CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT COMMITTEE CHARTER OF RS PUBLIC COMPANY LIMITED

1. Principles and Objectives

The Board of Directors of RS Public Company Limited (the "Company") has appointed the Corporate Governance and Sustainable Development Committee (the "CG&SD Committee") to support the Board of Directors in overseeing good corporate governance, ethical business conduct and the sustainable development of the Company and its subsidiaries, with a view to creating long-term value and sustainable growth. The CG&SD Committee shall provide recommendations, oversee and monitor the Company's corporate governance, sustainable development, and environmental, social and governance (ESG) matters to ensure compliance with applicable laws, rules and regulations and good practices, while taking into account the best interests of the Company, its shareholders and all stakeholders in a balanced and sustainable manner.

2. Composition

1) The Committee shall comprise not fewer than three directors. All members shall be directors of the Company, with at least one independent director, as appointed by the Board of Directors.
2) The Board of Directors shall appoint one member of the CG&SD Committee to serve as the Chairman of the CG&SD Committee.
3) The Chairman of the CG&SD Committee shall be an independent director.
4) The Chairman of the CG&SD Committee shall appoint a Secretary to the Committee to support the Committee's operations and meetings and to prepare the minutes of meetings.
5) Members of the CG&SD Committee shall possess appropriate knowledge, competence and experience in corporate governance, sustainability management or other relevant areas in order to perform their duties effectively.

3. Qualifications

1) Have complete qualifications and do not possess any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and other applicable laws, rules and regulations.
2) Have sufficient knowledge, understanding and experience to effectively oversee good corporate governance and social and environmental responsibilities including, for example, human resource management, labor laws, the Public Limited Companies Act, the Securities and Exchange Act, other applicable laws, the Company's Articles of Association, employee handbook, mandatory criteria, good practices and the Anti-Corruption Policy. Members shall receive continuing training and knowledge enhancement.
3) Possess integrity and ethics, and be able to perform their duties responsibly, prudently and with independence of mind, taking into account the best interests of the Company and its shareholders all stakeholders.
4) Be able to devote sufficient time to perform their duties, attend meetings and provide constructive and appropriate opinions or recommendations to ensure the effective performance of their duties.

4. Appointment and Term of Office

1) The Board of Directors shall appoint the members of the CG&SD Committee and shall have the authority to remove members or appoint replacements for vacant positions as deemed appropriate.
2) Each member of the CG&SD Committee shall serve a term of three years. A member whose term of office has expired may be reappointed.

3) In the event that a vacancy occurs in the CG&SD Committee before the expiration of a member's term of office, the Board of Directors may appoint another qualified person as a replacement at the next meeting of the Board of Directors, unless the remaining term of office is less than two months. The replacement member shall hold office only for the remaining term of the member whom he or she replaces.

4) Other than vacating office upon the expiration of the term, a member of the CG&SD Committee shall vacate office upon:
   (1) Death;
   (2) Resignation;
   (3) Ceasing to be a director or executive of the Company, in the case of a member appointed by virtue of such position;
   (4) Lacking qualifications or possessing prohibited characteristics under applicable laws; or
   (5) Removal by a resolution of the Board of Directors.

5) A member of CG&SD Committee wishing to resign from office shall submit a resignation letter to the Company. The resignation shall take effect from the date the Company receives the resignation letter.

6) The Board of Directors may periodically review the composition of the Committee to ensure alignment with the Company's strategies, business direction, management structure, required knowledge and expertise, and succession plan.

5. Scope of Authority, Duties and Responsibilities

Corporate Governance

1) Consider and recommend the Good Corporate Governance Policy, the Code of Business Ethics and any other practices that support the Company's operations in accordance with good governance principles, for submission to the Board of Directors for approval.
2) Consider and review material sustainability topics to ensure alignment with the business context, stakeholder expectations and the Company's strategies.
3) Oversee, monitor and review corporate governance practices to ensure compliance with the Company's policies, good corporate governance principles, and applicable laws, rules, regulations and requirements.
4) Oversee and promote an organizational culture founded on ethics, transparency, respect for human rights, risk management and sustainable value creation.
5) Oversee the Company's compliance with its Human Rights Policy, Human Rights Due Diligence and the management of related complaints.
6) Oversee the promotion of sustainability standards among suppliers and throughout the supply chain.
7) Promote responsible governance in the use of artificial intelligence and data, including Responsible AI and Data Ethics.
8) Review and recommend improvements to the Company's policies, practices and corporate governance systems to ensure alignment with good corporate governance principles, international standards and the requirements of regulatory authorities, including the Stock Exchange of Thailand.
9) Monitor progress toward climate change targets, greenhouse gas emission reduction targets and Net Zero targets in accordance with the Company's policies.
10) Monitor the results of the Company's corporate governance assessments conducted by external organizations and recommend measures for the continuous improvement and enhancement of the Company's corporate governance practices.
11) Consider, review and recommend improvements to policies, rules, practices or processes within the scope of the CG&SD Committee 's responsibilities for submission to the Board of Directors for consideration.

