

**KNOREX LTD.**  
**NOMINATING and CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

Adopted: November 11, 2024

## **1. PURPOSE**

The Nominating and Corporate Governance 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:

- Identifying, evaluating, and recommending qualified candidates for membership on the Board and its committees.
- Developing and recommending to the Board corporate governance principles that promote the effective functioning of the Board.
- Overseeing the evaluation of the Board and its committees.

The Committee aims to ensure that the Board is composed of qualified directors who bring a diversity of experience, skills, and perspectives, in alignment with the Company's strategic goals and values.

## **2. COMPOSITION**

The Committee shall consist of at least three (3) members of the Board. All members of the Committee shall meet the independence requirements under Section 803A of the NYSE American Company Guide (the "**NYSE Guide**") and any applicable U.S. Securities and Exchange Commission (the "**SEC**") rules.

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 member of the Committee as 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. Unless the Board appoints a Chairperson of the Committee, the members of the Committee shall designate a Chairperson by majority vote.

## **3. MEETINGS**

The Committee shall meet at least once (1) annually, or more frequently as circumstances require 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. 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.

Meetings may be held in person, telephonically, or via video conference, and minutes of all meetings shall be maintained.

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 primary duties and responsibilities are to:

##### **1. Board and Committee Membership Criteria**

- Develop and recommend to the Board criteria for membership on the Board and its committees, considering factors such as experience, skills, diversity, integrity, and the ability to work effectively in a group. The Committee shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria
- Ensure that the Board and its committees are composed of individuals who collectively possess the necessary qualifications and experience to oversee the Company's business.

##### **2. Identification and Evaluation of Director Candidates**

- Establish procedures for identifying and evaluating candidates for the Board, including those recommended by shareholders, in accordance with the Company's governing documents and applicable laws.
- Evaluate potential candidates' qualifications and make recommendations to the Board regarding nominees for election or appointment to the Board.
- Consider the appropriate mix of diversity, skills, and expertise on the Board to ensure it meets the Company's needs.
- Recommend to the Board an individual to fill vacancy of the Board and any committee through appointment by a majority of the Board.

##### **3. Board Composition and Expertise**

- Regularly review the composition and structure of the Board to ensure that it includes members with the appropriate skills, diversity, and experience necessary to provide effective oversight and strategic direction for the Company.
- Assess whether the current Board composition continues to align with the Company's evolving needs, industry developments, and shareholder interests.
- Make recommendations to the Board from time to time as to changes in the size of the Board or Committees that the Committee believes to be desirable.
- Evaluate from time to time, and make recommendations to the Board on, the desirability of implementing and setting policy for Board member terms of office.

##### **4. Corporate Governance Policies**

- Develop and recommend to the Board a set of corporate governance guidelines and principles that comply with applicable laws, regulations, and the NYSE Guide.
- Review the Company's governance policies and practices at least annually and recommend any proposed changes to the Board for approval.

##### **5. Board and Committee Evaluations**

- Oversee an annual self-evaluation process for the Board and its committees to assess performance and identify areas for improvement.
- Review the performance of individual directors and recommend actions based on the results of these evaluations.

#### **6. Director Orientation and Continuing Education**

- Oversee the development of orientation programs for new directors, as well as continuing education programs for current directors, to ensure they are informed about the Company's business, operations, and governance practices.

#### **7. Shareholder Engagement**

- Consider and review the process for shareholder recommendations of director candidates.
- Ensure that appropriate communication channels exist for shareholders to express their concerns or make suggestions regarding corporate governance or director nominations.

### **5. PERFORMANCE EVALUATION**

The Committee shall conduct an annual evaluation of its own performance 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 legal, governance, or other advisors as it deems necessary to fulfill its duties.
- Approve the fees and other terms of retention for such advisors.
- Seek any information it requires from employees or external parties, and access any Company employee, document, or record relevant to its duties.

The Company shall provide appropriate funding for the payment of reasonable compensation to any advisors retained by the Committee.

### **7. AMENDMENTS**

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