RS GROUP

Charters of the Board of Directors and Board Committees

RS Public Company Limited

Approved on 14 August 2026

MESSAGE FROM THE CHAIRMAN

RS PCL. (the "Company") is committed to good corporate governance as a fundamental basis for conducting business with transparency, integrity, accountability and fairness, with the aim of creating sustainable value and growth for shareholders, stakeholders and society.

The Board of Directors places importance on clearly defining the roles, authority, duties and responsibilities of the Board of Directors, sub-committees and the Chief Executive Officer in a transparent manner and in accordance with applicable laws, rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as the principles of good corporate governance and international standards.

This Charter has been prepared to consolidate the roles, authority, duties and responsibilities of the Board of Directors, sub-committees and the Chief Executive Officer in a single document, thereby promoting a common understanding, systematic implementation, and effective support for corporate governance, risk management, internal control and sustainable business operations.

The Company shall review this Charter at least once a year or whenever there are material changes to applicable laws, rules and regulations or the business environment, to ensure that the Charter remains current and appropriate and effectively supports the Company's growth.

The Board of Directors believes that this Charter will serve as an important governance framework for enhancing operating standards, strengthening a culture of good governance, and building confidence among shareholders, investors, stakeholders and society, while driving the Company toward stable, transparent and sustainable long-term growth.

"The Board of Directors believes that good corporate governance is not merely compliance with laws, but an organizational culture that shapes decision-making, accountability and sustainable value creation for shareholders, stakeholders and society."

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

PREFACE

To ensure that the Board of Directors, sub-committees and the Chief Executive Officer perform their duties effectively, consistently and in accordance with the principles of good corporate governance, RS PCL. (the "Company") has prepared this consolidated set of Board, sub-committee and Chief Executive Officer Charters as a framework for defining roles, authority, duties, responsibilities, operating procedures, meetings and reporting, as well as relevant governance practices, in accordance with applicable laws, the Company's Articles of Association, requirements of regulatory authorities and good corporate governance practices.

This consolidated Charter consists of the following eight documents:

1. Board of Directors Charter
2. Audit Committee Charter
3. Nomination and Remuneration Committee Charter
4. Risk Management Committee Charter
5. Corporate Governance and Sustainable Development Committee Charter
6. Investment Committee Charter
7. Executive Committee Charter
8. Chief Executive Officer Charter

Each Charter has been prepared and reviewed with due regard to the roles and responsibilities of the respective committee and in accordance with applicable laws, rules and regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and good corporate governance practices, to ensure that the Company has a transparent, effective and accountable governance system that supports sustainable value creation and long-term growth for shareholders, stakeholders and the organization.

The Company shall review this consolidated Charter regularly to ensure that it remains appropriate and responsive to changes in applicable laws, rules and regulations and the business environment, while supporting the Company's growth and continued operation in accordance with good governance principles.

DEFINITIONS

"Company"	means	RS PCL.
"Board of Directors"	means	the Board of Directors of RS PCL.
"Director"	means	a director of RS PCL.
"Sub-committee"	means	a committee appointed by the Board of Directors to perform specific duties within the scope of authority, duties and responsibilities prescribed by the Board of Directors
"Executive Committee"	means	the Executive Committee of RS PCL.
"Chief Executive Officer" or "CEO"	means	the Chief Executive Officer of RS PCL.
"Company Secretary"	means	a person appointed by the Board of Directors to perform the duties of company secretary in accordance with the laws governing securities and the stock exchange, including applicable laws, rules and regulations
"Executive"	means	an executive as defined under the Securities and Exchange Act, notifications of the Securities and Exchange Commission and/or relevant notifications of the Stock Exchange of Thailand
"Subsidiaries"	means	a company that qualifies as a subsidiary of the Company under the Securities and Exchange Act and relevant notifications
"Group"	means	the Company, its subsidiaries and other companies under the control of the Company
"Shareholder"	means	a shareholder of RS PCL.
"Stakeholders"	means	shareholders, investors, employees, consumers and customers, business partners, counterparties, contract manufacturers, creditors, joint venture partners, business alliances, regulatory authorities, government agencies, and communities.
"Good Corporate Governance"	means	principles and practices for governing a business in a transparent and fair manner, with accountability and verifiability, while taking into account sustainable value creation for shareholders and stakeholders
"Applicable Laws"	means	the Public Limited Companies Act, the Securities and Exchange Act, notifications of the Securities and Exchange Commission, notifications of the Stock Exchange of Thailand, the Company's Articles of Association, and other applicable laws, regulations, rules or requirements relating to the Company's business operations

TABLE OF CONTENTS

BOARD OF DIRECTORS CHARTER
RS PUBLIC COMPANY LIMITED

1. Principles and Objectives

The Board of Directors of RS Public Company Limited (the "Company"), as the highest governing body entrusted by the shareholders, is responsible for overseeing the affairs of the Company and determining the direction, strategies and policies of the Company, as well as supervising the operations of the Company and its subsidiaries.

The Board shall clearly segregate roles, duties, responsibilities and approval authorities between the Board and management. The Board shall remain independent of management and perform its duties with responsibility, due care and loyalty (Duty of Care and Duty of Loyalty), with a view to creating sustainable value. Its powers, duties and responsibilities shall be exercised in accordance with applicable laws, the objectives and Articles of Association of the Company, resolutions of the Board and resolutions of shareholders' meetings, in order to create long-term value while taking into account the best interests of the Company and its shareholders and balancing the interests of all stakeholder groups in a sustainable manner.

2. Composition

1) A director may or may not be a shareholder of the Company.
2) The number of directors shall be as prescribed by the Articles of Association and determined by the shareholders' meeting, considering the Company's business, strategies and growth. The Board shall comprise at least five directors, and at least one-half of all directors shall reside in the Kingdom of Thailand.
3) Independent directors shall comprise at least one-third of the total number of directors and, in any event, not fewer than three persons.
4) The Board shall have diversity in its composition (Board Diversity), including diversity in gender, age, knowledge, expertise, experience, skills and background.
5) The Board shall possess a diverse range of skills (Board Skills Matrix), including knowledge, capabilities and specialised expertise necessary for the Company's business, such as finance and accounting, business administration, law, technology and digitalisation, risk management, sustainability, media and e-commerce, and marketing.
6) The Board shall elect one director to serve as Chairman of the Board.
7) The Chairman should be an independent director and shall not be the same person as the Company's Chief Executive Officer.
8) Where the Chairman is not an independent director, the Company should maintain independent directors representing more than 50% of the entire Board and appoint an independent lead director to participate in determining the meeting agenda.
9) Where the Board deems appropriate, elect one or more Vice Chairmen and may authorise one or more directors to perform any act on behalf of the Board.
10) The Board may appoint subcommittees as appropriate, such as the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Investment Committee, the Corporate Governance and Sustainability Committee, the Executive Committee, or other committees as the Board deems appropriate.

