

Charter of the Nomination and Remuneration Committee

1. Purpose

AddTech Hub Public Company Limited (the “Company”) recognizes the importance of the roles, duties, and responsibilities of directors who are important persons in running the business to achieve its objectives or goals and grow steadily and sustainably. The Board should consist of directors with diverse qualifications both in terms of skills, experience, and specific abilities that are beneficial to the Company including dedicating time and effort to perform duties. While the director position is vacant, the Company therefore has assigned the Nomination and Remuneration Committee to perform the duty of recruiting persons who are qualified to serve as Directors, Sub-committee and Chief Executive Officer and consider preparing policies and criteria for remuneration of Directors, Sub-committee and Chief Executive Officer to present opinions to the Executive Committee and/or the Board of Directors and/or the shareholders' meeting for consideration and approval (depending on the case).

2. Composition

1. Nomination and Remuneration Committee consists of at least 3 members.
2. Members of the Nomination and Remuneration Committee do not have to be directors.
3. The majority of members of the Nomination and Remuneration Committee should be independent directors. The Chairman of the Board of Directors should not be a member of the Nomination and Remuneration Committee.
4. The Nomination and Remuneration Committee can appoint one employee of the Company to act as secretary of the Nomination and Remuneration Committee to assist in the operations of the Nomination and Remuneration Committee regarding meeting appointments, prepare meeting agenda, submitting meeting documents, and record minutes of the meeting.

3. Qualifications of the Nomination and Remuneration Committee

1. Members of the Nomination and Remuneration Committee must be persons with knowledge, abilities and experience that will be beneficial to the performance of the duties of the Nomination and Remuneration Committee, with honesty, integrity, have ethics in conducting business and have sufficient time to dedicate knowledge, abilities, and perform duties fully for the Company.

2. Members of the Nomination and Remuneration Committee must have qualifications and must not have prohibited characteristics according to the Public Limited Companies Act, the Securities and Exchange Act and other related laws.
3. Members of the Nomination and Remuneration Committee cannot conduct business, become a partner or become a director in another legal entity that has the same status and/or competes with the Company's business whether it is for own benefit or the benefit of others, unless the meeting of the Board of Directors or the shareholder meeting of the Company is informed before the appointment resolution is made (depending on the case).

4. Appointment of the Nomination and Remuneration Committee and term of office

1. The Nomination and Remuneration Committee has a term of office of 3 years and shall be in accordance with the term of office of the Company's directors (in the case where the Nomination and Remuneration Committee member also holds the position of Company Director). In this regard, the Nomination and Remuneration Committee member whose term has expired may be reappointed as a Nomination and Remuneration Committee member for another term.
2. In the case that the member of the Nomination and Remuneration Committee has completed their term of office or may not hold the position until the end of the term, this will result in the number of members of the Nomination and Remuneration Committee being less than 3. The Board of Directors shall appoint new members of the Nomination and Remuneration Committee to complete the number immediately or within 3 months from the date the number of Nomination and Remuneration Committee members is not complete in order to ensure continuity in the performance of duties of the Nomination and Remuneration Committee.
3. In addition to retiring from office according to the term mentioned above, the Nomination and Remuneration Committee member vacates their position upon:
 - 1) Death
 - 2) Resignation
 - 3) Lack of qualifications to be a member of the Nomination and Remuneration Committee as specified in this Charter
 - 4) Lack of qualifications to be a member of the Nomination and Remuneration Committee or has prohibited characteristics according to the Public Limited Companies Act or has

characteristics indicating a lack of suitability to be entrusted to manage a business with public shareholders as specified in the Securities and Exchange Act (and as amended), including relevant notifications of the Office of the Securities and Exchange Commission.

- 5) The Board of Directors resolves to vacate that person from the position of the Nomination and Remuneration Committee.
- 6) The shareholder meeting resolves to vacate that person from the position of the Nomination and Remuneration Committee. (In the case of a resolution of the shareholder meeting, the votes must not be less than three-fourths of the number of shareholders attending the meeting and having the right to vote and whose shares amounting to not less than one-half of the number of shares held by the shareholders attending the meeting and having the right to vote)
- 7) The court has issued an order for that person to vacate from the position of the Nomination and Remuneration Committee.

Any member of the Nomination and Remuneration Committee who wishes to resign from his position must submit a letter of resignation to the Company. The resignation will be effective from the date specified in the resignation letter.

