

**EXECUTIVE COMMITTEE CHARTER
OF
PRARAM9 HOSPITAL PUBLIC COMPANY LIMITED**

1. Objectives

The Executive Committee is established for assisting the Board of Directors with the management and operational control of the Company, ensuring the operations are in compliance with the policy, working plan, regulations and orders, as well as the goals defined, subject to the framework assigned by the board of directors, including for ensuring the confidence to the interested parties and sustainable growth of the Company.

2. Composition

- 1) The Executive Committee shall consist of 5 members at a minimum. The Executive Committee are not required to be director or management personnel or employee of the Company.
- 2) In the case where the Executive Committee are from the outsiders having suitable qualifications without conflict of interest with the Company, the Executive Committee should expressly address the reasonable reason and necessity for such appointment. The Executive Committee who are outsiders will have obligation under Section 59 to prepare and disclose reports and/or other undertakings similar to the management personals of the Company according to the rules and regulations relating thereto.
- 3) The Executive Committee may elect one of the members as Chairman of the Executive Committee and may elect one or many member(s) to assume vice-chairmanship of the Executive Committee.
- 4) The Executive Committee can appoint outsiders having suitable qualifications without conflict between his/her own interest and the Company's interest to be consultant or consulting team of the Executive Committee as deemed appropriate.
- 5) The Executive Committee can appoint a secretary to the Executive Committee for assisting with the tasks of the Executive 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 Executive Committee

The Board of Directors shall appoint and define the qualifications and nomination criteria of the Executive Committee. The Executive Committee must consist of the persons with the following qualification criteria:

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- 1) Having expertise and experiences beneficial to the Company's business operation; having integrity, honesty and business ethics as well as having sufficient time to fully devote his/her knowledge, expertise and to perform duties for the Company;
- 2) Having the qualifications and possessing no prohibited characteristics under the applicable laws;
- 3) Not undertaking a business of the same nature as and/or in competition with that of the Company, whether for his/her own or another's benefit, unless the meeting of Board of Directors had been notified thereof prior to passing such resolution of appointment.

4. Appointment and Term of Office

- 1) The Board of Directors shall appoint the person fully qualified under this Charter to hold the office in the Executive Committee by giving consideration to his/her knowledge, experiences and expertise beneficial to the business operation.
- 2) The Executive Committee shall take three (3) year term in office at each time in line with the term of the board of directors. At the expiration of the term, the vacating member may be re-elected.
- 3) In the case where vacancy in the Executive Committee due to the expiration of the term or inability to hold office until the expiration, causing the remained members lower than 5, the board of directors shall appoint new member of the Executive Committee to fill the vacancies at once or at least no later than 3 months from the date on which such vacancy taking place in order to have continuity in performing duties of the Executive Committee.
- 4) In addition to the vacation of office upon the expiration of the term, the Executive Committee shall vacate office upon:
 - (1) Death;
 - (2) Resignation;
 - (3) Being disqualified for the Executive Committee under this Charter.
 - (4) Being disqualified for 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) as well as the notifications of the Securities and Exchange Commission relevant thereto.
 - (5) The meeting of the board of directors passes a resolution moving the Executive Committee;
 - (6) The meeting of shareholders passes a resolution moving the director (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

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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 by an order of the Court.

Any member of the Executive 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.

5. Scope of Authorities, Duties and Responsibilities

- 1) Setting corporate vision, strategy, and business direction, goal, guideline, policy, business plan, budget, management structure and approval authority of the Company in order to propose to the board of directors for consideration and approval;
- 2) Overseeing the business operation with respect to the general administration of the Company through the Managing Director of the Company;
- 3) Considering and screening the proposal from the Management with respect to the formulating the investment policy, business enhancement, public relations, financial plan, annual report, budget and yearly budget, human resources management and information technology investment for proposing to the meeting of the Board of Directors for further promulgation.
- 4) Having power to authorize and empower working teams in operation or management of the Company as well as defining the authorities, duties and accountabilities of the working teams; overseeing and monitoring the operation of the appointed working teams to achieve the defined policies and targets.
- 5) Following up the operational results of the Company to be in compliance with policy frameworks and goals approved by the Board of Directors; and overseeing the operation be effectively and efficiently.
- 6) Determining the budget allocation of each year proposed by the Management before proposing to the Board of Directors for consideration and approval.
- 7) Studying the feasibility of new investment project and having the power to determine and approve the Company to enter into the investment or to join with an individual, juristic person, any other commercial entity or to make a bid for any project, including to undertake any project in the way as deemed appropriate by the Board of Directors, as well as entering into any legal act relevant to or in connection with the said matters until completion (Authority Limits) and/or as designated by the Board of Directors and/or according to the law and regulation relating thereto and/or the Articles of Association of the Company.
- 8) Approving the expenses for the significant investment specified in the annual budget subject to the Authority Limits and/or as assigned by the Board of Directors and/or as principally approved by the Board of Directors.