3. Qualifications

1) A director shall be a natural person fully qualified under the securities and exchange laws and other applicable laws.
2) An independent director shall possess the following qualifications:
   (1) Holds no more than 1% of the total voting shares of the Company and companies within the Group.
   (2) Has not, during the preceding two years, been an executive director, employee, staff member, salaried adviser or person having control over the Company or any company within the Group, exemption is

granted in cases where the person has ceased to be a government official or consultant of a government agency which is a major shareholder or has controlling power for less than 2 years.

(3) Is not related by blood or legal registration to any director, executive, major shareholder, controlling person or person proposed for such position.

(4) Does not conduct transactions with the Company, or hold a material shareholding in, or control, a juristic person conducting transactions with the Company, where the transaction value exceeds THB 20 million or 3% of net tangible assets (NTA), whichever is lower, during the preceding two years.

(5) Has not been an auditor of the Company, its subsidiaries, associates, major shareholders or controlling person during the preceding two years.

(6) Has not been another professional service provider, or a material shareholder, controlling person or partner of a juristic person providing services with fees exceeding THB 2 million during the preceding two years.

(7) Is not a representative of a director, major shareholder or person related to a major shareholder.

(8) Does not engage in a business of the same nature and in material competition with the Company or its subsidiaries, or hold more than 1% of shares in, or serve as an executive director, employee, staff member, salaried adviser or controlling person of, such business.

(9) Does not possess any other characteristic that would prevent the expression of an independent opinion.

(10) An independent director may also serve as an independent director of a company within the Group; however, an audit committee member shall not serve as a director of a listed parent company, subsidiary or fellow subsidiary.

(11) After appointment, an independent director may be authorised by the Board to participate in collective decision-making concerning the operations of the Company, its parent, subsidiaries, associates, fellow subsidiaries, major shareholders or controlling person; provided that an audit committee member shall not participate in operational decision-making.

3) A director shall not possess any prohibited characteristic under the Public Limited Companies Act B.E. 2535 (1992), as amended, the Securities and Exchange Act B.E. 2535 (1992), rules of the Securities and Exchange Commission, the Stock Exchange of Thailand and other applicable laws, including any characteristic indicating a lack of trustworthiness to manage a business with public shareholders, including the following:

(1) A bankrupt person, an incompetent person or a quasi-incompetent person.

(2) A person prohibited under laws governing financial institutions in Thailand or abroad during the period of prohibition. This applies particularly to matters involving dishonesty, fraud or unlawful management contrary to regulatory orders, or unlawful, unfair or exploitative conduct.

(3) A person finally sentenced to imprisonment for an offence prescribed by applicable law, whether the sentence is suspended, where less than three years have elapsed since release or the end of the suspension period.

(4) A person finally sentenced for a public criminal offence relating to fraudulent, deceptive or corrupt management, where less than three years have elapsed since release or the end of the suspension period.

(5) A person whose assets have been finally ordered forfeited to the State under anti-corruption or anti-money-laundering laws, where less than three years have elapsed from the date of the court order.

(6) A person against whom the SEC has filed a criminal complaint and whose case remains under investigation, prosecution or court proceedings.

4) A director shall not operate a business of the same nature and in competition with the Company, become a partner with unlimited liability in such competing business, or serve as a director of another private or other company conducting a competing business, whether for his or her own benefit or that of another person, unless the shareholders' meeting has been informed before the appointment. The Company may claim compensation for damage caused by such breach, subject to the applicable limitation periods.

5) A director shall promptly notify the Company of any direct or indirect interest in any contract entered by the Company during the financial year, or any holding of shares or debentures in the Company or affiliated companies, including all increases or decreases during the financial year.
6) A director shall possess leadership, broad vision, integrity and ethics, be able to devote sufficient time to the performance of duties, act for the best interests of the Company and shareholders, and exercise independent judgment within the framework of law, good corporate governance and business ethics.
7) A director should have completed a director training programme of the Thai Institute of Directors (Thai IOD) or an equivalent programme.

4. Election and Term of Office

1) The Nomination and Remuneration Committee shall consider and nominate suitable candidates, whose qualifications and independence have been duly verified in accordance with the relevant definitions.
2) Each director shall hold office for a term of three years.
3) Directors shall be appointed by the shareholders' meeting by majority vote in accordance with the following rules and procedures:
    (1) Each shareholder shall have one vote for each share held.
    (2) Shareholders shall vote for the election of directors individually and may not split their votes among candidates.
    (3) Person receiving the highest number of votes in descending order shall be elected as directors up to the number of directors required or to be elected. In the event of a tie exceeding the number of positions available, the chairman of the meeting shall have a casting vote.
4) At each annual general meeting, one-third of the directors shall retire from office. If the number cannot be divided exactly into three parts, the number closest to one-third shall retire. In the first and second years after registration, retiring directors shall be determined by lot; thereafter, directors who have held office the longest shall retire. Retiring directors may be re-elected.
5) The shareholders' meeting may resolve to remove any director before the expiry of his or her term by a vote of not less than three-fourths of the shareholders present and entitled to vote, holding in aggregate not less than one-half of the shares held by shareholders present and entitled to vote.
6) In addition to retirement by rotation, a director shall vacate office upon:
    (1) Death;
    (2) Resignation;
    (3) Disqualification or possession of a characteristic prohibited by law;
    (4) Removal by resolution of the shareholders' meeting; or
    (5) Removal by court order.
7) A director wishing to resign shall submit a resignation letter to the Company. The resignation shall take effect on the date the resignation letter is received by the Company.
8) Where a director vacates office, the Company shall immediately disclose the details to the Stock Exchange of Thailand.
9) Where a vacancy arises for any reason other than retirement by rotation, the Board shall elect a qualified person who is not prohibited by law to replace the director at the next Board meeting, unless the remaining term is less than two months. The replacement director shall hold office only for the remaining term of the director being replaced.
10) Where vacancies reduce the number of directors below that required for a quorum, the remaining directors may act only to convene a shareholders' meeting to elect directors to fill all vacancies. Such meeting shall be held within one month, and the relevant Board resolution shall be passed by not less than three-fourths of the remaining directors.

