
CHARTER OF
THE EXECUTIVE COMMITTEE

ROJUKISS INTERNATIONAL
PUBLIC COMPANY LIMITED

Charter of Executive Committee
Rojukiss International Public Company Limited

1. Objective

The Meeting of the Board of Directors of Rojukiss International Public Company Limited (the “Company”) No. 1/2020, held on 20 July 2020, resolved to approve this Charter of the Executive Committee in order to ensure that the Executive Committee of the Company, comprising directors and/or executives of the Company, clearly understands its roles, duties and responsibilities and uses this Charter as a guideline for performing duties as delegated by the Board of Directors effectively, for the utmost benefit of the Company and in accordance with the principles of good corporate governance.

2. Composition

2.1 The Executive Committee shall consist of directors with appropriate qualifications and experience as recommended by the Nomination and Corporate Governance Committee and appointed by the Board of Directors. The number and composition of the Executive Committee shall be as deemed appropriate by the Board of Directors, provided that it shall consist of not less than three (3) members, comprising a combination of directors and executives of the Company.

2.2 The Board of Directors shall appoint one member of the Executive Committee to serve as Chairperson of the Executive Committee. The Chairperson of the Executive Committee may be the same person as the Chief Executive Officer.

2.3 The Company Secretary shall act as Secretary to the Executive Committee, unless otherwise assigned by the Executive Committee, to assist in convening meetings, preparing meeting agendas, submitting supporting documents, recording minutes of meetings, and performing other duties as assigned by the Executive Committee.

3. Qualifications

3.1 Members of the Executive Committee shall be persons possessing knowledge, competence, and experience beneficial to the Company’s business operations, with honesty, integrity, and ethical standards in conducting business, and shall have sufficient time to devote their knowledge and capabilities to fully perform their duties for the Company.

3.2 Members of the Executive Committee must possess all qualifications and have none of the prohibited characteristics as prescribed under the Public Limited Companies Act and the Securities and Exchange Act, including relevant notifications, regulations and/or rules, and must not exhibit any characteristics

indicating a lack of appropriateness or trustworthiness to serve as a director or executive as prescribed by the Securities and Exchange Commission and/or the Capital Market Supervisory Board.

4. Authority, Duties and Responsibilities

The Executive Committee shall have the authority, duties and responsibilities to manage matters relating to the Company's ordinary course of business and administrative functions, including reviewing policies, business plans, budgets, management structure, and management authorities of the Company, as well as determining operational guidelines to ensure alignment with economic conditions, for submission to the Board of Directors for consideration and approval and/or acknowledgment. The Executive Committee shall also monitor and evaluate the Company's performance in accordance with the policies established by the Board of Directors, as follows:

The Executive Committee shall have the following key authority, duties, and responsibilities:

4.1 To conduct and manage the business operations of the Company and its subsidiaries in accordance with their objectives, Articles of Association, policies, regulations, rules, orders, and resolutions of the Board of Directors' meetings.

4.2 To review, propose, and provide recommendations on the Company's and its subsidiaries' objectives, policies, business plans, strategic directions, financial targets, annual budgets, business expansion plans, management structure, annual operating plans, human resource policies, financial plans, public relations strategies, and budgets, taking into account relevant business factors, for submission to the Board of Directors for consideration and approval. This includes reviewing and screening proposals from the Management prior to submission to the Board of Directors for approval.

4.3 To supervise, monitor, and control the business operations of the Company and its subsidiaries, and to follow up on their operating results and financial positions to ensure alignment with the established objectives, policies, and business plans, including overseeing expenditures in accordance with the budget approved by the Board of Directors, and to report operating results and financial positions to the Board of Directors on a quarterly basis.

4.4 To study feasibility and seek and evaluate investment opportunities in new projects or businesses by conducting appropriate and comprehensive technical and financial analyses to support decision-making, including consideration of investment termination, for submission to the Board of Directors.

4.5 To monitor the progress and performance of investment projects of each business and report results, including any problems or obstacles encountered and proposed remedial measures, to the Board of Directors.

4.6 To appoint, supervise, coordinate, and define the authority and duties of special task forces or management committees, as well as to consider and approve proposals submitted by such committees or task forces. The Executive Committee shall also have the authority to appoint an Advisory Chairman, advisors, or advisory committees to the Executive Committee as deemed appropriate, and to determine their remuneration, allowances, benefits, facilities, and other expenses as appropriate.

