



Charter of the Executive Committee

Bangkok Chain Hospital Public Company Limited

1. Objectives

The Executive Committee has the status of management. It was established to manage and control the Company's business as assigned by the Board of Directors. This Charter is intended to provide the Executive Committee with an understanding of its role. Duties and Responsibilities to be used as a guideline for performing duties for the Company.

2. Composition and Appointment of the Executive Committee

The Board of Directors considers and appoints the Executive Committee which consists of directors and executives at least three qualified people to manage and control the Company's business as assigned by the Board of Directors.

3. Qualifications of the Executive Committee

1. A person who has knowledge, ability, experience, and knowledge as well as understand the qualifications, duties and responsibilities as an executive committee.
2. A person who can devote enough time and express opinions in the performance of duties as an executive committee.
3. Executive Committee must notify the Company without delay if they have a stake in a contract entered into by the Company, whether directly or indirectly or if there is a change in the shareholding or debentures in the Company or its affiliates.

4. Term of the Position

1. The executive committee shall vacate from the position upon:
 - Death;
 - Resignation;
 - lacking qualifications and having prohibited characteristics as required by law; or
 - The Board of Directors' meeting resolved to vacate the position.
2. In the event that the position of Executive Committee is vacant, the Board of Directors shall elect any person who is qualified to be the Executive Committee instead.

3. Any Executive Committee who will resign from his position must submit a resignation letter to the Company. A written resignation shall be effective from the date the resignation letter reaches the Company.

5. The Scope of Authorities and Responsibilities

1. Operate and manage the Company's business in accordance with the objectives, regulations, policies, rules, regulations, orders and resolutions of the Board of Directors' meeting and/or resolutions of the Meeting of Shareholder;
2. Analyze and issue the policy, direction, and strategy of the Company's operation. Consider and approve budgeting and financial plans, human resources management, information technology investment, business expansion, public relations, and supervise and direct the works carried out by appointed working groups to meet the objectives; and present the results to the Board of Directors for further development;
3. Plan for an annual budget allocation as being presented by the management team prior to the consideration and approval by the Company's Board of Directors. The scope of responsibilities includes a consideration and approval for the changes or increase in the Company's annual expenses budget during the absence of a seasonal meeting for the Board of Directors. The results shall be presented to the Board of the Directors in the following meeting;
4. Approve the expenditure of significant investments as specified in the annual expenditure budget as assigned by the Board of Directors or as previously approved by the Board of Directors in principle;
5. Authorized to consider and approve for loan, procurement of credit lines, or any credit loans made by the Company within each individual line not exceeding Baht 100 million;
6. Having power to approve and withdraw money from all accounts of the Company, and use credits provided by all banks or financial institutions for the Company, including apply for opening accounts and/or apply for credits in various forms with all banks or financial institutions, as well as placing securities of the Company as collateral against such debts, regardless of whether or not it requires registration;
7. The Executive Committee act as consultants to the management team for policies of finance, marketing, human resources management, and other relevant operations;
8. Consider on the profit and loss of the Company and the payment of interim dividend or annual dividend and present them to the Board of Directors for an approval;
9. Determine the organizational structure, organization management powers. This includes appointments, employment, transfers, wages, compensation and bonuses for executive-level employees who are not Executive Committee, and excludes CEO and termination of employment;
10. Have an authority to authorize or delegate a director or directors or other individuals to perform or carry out a task under a supervision of the Executive Committee, or may authorize such individuals as appropriate within a specific period of time. Such authorization may be subjected to terminate, cancel, or amend unto such individuals as appropriate;

11. Develop policies or manuals related to anti-corruption and create anti-corruption values in the Company;
and
12. Operate in other issues as being assigned by the Board of Directors on a periodical basis.

The authority of the Executive Committee shall not include any approval of the issue that may invoke a conflict, or any issue that the Executive Committee or the person pertaining to the Executive Committee has been involved in with any means to have taken parts for the benefits, or invoke any other conflicts with the Company or its affiliations by rules on the Stock Exchange of Thailand. The approval for such mentioned issues have to be presented to the Board of Directors' Meeting and/or the Shareholders' Meeting for further consideration and approval as prescribed under the Company's Articles of Association or by relevant laws.

6. Meeting

1. The Executive Committee meets at least four times a year as necessary and appropriate to consider matters according to the powers and duties assigned by the Board of Directors and consider and scrutinize matters to be presented to the Board of Directors for approval.
2. Agenda of the meeting and relevant meeting documents must be delivered to the Executive Committee in advance of the meeting.
3. At the meeting of the Executive Committee, not less than half of the directors must be present to constitute a quorum.
4. The resolution of the Executive Committee meeting shall be based on a majority vote of the directors attending the meeting, provided that directors who have interests in any matter must not participate in the consideration or resolution.
5. Executive Committee Meeting can be conducted via electronic media where attendees may not be in the same location. The delivery of the meeting invitation and meeting documents can be sent electronically in accordance with the conditions, procedures and methods prescribed by law.

This charter of the Executive Committee is effective from 1 March 2022 onwards according to the resolution of the Board of Directors Meeting No. 2/2022 dated 28 February 2022.