11) Where the entire Board vacates office, the outgoing Board shall remain jointly in office on an acting basis only to the extent necessary until the new Board assumes its duties.
12) An independent director shall not serve continuously for more than nine years from the date of first appointment as an independent director, unless the Board approves an extension after considering its reasonableness and necessity.
13) A director shall hold directorships in no more than five listed companies in total, including the Company but excluding non-listed subsidiaries.

5. Scope of Powers, Duties and Responsibilities

5.1 Board of Directors

Strategy

1) Approve the corporate vision, mission and values.
2) Approve short-, medium- and long-term business strategies.
3) Monitor performance against targets.
4) Oversee and support innovation and digital transformation.
5) Establish and review the organisational structure and allocation of resources to align with strategic objectives.

Finance

1) Approve financial statements.
2) Approve the annual budget.
3) Approve dividend policy and consider dividend payments.
4) Approve and consider material transactions and/or any transactions of the Company and its subsidiaries in compliance with applicable laws, notifications, requirements and regulations, including investments, mergers, demergers, joint ventures, capital increases or reductions, related-party transactions, acquisitions or disposals of assets, connected transactions, material borrowings, guarantees and other relevant actions.
5) Oversee liquidity, capital structure, debt-servicing capability 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 relevant standards.

Sustainability

1) Establish sustainability policies.
2) Monitor sustainability targets and key performance indicators.
3) Oversee environmental, social and governance matters and performance.
4) Promote business operations based on circular economy principles.
5) Oversee business operations with due regard to impacts throughout the value chain.
6) Oversee the preparation and disclosure of sustainability information in accordance with international standards.

Corporate Governance

1) Establish and review corporate governance policies, the Code of Business Ethics, the Supplier Code of Conduct for Sustainable Development, anti-fraud and anti-corruption policies, cybersecurity and information security policies, personal data protection policies and other relevant policies, and ensure appropriate and continuous communication and compliance monitoring.
2) Oversee the Company's operations and perform duties in compliance with laws, the Articles of Association, Board resolutions and shareholders' resolutions (Duty of Obedience), with responsibility, care and prudence (Duty of Care), honesty and loyalty (Duty of Loyalty), and accurate, complete, transparent, verifiable and timely disclosure (Duty of Disclosure).
3) Oversee complaint and whistleblowing mechanisms and establish measures to protect complainants and whistleblowers.

4) Oversee connected transactions and conflicts of interest.
5) Consider appointing a Company Secretary to support the Board and ensure compliance with applicable laws.
6) Ensure regular review of the Board structure and organisational structure to maintain suitability for the business and diversity of composition.
7) Ensure regular review of directors' qualifications and independence.
8) Consider the appointment of directors, determine directors' remuneration and appoint subcommittees.
9) Ensure regular performance evaluations of the Board, subcommittees and individual directors, and use the results to improve Board effectiveness.
10) Determine operating authorities, delegation of authority and mechanisms for oversight of subsidiaries.
11) Ensure that the Company and its subsidiaries maintain appropriate and effective corporate governance structures, internal control, risk management and compliance with laws, rules and Company policies.
12) Consider the suitability of persons to be appointed as directors or representatives of the Company in subsidiaries, to ensure that subsidiary operations are aligned with Company policies and business direction.
13) Oversee the proper conduct of shareholders' meetings and the protection of shareholders' rights.
14) Ensure that subsidiaries report information, performance, risks, material transactions and significant events to the Company accurately, completely and in a timely manner.
15) Consider the Company's operating performance report in the form of the 56-1 One Report before publication through the Stock Exchange of Thailand's system.

Climate Change

1) Establish policies and targets for reducing greenhouse gas emissions, including transition targets toward Net Zero.
2) Consider assessments of climate-related risks and opportunities, identification of material issues and response plans.
3) Monitor climate-change performance and the transition to a low-carbon economy.
4) Oversee the preparation and disclosure of information in accordance with TCFD recommendations and relevant international standards.

Risk Management and Internal Control

1) Establish enterprise-wide risk management policies, frameworks and objectives.
2) Review risks and risk appetite across the organisation.
3) Monitor strategic, financial, operational, legal, technology, sustainability and other relevant risks.
4) Oversee business continuity plans, crisis risk management plans and plans for emerging risks.
5) Ensure appropriate and effective accounting, internal control and internal audit systems.
6) Oversee preparedness for and response to crisis events that may affect business operations, reputation or stakeholders.
7) Oversee the preparation and disclosure of information relating to internal control and internal audit.

Cybersecurity and Information Technology

1) Establish cybersecurity policies.
2) Oversee cybersecurity, the use of personal data, information technology and other related matters.
3) Oversee the responsible use of artificial intelligence.
4) Oversee IT governance and the use of information technology to support corporate objectives and enhance business opportunities.
5) Oversee the preparation and disclosure of reports on material cybersecurity incidents or threats.

Chief Executive Officer (CEO)

1) Determine the qualifications and selection criteria for the Chief Executive Officer.
2) Appoint and remove the Chief Executive Officer.
3) Establish performance indicators and evaluate performance, covering both financial and non-financial criteria.

4) Ensure that plans are in place for the development of the CEO's knowledge and capabilities.
5) Determine remuneration, covering both financial and non-financial elements.
6) Oversee succession planning.
7) Oversee the development of senior management and key personnel.

Shareholders and Stakeholders

1) Consider and approve the convening of annual and extraordinary shareholders' meetings.
2) Take into account the rights and impacts of, and the preservation of the best interests of, all stakeholder groups in business decision-making.
3) Promote fair and equitable treatment by protecting fundamental rights in accordance with applicable laws.
4) Promote the participation of all stakeholder groups through channels such as communication, whistleblowing and the expression of opinions.
5) Oversee the accurate, complete and timely preparation and disclosure of financial and non-financial information.

