

Corporate Governance Policy

1. Policy and Guidelines for the Board

Praram 9 Hospital Public Company Limited (“the Company”) was registered as a public limited company on 29 March 2018 and listed its ordinary shares on the Stock Exchange of Thailand on 30 October 2018, under the ticker symbol “PR9”. Recognizing the importance of compliance with the principles of good corporate governance, the Board of Directors has, therefore, set a policy to continuously promote better corporate governance within the organization with a belief that it is a significant factor promoting the Company’s effective business operations.

Good corporate governance is a tool to demonstrate the effectiveness, transparency, fairness and accountability of management systems, which will enhance confidence of the Company’s shareholders, investors and all stakeholders that enables long-term growth and sustainable value for the business.

Since the conversion into the Company, the Board of Directors has developed a written policy on corporate ethics and good corporate governance of the Company (which does not have any subsidiary and affiliates). The main content of the policy complies with the laws, CG Code of the Securities and Exchange Commission’s, CG Principles of the Stock Exchange of Thailand, the criteria set by the Institute of Directors (IOD), ASEAN Corporate Governance Scorecard (ASEAN CG Scorecard), covering five significant good corporate governance principles -- shareholders’ rights, equitable treatment of shareholders, role of stakeholders, disclosure of information and transparency, and responsibilities of the Board of Directors. The Company has also prepared for complying with the Corporate Governance Code for Listed Companies of the 2022 Corporate Governance Report of Thai Listed Companies (CGR) to incorporate all sustainability issues with an emphasis on disclosing environmental, social and corporate governance (ESG) data in order to cover all key factors and support changes in business environment requiring making adjustments to the Company’s goals, strategies and operations.

The Company has a Corporate Governance and Business Ethics Policy (Code of Conduct) that includes a clearly defined anti-corruption policy. The Company also communicates and conducts training to create awareness on these policies. The training is conducted in two forms: 1) Orientation training for new employees on their induction day, and 2) Regular training for employees, including management, conducted annually as a knowledge review through the organization’s internal computer network (Intranet). This training is considered a mandatory course for everyone. Additionally, the Company disseminates information to stakeholders such as service recipients, shareholders, customers, business partners, and business affiliates through documents or external websites, such as www.praram9.com under the Investor Relations category. Furthermore, the Company conducts knowledge assessments and evaluations after training. Participants are required to pass the Company’s specified score criteria. After training, the Company closely monitors adherence to the policies, such as reporting on any breaches of business ethics and misconduct at each audit committee meeting. The

Company follows a structured process in reporting to the board of directors. In addition to the Code of Conduct, the Company has developed and published a Supplier Code of Conduct and Guideline. This document serves as a guide for responsible business practices throughout the supply chain.

2. Policy for directors and senior executives to inform the trading of the Company's securities

According to the Securities and Exchange Act B.E.2535 (1992) (and amendment) and the Notification of the Office of the Securities and Exchange Commission No. Sor Jor. 38/2018, the directors and the first four executives and persons who have relationship, namely spouses or partners and minor children as well as juristic persons that they, their spouses or partners and minor children holding shares exceeding 30 percent of the total voting rights of such legal entity and the holding of such shares is the largest proportion in that legal entity shall report their securities holding to the SEC in electronic form through online system within three days after the day the Company's securities are traded or transferred. The Company's Board of Directors has formulated a policy related to the Company's share trading as follows:

1) The directors and the first four executives shall submit a copy of such report to the Company Secretary at least one day prior to the transaction, allowing the Company Secretary to facilitate the report of the changes in securities holding to the SEC and SET. After that the directors and the first four executives shall submit the report on the changes of their securities holding to the Board of Directors for acknowledgement on a quarterly basis.

2) The directors and the first four executives shall submit a copy of the report in 7(1) to the Company Secretary on the same day the report is sent to the SEC and SET.

3. Policy for Shareholders

The Company has a strong intention to operate its business with transparency and efficiency, based on honesty and ethics while creating good performance results and sustainable growth and with great effort to ensure business sustainability. The Company adheres to the obligation given to its shareholders to enhance their satisfaction and maximize their long-term benefits by taking into account good returns to the shareholders in a continuous manner and disclosing reliable information to the shareholders in a transparent manner, the Company has therefore set a policy and practice guidelines for shareholders as follows:

1. Respect and promote execution of shareholders' rights to ensure that the shareholders are taken care of and are facilitated properly and adequately as well as treating all shareholders fairly and justly.
2. Perform duties with integrity and make any professional decisions with discretion, prudence, and fairness towards major and minor shareholders, for the utmost benefits of the overall shareholders.
3. Control and safeguard against improper depreciation or loss of property of the Company

4. Present the Company's actual status, performance, financial status, accounting and other significant reports to shareholders in a regular and complete manner as well as communicate the Company's current and future directions both in positive and negative ways, based on probability and sufficient supporting information.
5. Manage to ensure that the Company has high capacity to achieve long-term and short-term objectives effectively and efficiently as well as competitiveness to achieve its goal to generate shareholders' annual returns in the form of dividend according to the announced dividend policy.
6. Prohibit all directors, executives and employees from disclosing any non-public information of the Company for their own personal gains or those of their family members and close relatives and/or take any actions that may lead to conflicts of interest with the Company.

4. Policy for Employees

The Company considers employees as the most valuable resources and critical factors contributing to Company's success. The Company, therefore, sets a policy to develop and promote a culture of unity within the organization, as well as adherence to fair and equal treatment of employees in terms of opportunity, career advancement, compensation, benefit, development of capability, knowledge, personal rights, and employee's health and safety by the following practices:

1. Treat all employees fairly and equally and offering proper compensation.
2. Treat employees politely with respect for individualism and human rights principles.
3. Determine fair employee remuneration with respect for human rights, non-discrimination and appropriateness according to their roles, duties and responsibilities in line with Company short-term and long-term performance results.
4. Promote employees' career advancement by clearly determining employees' development plan and ensure that all levels of employees are systematically and continuously developed, such as giving an opportunity for all employees to propose to their supervisors in each function the interesting trainings and seminars that may be beneficially to perform their duty and each function will propose the trainings and seminars to the Human Resources Department for consideration and to proceed according to Company's internal procedures as deemed appropriate. In determining seminars and training programs, each function has to review every year and arrange approximately four trainings / seminars per annum. Each function may invite external speakers or adopt a mentor system or send employees to attend external trainings, which enable employees to perform their duty with efficiency and to be ready for more responsibilities in the future.
5. Use a merit system as a basis for salary increase and/or promotion, by also considering knowledge, responsibilities, and potential of each employee altogether.

6. Put in place the process to protect a complainant or a person reporting misconduct from any trouble related to whistleblowing as well as fair investigation process of employee misconduct and proper employee punishment based on the Company's regulations.
7. Determine anti-corruption guidelines as well as instill among all employees the commitment to compliance with relevant laws and regulations such as strict prohibition on the use of insider information.
8. Conduct annual employees' satisfaction and loyalty assessment to analyze and identify the areas of improvement to reduce employees' turnover rate and to inform all employees of the assessment result. The Company's employee loyalty and work happiness index prior to being listed on the SET and today have all remained at high level.

