
CHARTER OF
THE CORPORATE GOVERNANCE,
RISK MANAGEMENT, AND
SUSTAINABILITY COMMITTEE

ROJUKISS INTERNATIONAL
PUBLIC COMPANY LIMITED

Charter of the Corporate Governance, Risk Management, and Sustainability Committee
Rojukiss International Public Company Limited

1. Objective

The Meeting of the Board of Directors of Rojukiss International Public Company Limited (the “Company”) resolved to approve this Charter of the Corporate Governance, Risk Management and Sustainability Committee. The purpose of this Charter is to prescribe the composition, qualifications, authority, duties and responsibilities, as well as the operational guidelines as assigned by the Board of Directors, in order to enable the Corporate Governance, Risk Management and Sustainability Committee to effectively oversee, provide advice, and establish operational frameworks in accordance with the principles of good corporate governance and the Company’s responsibilities toward society and the environment. In addition, the Committee shall ensure that appropriate risk management systems and processes are in place to control risks and mitigate their potential impacts on the Company’s business operations. The Committee’s key responsibilities include identifying risks related to the Company’s business operations, prescribing preventive measures, and monitoring compliance with such measures in an appropriate and transparent manner. This is to enhance confidence and credibility among shareholders, investors, stakeholders, and all relevant parties, and to support the sustainable creation of long-term value for the Company.

2. Composition

2.1 The Corporate Governance, Risk Management and Sustainability Committee shall consist of 3–7 directors and/or executives, with a majority being independent directors.

2.2 The Chairperson of the Corporate Governance, Risk Management and Sustainability Committee must be an independent director and shall not concurrently serve as the Chairperson of the Board of Directors.

2.3 The Corporate Governance, Risk Management and Sustainability Committee may appoint a Secretary to the Corporate Governance, Risk Management and Sustainability Committee to assist in the Committee’s operations, including convening meetings, preparing meeting agendas, submitting supporting documents, and recording minutes of meetings.

3. Qualifications

3.1 Possess appropriate knowledge, competence, qualifications, and experience, and be able to apply such knowledge, competence, and experience to effectively perform duties in accordance with the objectives.

3.2 Have sufficient time to perform duties and be able to exercise independent judgment in order to promote good corporate governance and the Company's social and environmental responsibilities.

3.3 Have an understanding of the laws, regulations, risk standards, and business environment relevant to the Company's operations.

4. Appointment and Term of Office

4.1 The Board of Directors shall appoint directors and/or executives to serve as members of the Corporate Governance, Risk Management and Sustainability Committee. The Board of Directors shall appoint one independent director from among the Committee members to serve as Chairperson of the Corporate Governance, Risk Management and Sustainability Committee.

4.2 Members of the Corporate Governance, Risk Management and Sustainability Committee shall hold office for a term of three (3) years. Upon expiration of the term, they may be reappointed as deemed appropriate by the Board of Directors.

4.3 In addition to vacating office upon expiration of term, a member of the Corporate Governance, Risk Management and Sustainability Committee shall vacate office upon:

- Ceasing to be a director of the Company; or
- Resignation; or
- Death; or
- Lacking the qualifications or possessing prohibited characteristics under the Public Limited Companies Act and/or the Securities and Exchange Act; or
- Removal by resolution of the Board of Directors.

4.4 In the event that a position on the Corporate Governance, Risk Management and Sustainability Committee becomes vacant for any reason other than expiration of term under Clause 4.2, the Board of Directors shall appoint a qualified person to fill such vacancy to ensure that the composition of the Committee remains complete as prescribed in this Charter. The replacement member shall hold office only for the remaining term of the member whom he or she replaces.

5. Authority, Duties and Responsibilities

The Corporate Governance, Risk Management and Sustainability Committee shall perform duties as assigned by the Board of Directors, with the scope of authority, duties and responsibilities as follows:

Corporate Governance and Sustainability

5.1 To consider, review, and refine the policies and practices relating to corporate governance, including significant operations concerning corporate governance, sustainability, and the Company's social and environmental responsibilities, to ensure alignment with the Company's corporate governance principles, standards and best practices, as well as the corporate governance and sustainability guidelines prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand, and to propose the same to the Board of Directors for approval.

5.2 To approve the annual sustainability development framework and action plans, including monitoring their implementation to ensure that sustainability initiatives are effectively driven into practice.

5.3 To approve the Company's sustainability performance reports, sustainability disclosures, and non-financial information (such as GRI, TCFD, CDP, and UN SDGs), ensuring accuracy, transparency, and compliance with internationally recognized reporting standards.

