CHARTER OF THE NOMINATIONS COMMITTEE

I. Introduction

The Board of Directors (the "Board") of **Mynt, Inc.** (**"Mynt"** or the **"Company"**) hereby adopts this Charter of the Nominations Committee (this "Charter").

The Nominations Committee (the "Committee") is committed to ensuring that the Board is composed of individuals who are fit, proper, and capable of guiding the Company toward its business goals and strategic objectives.

II. Purpose and Mandate

This Charter establishes the Committee which shall assist the Board in fulfilling its responsibilities relative to the selection and election of directors and appointment of Officers. The Committee is entrusted to provide a formal and transparent process for the identification and evaluation of candidates for the Board and Officer positions to ensure that they possess an appropriate mix of competence and expertise, individually and collectively, to respond to the needs of the organization within the evolving business landscape.

For purposes of this Charter, "Officers" shall refer to the following: (a) President, Chief Executive Officer, Treasurer, Chief Finance Officer, Corporate Secretary, and Assistant Corporate Secretary; and (b) Other officers mentioned in the By-Laws and appearing in the Company's General Information Sheet.

Unless the applicable laws require otherwise, notwithstanding anything else herein, nothing herein shall substantively limit or restrict the rights or expand the obligations or liabilities of any shareholder or the director of the Company nominated by such shareholder under Mynt's Articles of Incorporation and By-Laws, or as agreed by shareholders.

III. Composition and Membership

1. Composition

   The Committee shall be composed of at least three (3) members of the Board, at least one of whom shall be: (a) a director nominated by Ant International Technologies (Singapore) Holding Pte. Ltd. ("Ant"); (b) a member nominated by Globe Capital Venture Holdings, Inc. ("Globe Venture"); and (c) a member, who must be an independent director, respectively. The Chairperson of the Committee shall be an independent director.

2. Appointment

   The Committee members and the Chairperson shall be appointed annually by the Board at its organizational meeting. The members of the Committee should possess diverse professional backgrounds, including expertise in corporate governance, organizational development, and the Company's industry. Whenever practicable, at least one member should have a strong understanding of the human capital requirements for digital transformation. The Board may remove any member with or without cause or fill in any vacancy in the Committee, in accordance with Mynt's Articles of Incorporation and By-Laws and in a manner as agreed by shareholders.

3. Chairperson of the Committee

   The Chairperson of the Committee shall be responsible for ensuring effective interaction among the Committee members and with relevant Officers particularly the Chief People Officer ("CPO") and the Corporate Secretary. The Chairperson shall also facilitate the reporting of the Committee's deliberations to the Board.

4. Presence of Advisors

   The Board may appoint external advisors, such as leadership consultants or experts from professional search firms, to provide expert advice on the evolving leadership requirements of the global financial technology sector. These advisors shall have no voting rights and must disclose any potential conflicts of interest before participating in Committee discussions. The external advisors shall have no voting power on the matters for deliberation by the Committee.

IV. Meetings of the Committees

1. Frequency

The Committee shall meet at least twice a year, or more frequently as needed, at a time and place determined by its Chairperson.

2. Attendance

   Attendance of members at Committee meetings shall be recorded and properly disclosed for the information of shareholders and other stakeholders through the Company's relevant annual reports and website.

3. Quorum

   A majority of the Committee members shall constitute a quorum. Decisions are made by a majority vote of those present at a meeting where a quorum is established. In the event of a deadlock, the matter shall be elevated to the Board for final resolution.

4. Conduct of Meetings

   The Committee may conduct meetings in person or through remote communication tools like videoconferencing. Committee members who shall participate remotely are considered present for all purposes, including quorum and voting.

   Actions of the Committee may also be taken by unanimous written consent (in physical, electronic, or digital format) when deemed necessary by the Committee or its Chairperson.

   The Committee meetings shall be chaired by the Chairperson of the Committee or, in his/her absence, by a deputy chairperson appointed by the Chairperson or by Committee members.

5. Secretariat

   The Committee shall be supported by the People and Purpose Team while the Corporate Affairs and Governance Team ("CAG") shall serve as the Secretariat, and shall be responsible for preparing meeting agenda and sending notices at least five (5) business days before the meeting, along with supporting materials for each agenda item.

   Minutes of the Committee meetings shall be recorded and maintained by the Secretariat, and shall be reviewed by the Corporate Secretary/Assistant Corporate Secretary. The Committee members shall be furnished with copies of the minutes, which shall be presented to the Committee at its next meeting for its approval.

6. Executive Sessions

   The Committee may meet in executive session without any Officer present to discuss any relevant issues.

V. Powers, Duties, and Responsibilities of the Committee

The Committee shall have the following powers, duties, and responsibilities:

1. Review the Board's structure, size, and balance of skills on an annual basis;

2. Establish, lead, and maintain the process of identifying individuals qualified to become Board members and to ensure a robust pool of candidates, it may use external sources, including professional search firms and databases;

3. Pre-screen all nominations submitted to it by shareholders (including minority shareholders), and verify that every nominee meets the minimum qualifications and possesses none of the disqualifications provided under applicable laws, rules, and regulations, and the Company's By-Laws;

4. Following its evaluation, prepare a final list of candidates, which shall contain all relevant information about the nominees, including their professional backgrounds and a clear indication of those nominated as independent directors;

5. Assess the effectiveness of the Board's processes and procedures in the election or replacement of directors;

6. Make recommendations to the Board on the composition and chairmanship of the various Committees;

7. Review and evaluate the qualifications of Officers or all persons nominated to positions in the Company which require appointment or approval by the Board;

8. Adopt internal guidelines to address competing time commitments for directors and Officers serving on multiple boards or management, including limiting non-executive directors to a maximum of five (5) publicly-listed companies or registered issuer Board seats; and

9. Evaluate and recommend for Board approval any interlocking directorships or officerships involving the Company's directors or Officers to identify potential conflicts of interest or excessive concentration of economic power.