5. Policy and Practice Guidelines on Employee Compensation and Benefits

The Company focuses enhancing quality of life of all employees as a motivation to drive the organization to mutual success. The Company has therefore formulated employee compensation and benefits policy on a fair and appropriate manner based on knowledge, experience at fair rates between male, female and employees with disability. The Company considers salary adjustment and bonus on an annual basis. In addition, the Company utilizes KPI (Key Performance Indicator) as an incentive for short-term compensation for employees to encourage them to contribute and increase value to the Company. Long-term incentives are considered based on related laws and regulations, righteousness and fairness to encourage employees to work with the Company in the long run with passion and loyalty. Details are as follows:

1. The Company pays salaries, wages, bonus, and special compensation, and provides benefits on a fair and appropriate basis in line with its business performance and profitability, and in a competitive rate within the same industry.
2. The Company provides provident fund and social security for employees, who proportionately receive the Company's contributions serving as their security, as well as tax benefits.
3. The Company provides employees with medical treatment benefits, discounts for medical expenses for family members, including father/mother, husband/wife and underage children, the right to pay medical fee in installments, as well as child delivery and maternity expenses.
4. Praram 9 Hospital Cooperative was established to promote and encourage savings of members who are the Company's employees, and to provide loans with special interest rates lower than that of financial institutions, in case members have some financial difficulties
5. The Company provides subsidy of loan interest in the Government Housing Bank.
6. The Company provides cheap accommodation near the hospital for nurses, providing them with convenience and availability to perform their duties in rush hours and emergency.

7. The Company provides other benefits as appropriate, such as vaccinations, holidays, financial assistance for cremation, special events or activities for employees, employee's uniforms, employee's transportation, birthday gifts, token of appreciation for employees completing their 9-year and 20-year services, and special payments.
8. Post-retirement healthcare benefits for directors and/or executives who are founders are provided in accordance with the criteria for considering the Company's healthcare benefit policy.
9. Training by qualified individuals with both internal and external expertise is conducted to enhance employees' knowledge and understanding of financial management. This includes promoting financial literacy, fostering savings habits, and establishing suitable and age-appropriate insurance coverage aligned with individual risk profiles. The aim is to provide guidance for preparing employees for post-retirement life.

Based on the aforementioned remuneration details, the Company provides two categories of remuneration and compensations as follows:

Short-term compensation includes.

Salary, wage, bonus, provident fund, fringe benefits, etc.

Long-term compensation includes.

: Performance assessment in accordance with the Key Performance Indicators (Balance Scorecard)

: Employee Stock Option Program (ESOP)

: Employee Joint Investment Program (EJIP)

6. Policy and Practice Guidelines on Knowledge and Capability Development

The Company aims to continuously develop its employees of all levels and functions. The Company considers individual employee's performance appraisal and identifies areas of improvement before determining support and training programs. The Company also considers employees' interest by allowing employees to propose programs or courses they are interested in before preparing and submitting a training plan, including internal and external courses, to the Human Resources Department for the following benefits:

1. Promoting human resources' capability and efficiency which are critical factors contributing the Company's readiness in handling challenges that come with business growth opportunities.
2. Sharing knowledge with team members for mutual benefits.
3. Making achievements according to the Company's performance index to support long-term growth.
4. Strengthening employees' relationship with the Company and reducing loss of capable employees.

7. Policy and practice guidelines on employees' health and safety

Realizing an importance of safety, occupational health and working environment and hospital service recipients, the Company has therefore established a security and safety plan policy to create and sustain hospital safety culture. The Company has also specified and developed the components of safety culture, cleaning procedure, sanitization process for equipment and building, and appointed the "Facilities Management and Safety Committee" to be responsible for examining, searching and assessing safety risks within the organization to present safety and security improvements. The Company has determined significant practice guidelines on safety and occupational health as follows:

Safety culture components:

1. Accountability for safety is clear
2. Safety is clearly recognized value
3. Safety is integrated into all activities
4. Safety lead is clear
5. Safety is learning driven

8. Policy for Service Recipients

The Company has a policy on the responsibility towards service recipients based on quality and fair, transparent and ethical service standard, including reasonable drug prices and service fees, to best address customers' needs, create trust and satisfy customers to maintain their loyalty and inspire them to spread the word of mouth that encourage others to seek medical treatment or advice at the Hospital. As a result, the Company has received the "Ethical Hospital" Certificate from the Department of Internal Trade, Ministry of Commerce. The certificate clearly underlines the Company's commitment to service recipients. The Company has also provided a channel for service recipients to report any inconvenience or problems and give advice on service improvement, which is through the Company's website, www.praram9.com, allowing the Company to quickly seek prevention and solution to the problems. The Company has formulated the policy and practice guideline on treatment of service recipients as follows:

1. Provide fast, accurate and reliable services with courtesy, sincerity, mindfulness and enthusiasm.
2. Have physicians and medical personnel with different expertise, and good quality and modern medical equipment to ensure that service recipients are properly treated in accordance with medical standards and procedure. The Company adopts international hospital standards and criteria such as Joint Commission International Accreditation Standards in its service process.
3. Provide accurate, adequate, and timely information to its service recipients to acknowledge and utilize it to make a decision effectively, without exaggeratedly advertising of its services.

4. The Company shall maintain the confidentiality of every service recipient without using it for Company's own or related person's benefit and shall not disclose the information of its service recipients without permission from the service recipients or Company's authorized person, unless it is the information that must be disclosed to the related person for clarification or regarding a legal process.
5. Follow up and measure satisfaction results of service recipients for better service development and improvement by introducing a survey on the service recipients' satisfaction towards the Hospital's overall services and by department.
6. Establish communication channels for service recipients to inquire and make a suggestion to the Company or to ask for support and advice relating to the Company 24 hours a day via either call center number 1270 or the Company's website, www.praram9.com.

9. Policy for Suppliers

The Company has policies and processes for fair and honest dealings with business partners, refraining from unfair practices, and promoting the potential and capabilities of business partners. This includes collaboration in product, service, and innovation development, as well as planning to enhance the potential of business partners. The aim is to improve the efficiency of both business partners and the Company, considering the mutual benefits based on sustainable and equitable returns for both parties. Work plans have been established for selecting business partners, along with Company practices towards business partners, considering accurate legal compliance, regulations, and significant customary practices. Additionally, adherence to contractual obligations with business partners is emphasized to ensure fairness and mutual benefits for all parties involved:

1. Supplier selection process which based on equal information given and establish a committee to select suppliers, using identical criteria of selection to ensure fairness as follows:
 - Business size and/or financial status
 - Workforce or team readiness
 - Readiness of equipment or source of raw material used in production
 - Experience, expertise, and past performance
 - Ability to deliver
 - Guarantee and after-sales services
 - Credibility in terms of financial records and growth capacity
2. There is a procurement process that is environmentally friendly (Green Procurement), and the preparation of contracts and agreement records is done in an appropriate and fair manner.
3. Strictly adhere to the agreed conditions and urgently inform the suppliers in the event that such conditions cannot be met to mutually find solution based on business relationships.
4. Neither call for, nor accept, or pay any benefit, in a dishonest way, to suppliers.

5. Support, encourage, and invite suppliers, persons, and/or agencies related to suppliers to operate business with fairness in accordance with the principles of good corporate governance, to oppose the corruption in all forms in line with the Company's guidelines, and to return the Form of Confirmation of Support for Anti-corruption to the Company, in order to strengthen collaborative actions with the Company towards sustainable business growth and development.
6. Provide information and ensure suppliers' respect for human rights, fair labor treatment, and social and environmental responsibility.
7. Establish channels for suppliers to report abuses or unfair treatment in any case to the Company's Audit Committee. All complaints or clues of misconduct reported to the Company will be kept confidential. The Audit Committee will call for an investigation and find solutions (if any) and will further report to the Board of Directors.