5.2 Chairman of the Board

The Chairman of the Board shall lead the Board and have the following duties and responsibilities:

1) Set the direction of the Board's work and promote the effective and independent performance of the Board in accordance with good corporate governance principles.
2) Lead and chair Board meetings, allocate sufficient time, encourage directors to express their views freely and equally, and promote careful and constructive discussion of material matters before decisions are made.
3) Lead and chair shareholders' meetings in accordance with the agenda, the Company's Articles of Association and applicable laws, within an appropriate timeframe, while ensuring equal opportunities for shareholders to express opinions and receive appropriate and transparent responses to questions.
4) Promote the effective management of key relationships through appropriate communication among executive and non-executive directors, between directors and management, between management and shareholders, and between the Company and all stakeholder groups, thereby enhancing confidence and transparency.
5) Ensure that the Board performs its duties in accordance with laws, the Company's objectives and Articles of Association, shareholders' resolutions, corporate culture, organisational ethics and good corporate governance principles.
6) Together with the Chief Executive Officer, independent directors and the Company Secretary, determine the Board meeting agenda so that it covers material matters relating to strategy, governance, risk, performance and matters required by law or regulation.
7) Promote the provision of accurate, complete, sufficient and timely information to directors for appropriate consideration and decision-making.
8) Promote the Board's monitoring of management's performance against policies, strategies and objectives approved by the Board.
9) Promote the establishment and review of appropriate corporate governance, risk management, internal control and legal and regulatory compliance frameworks.
10) Support performance evaluations of the Board, subcommittees and the Chief Executive Officer, and monitor implementation of recommendations arising from such evaluations.
11) Promote effective management of key relationships through appropriate communication among the Board, management, shareholders and stakeholders, thereby enhancing confidence and transparency.
12) Perform other duties as required by law, the Company's Articles of Association, Board resolutions or shareholders' resolutions, including duties specifically prescribed by law for the Chairman.

6. Approval Authority

1) The Board shall have authority to approve matters of the Company within the scope of duties prescribed by law, the Company's Articles of Association, this Board Charter and shareholders' resolutions, including the Delegation of Authority.
2) Two directors shall jointly have authority to sign on behalf of the Company and affix the Company's seal. However, the shareholders' meeting or the Board may determine the names of authorised signatories binding the Company together with the Company's seal.
3) The Board may appoint any other person to conduct the Company's business under the Board's supervision or delegate such authority as the Board deems appropriate and for such period as it considers appropriate, and may revoke, amend or modify such authority.

7. Meetings

1) The Board shall meet at least once every three months, or as necessary.
2) Each director should attend at least 75% of all meetings held during the year.
3) A Board meeting shall constitute a quorum when at least one-half of all directors are present.
4) At the time the Board passes a resolution, at least two-thirds of all directors shall be present as the minimum quorum.
5) If the Chairman is absent or unable to perform his or her duties, the Vice Chairman shall preside. If there is no Vice Chairman or the Vice Chairman is unable to perform such duties, the directors present shall elect one director to preside over the meeting.
6) The Chairman may convene and conduct Board meetings by electronic means or with electronic means participating, in accordance with applicable legal requirements.
7) For convening a Board meeting, the Chairman, an authorised person or the Company Secretary shall send the notice and supporting documents to directors within the period prescribed by the Company's Articles of Association. Ordinarily, the Company intends to provide them at least 5–7 business days in advance, except in urgent cases necessary to protect the Company's rights or interests.
8) The Board may hold meetings at the location of the Company's head office or at any other place as deemed appropriate. Meetings may also be conducted through electronic means as permitted by law, in which case the Company's head office shall be deemed the meeting venue.
9) The Board may, as appropriate, arrange meetings of non-executive directors without management present.
10) Where there is reasonable cause or to protect the Company's rights or interests, two or more directors may request the Chairman to convene a Board meeting, specifying the matters and reasons for consideration. The Chairman or a director authorized by the Chairman shall convene and set the meeting date within 14 days of receiving such request.
11) Each director shall have one vote. A director having an interest in any matter shall not be entitled to vote on that matter.
12) Resolutions of the meeting shall be decided by a majority of votes. In the event of an equality of votes, the chairman of the meeting shall have an additional casting vote.
13) Ensure that complete minutes of meetings are prepared and retained as required by law.
14) Notify directors of the annual meeting schedule in advance, from the end of the preceding year or the beginning of the year, including the meeting time framework so that directors can appropriately allocate their time.

8. Performance evaluation

The Board shall ensure that performance evaluations are conducted at least once a year, covering individual directors, the Board as a whole and subcommittees.

9. Other Provisions

(1) Directors shall be entitled to remuneration from the Company in the form of salary, rewards, meeting allowances, gratuities, bonuses or other benefits in accordance with the Articles of Association or as approved by the shareholders' meeting, commensurate with duties, responsibilities, Company performance and practices of listed companies in the same industry. Directors may also receive allowances and welfare benefits under Company regulations, without prejudice to the rights of employees who are elected as directors to receive remuneration and benefits in their capacity as employees.

(2) The Company shall provide orientation for newly appointed directors to ensure their understanding of the Company's objectives, key goals, vision, mission, corporate values, corporate structure, nature and direction of business operations, relevant rules, policies, good corporate governance, duties as directors, remuneration and benefits, and other information necessary and useful for effective performance.

(3) Directors shall be entitled to continuous knowledge development through skill-gap analysis using a Skill Matrix to compare required skills with each director's knowledge and identify areas for further development. Directors should also be given the opportunity to propose topics of interest or necessary for the performance of their duties.

(4) Directors shall be entitled to receive sufficient and timely information and to request additional information necessary for the performance of their duties.

(5) Perform any other duties as assigned by the Board.

(6) Subcommittees shall provide recommendations to the Board; however, final decision-making authority shall remain with the Board unless expressly delegated otherwise.

(7) Review this Board Charter at least once a year and whenever relevant laws, regulations or practices change and submit it to the Board for approval to ensure alignment with good corporate governance principles and sustainable business operations.

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

AUDIT COMMITTEE CHARTER
OF RS PUBLIC COMPANY LIMITED

1. Principles and Objectives

The Board of Directors recognizes the importance of good corporate governance and has therefore established the Audit Committee as an important mechanism to assist the Board of Directors in discharging its oversight responsibilities and to ensure that the Company has accurate and transparent financial reporting, effective internal control, internal audit and risk management systems, and compliance with applicable laws and requirements, in order to build confidence and create sustainable value for shareholders and all stakeholder groups in accordance with the principles of sustainable development.

2. Composition

1) The Audit Committee shall comprise independent directors representing at least one-third of the total number of directors, but in any event not fewer than three persons.
2) The Audit Committee shall consist of at least three Audit Committee members.
3) The Board of Directors or the shareholders' meeting shall appoint one Audit Committee member to serve as the Chairman of the Audit Committee.
4) The Audit Committee shall appoint the Secretary to the Audit Committee, who shall normally be the Head of Internal Audit, to assist in convening meetings, preparing meeting agendas and recording the minutes of meetings.