4.7 To establish appropriate procedures and methods for transactions between the Company or its subsidiaries and major shareholders, directors, executives of the Company, and related persons, in order to prevent transfer of benefits, and to propose such principles to the Board of Directors for approval, including ensuring compliance with the approved principles and requirements.

4.8 To consider and approve transactions in the ordinary course of business of the Company, execution of contracts, investments or disposals of assets of the Company and its subsidiaries, human resource management, financial and treasury matters, general administration, and other transactions supporting the Company's ordinary business operations under normal commercial terms, within the limits of the budget approved by the Board of Directors or as approved in principle by the Board of Directors, subject to the regulations of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and/or the Stock Exchange of Thailand concerning connected transactions and acquisitions or dispositions of assets, including the Delegation of Authority schedule as determined by the Board of Directors.

4.9 To consider and provide opinions to the Board of Directors regarding the dividend policy of the Company and its subsidiaries, and to consider annual dividend payments of the Company and its subsidiaries for submission to the Board of Directors for approval prior to proposing to the shareholders' meeting, including consideration of profits and losses and interim dividend payments for submission to the Board of Directors for approval.

4.10 To supervise and manage the Company's investments, including providing guidance on significant matters of the Company and its subsidiaries prior to consideration by the respective management committees of such entities.

4.11 To procure and prepare material information of the Company for adequate submission to the Board of Directors and shareholders for decision-making purposes, including preparing reliable financial reports in accordance with recognized standards and transparency principles.

4.12 To consider and propose to the Board of Directors for approval the execution of financial transactions with financial institutions, including account openings, borrowings, withdrawals from all accounts of the Company, utilization of credit facilities, provision of the Company's securities as collateral (whether

registered or unregistered), for the benefit of the Company's operations, as well as entering into agreements, submitting applications, proposals, and conducting juristic acts with government authorities to obtain rights for the Company, and/or undertaking any actions related thereto within the approved credit limits and/or in accordance with the Delegation of Authority schedule, applicable laws and regulations, and/or the Company's Articles of Association.

4.13 To ensure that appropriate procedures are in place requiring employees to promptly report any unusual events, misconduct, or violations of law to the Executive Committee. In cases where such events have a material impact, the Executive Committee shall report to the Board of Directors for consideration and rectification within a reasonable timeframe.

4.14 To consider and provide opinions on matters requiring approval of the Board of Directors, except where the Board of Directors has delegated such matters to other subcommittees.

4.15 To consider and review the Company's risk management and internal control systems.

4.16 To delegate authority to executives or any person(s) to undertake any matter(s) as deemed appropriate by the Executive Committee, and to grant such person(s) authority within the scope and period determined by the Executive Committee, with the power to revoke, amend, or modify such delegation as deemed appropriate. Any approval or delegation by the Executive Committee must fall within its scope of authority and must not constitute approval of connected transactions, conflict-of-interest transactions, or transactions in which the Executive Committee has an interest as prescribed in the Company's Articles of Association and relevant notifications of the Capital Market Supervisory Board.

The delegation of authority shall not be made in a manner that allows the delegate to approve transactions in which he/she or any person with potential conflict (as defined by relevant regulatory authorities) has an interest or any conflict of interest with the Company. Such matters must be submitted to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) for approval, except for transactions in the ordinary course of business under arm's length terms.

All approvals must comply with the policies and procedures prescribed by the Board of Directors and relevant regulatory authorities.

4.17 To engage independent advisors or experts to provide opinions or recommendations as necessary at the Company's expense, in accordance with the Company's procedures.

4.18 To invite executives, employees, or relevant persons to attend Executive Committee meetings or provide information or opinions on matters under discussion, and to request information from various departments of the Company and its subsidiaries for further consideration.

4.19 To regularly report significant performance results to the Board of Directors and report any other necessary matters, including important issues that should be acknowledged by the Board of Directors, as well as significant resolutions or actions within the Executive Committee's scope of authority, at the next Board of Directors' meeting.

4.20 To conduct an annual self-assessment of the Executive Committee's performance in order to improve its effectiveness.

4.21 To review and assess the adequacy of this Charter and propose any amendments to the Board of Directors for approval.