10. Policy for Competitors

The Company has a policy regarding ethical and transparent business conduct, adhering to principles of fair competition to practice responsibly against competitors within the legal framework of competition laws. This approach has been consistently emphasized and implemented throughout the years as a fundamental guideline for conducting business. In the past year, there were no disputes between the Company and any trade competitors. The Company has established criteria and practices in this regard. The Company has formulated the policy and practice guidelines for competitors as follows:

1. Perform business operation within the widely accepted framework of good competition.
2. Support and promote free and fair trade without engaging in restrictive practices, reducing competition, or imposing exclusivity requirements that mandate trading solely with the Company.
3. Refrain from breaching and eliciting of competitors' confidentiality using dishonest, illegal, or unethical approach.
4. Refrain from destroying competitors' reputation using accusation.
5. Refrain from entering into trade agreement or any act leading to unfair competition or trade monopoly.
6. Refrain from defamation, abuse, or distorting competitors' facts.

11. Creditors

The Company has a policy on fair treatment and responsibility towards creditors, including trade creditors and financial institution creditors, and obliges to pay debt within an agreeable time frame to maintain its credibility by adhering to practices towards creditors to ensure fairness as follows:

1. Adhere strictly to the terms and conditions of contracts, agreements, and various commitments with all types of creditors. This includes matters related to the purpose of fund utilization, repayment of principal and interest, collateral management, guarantee conditions, capital management, and measures to prevent breaches of debt repayment obligations under the relevant agreements. Additionally, the Company is committed to maintaining the quality of securities or any other agreed-upon terms. In the event that the Company is unable to fulfill any specific condition, immediate notification will be given to the creditor to jointly seek a mutually agreeable solution. Formulate a strategy to manage capital for security and stability in order not to cause difficulty
2. Formulate strategies for capital management to ensure stability and resilience, preventing the Company from being in a difficult financial situation when repaying debts to creditors. Additionally, manage liquidity to be prepared for timely debt repayment as specified in the agreed-upon timeframe.
3. Correctly and adequately report the Company's financial status, financial information, or any other facts to creditors regularly and in the event that the Company is unable to comply with any conditions under agreements, the Company will strictly proceed to the requirement of information disclosure and will urgently inform its creditors to mutually and reasonably seek solutions on capital management.
4. In the event that the Company faces financial problems or there are issues that might significantly affect its financial status or repayment ability, the Company sets its plan to resolve the financial problem by taking into consideration fairness against creditors and stakeholders and the management has duties to constantly report resolutions to the Board of Directors.
5. To maintain the interest-bearing debt ratio of less than 2 times, under the rate specified by institution creditors

12. Society

The Company recognizes the importance of sustainability in business under corporate social responsibilities principle, by focusing on operating its business with care for all stakeholders in all aspects of economy, society, to environment morally and ethically, as well as adhering to the principle of good corporate governance to operate business in compliance with related laws and acting against corruption of all forms. The Company expects that its business under corporate social responsibility will be a key driver for sustainable development of society.

The Company pays attention to and places its importance on the safety and quality of life of directly and indirectly related people in the society. The Company encourages its employees to be conscious, responsible, and strictly compliant to relevant laws and regulations. The Company also took part in a number of activities aiming to develop and preserve the local cultures in the area where it operates, such as blessing high level executives on Songkran Day, Kathin ceremony, presentation of candle on Buddhist Lent Day, and food

offering to monks in nearby temples on New Year Day. The Company determines its policy and practice guidelines on social and community responsibilities as follows.

1. Promote honesty, fairness, and ethics in business operations within competition framework and in compliance with laws, regulations, and ethics, as well as reject behaviors that obstruct fair competition
2. Promote respect for human rights and fair treatment towards others, regardless of difference in race, skin color, gender, age, language, religion, mental status, and social status
3. Develop human resources and fair treatment of labors, such as providing the disabled with opportunity to work with the Company, and not hiring children or illegal foreign workers
4. Promote the regular development of the Company's services to ensure service recipients' good health and satisfaction and that the Company is able to meet the needs of the customers
5. Promote and support caring activities and take responsibility for all stakeholders in the society in a continuous manner by disseminating knowledge and providing medical support to the general public as well as monitoring and measuring results on both short-term.

13. Community

The Company promotes good relations with nearby communities and in the areas that it provides services as follows:

- (1) Respect human rights and treat everyone equally.
- (2) Support projects or activities related to medical processes aimed at improving the quality of life without any cost. Analyze the expectations of communities/societies to understand their actual needs and design activities or projects that are appropriate and involve the community.
- (3) Providing basic life-saving training (CPR) for children and adults, conducting activities to teach self-breast examination for early detection, and offering basic first aid services to various organizations.
- (4) Enhance and provide health benefits to help develop communities to become self-reliant and sustainable, fully capable of operating hospital-based businesses.

14. Environment

The Company has established a policy on environmental care by requiring that operations under Company's business must strictly comply with environmental management related laws, regulations, and standards, as well as acting and monitoring to ensure its compliance with the laws relating to environmental care and maintenance such as Promotion and Conservation of National Environmental Quality Act, B.E. 2535 (1992), Health Ministerial Regulation on Infectious Waste Disposal B.E. 2545 (2002), Bangkok Metropolitan Administration's Regulation on Waste Collection and Disposal of Waste or Solid Waste B.E. 2544 (2001) and

Ministry of Natural Resources and Environment Announcement on Type of Foods and Sources of Pollution that must be Controlled on Discharging Waste Water into Public Water Sources or into the Environment, and other related laws. The Company also determines preventive and corrective measures in case of environmental impact arising from its business operation. Moreover, the Company utilizes natural resources effectively and efficiently. The Company has a system in place, which is of good quality and standards to treat production waste and to assess environmental management system. The Company determines its guideline on environment as follows:

- (1) The Company manages its waste disposal system by hiring an external entity that has been certified to dispose garbage, infectious waste, and hazardous waste according to the legal guideline to prevent environmental impacts due to substandard management of waste systems.
- (2) The Company hires an external juristic person that has been certified to measure the quality of the environment in the Hospital according to the legal guideline, which is one of the measures to monitor health of personnel working in the Hospital. This is achievable by measuring and evaluating the working environment in physical, chemical and biological aspects. The results of this measurement will be used to increase the efficiency of hazard control and prevention, hazard surveillance, and to prevent possible work-related diseases.

15. Policy on efficient use of resources

With commitment to conducting its business with responsibility towards all stakeholders, including the society, community and environment, the Company recognizes the importance of optimizing resources while minimizing effects on the society and environment. The Company believes that effective and efficient management and allocation of resources will enable the organization to achieve the goal of creating value for the business and promoting sustainable growth. The Company has therefore established a policy on efficient use of resources, requiring executives and employees to control and appreciate the value of resources, as well as reducing the use of natural resources and supporting the reuse of natural resources that have been used for the utmost benefit, coupled with cultivating and developing concrete guidelines to prevent or to reduce the impact on the environment. The Company supports the economic use of natural resources. This matter is considered along with the approval of the Company's annual budget and is the responsibility of all executives and employees to cooperate and comply with the prescribed measures. The guidelines for the effective use of natural resources are as follows.