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- 9) Approving to enter into a contract and/or any transaction relating to normal business of the Company (such as the sale, service, investment or joining investment with another for undertaking normal transaction of the Company and for the benefits in operation pursuant to the Company's objectives) within the financial amount specified in the Table of Authority Limits having approved by the Board of Directors of the Company and/or as designated by the Board of Directors and/or according to the law and regulation relevant thereto and/or the Articles of Association of the Company. When the financial limit is more than the budget approved by the Board of Directors, the matter must be proposed to the Board of Directors for approval in the next meeting. In any case, if it is required to place the Company's property as a collateral, the Executive Committee must propose it for approval from the Board of Directors.
- 10) Considering and approving the Company to enter into financial transactions with a bank or financial institution to support normal business operation such as the application for bank account, closing bank account, making a loan, asking for credit limit, pledging, mortgaging, guaranty, as well as the sale and registration of ownership in the land for undertaking the Company's business, including doing legal act relating thereto until completion according to the Table of Authority Limits having approved by the Board of Directors and/or as designated by the Board of Directors and/or according to the law and regulation relevant thereto and/or the Articles of Association of the Company. When the financial limit is over the budget approved by the Board of Directors, the matter must be proposed to the Board of Directors for approval in the next meeting. In any case, if it is required to place the Company's property as a collateral, the Executive Committee must propose it for approval from the Board of Directors.
- 11) Considering and following up the operational results of the Company and the payment for interim dividend or annual dividend to be proposed to the Board of Directors for approval.
- 12) Setting an organizational structure, organizational management, including frame work, appointment policy, employment, transfer, dismissal, remuneration, bonus and reward as specified in the Table of Human Resource Management Authority which have been approved by the Board of Directors.
- 13) Considering and approving an appointment of consultant in any aspects or the consulting team to the Executive Committee as necessary for the operation of the Company as deemed appropriate; having power to define the rate of remuneration, allowance, welfare, facilities and other expenses of the head of consulting team or consultant or the said consulting team subject to the budget approved by the Board of Directors in each year.
- 14) Reviewing and proposing the Board of Directors to revise the scope of authorities, duties and responsibilities of the Executive Committee in line with the circumstance.

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- 15) Undertaking any actions as assigned by the Board of Directors or according to the policies designated by the Board of Directors.
- 16) Empowering or appointing any one of or many person(s) to undertake any action for and on behalf of the Executive Committee. In any case, the delegation of authority, duty and accountability of the Executive Committee shall not be the act of empowering an attorney or sub-attorney for the purpose that the Executive Committee or the attorney of the Executive Committee can approve any transaction possibly having conflicts (as defined in the Notification of the Securities and Exchange Commission or the Capital Market Supervisory Board) or possibly having gain and loss or any advantages or conflict of interests in any nature with the Company, except in the case where the approval of such transactions are as stipulated in the policy and regulations which have been approved by the meeting of the Board of Directors.

6. Meeting

- 1) There shall be at least 1 meeting of the Executive Committee per year or as deemed appropriate. At each meeting of the Executive Committee, the secretary to the Executive Committee in consultation with the Chairman of the Executive Committee shall schedule the meeting agendas in advance.
- 2) Chairman of the Executive Committee or the member as authorized by the Chairman shall schedule the date, time and venue of the meeting of the Executive 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 chairperson of the Executive 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 Executive 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 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) Executive Committee may invite any person such as the management personal or auditor or consultant or employee and/or any other related person to attend the meeting as deemed appropriate, as well as setting the separate meeting with the said person when there is a matter or topic to be specifically consulted.

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- 5) Meeting of the Executive 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 Executive Committee, the presence of not less than one-half of the total number of directors is required to constitute a quorum. In the case where the chairperson of the Board of Directors is not present at the meeting or is unable to perform the duty, the Vice-Chairperson of the Board of Directors shall take the chair; or if the Vice-Chairperson of the Board of Directors is incapable of acting, the directors present shall elect one director as chairperson of 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 director shall have one vote, provided that any director who has any interest in a particular matter cannot vote on such matter. In case of an equality of votes, the director pressing over the meeting shall have an additional vote as the casting vote.

Executive Committee Charter is effective from 10 August 2023 onwards.

-Signature-

Mr. Bhanapot Damapong

Chairman of the Board of Directors

Praram 9 Hospital Public Company Limited