3. Qualifications

1) A member shall be appointed by the Board of Directors or the shareholders' meeting of the Company to serve as an Audit Committee member.
2) A member shall qualify as an independent director. An independent director shall possess the following qualifications:
   (1) Holding shares not exceeding one percent of the total number of voting shares of the Company, including shares held by the parent company, subsidiaries, associates, major shareholders or controlling persons, provided that shares held by related persons shall also be included.
   (2) Not being an executive director, employee, staff member, salaried adviser or controlling person of the Company or any company within the Group during the two-year period prior to appointment, subject to exceptions permitted under applicable rules.
   (3) Not being a person related by blood or legal registration to any director, executive, major shareholder, controlling person, or person proposed for appointment to any such position.
   (4) Not engaging in transactions with the Company and not being a significant shareholder or controlling person of a juristic person engaging in transactions with the Company, where the transaction value is equal to or greater than 20 million baht or three percent of net assets, whichever is lower, during the two-year period prior to appointment.
   (5) Not being an auditor and not being a significant shareholder, controlling person or partner of an audit firm whose auditor provides audit services to the Company, its subsidiaries, associates, major shareholders or controlling persons during the two-year period prior to appointment.
   (6) Not being a provider of professional services, including legal or financial advisory services, receiving service fees more than Baht 2 million from the Company and companies within the Group, or being a significant shareholder, controlling person or partner of such professional service provider, during the two-year period prior to appointment.
   (7) Not being a representative of any director, major shareholder or person related to a major shareholder.

(8) Not operating a business of the same nature and in material competition with the business of the Company or its subsidiaries, or holding more than one percent of shares in, or being an executive director, employee, staff member, salaried adviser or controlling person of, such business.

(9) Not having any other characteristics that would prevent the person from expressing an independent opinion.

(10) An independent director may serve as an independent director of another company within the Group; however, an Audit Committee member shall not serve as a director of a listed parent company, listed subsidiary or listed fellow subsidiary.

(11) After being appointed as an independent director, such independent director may be assigned by the Board of Directors to participate in collective decision-making concerning the business operations of relevant group companies; however, an Audit Committee member shall not participate in decision-making concerning business operations.

3) A member shall not be a director assigned by the Board of Directors to participate in decision-making concerning the business operations of the Company, its parent company, subsidiaries, associates, fellow subsidiaries, major shareholders or controlling persons.

4) A member shall not serve as a director of a listed parent company, listed subsidiary or listed fellow subsidiary.

5) A member shall possess sufficient knowledge and experience to perform duties as an Audit Committee member. At least one Audit Committee member shall possess sufficient knowledge and experience to review the reliability of the Company's financial statements.

At least one Audit Committee member shall possess one of the following qualifications:

(1) holding a Bachelor's degree in Accountancy with a major in Accounting;

(2) being a Certified Public Accountant (CPA); or

(3) having accounting experience at a supervisory or managerial level, such as Accounting Director, Accounting Manager or Head of Accounting Department.

4. Appointment and Term of Office

1) The Nomination and Remuneration Committee shall consider and recommend suitably qualified persons, subject to verification of the relevant qualifications and independence requirements.

2) Each Audit Committee member shall serve a term of three years. A member whose term of office has expired may be reappointed, as the Board of Directors deems appropriate.

3) To ensure genuine independence, an Audit Committee member shall not serve consecutively for more than nine years from the date of first appointment. If a member who has served for nine years is proposed for reappointment, the Board of Directors shall provide reasons demonstrating the necessity and obtain approval from the shareholders' meeting.

4) A member who wishes to resign before the expiration of the term shall notify the Company at least one month in advance, together with the reasons for resignation, to enable the Board of Directors to appoint a fully qualified replacement.

5) If the number of Audit Committee members falls below three, the Board of Directors or the shareholders' meeting shall appoint replacements within three months (90 days).

6) A member shall not concurrently serve as a director of more than five listed companies, including the Company but excluding non-listed subsidiaries.

5. Scope of Authority, Duties and Responsibilities

The Audit Committee shall have the duties and responsibilities as delegated by the Board of Directors, with the approval of the Audit Committee, as follows:

Financial Reporting

1) Review the Company's financial reporting to ensure accuracy and adequate disclosure, and discuss matters with the external auditor without management present when deemed appropriate.
2) Review the adequacy of internal control over financial reporting (ICFR).

Internal Control, Risk Management and Fraud

1) Review the Company's internal control and internal audit systems to ensure that they are appropriate and effective.
2) Consider the policies and practices of the Internal Audit function to ensure their continuing appropriateness and effectiveness.
3) Review whether the Company has a risk management system covering significant risks, emerging risks, sustainability risks (ESG Risks), such as climate change, human rights and cybersecurity, as well as fraud risk, and oversee the integration of such risk management with internal control over financial reporting and corporate governance in support of long-term value creation.
4) Consider internal audit reports and recommendations of internal and external auditors, and follow up on implementation.
5) Review compliance with policies, measures and internal control systems relating to anti-corruption.
6) Review and oversee channels for complaints and whistleblowing, including an independent investigation process.
7) Review cybersecurity, IT/Technology Governance and significant information technology controls to ensure appropriate risk management and to protect internal control, data reliability, financial reporting and business operations.
8) Monitor remediation of matters raised by the external auditor in the Management Letter.

Compliance with Laws and Regulations

1) Review compliance with the Securities and Exchange Act, the requirements of the Stock Exchange of Thailand and laws relevant to the Company's business.
2) Review whether the Company has an organizational culture that promotes ethics, transparency and internal control.
3) Review the appropriateness of the Three Lines Model and the independence of each line.

Connected Transactions

1) Review and provide opinions on related party transactions and material acquisitions or disposals of assets in accordance with SEC and SET rules, including accurate and transparent disclosure.
2) Review the process for reporting and notifying interests held by directors and executives.
3) Consider transactions that may involve conflicts of interest to ensure compliance with applicable laws and SET requirements and that such transactions are reasonable and in the best interests of the Company.

Oversight of External Auditors and Internal Audit

1) Consider the independence, reporting and reporting line of the Internal Audit function, and approve the appointment, transfer, removal or dismissal of the Head of Internal Audit or any other function responsible for internal audit.

2) Consider the annual performance evaluation of the Head of Internal Audit and approve the budget and manpower of the Internal Audit function.

3) Consider, select and recommend for appointment an independent individual or juristic person to serve as the external auditor, and recommend the auditor's remuneration.

4) Consider and approve non-audit services that may impair the external auditor's independence, such as the design of accounting systems.

Audit Committee Report

Prepare the Audit Committee Report for disclosure in the Company's Annual Report. The report shall be signed by the Chairman of the Audit Committee and shall include the following information:

(1) Opinion on the accuracy, completeness and reliability of the Company's financial reports;
(2) Opinion on the adequacy of the Company's internal control system;
(3) Opinion on compliance with policies and internal control systems relating to anti-corruption;
(4) Opinion on compliance with the Securities and Exchange Act, SET requirements and laws relevant to the Company's business;
(5) Opinion on the appropriateness of the external auditor;
(6) Opinion on transactions that may involve conflicts of interest;
(7) The number of Audit Committee meetings and attendance by each member;
(8) The Audit Committee's overall opinions or observations arising from its duties under this Charter; and
(9) Any other matters that shareholders and general investors shall be informed of within the scope of responsibilities delegated by the Board of Directors.