- (1) Support and campaign for natural resources and energy saving both within the Hospital and office, for example, a campaign for the use the stairs instead of elevators, switching off electrical appliances when not in use, and using energy saving devices, etc.

- (2) Promote, campaign for and introduce measurable guidelines to ensure that all employees are aware of and cooperate to reduce unnecessary use of resources as well as the efficient use of natural resources for utmost benefit by adhering to the principles of Reduce, Reuse, and Recycle
- (3) Enable an e-Document system in order to adopt an electronic working system in the work process to increase working speed, reduce the work process, and to reduce the use of documents and consumables.
- (4) Improve and review projects which have already been implemented to update and concretely increase efficiency

16. Human Rights and Non-Discrimination Policy

The Company values and respects human rights, which are considered the basic rights of human being. The Company has continuously and strictly complied with the laws and international principles on human rights in accordance with the Universal Declaration of Human Rights (UDHR).

The Company requires all doctors, nurses, medical staff, related persons and employees to equally treat each other, patients, service recipients, and stakeholders, including trade partners and suppliers, contractors, competitors, etc., without discrimination. The Company also promotes equality in the organization, respect for others' right to express opinions, and opportunity for the disabled to work with the Company, and is not involved in child labor and illegal foreign workers. Hospital customers and all related persons therefore receive the services and are treated equally according to their rights.

The Company seriously focuses on and recognizes the right of individual and patients as seen in the integration of service culture training, in which patient rights are highlighted, into the new employee orientation program. This enables employees to acknowledge, understand and properly execute as well as communicate with the patients on their rights and responsibility. The major guidelines are as follows:

Respect for Human Rights

- (1) All patients are entitled to the basic right to receive medical treatment and healthcare services that meet professional standard and without discrimination
- (2) Patients have the right to receive true and sufficient information about illness, examination, treatment, and the advantages and disadvantages on the examination and treatment by professionals to support their decision, except in case of emergency and life-threatening situation.
- (3) Patients in life-threatening condition have the right to be treated immediately as needed without asking for it.
- (4) Patients have the right to know the name and profession of the person providing medical treatment.

- (5) Patients have the right to request for opinions on health-related matters from others persons who do not provide the medical treatment to them, and the right to change the healthcare professionals or the medical service providers within the scope of their existing healthcare rights.
- (6) Patients have the right to personal data protection, except when consent is given, orin case that the healthcare service creates direct benefits to the patients or as required by laws
- (7) Patients have the right to receive full data before joining or withdrawing from research conducted by healthcare professionals
- (8) Patients have the right to receive personal data in the Hospital's record according to the hospital procedure and shall not infringe on others' rights or other persons' information
- (9) Father, mother or legal representative may exercise the right on behalf of an underage patient aged not over 18 years and person with physical or mental responsibility

Non-discrimination practice

The Company respects the rights of all stakeholders, fully complies with the related laws and equally treats all stakeholders without discrimination or providing special treatment for a particular person, or giving more right to one person over others, and does not exempt its duty due to difference in nationality, religion, skin, gender, social status, mental condition, opinion, illness or other status.

Promoting a human rights culture within the organization.

The Company enhances its organizational culture through training and periodic assessments of human rights risks throughout the value chain. This is aimed at fostering knowledge and understanding among the Company's employees. The Company conducted training in human rights for its employees. The training covered topics such as labor rights violations, non-exploitation of child labor, the prohibition of child labor, and fair treatment of persons with disabilities, among others. In the past year, the Company did not receive any complaints or reports related to human rights issues.

17. Fair Labor Treatment Policy

The Company recognizes the importance of human resource development and fair labor treatment which is a factor promoting business value and enhancing its competitiveness and sustainable growth in the future. The Company has set out the following policy and practice guidelines:

- (1) Equally respect employees' rights according to human rights principles regardless of sex and provide opportunity for the disabled and underprivileged persons to work with the Company as well as comply with the labor law.
- (2) Ensure fair employment process and employment conditions as well as consider performance based on evaluation process on a fair basis.

- (3) Promote personnel development via trainings and seminars and various related academic training to enhance employees' knowledge, competency and potential of personnel as well as cultivate positive attitudes, morality, ethics and teamwork.
- (4) Provide various benefits for employees as required by law and beyond.
- (5) Focus on organizing work environment and facilities required for work to ensure safety and ability of employees to perform their duty safely with good hygiene in the workplace.
- (6) Allow employees to express their opinions or complaints about unfair treatment or wrongdoing in the Company as well as protect the employees who report such matters.
- (7) Encourage all employees to adhere to and respect the rights of others, starting from refraining from using aggressive words in writing and speaking or gestures that suggest aggressiveness, obscene, threat, abuse, harassment, or adversary actions while communicating with others

18. Policy on Non-infringement of Intellectual Property and Copyright

The Company applies the concept of corporate social responsibility in its business to build confidence among all related parties without taking advantage of other benefits obtained from illegal and unethical acts. One of the important guidelines is to respect the intellectual property rights of others. The Company does not support the operation that violates intellectual properties, whether they are copyrights, patents, trademarks or trade secrets. The Company has defined relevant practice guidelines as follows:

- (1) The Company will not use information, documents, publications, or trade secrets without permission to legally use or obtained unlawfully. If the Company uses information, documents, media or publications of others, the Company shall refer to the source of information or the author, or showing link connecting to the work of the creator.
- (2) Every employee's computer will only install software that is legitimate and in case employees require specific software, the Information Technology Department will install copyrighted software that the Company has purchased.
- (3) Regularly review of information, documents and publications that will be used in the business to ensure that they are not copyrighted works of others and lawful action should be taken if required.

19. Personal Data Protection Policy

Personal Data Protection Policy has been prepared with an objective to protect personal data of a person who seeks the service or visits website or uses applications of the Hospital, effective 28 April 2020. New amendments of the Personal Data Protection Policy, effective 27 May 2022, included setting the Privacy Policy separately for patients and their relatives, medical professionals, employees and job applicants, stakeholders and outsiders, the details of which are as follows:

“Personal data” means information that enables direct and indirect identification of a person but not includes information about a deceased person.

Collection of personal data

1. The Company directly and indirectly collects personal data for an appropriate period of time for the benefits of providing service. This includes the information a person provides to the Company or when a service is requested through website, application and other channels.
2. The Company may receive personal data from the third party, such as business within the group, sales agents or the Company’s service providers and government agencies.

Collected personal data

Personal data is collected depending on the information collection and type of service requested from the Company. The personal data shall be used to enable the Company to complete online and offline transactions or requested services. The information collected from the service recipients or from the third party are, for example, authentication information, contact information, payment information, service received, participation in marketing activities, statistics, information about visit to the Company’s website, health information, information about drug and allergy, feedback and treatment results.

The Company will not collect sensitive personal data, such as race, religious belief and criminal record unless it is required by laws or regulations or permitted by the person.

Use of personal data

The Company shall use personal data for the purpose of supplying or delivering services, making appointment with doctors, delivering news, introducing the Company’s services, coordinating and transferring information that will accelerate patient transfer, identifying patient, reminding patients on appointment or offering assistance, facilitating and presenting privileges for marketing purpose, sales promotion, customer relations, accounting and financial purpose, security, job application, employment, compliance with the Company’s regulations, and compliance with laws, rules and regulations, and to fulfill requests from government agencies. The information shall also be used for other purposes that supports the aforementioned activities or as permitted by the person case by case.

