Nomination and Remuneration Committee Charter

Advice IT Infinite Public Company Limited

(Effective as of 24 March 2026)

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1. Objective

To strengthen good corporate governance in line with international standards, the Company has established the Nomination and Remuneration Committee (the "Committee"). The Committee is responsible for setting criteria and overseeing the nomination process, including the selection and proposal of qualified candidates in accordance with applicable laws, the Company's Articles of Association, and the principles of good corporate governance (CG Code), for appointment as directors, members of sub-committees, or senior executives (C-level). In addition, the Committee is responsible for determining appropriate remuneration structures and packages that are aligned with the scope of duties, responsibilities, performance, and industry standards.

The Committee plays a key role in promoting transparency, fairness, and the Company's competitiveness, as well as in attracting and retaining high-quality personnel, while enhancing confidence among shareholders, investors, and all stakeholders.

2. Composition and Qualifications

2.1 The Nomination and Remuneration Committee (the "Committee") shall consist of no fewer than three (3) directors. A majority of the members must be independent directors. In the case where the total number of members is an odd number, independent directors must comprise not less than two-thirds (2/3) of the total number of members.

2.2 The Chairman of the Committee must be an independent director and must not be the same person as the Chairman of the Board of Directors. The appointment shall be made by the Board of Directors.

2.3 Members of the Committee must possess qualifications in accordance with applicable laws and relevant regulations, as well as appropriate knowledge and experience, as follows:

2.3.1 Having qualifications as required under the Public Limited Companies Act, the Securities and Exchange Act, other relevant laws, and the regulations of the Capital Market Supervisory Board (SEC).

2.3.2 Possessing knowledge, competence, and experience in one or more relevant areas, such as nomination and recruitment, human resource management, remuneration structuring and management, or the Company's business and industry.

2.3.3 Having an understanding of the roles, duties, and responsibilities of the Board of Directors and sub-committees.

2.3.4 Having knowledge of good corporate governance principles and continuously keeping abreast of international best practices in nomination and remuneration.

2.3.5 Independent directors must be genuinely independent from the Company and its stakeholders, and able to perform their duties and express opinions independently.

2.3.6 Possessing integrity, honesty, and the ability to devote sufficient time to perform their duties effectively.

3. Appointment, Term of Office, and Termination of Office

3.1 The Board of Directors shall appoint members of the Nomination and Remuneration Committee from among the Company's directors in accordance with the composition and qualifications specified in Clause 2, and shall appoint the Chairman of the Committee, who must be an independent director and must not be the same person as the Chairman of the Board.

3.2 Members of the Nomination and Remuneration Committee shall hold office for a term not exceeding three (3) years from the date of appointment, or equal to their term as directors of the Company (in the case where they are directors), whichever period expires earlier. Upon expiry of the term, members may be reappointed as deemed appropriate by the Board of Directors.

In this regard, the tenure of independent directors shall be in accordance with the Board's policy (e.g., a cumulative term not exceeding nine (9) consecutive years), unless the Board of Directors carefully considers otherwise and discloses the rationale to shareholders.

3.3 Members of the Nomination and Remuneration Committee shall vacate office upon:

a) Expiry of term of office

b) Death;

c) Resignation

d) Lacking of qualifications or possession of prohibited characteristics under applicable laws or regulatory requirements, including cessation of directorship or loss of independence as required

e) Resolution of the Board of Directors

3.4 Any member who wishes to resign prior to the expiration of the term shall submit a written resignation to the Chairman of the Board or the Chairman of the Nomination and Remuneration Committee, stating the reasons. The resignation shall be effective from the date it is received by the relevant party. The Company Secretary shall notify the relevant committees and proceed with the nomination process to propose a qualified replacement for the Board’s consideration.

3.5 In the event that a position becomes vacant before the expiration of the term, for any reason, and results in the composition of the Committee not meeting the requirements of this Charter, the Board of Directors shall appoint a qualified person as a replacement as soon as possible, and generally within three (3) months from the date the vacancy occurs. The newly appointed member shall hold office for the remaining term of the member whom they replace.