The Committee shall also perform such other duties and responsibilities that may be delegated to it by the Board from time to time, and shall be guided by the Company's mission, vision, and core values, and the pillars of corporate governance which include transparency, accountability, integrity, and sustainability in the fulfillment of its functions.

VI. Process and Criteria for Nominations to the Board

The Committee shall observe the procedures and criteria provided in the Company's By-Laws, Manual on Corporate Governance, Charter of the Board of Directors, and policies relative to receiving and evaluating nominations to the Board in line with the Company's strategic directions. These include the following:

1. Receive all written nominations to the Board submitted by shareholders at least thirty (30) business days prior to the date of the next annual shareholders' meeting;

2. Review and evaluate the qualifications of all those nominated in accordance with the following criteria:

   a. Ownership of at least one (1) share of stock of the Company under his/her name in the books of the Company;
   b. A college degree, or have at least five (5) years of experience in business related to the business of Company;
   c. Relevant qualification, such as previous business experience, membership in good standing in relevant industry, and membership in business or professional organizations;
   d. Integrity, probity, diligence, and conscientiousness in the performance of his/her functions;
   e. Directorship in other companies, taking into account the following factors:

      i. The nature of the business of the other companies;
      ii. The number of directorships or officerships in other companies;
      iii. Any possible conflict of interest; and
      iv. The age of the director.

   f. For independent directors, beneficial equity ownership in the Company or its related companies, which must not exceed two percent (2%); and
   g. The term limit set for independent directors under applicable laws, rules, and regulations.

   The Committee may consider and recommend to the Board other qualifications for directors, including independence criteria/standards for independent directors, which are aligned with the Company's vision, mission, and corporate strategy that may be provided by relevant laws, rules, and regulations.

   The Committee may likewise identify and recommend qualified individuals for nomination and election to the Board. For this purpose, the Committee may use professional search firms or other external sources of candidates to search for qualified candidates to the Board.

3. Screen and shortlist qualified individuals for election as directors to ensure that only those that possess all the qualifications and none of the disqualifications for directorship as provided in the Company's By-Laws and policies, and relevant laws, rules, and regulations;

4. Identify and prepare a final list of qualified nominees, recommend for final approval of the Board such list, and endorse to the shareholders the qualified nominees included in the final list for election in the annual shareholders' meeting;

5. In case of vacancy in the Board other than removal of a director or expiration of term, determine and identify the qualified nominee and recommend to the Board, if the remaining directors still constitute a quorum, to elect such

qualified nominee to fill the vacancy; and

6. Identify and recommend directors to fill vacancies in any of the Board Committees, taking into account the requirements set forth in their respective charters.

VII. Nominations to Officer Positions

The Committee shall review and evaluate the qualifications of Officers or all persons nominated to positions in the Company which require appointment or approval by the Board. In conducting its review, the Committee shall consider the following:

1. Duties and responsibilities of the position/s under consideration; and

2. For the nominees:

    a. Level of knowledge on the Company's business;
    b. Potential to assume greater responsibility in the organization;
    c. Ability, inability, and experience; and
    d. Results of previous performance assessments.

VIII. Reporting, Disclosure, and Transparency

1. Public Disclosure

    The Committee's membership and summary of its annual activities shall be disclosed in the Company's annual reports, which shall include the attendance records for individual Committee members. This Charter shall also be publicly available on Mynt's website.

2. Profile Disclosures for Nominees

    When seeking election or re-election, the profiles of the nominees provided to shareholders shall be sufficiently detailed and shall include:

    a. Academic qualifications and relevant training;
    b. Date of first election or appointment to the Board;
    c. Significant work experience and current directorships in other listed companies; and
    d. Any relationship with the person or group who recommended their nomination.

3. Report to the Board

    The Chairperson or his designated representative shall report to the Board all actions of the Committee at the meeting of the Board following such actions.

IX. Technical Assistance and Administrative Support

1. Access to Officers and Independent Advisors

    The Committee may invite Officers or other persons to attend its meetings as it deems necessary. It shall also have the authority to secure independent expert advice, such as legal, accounting, or leadership consulting, at the Company's expense, on certain instances like when evaluating candidates from non-traditional industries or conducting due diligence on international nominees.

2. Administrative Funding

    Mynt shall provide for appropriate funding, as determined by the Committee, for the payment of compensation to external advisors and for ordinary administrative expenses to ensure that the Committee's search for high-quality directors is not constrained by a lack of resources, thereby safeguarding the integrity of the selection process.

X. Performance Evaluation

The Committee shall review its performance annually with respect to the fulfillment of its functions and responsibilities as mandated in its Charter.

XI. Effectivity and Review

This Charter was approved by the Board on ____________, and shall take effect upon the listing of the securities of the Company on the Philippine Stock Exchange.

This Charter shall be reviewed annually by the Committee to assess its effectiveness, and recommend amendments, as it may deem necessary. Any amendments to this Charter shall be approved by the Board, in accordance with Mynt's Articles of Incorporation and By-Laws and in a manner as agreed by shareholders.