Disclosure of personal data

The Company may disclose or transfer personal data to the third party in or outside the country, including business partners, banks and payment agents, creditors with security and safety, immigration and customs, government agencies, regulators and other organizations as permitted by laws. The Company shall follow necessary or appropriate measures or comply with regulations and laws.

Link to a third-party website

The Privacy Policy does not apply for the third-party website. The Company shall not be responsible for the use of personal data by the third party, which is out of the Company’s control.

Personal data protection and safety

1. Personal data shall be kept as long as necessary for different purposes according to the Privacy Policy or legal requirement or for the purpose of legal action.
2. The Company shall implement safety and security measures as well as appropriate information management to protect the safety of the personal data collected by the Company.

Right of the owner of the personal data

1. Right to withdraw consent
2. Right of access
3. Right to rectification
4. Right to erasure
5. Right to restriction of processing
6. Right to data portability
7. Right to object
8. Right to complain

Channels and Processes for Managing Personal Data

If the data owner wishes to exercise the rights of the data owner, including the right to lodge a complaint, they can contact the Company directly by filling out the form requesting to exercise the rights of the data owner. The Company's Data Protection Officer (DPO) will then consider the facts according to the process and present them to the authorized person for consideration, and then inform the data owner.

20. Tax Policy

The Company adheres to and complies to the tax laws and other related laws, and operates its business in accordance with generally accepted standards and law intent. The Company has specified Tax Policy which will be used as practice framework with the key essence as follows:

Tax ethics

- (1) Organization's ethics: The Company's tax ethics is based on corporate governance policy and prepared with an intention to promote organizational efficiency and ensure the Company has good corporate governance and manage its business with ethics, fairness, transparency and accountability.
- (2) Determining price for related businesses: The Company pays tax according to the tax laws and determines appropriate trading price that corresponds with the value after normal business transaction. The Company shall calculate goods and services price with reference to market prices.
- (3) Tax structure: The Company avoids fraudulent tax structure and shall not create complication for tax benefit or in a manner to avoid tax payment.

- (4) Tax system for corporate sustainability: The Company demonstrates responsibility towards shareholders by being a corporate with excellent financial status, efficient operation, appropriate governance on tax and increase sustainable value to shareholders.
- (5) Tax incentives: The Company legally and efficiently exercises its tax incentives based on decision to operate a business with sustainability and appropriateness and support the creation of tax system efficiency. Tax incentives may cover other benefits depending on each country's policy or local administration and are applied with qualified businesses.
- (6) Relations with tax regulator: The Company respects the government's right to determine tax structure, tax rate and tax collection mechanism. The Company openly and positively contacts tax regulator to strengthen professional relationship and efficiency.

21. Information Technology Security and Management Policy

The Company places importance on the use of information technology as a major component of business processes to increase service efficiency, quality, precision and speed, thereby increasing competitiveness and creating sustainable growth. The Company also recognizes possible risk factors caused by the use of information technology. The Company has therefore established a policy on information management and safety protection as a framework and guidelines for information management for employees at all levels as well as outsiders related to the Company's information. The policy covers the management of information safety risks to ensure accuracy, credibility, safety and availability. The Company has disclosed such policy to all employees for acknowledgement and made the policy available on the Company's website. The practice guidelines can be summarized below.

- (1) The Company determines and limits the right to access to different types of information of employees in the hospital as deemed necessary and appropriate according to the classification of information groups based on information levels.
- (2) Determine practice guidelines on the use of software on employees' computers by installing only software with standards and if any units have to use other software or upgrade software for the Company's operations, those units have to proceed with a written request for approval of purchase of additional software copyright and have the information technology unit install or upgrade software to prevent problems of software copyright and computer safety.
- (3) The Company's employees must comply with the information privacy and confidentiality processes.

22. Policies related to vision and mission

The Board of Directors has the duty to determine and consider objectives, vision, mission strategies, business directions, goals, policies, business plans, management structure and Company's approval authorities as well as supervise and monitor the performance of management to accurately and appropriately be in accordance with the goals under the framework of legal requirements and business ethics for the benefit of the Company, shareholders and all stakeholders.

23. Corporate Governance Policy and Code of Business Conduct (Corporate Ethics)

The Company has established the written policy on Corporate Governance and the Code of Conduct and published it on the Company's website, www.praram9.com, the Investor Relations Section. To serve as a standard to which the Company's directors, executives, and employees at all levels adhere in performing their assigned duties and responsibilities. In promoting compliance with the Company's Code of Conduct, the management and employees are required to understand and strictly uphold ethical standards to ensure that they perform their duties with efficiency and transparency and take into consideration the Company's best interest and fairness to all related stakeholders. Any discrepancy shall result in disciplinary actions.

Essence of the Code of Conduct and Corporate Ethics are as follows:

1. Conflict of Interests Policy
 - No personal interest and conflicts of interest
2. Policy on Preservation and Use of Company's Assets and Data /Confidentiality
 - Maintaining confidentiality and not using the inside information for own benefit
3. Policy on Security Trading and Use of Inside Information
4. Policy on Internal Control System and Internal Audit System and Accounting and Financial Reporting
 - Transparent and equal treatment to all contractual bindings with the creditors
 - Putting in place efficient internal control and internal audit systems
5. Policy on Responsibilities towards Shareholders
6. Executive and Employee Treatment Policy
 - Supporting employee rights and creating employee engagement
7. Corporate Social Responsibilities (CSR) Policy
 - Respect for laws and the international human rights principles
 - Free and fair competition
 - Transparent procurement process and fair supplier treatment
 - Responsibility towards community and society
 - Safety and hygiene promotion and environment conservation
 - Response to customers' needs and responsibility towards consumers
8. Corporate Governance Policy

9. Personal Data Protection Policy

10. Anti-Corruption Policy

- Maintaining the political neutrality
- Setting out guidelines for accepting and giving gifts, assets or other benefits

11. Tax Policy and Tax operations

24. Policy on the prevention/ solutions to violation of business ethics

Prevention of Business Ethics Violation

The Board of Directors has a policy to prevent violation of business ethics by promoting correct, appropriate and sufficient knowledge and understanding of related laws, rules, regulations, corporate governance policy, and business ethics, through various activities, such as communicating and arranging training for new directors, executives and employees as part of the orientation program, conducting a test after the training and providing answers on each item. The Company requires all new employees to attend the training and pass the test.

The Company also set a policy to make it a compulsory training for employees to revisit at least once a year. Every employee shall attend the training to review knowledge and understanding and pass the test where answer of each item is clearly explained. The training is considered a part of the employment regulations. The result of the test will be used as an index to measure knowledge and understanding of employees. Should most employees lack knowledge or understanding on any particular items, the Company shall arrange additional training under the same course and/or new related training course and communicate throughout the organization and closely monitor compliance with the Company's Code of Business Conduct through the reports of the Audit Committee. To ensure that the policy and guidelines are in line with the rules and regulations of the regulator organizations and corporate governance principle, as well as best address the changing situation business environment, the Board of Directors shall regularly review the business ethics on an annual basis.