6. Approval Authority

In performing its duties under this Charter, the Audit Committee shall have the following authority:

1) To investigate and invite relevant executives, heads of departments or employees to provide opinions, attend meetings, or submit necessary documents and information.

2) To engage independent advisers or other professional experts to provide opinions or advice at the Company's expense, such as in cases involving complex fraud investigations or specialized legal issues.

3) To approve and acknowledge the results of the Annual Audit Plan, based on significant risks (Risk-based Audit Plan), including ESG risks.

7. Meetings

1) The Audit Committee shall meet at least four times a year. The Chairman may convene a special meeting to consider urgent or other necessary matters.

2) Attend meetings of the Board of Directors to regularly report performance, observations or recommendations concerning financial reporting, internal control and risk management.

3) Hold a meeting with the external auditor without management present at least once a year to discuss potential concerns or audit limitations.

4) Hold a meeting with the Head of Internal Audit without management present at least once a year to enable independent discussion of audit matters and obstacles.

5) At least one-half of the total number of members must be present to constitute a quorum.

6) A member who has any interest in a matter under consideration shall not be entitled to vote on such matter.

7) Resolutions shall be passed by a majority vote. In the event of an equality of votes, the Chairman shall have a casting vote.

8) The Secretary shall prepare the minutes and report the results of the meeting or recommendations to the Board of Directors after each meeting.

8. Performance Evaluation

1) The Audit Committee shall conduct a performance evaluation at least once a year, covering both collective performance evaluation and individual self-assessment.

2) The evaluation results shall be analyzed and summarized to improve effectiveness, and the evaluation criteria and overall results shall be disclosed in the Annual Report.

9. Others

(1) Perform any other duties as assigned by the Board of Directors.

(2) The Audit Committee shall provide recommendations to the Board of Directors. Final decision-making authority shall remain with the Board of Directors, unless specific authority has been expressly delegated to the Audit Committee.

(3) Review this Audit Committee Charter at least once a year and whenever there are changes to applicable laws, regulations or relevant practices, and submit proposed revisions to the Board of Directors for approval to ensure alignment with good corporate governance principles and sustainable business operations.

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

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

RISK MANAGEMENT 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 Risk Management Committee to oversee the Company's enterprise risk management (ERM) in alignment with the Company's strategies, objectives and business operations, under the COSO ERM framework and the principles of good corporate governance. The Risk Management Committee is established to support decision-making, ensure that risks are managed within acceptable levels, and promote the Company's sustainable growth.

2. Composition

1) The Committee shall comprise directors, executives and/or other persons as the Board of Directors deems appropriate. The Committee shall include at least one director of the Company to ensure oversight at the policy level.
2) The number of members of the Committee shall be as determined by the Board of Directors. The Committee shall include at least one independent director, considering the size of the business, the nature of the Company's operations and the Company's risk profile.
3) The Board of Directors shall appoint one member of the Committee to serve as the Chairman of the Risk Management Committee.
4) The Chairman of the Risk Management Committee shall appoint a Secretary to the Risk Management Committee to support the Committee's operations and meetings and to prepare the minutes of meetings.
5) Members of the Committee shall possess appropriate knowledge, competence, expertise and experience in risk management, corporate governance, finance, law, technology and relevant businesses.

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 and regulations.
2) Have knowledge, competence and experience in risk management, corporate governance, internal control or relevant businesses.
3) Possess integrity and ethics, and be able to perform their duties responsibly, prudently and with independence of mind, considering the best interests of the Company, its shareholders and all stakeholders.
4) Be able to devote sufficient time to perform their duties, attend meetings and provide constructive and appropriate opinions or recommendations for the effective performance of their duties.
5) Support good corporate governance, internal control, compliance and sustainable business operations.

4. Appointment and Term of Office

1) The Board of Directors shall appoint the members of the Risk Management Committee and shall have the authority to remove members or appoint replacements for vacant positions as deemed appropriate.
2) Each member of the Risk Management 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 Risk Management 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 Risk Management 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 wishing to resign from office shall submit a resignation letter to the Company. The resignation shall take effect on the date the Company receives the resignation letter, unless another effective date is specified therein.

6) The Board of Directors may periodically review the composition of the Risk Management 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

1) Review, consider and recommend the enterprise risk management framework, risk appetite, risk tolerance and risk management plan of the Company for submission to the Board of Directors for approval.

2) Oversee and support the establishment of an effective enterprise-wide risk management system aligned with the Company's strategies, business objectives and changing environment, including the regular review of risk management policies, processes and measures.

3) Oversee, monitor and review enterprise risks, including emerging risks; the fraud risk management framework; strategic, operational, financial, liquidity, credit, market and reputational risks; and other significant risks that may affect the Company's business operations, including the assessment of risks and opportunities.

4) Oversee and monitor environmental, social and governance (ESG) risks, including nature-related risks, climate-related risks, cybersecurity, data privacy, risks arising from digital technology, artificial intelligence (AI), cloud services, technological changes and other material sustainability issues, and support scenario analysis and stress testing for material risks.

5) Oversee, monitor and assess the effectiveness of risk management, including the review of control measures and risk management plans, to ensure that risks remain within levels acceptable to the Company and to support an appropriate and effective internal control system.

6) Oversee the preparation and review of the Business Continuity Plan (BCP) and Crisis Management Plan (CMP) to address events that may materially affect the Company's business operations.

7) Review risk management and risk factor disclosures in Form 56-1 One Report and other relevant reports to ensure that such disclosures are complete, accurate and appropriate.

8) Regularly report risk management results, meeting results and material risk issues to the Audit Committee and the Board of Directors and promptly report to the Board of Directors any event or risk that may materially affect the Company.

9) Provide advice and recommendations to the Board of Directors and management regarding risk management to support the achievement of the Company's objectives and strategies and its sustainable growth.

10) Promote the alignment of the risk management system with the Three Lines Model to ensure clarity of roles and responsibilities in risk management, internal control and internal audit.

11) Promote a risk culture throughout the organization and support awareness among executives and employees of risk management in the performance of their duties.

12) Support the clear designation of risk owners and monitor accountability for risk management.

13) Regularly monitor the risk management dashboard and its alignment with the Company's objectives and Objective Key Results (OKRs).

