

(Translation)

Krungthai Cards Public Company Limited

**Charter
of
Nomination and Remuneration Committee**

1. Objective

Assist the performance of the Board of Directors in strictly adhering to the rules and regulations as well as being transparent and verifiable, which is consistent with good corporate governance. The Nomination and Remuneration Committee is appointed by the Board of Directors as per the qualifications, duties and responsibilities outlining in the Nomination and Remuneration Committee Charter's requirements.

2. Composition and Qualifications

The Board of Directors shall select at least 3 directors who do not hold executive office to be appointed members of the Nomination and Remuneration Committee.

2.1 Those directors shall have expertise, experience, knowledge and comprehension of their duties and responsibilities as members of the Nomination and Remuneration Committee.

2.2 The Chairman and the members of the Nomination and Remuneration Committee should be independent directors so that the Nomination and Remuneration Committee can perform its duty independently.

3. Term of Office

3.1 The member of the Nomination and Remuneration Committee's term of office shall be as long as their directorship's period. Their office term shall expire at an annual general meeting as well as the expiration of the office term as the Board of Directors. Members of the Nomination and Remuneration Committee who vacate office upon expiration of their office term are eligible for the re-appointment. The retiring member shall act in his/her position and continue his/her performance until replaced by a new member unless he/she has vacated office as a director upon expiration of his/her office term without the re-appointment.

When a vacancy among the members of the Nomination and Remuneration Committee occurs otherwise than by rotation, the Board of Directors shall appoint a director who qualified and is not prohibited to fill the vacancy, provided that such person appointed to be the Nomination and Remuneration Committee members shall hold office only for the remaining term of the member whom they replaces.

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3.2 A member of the Nomination and Remuneration Committee may vacate the office upon the followings:

- (1) expiration of his/her term;
- (2) resignation;
- (3) death;
- (4) removal by a resolution of the Board of Directors; or
- (5) termination of his/her directorship in accordance with the Company's Articles of Association, except in the case of a retire-by-rotation for which the shareholders' general meeting passed a resolution to re-appoint him/her to his/her director position.

4. **Duties and Responsibilities**

The Nomination and Remuneration Committee shall have such duties and responsibilities as delegated by the Company's Board of Directors in the following matters:

- 4.1. Consider and determine the qualifications of directors, executive directors, and executives according to the structure, size and composition as required by law or as determined by the Board of Directors or the shareholders;
- 4.2. Recruit, select and nominate qualified persons in conformity to Company's requirements and without discrimination or prejudice over individuality characteristics such as sex, gender, race, nationality or religion, as directors, executives and members of the committees/sub-committees, that are directly delegated by the Board of Directors, to submit for the Board of Directors' consideration and approval in concordance with Company's Articles of Association, as the case maybe;
- 4.3. Consider and determine the criteria and guidelines for assessment of the performance of the directors and the Chief Executive Officer and propose for an approval of the Board of Directors, provided that the performance assessment of the Chief Executive Officer shall be handled by the Nomination and Remuneration Committee;

The performance assessment of the executives other than the Chief Executive Officer shall be considered by the Chief Executive Officer before proposing to the Nomination and Remuneration Committee for their approval.

- 4.4. Propose guidelines or policy on compensation, benefits and remunerations payout options concerning board members, directors and sub-committee who directly delegated by the Board of Directors, for consideration and approval from the Board of Directors. Such guidelines or policies shall be considered according to industry norms , operating results and market conditions.

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- 4.5. Consider and approve the prolonged and early retirement of the executives and notify in the Board of Director's meeting.
- 4.6. Prepare a succession plan for executive positions in anticipation of the retirement or incapacity of such executives so that the Company's management may continuously operating.
- 4.7. Ensure that the composition of the Board of Directors is appropriately reflect the size and the circumstance of the Company and propose any change of such composition in response to a change in circumstance. The Board of Directors is comprised of individuals with the knowledge, abilities, and experiences as described in the Company's skills matrix, which shall be aligned with the existing and future business objectives of the Company and the Company's sustainable growth;
- 4.8. Appoint any person as its secretary; and
- 4.9. Perform such other duties as assigned by the Board of Directors in regard to the nomination process and the determination of remuneration.

5. **Meetings**

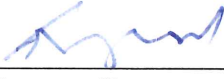
- 5.1 The Nomination and Remuneration Committee shall meet at least once a quarter, which may be held electronically.
- 5.2 A meeting of the Nomination and Remuneration Committee shall require a quorum of at least one-half of its total number.
- 5.3 If the Chairman of the Nomination and Remuneration Committee is not present or is unable to perform his duties at a meeting, one of the members present shall be elected chairman of the meeting.
- 5.4 Any resolution of the Nomination and Remuneration Committee shall be adopted by the affirmative vote of a majority of the present members. In the event of a tie, the chairman of the meeting shall have a casting vote, provided that any member who has a vested interest shall abstain from voting in that particular matter.

6. **Reporting**

- 6.1 The Nomination and Remuneration Committee shall submit the report of its performance to the Board of Directors at the Board meeting in the month following the Nomination and Remuneration Committee meeting.
- 6.2 The Nomination and Remuneration Committee shall also submit the report to the general meeting in the Company's Annual Report and the Annual Registration Statement (Form 56-1 One Report).

7. **Review**

The Nomination and Remuneration Committee Charter shall be regularly reviewed on annual basis. Any significant revisions shall be submitted to the Board for approval.

Signed  Chairman of Krungthai Cards Plc.
(Mr. Prasong Poontaneat)

This Charter shall take effect from 14 January 2026 onwards.

Note: “Executive” means the Chief Executive Officer, the first four levels of executive positions following the Chief Executive Officer, as well as those holding positions equivalent to the fourth level of executive positions¹ and shall include those who holding executive positions in accounting or finance at the level of department manager or an equivalent.

¹ Every executive in the CEO’s direct line of command according to the Company’s organizational structure, which includes First Line and the Chief Operation Officer or an equivalent. 