



Charter of the Nomination and Remuneration Committee

Bangkok Chain Hospital Public Company Limited

1. Objectives

The Board of Directors of Bangkok Chain Hospital Public Company Limited (the “**Company**”) recognizes the roles and responsibilities of the Board of Directors and its sub-committees as being critical to setting the direction and driving the Company toward long-term success and sustainable growth. To support the execution of duties relating to the nomination and selection of qualified candidates aligned with the Company’s business strategy, the Board has established the Nomination and Remuneration Committee. This committee is responsible for evaluating performance and determining appropriate remuneration for members of the Board and its sub-committees.

2. Composition and Qualifications of the Executive Committee

- 2.1 The Nomination and Remuneration Committee shall be appointed by the Board of Directors and shall consist of at least three members, with a minimum of two being Independent Directors.
- 2.2 Members of the Nomination and Remuneration Committee must possess a clear understanding of the qualifications, roles, and responsibilities of the Committee, as well as knowledge in corporate governance. They shall maintain impartiality in nominating and selecting individuals deemed suitable for directorship positions.
- 2.3 Members must possess the qualifications and not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand (SET), and any other laws relevant to the Company’s business operations.
- 2.4 Members must promptly notify the Board of Directors in the event of any conflict of interest, whether directly or indirectly, in contracts entered into by the Company, or if there is any increase or decrease in their shareholding or debenture holding in the Company or its affiliates.
- 2.5 The Nomination and Remuneration Committee may appoint a secretary to the committee to assist in facilitating the committee’s operations.

3. Term of Directors

- 3.1 A member of the Nomination and Remuneration Committee shall have a term of three years from the date of appointment by the Board of Directors and may be re-appointed as approved by the Board of Directors.
- 3.2 In addition to retirement by rotation as mentioned above, a member of the Nomination and Remuneration Committee shall vacate office upon the occurrence of any of the following:
 - 1) Death
 - 2) Resignation

- 3) Lack of qualifications to be a company director or possessing prohibited characteristics under the Public Limited Companies Act, or having characteristics that indicate a lack of suitability to be entrusted with the management of a company with public shareholders, as prescribed in Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551.
 - 4) The Board of Directors resolved to vacate the position.
 - 5) Vacated the position as a member of the Board of Directors.
- 3.3 In the event that any member of the Nomination and Remuneration Committee wishes to resign from the position, the member shall submit a resignation letter to the Chairman of the Board of Directors.
- 3.4 In the case where a position in the Nomination and Remuneration Committee becomes vacant for reasons other than retirement by rotation, the Board of Directors shall appoint a qualified person who does not possess any prohibited characteristics under applicable laws to fill the vacancy, unless the remaining term of the resigning member is less than two months, in which case the Board may choose not to appoint a replacement. The person appointed to fill the vacancy shall serve only for the remainder of the term of the member being replaced.
- 3.5 A change in the Chairman of the Nomination and Remuneration Committee shall not affect the tenure of other Committee members.

4. The Scope of Authorities and Responsibilities

- 4.1 Establish criteria and procedures for recruiting qualified individuals to serve as directors, sub-committee members, and Chief Executive Officer. This includes selecting candidates according to the defined recruitment process, such as considering names and backgrounds of nominees proposed by the Board of Directors, allowing shareholders to nominate candidates, or considering candidates from professional director directories, such as the Thai Institute of Directors Association (IOD), etc., and presenting the selected candidates to the Board of Directors or shareholders' meeting for approval.
- 4.2 Propose criteria for evaluating the performance of the Board of Directors to the Board for use in assessing the overall performance of various committees.
- 4.3 Review and consider succession plans to prepare for effective workforce management and ensure business continuity.
- 4.4 Consider the structure and policies of remuneration, and determine appropriate compensation for directors and sub-committee members in alignment with the company's strategy, roles, and responsibilities assigned. This also includes benchmarking with companies in the same industry, and presenting the proposal to the Board of Directors and/or shareholders' meeting for approval.
- 4.5 Report to the Board of Directors on the performance of the Nomination and Remuneration Committee.
- 4.6 Consider appointing working groups related to nomination and remuneration as appropriate, including defining roles and responsibilities to facilitate the achievement of objectives.

4.7 Perform any other duties related to nomination and remuneration as assigned by the Board of Directors.

5. Responsibilities

The Nomination and Remuneration Committee is directly accountable to the Board of Directors within the scope of authority and responsibilities assigned in this Charter. The Board of Directors, however, retains overall responsibility for the Company's operations towards external parties.

6. Quorum

- 6.1 A quorum for a meeting of the Nomination and Remuneration Committee shall consist of at least half of the total number of committee members.
- 6.2 In the event that the Chairman of the Nomination and Remuneration Committee is not present at the meeting or unable to perform their duties, the attending members shall elect one member to preside over the meeting. Resolutions of the Nomination and Remuneration Committee shall be decided by a majority vote. However, any committee member who has a conflict of interest in the matter under consideration shall neither participate in the discussion nor have the right to vote on that matter.

7. Meeting

- 7.1 Meetings shall be held or called as deemed appropriate, at least twice a year, with the authority to convene additional meetings as necessary.
- 7.2 Meeting invitations for the Nomination and Remuneration Committee members shall be sent at least 7 days in advance to allow sufficient time for consideration of agenda items or to request additional information. The invitation must include the meeting agenda and supporting documents. The agenda shall cover matters assigned by the Board of Directors, except in urgent or necessary cases where notice may be given by other means or the meeting date set sooner. The Secretary of the Nomination and Remuneration Committee shall be responsible for recording the minutes of the meeting.
- 7.3 The Nomination and Remuneration Committee may invite relevant individuals to attend meetings to provide factual clarifications to the committee.
- 7.4 Meetings of the Nomination and Remuneration Committee may be conducted via electronic media, where members are not required to be physically present at the same location, and meeting invitations and supporting documents may be sent electronically, in accordance with the conditions, procedures, and methods prescribed by law.

8. Reporting

The Nomination and Remuneration Committee is responsible for reporting the progress and significant matters requiring improvement related to nomination and remuneration to the Board of Directors during Board meetings. In urgent cases where the Nomination and Remuneration Committee deems necessary, reports may be submitted to the Board of Directors prior to the scheduled Board meeting.

9. Evaluation of Performance

The Nomination and Remuneration Committee conducts an annual performance evaluation, reporting any obstacles that have hindered the achievement of objectives and submitting the evaluation results to the Board of Directors.

This charter of the Nomination and Remuneration Committee is effective from 13 January 2025 onwards according to the resolution of the Board of Directors Meeting No. 1/2025 dated 13 January 2025.