5.4 To oversee the Management's operations to ensure adherence to good governance principles, corporate governance best practices, social and environmental responsibilities, and the Company's sustainability initiatives, in order to achieve effective outcomes and elevate the Company's corporate governance system to international and sustainable standards.

5.5 To oversee the stakeholder engagement framework, ensuring that the interests and expectations of shareholders, employees, customers, regulators, and communities are duly considered in the Company's sustainability and governance strategies, and to promote innovation that creates value for the business.

5.6 To provide recommendations to the Board of Directors to enhance awareness of its roles and responsibilities, and to support the dissemination of a culture of good corporate governance and social and environmental responsibility among directors, executives, and employees at all levels. The Committee shall also promote participation in corporate governance, sustainability, and social and environmental responsibility initiatives across all levels of the organization, and monitor progress in corporate governance, sustainability, social and environmental responsibility, and climate change-related actions of the Company.

Risk Management

5.7 To consider, review, and provide recommendations to the Board of Directors regarding the Company's risk management policy.

5.8 To approve the Company's Risk Appetite, Risk Tolerance, and annual risk management plan to ensure consistency with the overall risk management policy of the Company.

5.9 To oversee and monitor Management to ensure implementation of the Enterprise Risk Management (ERM) framework.

5.10 To review risks that exceed the established Risk Tolerance (Above Risk Tolerance) and approve related risk management plans to ensure alignment with the Company's objectives.

5.11 To coordinate with the Audit Committee regarding significant risk assessment information and internal control evaluations for consideration in approving the internal audit plan, to provide reasonable assurance that the Company has an appropriate internal control system for risk management and that the risk management system is properly implemented and applied throughout the organization.

5.12 To report to and provide recommendations to the Board of Directors in the event that very high-level risks are identified, together with appropriate proposed courses of action.

5.13 To review and reassess the Charter of the Corporate Governance, Risk Management and Sustainability Committee at least once annually, and to propose any amendments to the Board of Directors for approval.

5.14 To perform any other duties as assigned by the Board of Directors.

6. Meetings

6.1 The Corporate Governance, Risk Management and Sustainability Committee shall convene at least four (4) meetings per year and may hold additional meetings as deemed appropriate by the Chairperson of the Corporate Governance, Risk Management and Sustainability Committee.

6.2 A quorum of the Corporate Governance, Risk Management and Sustainability Committee shall consist of not less than one-half of the total number of Committee members.

6.3 The Chairperson of the Corporate Governance, Risk Management and Sustainability Committee shall preside over the meetings. In the absence of the Chairperson or if the Chairperson is unable to perform his or her duties, the members present at the meeting shall elect one member to act as Chairperson of that meeting.

6.4 The Corporate Governance, Risk Management and Sustainability Committee may invite any relevant persons to attend meetings as deemed necessary in relation to specific agenda items.

6.5 Resolutions of the Corporate Governance, Risk Management and Sustainability Committee shall be passed by a majority vote. Each member shall have one (1) vote. In the event of a tie, the Chairperson of the meeting shall have a casting vote.

6.6 Any member of the Corporate Governance, Risk Management and Sustainability Committee who has a conflict of interest in any matter under consideration shall abstain from expressing opinions and from voting on such matter.

7. Remuneration

The remuneration of the Corporate Governance, Risk Management and Sustainability Committee members shall be subject to the approval of the Board of Directors and the shareholders' meeting.

8. Reporting

8.1 The Corporate Governance, Risk Management and Sustainability Committee shall prepare and submit a report on its performance to the Board of Directors for acknowledgment.

8.2 The Corporate Governance, Risk Management and Sustainability Committee shall report its performance to the Board of Directors, disclosing at least the following details:

- The number of meetings held;
- The attendance record of each Committee member; and
- The performance of duties in accordance with this Charter.

9. Performance Evaluation of the Corporate Governance, Risk Management and Sustainability Committee

The performance evaluation of the Corporate Governance, Risk Management and Sustainability Committee shall be conducted annually, both on a collective and an individual basis. The results of the annual evaluation shall be reported to the Board of Directors in order to enhance the Committee's effectiveness for the utmost benefit of shareholders and the organization.

This Charter of the Corporate Governance, Risk Management and Sustainability Committee shall be effective from 13 November 2025 onwards, as resolved by the Meeting of the Board of Directors No. 6/2025 held on 12 November 2025.