CHIEF EXECUTIVE OFFICER CHARTER
OF RS PUBLIC COMPANY LIMITED

1. Principles and Objectives

The Chief Executive Officer ("CEO") of RS Public Company Limited (the "Company"), as the highest-ranking executive entrusted by the Board of Directors with the authority to manage and conduct the Company's day-to-day business operations, shall be principally responsible for determining the strategic direction, overseeing operations, managing risks and driving the organization toward the objectives determined by the Board of Directors. The CEO shall perform such duties in accordance with the principles of good corporate governance, internationally accepted standards and the standards of accountability and transparency expected of listed companies, thereby enhancing confidence among shareholders, investors, stakeholders and all relevant parties.

The Board of Directors has established this Charter to define the scope of authority, duties and responsibilities of the CEO, as the highest-ranking executive of the organization, in accordance with the principles of good corporate governance (CG Code), with a view to creating sustainable value for the organization and maximizing benefits for shareholders and all stakeholders.

2. Composition

1) The CEO may or may not be a shareholder of the Company.
2) The CEO shall not concurrently serve as the Chairman of the Board of Directors in order to ensure effective oversight and an appropriate balance of power. The Chairman of the Board and the CEO shall not be the same person, thereby ensuring a clear and transparent separation between the governance role of the Board of Directors and the management role of the executive management.
3) The CEO shall not concurrently serve as the chief executive officer of another listed company unless approved by the Board of Directors and provided that no conflict of interest arises.

3. Qualifications

1) The CEO shall be a natural person who possesses all required qualifications and does not have any prohibited characteristics under the applicable requirements prescribed by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
2) The CEO shall not possess any characteristic indicating a lack of trustworthiness. In this regard, the CEO shall not possess any prohibited characteristic under the notifications of the Capital Market Supervisory Board, including the following:
   (1) Integrity and honesty: The CEO shall not be a bankrupt person or have been imprisoned for offences involving property, such as fraud or misappropriation.
   (2) Capital market laws: The CEO shall not have a record of violating the Securities and Exchange Act, such as insider trading, market manipulation or financial statement fraud.
   (3) Management conduct: The CEO shall not have been dismissed or removed from a government agency or private-sector organization due to dishonest or fraudulent conduct in the performance of duties.
3) The CEO shall possess a clear vision and the ability to anticipate business trends and opportunities, as well as the knowledge, competence, experience and sound business judgment necessary to accurately identify priorities that may affect the growth and operations of the Group.
4) The CEO shall be able to effectively communicate the Company's and the Group's ideas, vision, mission, strategy, objectives and organizational direction to stakeholders, and demonstrate a strong commitment and determination to achieve such objectives.

5) The CEO shall maintain high standards of ethics and integrity and serve as a positive role model for the organization. The CEO shall maintain a positive image and reputation for the Group and demonstrate appropriate leadership, foresight and attitudes that inspire confidence and support from stakeholders.

6) The CEO shall possess knowledge and understanding of the Company's overall business, including its products and services, organizational management and operations, business models and resource allocation, as well as the relevant business and industry environment.

7) The CEO shall possess all required qualifications and shall not have any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992), as amended, the Securities and Exchange Act B.E. 2535 (1992), the rules and regulations of the SEC and the SET, and other applicable laws. The CEO shall also not possess any characteristic indicating a lack of suitability to be entrusted with the management of a publicly held business, in accordance with the regulations prescribed by the Securities and Exchange Commission, including the following:

   (1) being a bankrupt person, an incompetent person or a quasi-incompetent person;

   (2) being a person prohibited under laws governing the supervision of financial institutions, whether in Thailand or overseas, during the period in which such prohibition remains in effect, particularly in relation to misconduct involving corruption, fraud, unlawful management practices, failure to comply with regulatory orders, violations of law, unfair practices or exploitation;

   (3) being a person who has been finally sentenced by a court to imprisonment for an offence prescribed by applicable law, whether or not the sentence has been suspended, and for whom less than three years have elapsed since completion of the term of imprisonment or the expiration of the suspension period;

   (4) being a person who has been finally sentenced to imprisonment for a public criminal offence involving deceptive, fraudulent or corrupt management practices, whether or not the sentence has been suspended, and for whom less than three years have elapsed since completion of the term of imprisonment or the expiration of the suspension period;

   (5) being a person whose assets have been finally ordered by a court to be vested in the State under laws relating to anti-corruption or anti-money laundering, where less than three years have elapsed from the date of such court order; or

   (6) being a person who has been subject to a criminal complaint filed by the SEC for the offenses under Section 3 with the inquiry officer, and is currently in the process of investigation by the inquiry officer, or during public prosecutor or court proceedings, as the case may be.

