NOMINATION AND REMUNERATION 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 Nomination and Remuneration Committee (the "NRC") to support good corporate governance. The NRC shall be responsible for considering and recommending policies, criteria and processes relating to the nomination, appointment, succession planning and determination of remuneration for directors, the Chief Executive Officer and senior executives. Such matters shall be carried out in a transparent, fair and verifiable manner and shall be aligned with the Company's strategies, sustainable value creation and the best interests of the Company, its shareholders and all stakeholders.

2. Composition

1) The Committee shall comprise not fewer than three directors, as appointed by the Board of Directors.
2) At least one-half of the total number of Committee members shall be independent directors, and the Chairman of the Nomination and Remuneration Committee shall be an independent director, in order to enable the Committee to exercise independent judgment free from inappropriate influence and conflicts of interest, while taking into account the best interests of the Company and shareholders as a whole.
3) The Chairman of the Nomination and Remuneration Committee shall appoint a Secretary to the Committee to support the Committee's operations, arrange the meeting schedule and agenda, prepare the minutes of meetings, and follow up on the progress of resolutions for subsequent reporting to the Committee.
4) The Chairman of the Board of Directors shall not serve as the Chairman or a member of the Nomination and Remuneration Committee to ensure the genuine independence of the Committee in the performance of its duties.
5) The Committee shall consider diversity in knowledge, competence, gender, age, experience, expertise, skills, race, nationality and differing perspectives, as appropriate to the nature of the Company's business and strategies.

3. Qualifications

1) Members shall possess complete qualifications and shall not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and other applicable laws, rules and regulations.
2) Members shall possess knowledge, competence and experience in corporate governance, nomination, human resource management, remuneration determination or other areas relevant to the performance of their duties.
3) Members shall possess integrity and ethics and perform their duties responsibly, prudently and with independence of mind, considering the best interests of the Company and all stakeholders.
4) Members shall 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 Nomination and Remuneration Committee and shall have the authority to remove members or appoint replacements for vacant positions as deemed appropriate.
2) Each member of the Nomination and Remuneration Committee shall serve a term of three years. A member whose term of office has expired may be reappointed.

3) Other than vacating office upon the expiration of the term, a member of the Nomination and Remuneration 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.
4) In the event that a vacancy occurs in the Committee for reasons other than the expiration of a member's term of office, the Board of Directors shall appoint a person who possesses the required qualifications and does not have any prohibited characteristics under applicable laws as a replacement in order to maintain the number of Committee members as prescribed in this Charter. However, if the remaining term of office is less than two months, the Board of Directors may not appoint a replacement. A replacement member shall hold office only for the remaining term of the member whom he or she replaces.
5) A member 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) In the event that a new member is appointed to replace a member who resigns before the expiration of his or her term, the new member shall hold office for the remaining term of the member whom he or she replaces.
7) The Board of Directors may periodically review the composition of the Nomination and Remuneration 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

Nomination

1) Consider and recommend policies, criteria and processes for the nomination, selection and appointment of directors in a transparent and fair manner and in accordance with good corporate governance principles, including the nomination of candidates from independent external sources (Third Parties), such as professional search firms or director pools.
2) Review the qualifications, suitability, independence, record of positions held, conflicts of interest, history of legal violations and other relevant information prior to recommending an appointment.
3) Consider, review and recommend improvements to policies, criteria, practices or processes within the scope of the Committee's responsibilities for submission to the Board of Directors for consideration.
4) Consider the structure, size and composition of the Board of Directors, including Board Diversity and the required Board Skills Matrix, to ensure alignment with the Company's strategies and business operations.
5) Prepare and review the Board Skills Matrix and report the results of such review to the Board of Directors at least once a year to ensure that the Board's composition possesses skills aligned with the Company's strategies.
6) Nominate, select and recommend suitably qualified persons for appointment as directors, the Chief Executive Officer and senior executives, considering their knowledge, competence, experience, leadership, ethics, suitability for the Company's strategies, and the absence of any prohibited characteristics or conflicts of interest under applicable laws.
7) Recommend suitable persons for appointment as directors to the Board of Directors for consideration and subsequent submission to the shareholders' meeting for appointment in accordance with applicable laws.

8) Consider and recommend a suitable person for appointment as the Chief Executive Officer and provide an opinion to the Board of Directors prior to such appointment, considering leadership, management capability, suitability for the Company's strategies and the absence of conflicts of interest.

Remuneration

1) Consider and recommend policies, criteria and remuneration structures for directors, members of sub-committees, the Chief Executive Officer and senior executives to ensure that remuneration is appropriate, fair, competitive and aligned with performance, responsibilities and the Company's strategies, including benchmarking against companies in the same industry.
2) Consider and recommend the annual remuneration of directors for submission to the Board of Directors and/or the shareholders' meeting for approval as required by law.
3) Consider the performance evaluation criteria for the Chief Executive Officer and recommend the evaluation results to the Board of Directors for use in determining remuneration, based on clear performance indicators covering both financial and non-financial matters, including operating performance, strategy, sustainability, risk management, people development and organizational culture.
4) Consider share option schemes, securities or long-term benefits for directors, executives or employees, if any, in order to create incentives for long-term shareholder value creation, while avoiding incentives for excessive risk taking and taking into account appropriateness, transparency and fairness to shareholders.
5) Consider remuneration structures, both monetary and non-monetary, linked to short-term and long-term performance, including, as appropriate, environmental, social and governance indicators, risk management and long-term value creation.
6) The Nomination and Remuneration Committee shall have the authority to request information from all departments of the Company, invite executives or relevant persons to provide explanations, or engage external advisers or independent experts at the Company's expense when necessary.

Succession Planning and People Development

1) Oversee and provide recommendations on succession plans for the Chief Executive Officer and senior executives to ensure continuity of the Company's management.
2) Regularly review succession plans and monitor the readiness of successors (Succession Readiness).
3) Support and provide recommendations for the development of high-potential executives to support business growth and future succession.
4) Promote and provide recommendations on the orientation of newly appointed directors and encourage directors and executives to participate in continuing training and knowledge development, including regularly monitoring the development of directors' knowledge to enable them to perform their duties effectively and in compliance with applicable laws, rules and practices.

6. Meetings

1) The Committee shall meet at least twice a year or as necessary.
2) At least one-half of the total number of members of the Nomination and Remuneration 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. In the event of an equality of votes, the Chairman of the meeting shall have an additional casting 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.

6) Any member who has an interest in a particular agenda item shall disclose such interest and abstain from voting and participating in the consideration of that agenda item, unless the Committee considers otherwise as permitted by law.

7. Reporting

The Nomination and Remuneration 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 Nomination and Remuneration Committee;
- Performance of duties in accordance with this Charter, including material information such as remuneration policies, nomination and remuneration criteria, succession plans, Board Diversity and the required Board Skills Matrix.

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 Nomination and Remuneration Committee, and the results shall subsequently be reported to the Board of Directors for acknowledgment.

9. Others

(1) Members shall be entitled to receive remuneration from the Company in the form of salary, rewards, meeting allowances, gratuities, bonuses or other benefits for the performance of duties, as determined by the Company or approved by the shareholders' meeting, as applicable.

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 Nomination and Remuneration 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