

**NOMINATION AND REMUNERATION COMMITTEE CHARTER
OF
PRARAM 9 HOSPITAL PUBLIC COMPANY LIMITED**

1. Objectives

The Company realizes the importance of the role, duty and responsibilities of the directors, sub-committees and Managing Director, the key persons for the business operation to achieve the purposes or target in order to expand the growth steadily and sustainably. For this purpose, the Nomination and Remuneration Committee ("Nomination Committee") is established to accomplish the task of searching of the suitably qualified candidates to be appointed as directors, sub-committees, and Managing Director of the Company, as well as drawing up the policies and criteria for remuneration of the directors, sub-committees and Managing Director of the Company for advising and proposing to the Company's Board of Directors and/or submitting to the shareholders' meeting for approval (as the case may be).

2. Composition

- 1) There should be at least 3 members of the Nomination Committee.
- 2) Member of the Nomination Committee is not required to be a director of the Company.
- 3) Chairman of the Nomination Committee should be selected from the member who is an independent director.
- 4) Nomination Committee can appoint a secretary to the Nomination Committee for assisting with the tasks of the Nomination 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 Nomination and Remuneration Committee

Nomination Committee must be the persons with the following qualifications:

- 1) Having knowledge and capacities well beneficial to the performance of the Nomination 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.

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 Nomination Committee.
- 2) Nomination 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 Nomination Committee also take position in the Company's Board of Directors). The member vacating the office may be re-appointed.
- 3) Member of the Nomination 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.
- 4) 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 Nomination 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 Nomination 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.
- 5) In addition to the vacation of office upon the expiration of the term, the Nomination Committee shall vacate office upon:
 - (1) Death;
 - (2) Resignation;
 - (3) Being disqualified for the Nomination 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 Nomination 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

Nomination

- 1) Drawing up policies, rules and procedures in nominating directors, sub-committee and Managing Director of the Company, by determining the appropriateness of the number, structure and composition of the Board of Directors, including the determination of the qualification of the director as appropriate for the size, type and complicated nature of the business for proposing to the Board of Directors and/or to the shareholders' meeting for approval, as the case may be.
- 2) Considering and nominating qualified candidates with knowledge, experience and expertise in order for such persons to hold the position of directors, sub-committees and Managing Director; by proposing to the Board of Directors for consideration and appointment and/or to the shareholders' meeting for consideration and appointment (as the case may be); including the consideration on the historical background of the said person whether it is fully qualified as defined in each Charter of the Company and all applicable laws, not conflict with the law governing the Company's business operation; and keeping the shareholders informed of adequate information about the person so nominated for decision making.
- 3) Overseeing the sequence of inheriting a position (Succession Plan) in order to prepare for the succession of the Managing Director and senior management personals in case of retirement, resignation or failure to perform duties so that the administration of the Company can be continually active. The Nomination Committee shall report the result of pursuing the Succession Plan to the Board of Directors from time to time at least once a year and supervise the administration and development of human resources with proper number, knowledge, skills, experiences and motivation.
- 4) Reviewing criteria and selection method for prospective candidate for proposing the Board of Directors before selecting the vacating director.
- 5) Assess the independence characteristics of each independent director to ensure that he/she is fully qualified.
- 6) When the Nomination and Remuneration Committee propose the vacating director to be re-appointed, the performance evaluation should be included for consideration and propose performance result, contribution as well as historical attendance to the Board of Directors' meeting and shareholders' meeting for the shareholders' determination.
- 7) Considering the structure and plan for developing the Board of Directors, sub-committees and Managing Director in order to develop knowledge of the personals both in current office and new coming on the Company's business, the role, duty and development in various fields such as economical and industry condition, rules or laws relating to the Company's business etc.
- 8) Performing any undertakings as assigned by the Board of Directors with approval from the Nomination Committee.

Determination of Remuneration

- 1) Considering and establishing policies and criteria for determining remuneration and other benefits (whether in cash, securities or any other form) of the Board of Directors, sub-committees and the Managing Director as well as the reviewing salary of the Managing Director to propose to the Board of Directors' meeting and/or the shareholders' meeting for consideration and approval, as the case may be. In any case, the remuneration of a director should be at comparative level in the industrial practices. The guideline for determination of remuneration of the Managing Director must be in line with the objectives and main goals of the Company along with the Company's long term interests.
- 2) Establishing policies and criteria for assessing the performance of the Board of Directors, sub-committees and the Managing Director in order to determine the annual returns and present to the Board of Directors for consideration and approval.
- 3) Disclosing the policy and criteria in determining remuneration and other benefits; and preparing a report on the determination of such remuneration in the Company's Annual Report.
- 4) Performing any undertakings as assigned by the Board of Directors of the Company with approval from the Nomination Committee.
- 5) In any case, the Nomination Committee has duty to review and propose the Board of Directors of the Company for considering the revision of the scope of authorities, duties and responsibilities of the Nomination Committee in harmony with the current situation.

6. Meeting

- 1) The meeting of Nomination Committee shall be held at least once a year or as deemed appropriate. The secretary to the Nomination Committee shall in consultation with the Chairman of Nomination Committee define the meeting agendas in advance.
- 2) Chairman of the Nomination Committee or the member as authorized by the Chairman shall schedule the date, time and venue of the meeting of the Nomination 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 Nomination 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 Nomination Committee, shall send 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.

(Translation)

- 4) The meeting of the Nomination Committee can be convened via electronic media subjected to the conditions, procedures and methods specified by the law. The company headquarters shall be considered as the meetings 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 Nomination 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 Nomination 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 Nomination Committee shall report the result of each meeting to the Board of Directors for acknowledgement in the next time.

Nomination and Remuneration Committee Charter is effective from 23 January 2024 onwards.

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(Mr. Bhanapot Damapong)

Chairman of the Board of Directors

Praram 9 Hospital Public Company Limited