8) The CEO shall not engage in any business of the same nature as and in competition with the business of the Company, or become a partner in an ordinary partnership or an unlimited partner in a limited partnership, or serve as a director of a private company or any other company engaging in a business of the same nature as and in competition with the business of the Company, whether for his or her own benefit or for the benefit of another person, unless such involvement has been disclosed to the shareholders' meeting prior to the resolution appointing such person. In the event of a violation, the Company may claim compensation for any damage suffered by the Company, provided that legal proceedings are commenced within one year from the date on which the Company becomes aware of the violation and no later than two years from the date of the violation.

9) The CEO shall promptly notify the Company of any direct or indirect interest in any contract entered into by the Company during the financial year, or of any holding of shares or debentures in the Company or its affiliated companies, specifying the aggregate number of securities acquired or disposed of during the financial year.

10) The CEO shall possess leadership, broad vision, integrity and ethical standards, and shall devote sufficient time to the performance of his or her duties for the best interests of the Company and its shareholders as a whole.

The CEO shall exercise independent judgment within the framework of applicable laws, the principles of good corporate governance and business ethics.

11) The CEO shall have completed a director training program offered by the Thai Institute of Directors (Thai IOD) or an equivalent program.

4. Appointment and Term of Office

1) The Nomination and Remuneration Committee shall consider the qualification criteria and nominate a suitable candidate, subject to the required qualification review.
2) The CEO shall be appointed by the Board of Directors and shall have the highest authority, duties and responsibilities for the management and operations of the Company and subsidiaries as delegated by the Board of Directors, including the formulation and proposal of policies and decisions that are material to the Company's progress, stability and sustainability in accordance with the principles of good corporate governance.
3) Following the appointment of the CEO, the Company shall submit the CEO's profile and relevant information to the SEC's database system for directors and executives of securities issuers, for qualification verification and public disclosure, as required.
4) The CEO shall vacate office upon:
   (1) Death;
   (2) Resignation;
   (3) Retirement;
   (4) Expiration of the employment contract;
   (5) Lacking the required qualifications or possessing prohibited characteristics under applicable laws;
   (6) Removal by a resolution of the Board of Directors; or
   (7) Removal by a court order.
5) A CEO wishing to resign shall submit a resignation letter to the Company. The resignation shall take effect from the date on which the Company receives the resignation letter.
6) Upon the CEO's cessation from office, the Company shall promptly disclose the relevant details to the Stock Exchange of Thailand, as required.
7) In the event that the position of the Chief Executive Officer becomes vacant for any reason other than the expiration of the term of office, the Management shall appoint a person who possesses the required qualifications and has no prohibited characteristics under applicable laws to serve as the Acting Chief Executive Officer and shall notify the Board of Directors accordingly.

5. Scope of Authority, Duties and Responsibilities

Strategy

1) Prepare and propose the vision, strategic plan, business plan and annual budget to the Board of Directors for consideration and approval.
2) Monitor, evaluate and oversee operating performance to ensure achievement of the established objectives.
3) Promote innovation and digital transformation.
4) Drive, prepare and propose resource allocation in alignment with strategic objectives.
5) Oversee and manage the ordinary course of business in accordance with approved policies, plans and budgets.

Finance

1) Ensure that financial statements are prepared accurately and completely for submission to the Board of Directors for consideration.
2) Oversee the preparation and submission of the annual budget for consideration by the Board of Directors.
3) Analyze the Company's financial position and prepare recommendations concerning dividend payments for consideration by the Board of Directors.
4) Drive, prepare and propose material transactions and/or transactions of the Company and its subsidiaries, including investments, mergers, demergers, joint ventures, capital increases or reductions, intercompany transactions, acquisitions or disposals of assets, connected transactions, material borrowings, guarantees and other relevant transactions, in compliance with applicable laws, notifications, rules, regulations and the Securities and Exchange Act.
5) Monitor liquidity, capital structure, debt servicing capacity and the Company's financial continuity.
6) Oversee the preparation, review and disclosure of financial statements and financial reports to ensure accuracy, completeness, transparency and compliance with applicable standards.