3.6 If the Chairman of the Committee vacates office or is unable to perform his/her duties, the members present at the meeting shall elect one member to act as Chairman of the meeting on a temporary basis until the Board of Directors appoints a new Chairman.

4. Duties and Responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall have the following key duties and responsibilities:

4.1 Nomination

To establish the framework and provide recommendations on the structure and composition of the Board of Directors and its sub-committees, including the appropriate number of directors and required skill sets in alignment with the size and complexity of the Company’s business. This shall be based on a “Skills Matrix” to identify the necessary skills, expertise, and experience, while taking into account appropriate diversity in terms of qualifications, skills, experience, age, and gender, in order to ensure a well-balanced, comprehensive, and genuinely diverse Board composition. The Committee shall also establish criteria and procedures for the nomination and selection of qualified candidates for directorships and executive positions.

4.2 Remuneration

4.2.1 To consider and recommend remuneration policies for directors, sub-committee members, and the Chief Executive Officer (CEO) to ensure appropriateness and alignment with the Company’s status and strategic direction. This includes reviewing existing criteria, benchmarking against industry practices, and determining remuneration based on position, experience, scope of duties, responsibilities, and the expected contribution of each individual, in order to ensure fairness, effectiveness, and performance-based outcomes.

4.2.2 To consider all forms of remuneration, both monetary and non-monetary, such as retainer fees, meeting allowances, and other benefits, taking into account industry practices, the Company’s performance, and the responsibilities, knowledge, capabilities, and experience of directors and the CEO.

4.2.3 To consider the annual remuneration framework for directors and the CEO in accordance with established criteria and propose the CEO’s remuneration to the Board of Directors for approval. The remuneration of directors shall be proposed by the Board of Directors to the shareholders’ meeting for approval.

4.2.4 To review and provide opinions on policies, structures, and compensation schemes for senior executives (C-Level).

4.3 To establish the framework and criteria for succession planning of senior executives (C-Level) in alignment with the Company’s strategy and future needs. Management shall be responsible for preparing detailed plans and identifying qualified successors in accordance with the Committee’s criteria. The Committee shall review and approve such plans, as well as monitor progress and the readiness of successors on a regular basis to ensure continuity in leadership.

4.4 To review and provide recommendations on the organizational structure (Organization Chart) at the senior executive (C-Level) level as proposed by management, prior to submission to the Board of Directors for approval.

4.5 To appoint the Secretary of the Nomination and Remuneration Committee and oversee the performance of duties relating to meeting coordination, preparation and distribution of meeting materials, recording of minutes, and coordination with relevant parties to ensure accuracy, completeness, and timeliness.

4.6 To perform any other duties as assigned by the Board of Directors within the scope of the Committee’s responsibilities.

5. Duties and Responsibilities of the Chairman of the Nomination and Remuneration Committee

5.1 To act as the leader and oversee the meetings of the Nomination and Remuneration Committee, ensuring that they are conducted in accordance with the established agenda and objectives in an efficient and transparent manner.

5.2 To determine and approve the meeting agenda in collaboration with the Committee Secretary and ensure that complete and accurate supporting documents are prepared and distributed to Committee members at least three (3) business days in advance of the meeting date, except in urgent cases.

5.3 To facilitate and ensure that all Committee members are given the opportunity to express their opinions freely and comprehensively during meetings.

5.4 To act as the representative of the Nomination and Remuneration Committee in reporting its performance, recommendations, and meeting resolutions to the Board of Directors.

5.5 To coordinate with the Chairman of the Board and other Board committees to ensure that nomination and remuneration matters are aligned with the Company's strategic direction and principles of good corporate governance.

6. Meetings

6.1 Frequency of Meetings

6.1.1 The Nomination and Remuneration Committee shall convene at least two (2) meetings per year and may hold additional meetings as necessary and appropriate to consider matters within its duties and responsibilities.

