

KNOREX LTD.

COMPENSATION COMMITTEE CHARTER

Adopted: November 11, 2024

1. PURPOSE

The Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Knorex Ltd. (together with its subsidiaries, the "**Company**") is established by the Board to assist the Board in fulfilling its oversight responsibilities relating to compensation matters. The Committee's primary purposes are to:

- Evaluate and determine the compensation of the Company's Chief Executive Officer ("**CEO**") and other executive officers.
- Oversee and administer the Company's executive compensation programs and equity-based plans.
- Review and recommend compensation for members of the Board.

The Committee will produce the compensation committee report as may be required by the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), the U.S. Securities and Exchange Commission (the "**SEC**") rules and fulfill other obligations required by the NYSE American Company Guide (the "**NYSE Guide**").

2. COMPOSITION

The Committee shall consist of at least three (3) members of the Board. Each Committee member shall meet all independence requirements under Section 803A and Section 805(c)(1) of the NYSE Guide, Rule 10A-3 of the Exchange Act, subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act, and other applicable rules and regulations of the SEC.

The members of the Committee shall be appointed by the Board and serve until their resignation, retirement, or removal by the Board. The Board shall designate one (1) member of the Committee as its Chairperson. The vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

3. MEETINGS

The Committee shall meet at least two (2) times a year or more frequently as necessary as its Chairperson, or a majority of the Committee, deems appropriate. Special meetings of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson, in consultation with other Committee members, and circulated, if practicable, to each member prior to the meeting date.

Meetings may be conducted in person or via teleconference, and minutes of the meetings shall be maintained. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Articles of Association, as amended from time to time, applicable to meetings of Board committees (or if no such provisions exist, applicable to meetings of the Board) will govern meetings of the Committee.

The Committee may invite members of management or others to attend meetings and provide pertinent information as necessary.

4. RESPONSIBILITIES AND DUTIES

The Committee's responsibilities and duties are as follows:

1. Chief Executive Officer Compensation

- Evaluate the performance of the CEO in light of the corporate goals and objectives.
- Based on such evaluation, recommend to the Board the cash compensation for the CEO, including salary, bonuses, and other incentives.
- Review and approve grants and awards to the CEO under the share incentive plan.

2. Executive Officer Compensation

- Review and recommend to the Board the cash compensation, including salary, bonuses, and other incentives, of the Company's other executive officers.
- Oversee the Company's overall management compensation philosophy and policy, ensuring that the compensation programs align with the Company's long-term interests.

3. Shares Incentive Plan

- Oversee and administer the Company's compensation and share incentive plan, including the review and approval of equity awards.
- Review and approve policies and procedures for the grant of equity-based awards, ensuring consistency with the Company's compensation philosophy.

4. Compensation Advisors

- Review and approve the retention or termination of any consulting firm or outside advisor to assist in the evaluation of compensation matters.
- Evaluate and assess potential and current compensation advisors, ensuring they meet the independence standards set forth in the NYSE Guide and applicable SEC rules.
- Retain and approve the compensation of such advisors, including reviewing their independence and any conflicts of interest.

5. Board of Directors Compensation

- Review and recommend to the Board the cash and equity compensation of the Company's directors, considering factors such as the responsibilities and time commitment of directors.

6. Compensation Committee Report

- Prepare the annual Compensation Committee Report, if and when required by SEC rules, for inclusion in the Company's annual proxy statement or annual report on Form 20-F.

5. PERFORMANCE EVALUATION

The Committee shall evaluate its own performance annually and report the results to the Board. It shall also review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

6. AUTHORITY

The Committee shall have the authority to:

- Retain or obtain the advice of compensation consultants, legal counsel, or other advisors as it deems necessary to carry out its duties.
- Approve the fees and other terms of retention for such advisors.
- Access any Company employee or document relevant to its duties and responsibilities.

The Company shall provide appropriate funding for the payment of reasonable compensation to any compensation consultants, legal counsel, or other advisors retained by the Committee.

7. AMENDMENTS

This Charter may be amended by the Board from time to time, in accordance with the requirements of applicable laws, rules, and regulations.