Sustainability

1) Prepare and propose sustainability policies.
2) Establish, monitor and report sustainability targets and key performance indicators.
3) Promote environmental, social and governance (ESG) initiatives.
4) Promote business operations in accordance with circular economy principles.
5) Promote business operations with due regard to impacts throughout the value chain.
6) Promote the preparation and disclosure of sustainability information in accordance with internationally recognized standards.

Corporate Governance

1) Prepare and propose corporate governance policies, business ethics, the Supplier Code of Conduct for Sustainable Development, anti-fraud and anti-corruption policies, cybersecurity policies, personal data protection policies and other relevant policies.
2) Perform duties in compliance with applicable laws, the Company's Articles of Association, resolutions of the Board of Directors and resolutions of shareholders' meetings (Duty of Obedience), with due care and prudence (Duty of Care), honesty and loyalty (Duty of Loyalty), and proper, complete, transparent, verifiable and timely disclosure (Duty of Disclosure).
3) Maintain an effective relationship with the Board of Directors by providing sufficient information, withholding no material information and promptly reporting significant events.
4) Exercise authority to direct, recruit, appoint, transfer, remove, promote, evaluate the performance of and determine the remuneration of employees of the Company, for positions below the CEO, in accordance with the criteria prescribed by the Company.
5) Oversee complaint-handling and whistleblowing systems and establish measures for the protection of complainants and whistleblowers.
6) Ensure that connected transactions and transactions that may give rise to conflicts of interest are conducted in compliance with applicable laws and regulations and submit such matters to the Board of Directors for consideration when necessary.
7) Review the appointment of the Company Secretary to ensure proper coordination with the Board of Directors and compliance with applicable laws.

8) Work jointly with the Nomination and Remuneration Committee in preparing succession plans for the CEO and senior executives and continuously developing suitable successors.
9) Play a key role in fostering organizational, ethical and innovation cultures, establishing effective communication practices, encouraging the expression of views and serving as a key communicator during crises.
10) Prepare and propose an organizational structure appropriate to the business and supportive of diversity.
11) Prepare and propose persons to be appointed as the Company's representatives in subsidiaries to oversee their operations in accordance with the Company's policies and business direction.
12) Promote the proper conduct of shareholders' meetings and the protection of shareholders' rights.
13) Promote accurate, complete and timely reporting by subsidiaries of information, operating results, risks, material transactions and significant events to enable the Company to exercise effective oversight and comply with applicable laws and regulations.
14) Report the following matters to the Board of Directors:
    (1) Operating results;
    (2) Key risks;
    (3) Material laws, regulations and requirements;
    (4) Material disputes and litigation;
    (5) Significant cybersecurity incidents;
    (6) Corporate governance, social and environmental performance;
    (7) Crisis situations;
    (8) Acquisitions or disposals of assets and connected transactions; and
    (9) Events that may affect the Company's share price.
15) Ensure that information in the Form 56-1 One Report is prepared and disclosed accurately, completely, transparently and in a timely manner.

Climate Change

1) Prepare and propose a Climate Change Policy.
2) Establish, monitor and report greenhouse gas emission reduction targets, including the transition target toward Net Zero.
3) Monitor climate-related risk, opportunity and materiality assessments and related response plans.
4) Oversee climate change initiatives and the transition toward a low-carbon economy.
5) Promote the preparation and disclosure of information in accordance with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and other relevant international standards.

Risk Management and Internal Control

1) Prepare and propose relevant policies and operational frameworks.
2) Establish, monitor and report enterprise-wide risk management objectives and the level of risk appetite.
3) Oversee strategic, financial, operational, legal, technology, sustainability and other relevant risks.
4) Ensure appropriate internal control, risk management and anti-fraud and anti-corruption systems to safeguard the Company's assets.
5) Promote business continuity plans, crisis risk management plans and plans for addressing emerging risks.
6) Promote appropriate and effective accounting, internal control and internal audit systems.
7) Promote preparedness for and response to crisis events that may affect the Company's business operations, reputation or stakeholders.
8) Promote the preparation and disclosure of information relating to internal control and internal audit.