Solution to business ethics violation

The Company communicates with employees at all levels through Intranet system and/or e-mail to ensure acknowledgement and understanding. In case employees continue to violate business ethics, the Company shall issue warning, probation or terminate the employees if the case is very serious. For outsiders, including business partners and stakeholders, the Company has published the principle on its website, www.praram9.com, on corporate governance section to create good understanding and encourage cooperation and support in preventing such issue.

25. Policy on the Segregation of Positions of Chairman of the Board of Directors and the Chief Executive Officer.

According to the Company's policy, the Chairman of the Board of Directors shall not be the same person as the Company's Chief Executive Officer to ensure checks and balances and no relationship with the management department. The Company has clearly segregated duties and responsibilities in policy formulation, monitoring and supervision of operations and management. The Chairman of the Board of Directors has a significant role in determining the policy, monitoring and overseeing that the business operations of the Company are in accordance with the policies set forth. As well as provide support and advice on the operations of the management without interference with the works under the management's responsibility. The Company has clearly defined and segregates the duties and responsibilities of the Chairman of the Board of Directors and the Chief Executive Officer, which can be summarized as follows:

Chairman of the Board

1. Participate in considering and determining meeting agenda with the Directors, including Chairman of the Executive Committee, the Chief Executive Officer and with at least one Independent Director participating in considering and approving the meeting agenda each meeting.
2. Encourage the Board of Directors to attend the Board of Directors Meeting and Shareholders' Meeting and lead and control the meetings to achieve results effectively.
3. Encourage the Board of Directors to participate in the meetings, allocate sufficient time for the management or related persons to present information, support and offer an opportunity to raise questions and express opinions freely, control discussion issues and conclude meeting results
4. Provide assistance, suggestions and comments that are beneficial to the Company's business operation
5. Consider matters that may have conflicts of interest to ensure accuracy and transparency.
6. Encourage and support the Board of Directors to perform duties within the scope of authority, duties and responsibilities of the Board of Directors to achieve the objectives of laws, Charters and the principles of good corporate governance.
7. To strengthen the relationship among the Company's directors, whether independent directors, non-executive directors or executive directors, as well as the Board- Management relationship.

Chief Executive Officer

1. Act as the Company's chief of management team with responsibility as assigned by the Board of Directors and the Executive Committee in operating business and overseeing the business management of the Company.
2. Supervise, manage and perform for the benefits of the Company and to be in accordance with the vision, business direction, objectives and regulations as well as rules, resolutions, policies, business strategies and annual budget plan that have been approved by the Board of Directors and/or approved by the Shareholders' Meeting under the relevant legal framework and the scope of authority determined by the Board of Directors.

3. Inspect, monitor and evaluate the operating performance of the Company's management to ensure that the management implements the strategy and business plan laid down to be in accordance with the Company's policies and goals as well as report to the Board of Directors on a quarterly basis.
4. Perform duties as assigned by the Board of Directors and have the authority to take any actions necessary for the performance of such duties.

26. Policy on the Independence of the Board of Directors from the Management

All directors are independent in expressing their opinions on the operations of the management; by clearly separating the roles, duties and responsibilities of the Board of Directors and the Chief Executive Officer and has clearly delegated authority to manage the business for the management in writing to enable the Board of Directors to truly perform their duties independently from the management The Board of Directors has a duty to set policies, vision, mission, objectives and main goals in business operations, directions and business strategy plans so that the management can implement and supervise the management by determining the audit methods In order to counterbalance the work of the management and supervising the management's operations to be efficient, transparent, and in compliance with laws and regulations to ensure that the operation of the Company is appropriate and for the best benefits of the Company and shareholders.

27. Policy regarding the Board of Directors Meeting

In order to ensure that the Board of Directors is able to continuously monitor and control the Company's operations, the Company has therefore formulated a policy for the Board of Directors Meeting as follows:

1. According to the Company's Charter, the Board of Directors shall convene at least four times a year (once very quarter) and can hold special meetings as deemed necessary. To ensure compliance with the principles of good corporate governance, the Board of Directors has therefore a policy prescribing that there shall be more than six meetings per year for effective monitoring of the Company's operations.
2. The Company will determine the agenda and the dates of the Board of Directors' Meeting, Sub-Committees' Meeting and the Annual Shareholders' Meeting one year in advance with the participation in considering and approving of the Board of Directors and every Sub-Committee. This allows all Directors and Sub-Committee members to be able to allocate sufficient time and attend all meetings at the scheduled date and time.

In addition, the Company notifies the directors, executives, and employees, who have access to significant inside information that may influence changes in the Company's security price, of the period of time when they must refrain from trading in the Company's securities and sets annual meeting schedule of the Board of Directors. During the year, before the disclosure of each quarterly financial statement, the Company Secretary will consistently notify directors and executives 5 days in advance via group message room of the Board of Directors and executives on the Line Platform and via e-mail.

3. In determining the agenda of the Board of Directors Meeting, the Chairman of the Board of Directors and the Chief Executive Officer will approve the meeting agenda by having one independent director to participate in considering the agenda of the Board of Directors Meeting in order that the matters prescribed by law and other significant matters related to the Company be completely included in the agenda.
4. The Company prepares the meeting minutes as well as collects and stores the certified documents for reference and accountability. In every meeting, the executives and related persons shall attend the meeting to provide information and details in making correct and timely decisions.
5. In the Board of Directors meeting, there shall be no less than one half of the total number of directors of the Company to constitute a quorum.
6. In the event that the Chairman of the Board of Directors is not present at the meeting or is unable to perform the duties, the Vice-Chairman of the Board of Directors shall act as the Chairman; or if the Vice Chairman is unable to perform one's duties as well, the directors who attend the meeting shall select one director to act as the Chairman of the meeting
7. In voting, one director shall have one vote. In voting for resolution at the Board of Directors Meeting, the minimum quorum shall be no less than two-thirds of the total number of directors.
8. In the event that a director having conflict of interest, the person will have no rights to vote on that matter. The director having such conflict of interest can participate in the meeting while considering on the matter to allow the meeting to directly inquire about details from the directors who have such conflict of interest. However, the director with such conflict of interest shall leave the meeting when voting is completed. If the votes are equal, the Chairman of the meeting shall cast an additional vote to be the decisive vote by using a majority vote and if there is a director opposing the resolution, the objections shall be recorded in the minutes of meeting.

28. Policy on Non-executive Directors Meeting

The Company's board of directors has a policy to support non-executive directors and independent directors in conducting meetings among themselves, without the participation of executive directors and management, at least once a year. The purpose of these meetings is to discuss various issues, including

management matters that may be of interest. Following these meetings, the secretary convening the meeting will send a summary of the resolutions and suggestions to the Company's board of directors, executive directors, management, and relevant parties for consideration and/or action based on the resolutions or suggestions. The secretary who convened the meeting will also monitor the progress and report to the next board meeting of non-executive directors.

29. Policy for Determining Tenure of Directors

The Company has determined tenure of directors in accordance with the Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association, specifying that one-third of directors shall retire by rotation at every Annual General Shareholders' Meeting. After the first and the second year, the directors who hold the positions the longest shall retire by rotation. In the event where the number of directors cannot be divided into three parts, the number nearest to one-third of the directors shall retire. The directors who vacate from the positions may be re-elected. The Nomination and Remuneration Committee shall consider nominating appropriate and qualified persons to the Board of Directors for consideration before proposing the matter to the Annual General Shareholders' Meeting.

