limited		158	112	2	
Beer Thai (1991) Public Company Limited		116	207	252	
Thai Union Group Public Company Limited		93	137	57	
Interest paid to the Group		132	52	52	Agreed interest rate
The Siam Commercial Bank Public Company Limited		98	12	24	
Interest received from the Group		2,018	807	256	Agreed interest rate
Bangkok Bank Public Company Limited		1,233	444	120	
The Siam Commercial Bank Public Company Limited		785	363	136	
Service fee and others charged to the Group		132	149	101	Contract rate
The Siam Commercial Bank Public Company Limited		118	116	64	
Deposits of the Group (as at December 31)		9,667	7,857	5,936	Agreed interest rate
The Siam Commercial Bank Public Company Limited		5,539	3,763	3,409	
Bangkok Bank Public Company Limited		4,128	4,094	2,527	
Loans to the Group (as at December 31)		22,270	32,117	21,626	Agreed interest rate
Bangkok Bank Public Company Limited		16,578	18,369	10,981	
The Siam Commercial Bank Public Company Limited		5,692	13,748	10,645	

⁴ Conforming to the instruction manual of form 56-1 One Report preparation and disclosure these transactions since the first year of relationship

Type of transaction / Connected companies / Relationship	Total direct / Indirect holding (%)	Amount (Million baht)			Pricing policy
		2023	2022	2021	
Forward exchange contracts (as at December 31)		15,464	14,766	14,996	Contract rate
The Siam Commercial Bank Public Company Limited		12,516	11,739	12,449	
Bangkok Bank Public Company Limited		2,948	3,027	2,547	