Cybersecurity and Information Technology

1) Prepare and propose a Cybersecurity Policy.
2) Promote cybersecurity, personal data protection and the effective and appropriate use of information technology and other related technologies.
3) Promote the management and use of information technology to support organizational objectives and enhance business opportunities.
4) Promote appropriate AI Governance, taking into account ethics, transparency, security, reliability and compliance with applicable laws.
5) Promote the preparation and disclosure of reports on significant cybersecurity threats or incidents.

Shareholders and Stakeholders

1) Promote the proper conduct of both Annual General Meetings and Extraordinary General Meetings of Shareholders.
2) Take into account the rights, impacts and best interests of all stakeholder groups in business decision-making.
3) Ensure fair and equitable treatment and the protection of fundamental rights in accordance with applicable laws.
4) Promote stakeholder engagement through appropriate channels, such as communication, whistleblowing and the expression of views.

6. Approval Authority

1) The CEO shall have authority to approve matters of the Company within the scope prescribed by applicable laws, the Company's Articles of Association, this Chief Executive Officer Charter and the Delegation of Authority (DOA).
2) The CEO shall execute legal acts and contracts and represent the Company in dealings with government agencies, regulators and the public within the prescribed Authority Limit.
3) The CEO may appoint other persons to carry out the Company's affairs under the CEO's supervision or delegate authority to such persons to the extent and for the period deemed appropriate, and may revoke, amend or modify such authority as appropriate.
4) The CEO shall not have authority to approve any transaction in which the CEO or a person who may have a conflict of interest has an interest or potential conflict of interest with the Company. Such transaction shall be submitted to the Board of Directors or the shareholders' meeting for consideration in accordance with the applicable requirements of the Stock Exchange of Thailand.
5) Any budget or investment exceeding the delegated Authority Limit shall receive prior approval from the Board of Directors.

7. Meetings

1) Attendance at Board of Directors Meetings
   (1) The CEO shall attend every meeting of the Board of Directors, except for agenda items in which the CEO has an interest or which concern the CEO's performance evaluation, in order to report operating results, business plans and the financial position.
   (2) Where the CEO also serves as a director of the Company, the CEO shall have voting rights in accordance with applicable laws and the Company's Articles of Association. Where the CEO is an executive but not a director, the CEO shall attend meetings to provide explanations and information without voting rights.

2) Attendance at Meetings of Independent Directors or Non-Executive Directors

   (1) The CEO shall provide information, insights and explanations, or answer questions at meetings of independent directors or non-executive directors when requested, in order to facilitate independent and effective oversight.

3) Attendance at Executive Management Meetings

   (1) The CEO shall chair meetings of the executive management or management committee.

   (2) The CEO shall attend such meetings regularly to monitor performance, communicate Board policies for implementation and consider matters before submission to the Board of Directors.

4) Meetings with the External Auditor and Internal Audit

   (1) The CEO may attend meetings with the external auditor or the Internal Audit function when invited or when significant matters relating to the business operations require attention.

5) Attendance at Shareholders' Meetings

   (1) The CEO shall attend the Annual General Meeting of Shareholders (AGM) and Extraordinary General Meeting of Shareholders (EGM), together with the Board of Directors, to explain operating results, answer questions and receive shareholders' views.

8. Performance Evaluation

1) The CEO's performance objectives shall cover both financial and non-financial matters. The evaluation criteria and methodology shall be linked to the strategic plan and annual operating plan, and such criteria shall be communicated to the Board of Directors in advance.
2) The CEO's performance evaluation shall be considered by the Board of Directors for the purpose of determining appropriate remuneration.
3) The CEO's performance shall be evaluated at least once a year.
4) The Chairman of the Board of Directors shall communicate the evaluation results and areas for development to the CEO.

9. Others

1) The Company shall provide an orientation program for a newly appointed CEO covering the Company's objectives, key goals, vision, mission, corporate values, corporate structure, nature and direction of business operations, applicable laws and regulations, policies, good corporate governance, information relevant to the performance of duties as CEO, remuneration and benefits, and other information necessary and useful for the effective and efficient performance of duties.
2) The CEO shall be entitled to continuous professional development based on a skills-gap analysis to identify areas requiring further development and shall have the opportunity to propose topics of interest or subjects necessary for the effective performance of duties.
3) The CEO shall be entitled to receive sufficient and timely information and may request additional information necessary for the performance of duties.
4) The Board of Directors shall review this CEO Charter at least once a year, or whenever there are changes to applicable laws, regulations or relevant practices, 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