The Company has also specified the limit on the number of years of directorship for independent directors at no longer than nine years from the appointment date without any exemption. The Company has disclosed the information on each director's appointment date and the list of independent directors. Currently, none of the Company's independent directors holds the position of independent director for more than 9 years.

30. Limiting the Number of Listed Companies in which Directors and the Chief Executive Officer (Head of the management) can Hold Directorships

The Company has determined the qualifications of directors who are allowed to hold directorships in other companies. However, such directorships shall not obstruct the performance of duties of the Company's directors and shall be in compliance with the SET's guidelines. To support the guidelines for good corporate governance and promote the highest efficiency in performing duties. The Company has therefore established a policy to allow the Company's directors and the Chief Executive Officer (the top management) to hold directorships in no more than five listed companies without any exemption and shall inform the Board of Directors at all times in the event that they wish to hold directorships in other businesses.

31. Policy on Nomination of Directors and Top Executive

The Company has a policy to recruit directors by determining the director nomination criteria as well as qualifications of directors and appointment process of new directors clearly and transparently, whereby the Board of Directors shall consider the appropriateness of the structure and composition of the Board of Directors in accordance with the Board of Directors structure policy to be in accordance with the business strategy, by taking into account the requirements of qualifications, professional skills and specific expertise of the directors that the Company still lacks of according to the Board Skill Matrix such as medication, finance and accounting, law, marketing, management or other aspects to ensure diversity in different areas as well as qualifications and experiences that are consistent and in support of short-term and long-term business strategy of the Company, regardless of gender, race, nationality, and religion. In nominating the Company's new directors, the Company used outsourced services provided by professional search firms or selecting candidates from the Director Pool database to help make decisions in recruiting and creating a wide variation in the structure of the Board of Directors.

32. Policy on the Development of Directors, Executives and Company Secretary

The Board of Directors has a policy to promote and continuously enhance capabilities of directors, executives, Company Secretary and employees every year by participating in considering the pattern and plan for the development of skills and knowledge necessary for the performance of their duties and responsibilities, including the knowledge about the Company's business, business sustainability and/or other areas that support their performance of duties. The training courses may be internally developed or organized by other organizations or institutes.

33. Dividend Payout Policy

The Company has a policy to pay dividend of not less than 40% of net profit after deduction of corporate income tax and all reserve funds according to the Articles of Association and relevant laws. Payment of dividends is subject to the Company's operating performance provided there are any other necessities and such dividend payment causes no material impact on normal business operation of the Company.

However, the actual payment of dividend may be changeable and the Company may determine to pay dividend different from this Policy, subject to operating performance, liquidity, and financial capacity to contribute to revolving fund for business administration and enhancement of the Company, economic condition and any other appropriateness in the future as deemed by the Board of Directors.

In any case the resolution of the Board of Directors approving to pay dividend shall submit to the shareholders for an approval at the Shareholders' Meeting, except for the interim dividend which the Board of Directors is able to approve to pay and then report to the shareholders at the next Shareholders' Meeting.

34. Succession Plan Policy

The Board of Directors has developed a succession plan and continuity in appropriate management for executives from Assistant Managing Director, and Deputy Managing Director level up to the Chief Executive Officer. The Company has in place a clear and transparent nomination process with consideration on knowledge, experience, competence, ethics and leadership to prepare personnel in response to business growth. The Company conducts an assessment of the efficiency and potential of the executives, promotes the development of appropriate knowledge and skills as well as continuously monitors the development results. The Company has disclosed the policy for succession plan all directors, executives and employees for acknowledgement through the Company's website, www.praram9.com, to ensure that the Company's operations continue with the highest efficiency.

The Succession Planning is aimed to prepare the personnel for replacement or supporting certain position in advance to ensure personnel preparation supporting the growth of the organization. The succession plan shall cover only the top executive such as Chief Executive Officer and/or other key management positions, etc. and to have human resource development system with respect to the successor systematically in the long run.

Concept

The Board of Directors have designated the succession planning to ensure uninterrupted management in appropriate way for the executives at the position starting from assistant vice president up to Chief Executive Officer through the recruitment process with clarity and transparency, with regard to the knowledge, experience, competency, ethics and leadership in order to have the state of being fully prepared for and in line with the business growth as well as the assessment of efficiency and competency of the executives, encouraging the proper development of skills and expertise, including the following up of such development consecutively so that it can be sure that the Company's business can move forward.

Succession Planning

The Company has a plan to apply recruitment processes for identifying possible candidate for key posts of the executives with clarity and transparency to ensure that the Company will have professional management team. The Board of Directors of the Company require to define succession planning for preparing possible successor of the Chief Executive Officer and senior management positions in case of future retirement, resignation or inability to perform duties so that the Company's operation can be continued. Therefore, the Nomination and Remuneration Committee (the "Nomination Committee") shall establish Succession Plan and report it to the Board of Directors on regular basis at least once a year, including the supervision of the administration and development of human resources to be with proper number, knowledge, skills, experiences and motive as follows:

1. Chief Executive Officer

When a vacancy has arisen for the Chief Executive Officer or the Chief Executive Officer is unable to perform duty, the Company shall assign the executive at near level or the Deputy Managing Director to act for the Chief Executive Officer until completion of the recruitment and selection of the qualified person in line with

the Company's requirements and being the person who has visions, knowledge, capacities and experiences suitable for the organizational culture as determined by the Nomination and Remuneration Committee before proposing for approval to the Board of Directors or Shareholders' Meeting (as the case may be).

2. Senior Management Level

When a vacancy has arisen for the senior management level from the Assistant Vice President or the person holding such position cannot perform the duty, the Company by the Deputy Managing Director overseeing the Human Resources Department (when the vacancy has arisen for Deputy Managing Director overseeing the Human Resources Department, it will be the Chief Executive Officer.) shall propose the selected successor to the Chief Executive Officer to consider and approve the appointment.

However, the succession planning for the senior management positions from Assistant Vice President up to the Chief Executive Officer is under the following procedure:

1. Analyzing the situation of business operation of the Company with respect to the strategies, policies, and investment plan and business enhancement.
2. Assessing the readiness of human resource in line with the strategies and business plan of the Company in both short term and long term.
3. Specifying the plan for creation of personnel readiness by developing knowledge and experience useful for working of the employees.
4. Establishing the recruitment plan and employee training and development in advance before the time of retirement or early retirement.
5. Specifying competencies which cover the knowledge, skill, personality, and vision desirable for the employee at certain position and prepare the individual development plan.
6. Selecting and doing assessment of performance and capacities of the employee for determination of suitability.
7. Using a testing instrument and personnel evaluation for analysis of personnel capacity.
8. Identifying the successor after doing evaluation and analysis of competency and performance of the employee. In this regard, such employee should be informed in advance for preparation of oneself to be handed over, study the work and identify his/her own substitution.
9. Developing and evaluating the employee who is supposed to be the successor in order to ensure that he/she will be truly able to develop himself/herself and create the contributions as expected.

However, there may be a change of the successor when the expectation is not fulfilled.