14) Monitor compliance risk arising from applicable laws, regulations and requirements of regulatory authorities.

15) Have the authority to request information from all departments of the Company, invite executives or relevant persons to provide explanations, or engage external advisors or independent experts, at the Company's expense, when necessary.

6. Meetings

1) The Committee shall meet at least once a year or as necessary.

2) At least one-half of the total number of members of the Risk Management 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.

7. Reporting

The Risk Management 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 Risk Management Committee; and
- Performance of duties in accordance with this Charter, including risk trends and the effectiveness of risk management.

8. Performance Evaluation

The Committee shall oversee the performance evaluation of the Risk Management Committee at least once a year, covering both individual and collective performance, as well as the performance of relevant sub-committees.

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 Risk Management 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

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

INVESTMENT COMMITTEE CHARTER
OF RS PUBLIC COMPANY LIMITED

1. Principles and Objectives

The Board of Directors of RS Public Company Limited (the "Company") has established the Investment Committee to define its composition, roles, duties, responsibilities and operating guidelines as delegated by the Board of Directors, thereby enabling the Investment Committee to effectively perform its duties in formulating investment plans, overseeing investments and allocating capital (Capital Allocation). The purpose is to ensure that the Company's investment decisions are made efficiently and in alignment with its strategy, risk appetite, investment policy framework, risk management policy, relevant operating procedures and investment guidelines prescribed by the Board of Directors, with a view to creating sustainable value for shareholders.

2. Composition

1) The Investment Committee shall comprise directors and/or executives of the Company. Members shall possess, as appropriate, knowledge and expertise in investment, finance, risk management, law, business strategy and mergers and acquisitions (M&A), and are not required to be members of the Board of Directors.
2) The Investment Committee shall consist of at least three members.
3) The Board of Directors shall appoint a director or a suitable executive to serve as the Chairman of the Investment Committee.
4) The Chairman of the Investment Committee may appoint a Secretary to the Investment Committee to support its operations, coordinate meeting schedules and agendas, prepare minutes of meetings and follow up on the progress of resolutions for reporting to the Executive Committee.

3. Qualifications

1) Members shall possess knowledge and understanding of business valuation, project feasibility analysis, financial risk management and capital allocation, as well as sufficient experience to contribute effectively to the Company's business operations. Members shall demonstrate integrity and business ethics and devote sufficient time and commitment to fully apply their knowledge and abilities in the performance of their duties for the Company.
2) Members shall possess all required qualifications and shall not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act and other applicable laws.
3) Members shall not have conflicts of interest in any matter under consideration. Where a member has an interest in any agenda item, such interest shall be disclosed and the member shall abstain from voting on that agenda item.

4. Appointment and Term of Office

1) The Board of Directors shall appoint members of the Investment Committee and shall have the authority to remove members or appoint replacements for vacant positions as it deems appropriate.
2) Each member of the Investment Committee shall serve a term of three years and may be reappointed upon the expiration of his or her term of office.
3) A member of the Investment Committee who is an executive of the Company shall hold office for as long as he or she remains an executive of the Company, unless the Board of Directors resolves otherwise.
4) Other than vacating office upon the expiration of the term, a member of the Investment 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) In the event that a position on the Investment Committee becomes vacant for any reason other than the expiration of the term of office, the Board of Directors shall appoint a person who possesses all required qualifications and has no prohibited characteristics under applicable laws as a replacement, in order to maintain the number of members as prescribed in this Charter. However, if the remaining term of the vacant position is less than two months, the Board of Directors may elect not to appoint a replacement. A replacement member shall hold office only for the remaining term of the member whom he or she replaces.
6) A member wishing to resign shall submit a resignation letter to the Company. The resignation shall take effect from the date the Company receives the resignation letter.
7) Where a new member is appointed to replace a member who resigns before the expiration of his or her term, the new member shall serve for the remaining term of the member whom he or she replaces.

5. Scope of Authority, Duties and Responsibilities

1) Consider and establish investment policies, criteria, strategies, objectives and investment plans in compliance with applicable government rules, regulations and notifications, and subject to the Public Limited Companies Act, the Securities and Exchange Act and/or other applicable laws, as well as resolutions of the Board of Directors.
2) Consider investments in new businesses, joint ventures, joint trading activities, investment business, liquidity management and the management of investment portfolios of the Company and its subsidiaries, including both tangible and intangible assets, domestically and internationally.
3) Consider investments in accordance with the Company's Delegation of Authority (DOA) and report to the Board of Directors. The Investment Committee shall have the authority to approve acquisitions or disposals of assets with a transaction size not exceeding 10 percent of net assets (NA), and connected transactions with a transaction size of less than 1 million baht and less than 0.03 percent of net assets (NA), whichever is lower, calculated based on the latest financial statements. Transactions exceeding the Investment Committee's approval authority shall be submitted to the Board of Directors for approval. Such transactions shall be conducted in accordance with the applicable notifications of the Stock Exchange of Thailand governing connected transactions of listed companies or acquisitions or disposals of assets of listed companies, as the case may be.
4) Consider the appropriateness, investment value and expected returns of investments, and coordinate with the Risk Management Committee in assessing the risks of significant investment projects. Such assessment shall be consistent with the Company's Risk Appetite and shall include consideration of the impact on the Company's financial position, liquidity, strategy and business operations before approving an investment or recommending the investment for approval by the Board of Directors or the shareholders' meeting.
5) Consider environmental, social and governance (ESG) factors that may affect investments and the Company's long-term value creation.

6. Approval Authority

The Investment Committee shall have the authority to consider and approve matters within the scope of authority delegated by the Board of Directors and in accordance with the Delegation of Authority (DOA).

7. Meetings

1) The Investment Committee shall meet at least once every quarter, or as necessary.
2) A quorum shall consist of not less than one-half of the total number of members of the Investment Committee.
3) Resolutions of the meeting shall be adopted by a majority vote of the members present at a meeting at which a quorum is constituted. Each member shall have one vote.
4) Meetings may be conducted by electronic means as permitted by law.
5) Minutes of meetings and reports on the Committee's performance shall be prepared and submitted to the Board of Directors.

8. Reporting

The Investment Committee shall report the results of its meetings and the performance of its duties to the Board of Directors at least once every quarter and shall report on its performance during the preceding year to shareholders in the Annual Report, disclosing the following information:

- Number of meetings held;
- Number of meetings attended by each member of the Investment Committee; and
- Performance of duties in accordance with this Charter, including risk trends and the effectiveness of risk management.