12) Promote, support and drive corporate governance, sustainable development and ethical business conduct in order to create long-term value and sustainable growth for the Company.

Social and Environmental Responsibility

1) Consider and recommend policies on social and environmental responsibility, as well as sustainability and ESG strategies, targets and implementation frameworks, for submission to the Board of Directors for approval.
2) Oversee and monitor environmental, social and governance (ESG) operations to ensure alignment with the Company's strategies and objectives.
3) Oversee the Company's business operations with due regard to all stakeholders, human rights and sustainable development.
4) Oversee the management of material sustainability matters, including ESG risks and opportunities that may affect the Company's business operations.
5) Consider and review sustainability and ESG disclosures in the Annual Report, Form 56-1 One Report, sustainability reports and other relevant disclosures before submission to the Board of Directors for consideration.

Anti-Corruption

1) Consider and recommend the Anti-Corruption Policy and related practices, and establish methods, criteria and procedures consistent with the Anti-Corruption Policy, including monitoring progress toward certification or the maintenance of membership status under the Thai Private Sector Collective Action Against Corruption (CAC), for submission through the Audit Committee and the Board of Directors.
2) Oversee, monitor and review the Company's operations to ensure compliance with the Anti-Corruption Policy, acknowledge implementation results, and provide recommendations for the continuous improvement of the governance system.
3) Report the results of the performance of duties, meeting results or material issues to the Audit Committee, the Risk Management Committee and the Board of Directors for consideration.
4) Oversee and promote communication, training and awareness of the Anti-Corruption Policy among directors, executives, employees, suppliers, customers and relevant stakeholders.

Whistleblowing Policy and Measures

1) Consider and recommend whistleblowing policies and measures within the framework of applicable laws, rules, regulations and requirements of relevant regulatory authorities for submission to the Board of Directors for approval.
2) Regularly consider, review and improve the whistleblowing policies and measures.
3) Oversee the implementation of measures to protect whistleblowers, complainants and persons who provide information in good faith, including the confidentiality of information.
4) Acknowledge reports on complaints and whistleblowing matters, monitor the effectiveness of the complaint-handling system and complaint trends in order to improve controls, establish measures to prevent recurrence and strengthen the organizational culture, and report material issues to the Board of Directors.
5) Oversee and promote communication and awareness of whistleblowing policies and measures among directors, executives, employees and relevant stakeholders.

6. Meetings

1) The Committee shall meet at least once every quarter or as necessary.
2) At least one-half of the total number of members of the CG&SD Committee must be present to constitute a quorum.
3) Resolutions of the meeting shall be passed by a majority vote of the members present at a meeting constituting a quorum. Each member shall have one vote.

4) Meetings may be conducted by electronic means as permitted by law.
5) Minutes of meetings shall be prepared, and the results of the Committee's performance shall be reported to the Board of Directors.

7. Reporting

The CG&SD Committee shall report the results of its meetings and the performance of its duties to the Board of Directors at least once a year and shall report on its performance during the preceding year to shareholders in the Annual Report, including the following details:

- Number of meetings held;
- Number of meetings attended by each member of the CG&SD Committee;
- Performance of duties in accordance with this Charter; and
- Material issues or events that may affect the Company's reputation, corporate governance or sustainable business operations, which shall be reported to the Board of Directors without delay.

8. Performance Evaluation

A performance evaluation shall be conducted at least once a year, covering both individual and collective performance. The evaluation results shall be used to improve the effectiveness of the CG&SD Committee, and the results shall subsequently be reported to the Board of Directors for acknowledgment.

9. Others

1) Perform any other duties as assigned by the Board of Directors.
2) The Committee shall provide recommendations to the Board of Directors. The final decision-making authority shall remain with the Board of Directors, unless specific authority has been expressly delegated to the Committee.
3) Review this CG&SD Committee Charter at least once a year and whenever there are changes to applicable laws, regulations or relevant practices, and submit the proposed revisions to the Board of Directors for approval to ensure alignment with the principles of good corporate governance and sustainable business operations.

(Mr. Chakkrit Parapuntakul)
Chairman of the Board
RS Public Company Limited