

**CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT CHARTER OF  
OF  
PRARAM 9 HOSPITAL PUBLIC COMPANY LIMITED**

**1. Objectives**

The Corporate Governance and Sustainable Development Committee (“Corporate Governance Committee”) is established for assisting the Board of Directors with ensuring the operations are in compliance with the policy, regulations, working plan and the management in corporate governance of the Company and ensuring the confidence to the interested parties and sustainable growth of the Company.

**2. Composition**

- 1) There should be at least 3 members of the Corporate Governance Committee.
- 2) Member of the Corporate Governance Committee is not required to be a director of the Company.
- 3) Corporate Governance Committee to consider the selection of the Corporate Governance Committee one independent director holds the position as the Chairman of the Corporate Governance Committee.
- 4) Corporate Governance Committee can appoint a secretary to the Corporate Governance Committee for assisting with the tasks of the Corporate Governance Committee relating to the making appointments, preparation of meeting agendas, delivery of accompanying documents for the meeting and taking the minutes of the meeting.

**3. Qualifications of the Corporate Governance and Sustainable Development Committee**

Corporate Governance Committee must be the persons with the following qualifications:

- 1) Having knowledge and capacities well beneficial to the performance of the Corporate Governance Committee; having integrity, honesty, and ethics in operating the business and having sufficient time for devoting his/her own knowledge or capacity and performing tasks to the Company;
- 2) Having suitable qualifications without any characteristic which is prohibited by the Public Company Act, the Securities Exchange Act and any other related laws;
- 3) Not undertaking commercial transactions nor being a partner or director of another juristic entity carrying on business of the same nature as and competing with that of the Company, either on his/her own account or that of a third party, unless the meeting of the Board of Directors had been notified thereof prior to passing such resolution of appointment.

(Translation)

#### 4. Appointment and Term of Office

- 1) The Board of Directors shall appoint the fully qualified persons under Section 3 of this Charter to take positions in the Corporate Governance Committee.
- 2) Corporate Governance Committee shall serve the 3-year term of office at each time in line with the term of the Board of Directors (in case the Corporate Governance Committee also take position in the Company's Board of Directors). The member vacating the office may be re-appointed.

Member of the Corporate Governance Committee who is not personal of the Company shall hold office for a term of 3 years and may be re-appointed after vacating the office.

- 3) In the case where the office of a director become vacant due to the expiration of the term or inability to hold office until the expiration, causing the remained members lower than 3, the Board of Directors shall appoint new member of the Corporate Governance Committee to fill all vacant ones at once or at least no later than 3 months from the day on which such vacancy taking place in order to have continuity in the Corporate Governance Committee's performance of duty. In any case, the appointment to fill the vacancy, the person so appointed shall be in office for the remaining term of the replaced members.
- 4) In addition to the vacation of office upon the expiration of the term, the Corporate Governance Committee shall vacate office upon:
  - (1) Death;
  - (2) Resignation;
  - (3) Being disqualified for the Corporate Governance Committee under this Charter;
  - (4) Being disqualified for the Company's director (in case the member is also a director of the Company) or being under any of the prohibitions under the Public Limited Companies Act or having the characteristic unsuitable for an office with reliability to manage the business belonging to the public through shareholdings as prescribed in the Securities and Exchange Act (as amended), including the notifications of the Securities and Exchange Commission relevant thereto;
  - (5) Being removed by a resolution of a meeting of the Board of Directors;
  - (6) The meeting of shareholders passes a resolution moving the director (in case the member is also a director of the Company) (In this case the resolution of the shareholders' meeting must be supported by votes of not less than three-fourths (3/4) of the number of the shareholders present at the meeting and entitled to vote and also with the aggregate number of shares of not less than one half of the number of shares held by the shareholders present at the meeting and entitled to vote.);
  - (7) being removed from director by an order of the Court.

Any member of the Corporate Governance Committee intending to resign shall submit a resignation letter to the Company. The resignation shall take effect as from the date specified in the resignation letter.

(Translation)

## 5. Scope of Authorities, Duties and Responsibilities

- 1) Review, revise and comment on the policy and practice guidelines for corporate governance and ethics and any other policies and practice guidelines that will support the operation according to the principles of good corporate governance, standards and relevant regulations of related agencies as well as the implementation of corporate social responsibility environment and sustainable development and propose to the Board of Directors for approval.
- 2) Support and promote the enhancement of knowledge and understanding of good corporate governance and ethics adequately for directors, executives and employees for correct compliance and increase efficiency in corporate governance and business ethics to achieve the defined goals.
- 3) Have authority to appoint a working group to conduct corporate governance tasks and perform any other duties in supportive of the Company's operations according to the good corporate governance principles as well as determine authority, duties and responsibilities of such working group.
- 4) Oversee the management's performance and/or the working group to achieve the defined goals
- 5) Suggest practice guidelines and give appropriate advice on matters relating to the principles of good corporate governance and sustainability practice guidelines.
- 6) Consider and review the Corporate Governance and Sustainable Development Committee's Charter in accordance with the circumstances and propose it to the Board of Directors for approval.
- 7) Evaluate the performance of the Corporate Governance and Sustainable Development Committee at least once a year.
- 8) Perform any other duties entrusted by the Board of Directors or in accordance with the policy prescribed by the Board of Directors.

## 6. Meeting

- 1) The meeting of Corporate Governance Committee shall be held at least once a year or as deemed appropriate. The secretary to the Corporate Governance Committee shall in consultation with the Chairman of Corporate Governance Committee define the meeting agendas in advance.
- 2) Chairman of the Corporate Governance Committee or the member as authorized by the Chairman shall schedule the date, time and venue of the meeting of the Corporate Governance Committee. The meeting may be held at any place other than the locality where the principal business office of the Company is located or in a nearby province. If the Chairman of the Corporate Governance Committee or the member as authorized by the Chairman does not indicate the venue of the meeting, the meeting shall be held at the locality where the principal business office of the Company is located.
- 3) In summoning a meeting of the Corporate Governance Committee, a written notice summoning a meeting or directly deliver to the members, with an indication of the place, date, time and the meeting agenda to the members not less than 3 days prior to the date of the meeting, unless in the case of

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necessity or urgency for the purpose of protecting rights or benefits of the Company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.

- 4) Meeting of the Corporate Governance Committee can be convened via electronic media subjected to the conditions, procedures and methods specified by the law. The location of the head office of the company shall be considered the meeting venue. and the invitation and meeting documents can be sent by electronic media according to relevant laws and criteria required by the Registrar.

## 7. Quorum and Voting

- 1) At a meeting of the Corporate Governance Committee, the presence of not less than one-half of the total number of members is required to constitute a quorum. In the case where the Chairman of the Corporate Governance Committee is not present at the meeting or is unable to perform the duty, the members present at the meeting shall elect one amongst themselves to preside over the meeting.
- 2) A decision of a meeting shall be passed by a majority votes. In case there is a member voting against the resolution of the meeting, the protest will be recorded in the minutes of such meeting.
- 3) In casting votes, each member shall have one vote, provided that any member who has any interest in a particular matter is unable to vote on such matter. In case of an equality of votes, the person presiding over the meeting shall have an additional vote as the casting vote.
- 4) Chairman of the Corporate Governance Committee shall report the result of each meeting to the Board of Directors for acknowledgement in the next time.

Corporate Governance and Sustainable Development Committee Charter is effective from 15 May 2023 onwards.

*-Signature-*

Mr. Bhanapot Damapong

Chairman of the Board of Directors

Praram 9 Hospital Public Company Limited