4.22 To review the Executive Committee Charter at least once annually and submit it to the Board of Directors for approval.

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

5. Term of Office and Appointment

5.1 The Executive Committee shall be appointed by the Board of Directors, taking into consideration the knowledge and experience of each individual which would be beneficial to the Company's business operations. Each member shall hold office for a term of three (3) years and, upon expiration of the term, may be considered for reappointment for another term.

5.2 In addition to vacating office upon expiration of the term, a member of the Executive Committee shall vacate office upon:

- Ceasing to be a director or executive of the Company;
- Resignation;
- Death;
- Removal by resolution of the Board of Directors or the shareholders' meeting; or
- Lacking the required qualifications or possessing prohibited characteristics under the law governing public limited companies and/or the law on securities and exchange.

5.3 Any member of the Executive Committee wishing to resign shall submit a resignation letter to the Chairperson of the Board of Directors. In the event of a vacancy in the Executive Committee, the Board of Directors shall appoint a new member based on the recommendation of the Nomination and Remuneration Committee within ninety (90) days, in order to ensure that the Executive Committee comprises the number of members as determined by the Board of Directors.

5.4 In the event that a vacancy in the Executive Committee arises for any reason other than expiration of the term of office, the Board of Directors shall appoint a qualified and suitable person to serve as a replacement member, based on the recommendation of the Nomination and Remuneration Committee. The replacement member shall hold office only for the remaining term of the member whom he or she replaces.

6. Meetings

6.1 Meetings of the Executive Committee shall be convened as deemed appropriate. However, regular meetings shall be held at least once per month, unless there is a necessary reason preventing such meeting. The Chairperson of the Executive Committee shall convene the meetings. In case of necessity, if two (2) or more members of the Executive Committee request the Chairperson to convene a meeting, the Chairperson shall schedule such meeting within fourteen (14) days from the date of receipt of the request.

6.2 The Chairperson of the Executive Committee or a member designated by the Chairperson shall determine the date, time, and venue of the meeting. The meeting venue may be at a location other than the Company's head office. If no meeting venue is specified, the Company's head office shall be deemed the meeting venue.

6.3 In calling a meeting of the Executive Committee, the Chairperson, the Secretary of the Executive Committee by order of the Chairperson, or a designated person shall deliver the notice of meeting and relevant supporting documents necessary for consideration and resolution of the Executive Committee by registered mail, direct delivery, or electronic means, specifying the date, time, venue, and agenda of the meeting, to the members not less than three (3) days prior to the meeting date, except in urgent cases to protect the rights or benefits of the Company, in which case notice may be given by other means or the meeting date may be scheduled earlier.

6.4 A quorum of the Executive Committee meeting shall consist of not less than one-half of the total number of members. In the absence of the Chairperson or if the Chairperson is unable to perform his/her duties, the Vice Chairperson (if any) shall preside over the meeting. If there is no Vice Chairperson or the Vice Chairperson is unable to perform the duties, the members present shall elect one member to preside over the meeting.

6.5 Resolutions of the Executive Committee meeting shall be passed by a majority vote, except that a member who has an interest in any matter shall not have the right to vote on such matter. In the event of a tie vote, the Chairperson of the meeting shall have an additional casting vote.

7. Remuneration

The Nomination and Remuneration Committee shall consider and determine the remuneration of the Executive Committee members as deemed appropriate. Such remuneration shall be subject to the approval of the Board of Directors.

8. Responsible Units

Executives and all relevant department heads shall have the duty to report to and support the performance of the Executive Committee as requested by the Executive Committee.

9. Reporting

9.1 The Executive Committee is a subcommittee appointed by the Board of Directors to assist in studying and screening matters for the Board. Accordingly, the Executive Committee shall regularly report its performance to the Board of Directors.

9.2 The Executive Committee shall report its performance to the Board of Directors with disclosure of the following details:

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

10. Performance Evaluation of the Executive Committee

The performance evaluation of the Executive Committee shall be conducted annually, both on a collective and an individual basis. The results of such evaluation shall be reported to the Board of Directors in order to improve performance for the utmost benefit of shareholders and the organization.

This Executive Committee Charter shall be effective from 13 November 2025 onwards, as resolved by the Board of Directors' Meeting No. 6/2025 held on 12 November 2025.