5. Scope of authority, duties and responsibilities

Nomination

1. Prepare policies, criteria and procedures for nominating company directors, sub-committees and Chief Executive Officer by considering the appropriateness of the number, structure and composition of the Board of Directors to determine the qualifications of directors to propose to the Board of Directors and/or propose for approval to the shareholder meeting, as the case may be.
2. Consider the recruitment and nomination of qualified persons with the appropriate knowledge and expertise to hold positions of directors, sub-committees and Chief Executive Officer, including considering the history of such persons to ensure that there are all qualifications as stipulated in the Company's various charters and relevant laws, including not being contrary to or inconsistent with the laws relating to the Company's business operations.
3. Consider formulating policies for succession planning.
4. Review the criteria and procedures for nomination of directors to propose to the Board of Directors prior to the nomination of the directors to replace those who complete their terms.

5. In the event that the Nomination and Remuneration Committee nominates a retired director to return to the position, the Nomination and Remuneration Committee shall consider the performance of such director and present their performance results, contribution, including the attendance history to the Board of Directors' and shareholder meetings for shareholders to incorporate into their consideration.
6. Prepare a director development plan to develop the knowledge of both current and new directors to understand the Company's business, roles and duties of directors, and important developments such as economic and industrial conditions, rules or laws related to the Company's business, etc.
7. Perform other tasks as assigned by the Board of Directors with the approval of the Nomination and Remuneration Committee.

Consideration of compensation

1. Prepare policies and criteria for determining compensation and other benefits (whether in cash, securities or otherwise) of the Board of Directors, sub-committees and the Chief Executive Officer to propose to the Board of Directors and/or for approval at the shareholder meeting.
2. Prepare policies and criteria for evaluating the performance of the Board of Directors, sub-committees and the Chief Executive Officer to consider annual compensation.
3. Disclosure of policies and criteria for determining compensation and other benefits and prepare a report on the determination of such remuneration in the Company's annual report.
4. Scrutinize the salary structure and other benefits of the organization.
5. Perform other tasks as assigned by the Board of Directors with the approval of the Nomination and Remuneration Committee.

6. Meeting

1. A meeting of the Nomination and Remuneration Committee should be scheduled as appropriate. In every meeting of the Nomination and Remuneration Committee, the Secretary of the Nomination and Remuneration Committee, in consultation with the Chairman of the Nomination and Compensation Committee, will set the meeting agenda in advance.
2. The Chairman of the Nomination and Remuneration Committee or the Nomination and Remuneration Committee assigned by the Chairman of the Nomination and Remuneration Committee determines the date, time, and place of the Nomination and Remuneration Committee

meetings. The location of the meeting may be determined otherwise in addition to the locality where the Company's headquarters is located in or nearby provinces. If the Chairman of the Nomination and Remuneration Committee or the Nomination and Remuneration Committee assigned by the Chairman of the Nomination and Remuneration Committee has not specified a meeting location, the location of the Company's head office shall be used as the meeting location.

3. In calling a meeting of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee or the person assigned will send the meeting notice or deliver it directly to the Nomination and Remuneration Committee or their representatives and specifying the date, time, place, and business of the meeting to the committee members not less than 7 days before the meeting date. Except in cases of urgent necessity to preserve the rights or benefits of the Company, the meeting can be notified by other means or the meeting date can be set earlier than that.
4. The Nomination and Remuneration Committee may invite other persons such as executives, auditors, consultants, employees and/or other related persons to attend meetings as appropriate, and may consider to have a separate meeting with other such persons if it is apparent that there are specific issues or considerations that should be discussed in private.

7. Quorum and voting

1. In the meeting of the Nomination and Remuneration Committee, there must be no less than half of the Nomination and Remuneration Committee members present to form a quorum. In the event that the Chairman of the Nomination and Remuneration Committee is not present at the meeting or unable to perform duties, the Nomination and Remuneration Committee members who attend the meeting shall elect one of the Nomination and Remuneration Committee members to be the chairman of the meeting.
2. The resolution of the Nomination and Remuneration Committee meeting must be made by a majority vote. If there is any committee member who objects to the said resolution, objections shall be recorded in the minutes of the meeting.
3. In voting, each member of the Nomination and Remuneration Committee has one vote, except that the member of the Nomination and Remuneration Committee who has an interest in any matter will not have the right to vote on that matter. If the votes are equal, the Chairman of the meeting shall cast one more vote to be the deciding vote.

This Charter of the Nomination and Remuneration Committee will be effective from 20 March 2019 onwards.

- Chirapan Sintunava -

(Mr. Chirapan Sintunava)

The Chairman

AddTech Hub Public Company Limited