9. Performance Evaluation

A performance evaluation shall be conducted at least once a year, covering both individual members and the Investment Committee as a whole. The evaluation results shall be used to improve the effectiveness of the Investment Committee and shall be reported to the Board of Directors for acknowledgment.

10. Others

1) Perform any other duties assigned by the Board of Directors.
2) The Investment Committee shall provide recommendations to the Board of Directors. The final decision-making authority shall remain with the Board of Directors, except where authority has been expressly delegated to the Investment Committee.
3) The Investment Committee shall review this 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

EXECUTIVE 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 Executive Committee to oversee management performance and manage the business operations of the Company and its subsidiaries in accordance with the vision, mission, corporate values, policies, strategies, objectives and authority delegated by the Board of Directors. The Executive Committee shall perform its duties responsibly, prudently and with integrity, under the principles of good corporate governance, risk management, internal control, legal and regulatory compliance, and sustainable business operations, in order to create long-term value for the Company, shareholders and all stakeholder groups.

2. Composition

1) The Executive Committee shall comprise directors and/or executives of the Company, as appointed by the Board of Directors.
2) The number of Executive Committee members shall be as deemed appropriate by the Board of Directors, taking into account the size of the business, nature of operations, strategies and management efficiency of the Company.
3) The Board of Directors shall appoint the Executive Committee members and designate one member to serve as the Chairman of the Executive Committee.
4) The Chairman of the Executive Committee shall be a director of the Company, the Chief Executive Officer, or any other person whom the Board of Directors deems appropriate to appoint.
5) The Chairman of the Executive Committee may appoint a Secretary to the Executive 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 Executive Committee.
6) The Executive Committee shall have an appropriate and diverse composition in terms of knowledge, competence, expertise, experience and skills aligned with the nature of the Company's business, strategies and growth in order to support effective management.

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, expertise and experience appropriate to the Company's business operations and organizational management, and shall demonstrate leadership, vision and decision-making capability, as well as the ability to devote sufficient time to the performance of their duties.
3) Members shall possess integrity and ethics and perform their duties with honesty, responsibility, prudence and transparency, while taking into account the best interests of the Company, shareholders and all stakeholder groups.
4) Members shall perform their duties while avoiding conflicts of interest and shall disclose transactions that may give rise to conflicts of interest in accordance with applicable laws, rules and the Company's policies.
5) Members shall support good corporate governance, risk management, internal control, compliance and sustainable business operations.
6) Members shall understand the roles, duties and responsibilities of the Executive Committee and shall be willing to continuously develop and enhance their knowledge relating to business operations, corporate governance, laws and relevant practices.

4. Appointment and Term of Office

1) The Board of Directors shall appoint the Executive Committee members and shall have the authority to remove members or appoint replacements for vacant positions as deemed appropriate.
2) Each Executive Committee member 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, an Executive Committee member 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 for reasons other than the expiration of a member's term, the Board of Directors shall appoint a qualified replacement. However, if the remaining term is less than two months, the Board may elect not to appoint a replacement. A replacement shall hold office only for the remaining term of the member replaced.
5) A member wishing to resign shall submit a resignation letter to the Company. The resignation shall take effect from the date the Company receives the resignation letter.
6) A new member appointed to replace a member who resigns before the expiration of his or her term shall hold office for the remaining term of the member replaced.
7) The Board of Directors may periodically review the composition of the Executive 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

1) Oversee the operations of the subsidiaries to ensure that they are conducted in accordance with the Company's policies, strategies, delegation of authority and governance principles.
2) Consider the allocation of resources and investment funds to achieve optimal efficiency.
3) Review, formulate and propose improvements to policies, criteria, practices or processes within the scope of authority and responsibilities of the Executive Committee for submission to the Board of Directors for consideration.
4) Prepare and propose the Company's strategic plan, business plan, annual budget, investment plan, management authority and annual expenditure budget to the Board of Directors for consideration and approval.
5) Manage, oversee, monitor and drive the business operations of the Company and its subsidiaries in accordance with the policies and strategies established by the Board of Directors.
6) Monitor, evaluate and regularly report operating performance, financial position and significant matters that may affect the Company's business operations to the Board of Directors, together with recommendations for appropriate remedial actions or business improvements.
7) Propose business opportunities, investments, joint ventures, new business development and improvements in operational efficiency within the scope of delegated authority.
8) Oversee the organizational structure, human resource management, development of high-potential executives and personnel, and the preparation of succession plans for senior executives.

9) Have the authority to appoint, transfer, reassign and remove senior executives, executives and employees within the scope of delegated authority.
10) Promote the adoption of technology, innovation and information systems in business operations, including ensuring appropriate management of cybersecurity and personal data protection in accordance with applicable laws and the Company's policies.
11) Promote digital transformation and data-driven management.
12) Promote, support and drive the Company's management in accordance with its strategies, business plans, policies, the principles of good corporate governance and ethical business conduct to create sustainable value and growth for the Company.
13) Promote an organizational culture founded on ethics, transparency, innovation and risk management.
14) Promote communication and foster appropriate relationships with customers, business partners, employees, communities and stakeholders.
15) Drive the Company's ESG initiatives and implement the Climate Strategy and Net Zero Plan, including managing sustainability targets in accordance with the policies established by the Board of Directors.
16) Support and monitor the establishment of effective risk management, internal control and compliance systems within the scope of authority delegated by the Board of Directors.
17) Prepare business continuity plans, crisis risk management plans and plans to address emerging risks.
18) Prepare and propose the Company's Objectives and Key Results (OKRs) for monitoring the performance of each function and ensure that corrective actions are taken when performance does not meet established targets.

6. Approval Authority

1) The Executive Committee shall exercise its approval authority in accordance with the Delegation of Authority (DOA) and shall not act inconsistently with or exceed any authority reserved by law, the Company's Articles of Association or the Board of Directors.
2) The Executive Committee or any person to whom authority has been delegated shall not have the authority to approve any transaction in which such person has an interest, a conflict of interest or a relationship with the transaction as defined under applicable laws and regulatory requirements, except for transactions conducted in accordance with policies or criteria previously approved by the Board of Directors.

7. Meetings

1) The Executive Committee shall meet at least once every quarter or as necessary.
2) At least one-half of the total number of Executive Committee members 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.

8. Reporting

The Executive Committee shall regularly, or as appropriate, report to the Board of Directors on the results of its meetings, operating performance, the exercise of delegated authority, and significant matters within the scope of its authority and responsibilities.

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

10. Others

1) Perform any other duties as assigned by the Board of Directors.
2) The Executive 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 Executive Committee.
3) The Executive Committee shall review this 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

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

RS GROUP