6.1.2 The Chairman of the Nomination and Remuneration Committee shall have the authority to call meetings and approve the meeting agenda, including any matters proposed by Committee members for inclusion.

6.1.3 Meetings may be held at the Company's head office, other locations, or via electronic means in accordance with applicable laws and the Company's Articles of Association.

6.1.4 The Committee Secretary shall deliver the notice of meeting, together with the agenda and supporting documents, to Committee members in advance normally at least seven (7) days prior to the meeting date to allow sufficient time for consideration. In urgent cases necessary to protect the Company's rights or interests, the notice period may be shortened but must not be less than three (3) days, as prescribed by law.

6.2 Quorum and Attendees

6.2.1 A quorum shall consist of not less than one-half of the total number of Committee members.

6.2.2 The Chairman of the Nomination and Remuneration Committee shall preside over the meeting. In the absence of the Chairman, the members present shall elect one member to act as Chairman of the meeting on a case by case basis.

6.2.3 The Committee may invite executives, experts, or other relevant persons to attend meetings to provide information or opinions on related agenda items as deemed necessary and appropriate.

6.3 Voting

6.3.1 Resolutions shall be passed by a majority vote, with each member having one (1) vote. In the event of a tie, the Chairman of the meeting shall have a casting vote.

6.3.2 Any member having a conflict of interest in a matter under consideration shall abstain from expressing opinions and shall have no voting right on such matter.

6.4 Minutes of Meeting

The Committee Secretary shall record the minutes of the meeting in writing and ensure that the approved minutes are properly maintained for inspection by Committee members or relevant parties.

7. Performance Evaluation

7.1 The Nomination and Remuneration Committee shall conduct a performance evaluation of its own performance at least once annually in order to review and enhance its effectiveness in alignment with the roles and responsibilities set forth in this Charter.

7.2 The evaluation shall cover:

7.2.1 Evaluation of the of the Nomination and Remuneration Committee as a Whole

7.2.2 Evaluation as Individual Self-assessment

7.2.3 Evaluation of the performance of the Chairman of the Chairman of the Nomination and Remuneration Committee

The Committee may consider adopting cross-assessment among members or engaging external evaluators, as appropriate, to enhance corporate governance standards and ensure compliance with the principles of good corporate governance (CG Code 2023), as well as the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

7.3 The Committee Secretary shall maintain records of the evaluation results and recommendations for use in improving the Committee's performance and shall report the evaluation outcomes to the Board of Directors at least once a year.

8. Nomination and Remuneration Committee Remuneration

8.1 The remuneration of the Chairman and members of the Nomination and Remuneration Committee shall be reviewed by the Nomination and Remuneration Committee and proposed to the Board of Directors for consideration, prior to submission to the Annual General Meeting of Shareholders for approval.

8.2 The determination of remuneration shall take into account the scope of duties and responsibilities, level of expertise, time commitment, industry benchmarks, and the Company's performance, in order to ensure fairness, transparency, and the ability to attract and retain qualified directors.

8.3 Such remuneration may be in the form of retainer fees, meeting allowances, special remuneration, or other benefits as approved by the shareholders' meeting, and shall not include any benefits that are inconsistent with the principles of good corporate governance.

8.4 The Company shall clearly disclose the structure and amounts of remuneration of the Nomination and Remuneration Committee in the annual registration statement/annual report (Form 56-1 One Report), in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

9. Review and Amendment History of the Nomination and Remuneration Committee

Revision No.	Approval Date	Revised Section(s)	Key Revisions	Effective Date
1/2025	11 August 2025	–	Adoption of a completely revised Nomination and Remuneration Committee Charter to restructure and enhance the content so that it is comprehensive and aligned with the latest Public Limited Companies Act, the Corporate Governance Code (CG Code), and the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand	15 August 2025
2/2026	23 March 2026	–	–	24 March 2026

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(Mr. Sanit Rangnoi)

Chairman of the Board of Director

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