-English Translation-

IT City Public Company Limited

Charter of the Nomination and Remuneration Committee

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Issue No.	Revision No.	date	Edited sections	Reasons for fixing
01	01	22/02/2023	Revised in its entirety	In line with the current situation.
	02	20/02/2024	Revised Subsection 4.6	Increase the performance evaluation of the Board of Directors and sub-committees.
	03	7/11/2025	Add clause 3.5	To align with the practice of defining the term of office for the Board of Directors and subcommittees.
			Revise Clause 4.5	Expand the scope of duties to include determining the remuneration of the Chief Executive Officer.

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1. objective

The Board of Directors approved the preparation of the Charter of the Nomination and Remuneration Committee. To compile the elements, qualifications, responsibilities and guidelines so that the Nomination and Remuneration Committee can perform its duties fairly, appropriately and transparently in accordance with the principles of good corporate governance. Build confidence in shareholders and stakeholders

2. Composition and features

2.1 The Nomination and Remuneration Committee consists of at least 3. The person appointed by the Board of Directors by the Chairman of the Nomination and Remuneration Committee shall be an independent director and a person with seniority or a person with high knowledge and experience.

2.2 The Nomination and Remuneration Committee shall consist of at least half of the independent directors and not the executive directors.

2.3 Nomination and Remuneration Committee The applicant must not have a business relationship with the Company or operate the same type of business as the Company, which may impede the exercise of their independent judgment.

2.4 The Company shall consider proposing an employee of the Company to act as the Secretary of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall give approval by scheduling a meeting. Prepare the meeting and prepare the minutes of the meeting.

3. Term of office

3.1 The term of office is 2 years at a time.

3.2 Members of the Nomination and Remuneration Committee who have retired from office may be reappointed to new positions.

3.3 The Nomination and Remuneration Committee members shall be removed from office in one of the following cases:

3.3.1 Retired from the position of Director of the Company.

3.3.2 resign

3.3.3 die

3.3.4 The Board of Directors resolved to remove the Company from office.

3.3.5 Lack of qualifications to be a member of the Nomination and Remuneration Committee.

3.4 In the event that the position of the Nomination and Remuneration Committee becomes vacant, the Board of Directors shall appoint Other directors who are fully qualified to be new Nomination and Remuneration Committee members shall be completed within 3 months from the date on which the number of Nomination and Remuneration Committee members is incomplete and will only be in office for the remaining term of the Nomination and Remuneration Committee. which he replaced

3.5 In the event that a director vacates office and is re-elected to serve as a director, such director shall resume duties as a member of the Nomination and Remuneration Committee in the same capacity as before.

4. Scope of Functions

4.1 Consider the structure of the Board of Directors in terms of the number of boards suitable for the size, type, and complexity of the business. Qualifications of each director in terms of skills Experience, specific competencies related to the main business or industry in which the Company operates, including considering the criteria and methods for recruiting individuals to serve as directors and directors.

4.2 To consider, select and propose a suitable person to serve as a Director whose term has expired and/or a vacancy and/or appointed an additional person to propose to the Board of Directors and the Shareholders' Meeting for consideration and approval and to propose a suitable person to serve as a Director to the Board of Directors for consideration and approval.

4.3 Consider the qualifications of the person who will become an independent director to suit the characteristics of the company. Independence must at least comply with the criteria set by the Office of the Attorney General's Office. SEC The Company is scheduled to present to the Board of Directors and propose to the shareholders' meeting for further approval.

4.4 To consider the nomination of qualified directors as sub-directors and to propose to the Board of Directors for consideration and appointment.

4.5 To consider and determine the remuneration for the Company's directors, sub-committee members, and the Managing Director.

4.5.1 The Board of Directors and subcommittees have established criteria or methods for determining fair remuneration by benchmarking against the compensation rates of other listed companies in the same industry and of similar business size. The proposed remuneration is then submitted to the Board of Directors and the shareholders' meeting for consideration and approval.

4.5.2 Managing Director – Taking into account the duties and responsibilities, past performance, and the company's operating results, a proposal shall be submitted to the Board of Directors for consideration and approval.

4.6 To consider the guidelines and principles of the annual performance evaluation of the Board of Directors by preparing (1) the performance evaluation form of the Board of Directors, (2) the self-evaluation form of the Board of Directors (individual), and (3) the performance evaluation form of the Audit Committee. (4) Performance Evaluation Form of the Risk Management Committee (5) Performance Evaluation Form of the Nomination and Remuneration Committee (6) Performance Evaluation Form of the Corporate Governance and Sustainable Development Committee

4.7 Review the appropriateness of the Charter of the Nomination and Remuneration Committee on a regular basis and if there are any amendments, they will be presented to the Board of Directors for consideration and approval.

4.8 Perform any other duties as assigned by the Board of Directors.

5. meeting

5.1 The Nomination and Remuneration Committee shall hold meetings at least twice a year and have special meetings as appropriate. All members of the Nomination and Remuneration Committee shall attend at least half of the total number of meetings of the Nomination and Remuneration Committee by sending the invitation letter together with supporting information for consideration to the Nomination and Remuneration Committee at least 7 days in advance of the meeting.

5.2 In the event that the Chairman of the Nomination and Remuneration Committee is unable to attend the meeting, the Nomination and Remuneration Committee shall be present at the meeting. Elect a member of the Nomination and Remuneration Committee to chair the meeting.

5.3 The Nomination and Remuneration Committee has an interest in what matters are considered. shall not vote on such matters, except in the case of consideration of remuneration for the Board of Directors or all sub-committees.

5.4 In voting, the Nomination and Remuneration Committee votes with the right to vote with 1 vote per person and uses a majority vote as the criterion. In the event that the vote is equal

The Chairman of the Nomination and Remuneration Committee has the right to vote one more vote for the decision.

5.5 The Secretary of the Nomination and Remuneration Committee or a person designated by the Chairman of the Nomination and Remuneration Committee shall record the minutes of the meeting, as well as send the minutes of the meeting and summarize the important issues to the Board of Directors for acknowledgment/consideration, as the case may be, and keep the minutes of the meeting and supporting documents as evidence at all times.

6. Reporting

The Nomination and Remuneration Committee shall report the performance of its duties to the Board of Directors at least once a year and prepare the report of the Nomination and Remuneration Committee for disclosure in Form 56-1 One Report of the Company.

This Charter of the Nomination and Remuneration Committee has been considered and approved by the Board of Directors. At the meeting of the Board of Directors No. 5/2025 on November 7, 2025.

Mr. Vichit Yanamon
Chairman of the Board of Directors
IT City Public Company Limited