35. Policy and Requirements for Determination of the Remuneration and Other Benefits of the Board of Directors, Sub-Committee and Chief Executive Officer

In order to have the procedure of determination for remuneration and other benefits of the Board of Directors, Sub-Committee and Chief Executive Officer in transparency according to the Good Corporate Governance Principles in line with the strategies and long term target of the Company, with level and criteria of

the remuneration and other benefits suitable and justifiable for attracting and keeping the worth director, the Company hereby establish the policy and requirements for setting remuneration and other benefits to the Board of Directors, Sub-Committee and Chief Executive Officer as follows:

Process of setting remuneration and other benefits

The determination for setting the remuneration and other benefits of the Committee, Sub-Committee and Chief Executive Officer by the Nomination and Remuneration Committee is set forth below:

1. Remuneration and other benefits of the Board of Directors and Sub-Committee must be proposed based on remuneration framework approved by the Shareholders' Meeting.
2. Remuneration and other benefits of the Chief Executive Officer must be proposed to the Board of Directors for approval.

Remuneration and benefits

1. Remuneration and other benefits of the Board of Directors and Sub-Committee
(Sub-Committee includes the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Management Committee.)

The remuneration arrangement for the Board of Directors and Sub-Committee shall be corresponding to the roles and responsibilities, fiduciary duty, accountabilities, dedication and contributing value of the directors, including the motive for the qualified directors in response to the Company's requirements. The remuneration arrangement can be decomposed as follows:

1. Retainer Fee monthly payable to non-executive directors, regardless of the meeting frequency, should take the following 3 factors into consideration :
 - 1.1 Industrial practices;
 - 1.2 Operating performance and the business size;
 - 1.3 Knowledge, competency and experiences of the appointed directors, subject to a current need of such appointment.
2. Attendance Fee payable only to the ones participating in a meeting can be divided into
 - 2.1 Attendance fee for the Chairman of the Board of Directors and the Chairman of each sub-committee; and
 - 2.2 Attendance fee for the member of the Board of Directors and Sub-Committee
3. Incentive fee is paid as an incentive to the directors each year and is tied to the firm performance and values created for the shareholders, such as profitability, and common stock dividend. However, it must not reflect the business of the Company just for short-term operating performance.
4. Other benefits (either in monetary or non-monetary forms) which may be considered in certain amount at a fixed rate or at specific criteria and may be effective at certain period of time or no time limit until changed by the resolution of the Shareholders' Meeting.

Remuneration of the Chief Executive Officer

The remuneration of the Chief Executive Officer is determined in accordance with the principles and policies approved by the Board of Directors, which has been reviewed by the Nomination and Remuneration Committee and for the best interest of the Company. The kind and level of the remuneration, in terms of salary, bonus, and long-term incentives shall be corresponding to the Company's operating performance and performance assessment.

The Chief Executive Officer's remuneration arrangement can be decomposed as follows:

1. Retainer fee such as monthly wage and any other fixed remuneration, of which level the following factors are taken into account:
 - 1.1 Knowledge, competency and experience;
 - 1.2 Practices in the industry with similar size of business;
 - 1.3 Performance assessment (for determining to increase remuneration rate)
2. Medical welfare based on the welfare specified in the regulations and employee manuals.
3. Incentive fee such as bonus, other special remuneration, as considered from performance assessment subject to the framework set by the Board of Directors.

36. Policy and Principles on Performance Assessment of the Board of Directors, Sub-Committee and the Chief Executive Officer

The Board of Directors has therefore established a policy for the Board of Directors, Sub-Committees and the Chief Executive Officer to conduct performance assessment at least once a year to be used for considering and reviewing their performance, problematic issues and obstacles during the past year to ensure that the operational processes of governance, control and management are in accordance with the principles of corporate governance as well as for monitoring and assessing their performance against the objectives and goals set forth.

To ensure the operation regarding to the supervision, monitoring and administration be implemented according to the principles of good corporate governance and to track / assess the achievement of the defined objectives or targets. The Company then set a policy for the Board of Directors, Sub-Committee and the Chief Executive Officer to make performance assessment at least once a year as an information for the Board of Directors, Sub-Committee and the Chief Executive Officer to review the operation results, problems and obstacles during the past year and to increase the efficiency of the Board of Directors collectively or separately under the following procedure and requirements:

1. Performance Assessment of the Board of Directors and Sub-Committee

Sub-Committees include the Audit Committee, Risk Management Committee and the Nomination and Remuneration Committee.

 - 1.1 Concept

The performance assessment shall be performed once a year, both collectively and individually, every January.
 - 1.2 Assessment Form

- 1) Collective self-assessment form for the Board of Directors
- 2) Collective self-assessment form for the Sub-Committee
- 3) Individual assessment form for the Board of Directors and the Sub-Committee
- 4) Individual assessment form for the Board of Directors (assessing the other directors)

1.3 Process of performance assessment

- 1) Nomination and Remuneration Committee consider and define the policies and score criteria on assessment of each topic under the assessment form.
- 2) The Company Secretary will submit the assessment form to the Board of Directors for annual assessment of their own performance collectively and individually.
- 3) The committee returns the assessment form to the Company Secretary who shall gather all and conclude the assessment results for reporting to the Board of Directors for acknowledgement at the first meeting of the Board of Directors in each year.

1.4 Scoring criteria and conclusion of the assessment

Scoring criteria can be divided into 5 scales:

Level	Score	Scale
1	85-100	Excellent
2	75-84	Very Good
3	65-74	Good
4	50-64	Fair
5	Below 50	Should urgently consider improvement

2. Performance Assessment of Chief Executive Officer

2.1 Concept

There will be an assessment of the Chief Executive Officer's performance once a year. The Nomination and Remuneration Committee shall propose to the Board of Directors for consideration within the same annual assessment period applicable to the Company's employees.

2.2 Assessment Form for assessment of the Chief Executive Officer's performance

The assessment will cover the main topics as follows.

- Understanding the organization and businesses
- Organizational placement and strategic planning
- Financial management
- Resource management
- Achievement to targets and strategic plans
- Leadership
- Analytical skills
- Communication skills
- Decision-making

- Trust, confidence and implementation to the commitments
- Corporate governance principles

2.3 Process for Performance Assessment

- 1) The Nomination and Remuneration Committee shall consider and determine policies and assessment scoring criteria on each main topic, in accordance with the assessment form and jointly assess the performance of the Chief Executive Officer.
- 2) The Nomination and Remuneration Committee shall report the assessment results to the Board of Directors for consideration within the same annual assessment period applicable to the Company's employees.

37. Policy on Preventing Conflict of Interest

The Board of Directors of the Company has established the policy on preventing conflict of interest based on the concept that all decision making in business operation must be for generating maximum benefits of the Company and the Company's shareholders. It is recommended to avoid any action that cause conflict of interest to ensure fairness to all related parties. Therefore, it is considered as the Company's policy to prevent an exploitation for self-gain from being a director, executive or employee of the Company. The Company has defined accordingly the practices for directors, executives and employees of the Company as follows:

1. Avoiding the related-party transaction or the transaction related himself/herself or his/her own related person, in which conflict of interest with the Company may arise, except for the transaction that will support the medical services and/or that are reasonable and maximize the Company's benefits by determining such transaction as same as the one with the third party or the person not related to the Company by defining the price and conditions of the transaction on fair and arm's length basis or in accordance with the related policy of the Company such as the Pricing Policy, Connected Transaction Policy, etc. In this regard, the Company requires to report such transaction to the meetings of the Audit Committee and/or the Board of Directors for acknowledgement on quarterly basis.

In case of necessity when the Company has to enter inter a Connected Transaction, which may cause conflict of interest with the Company, out of normal business operation and/or for supporting the medical services and/or being the transaction reasonable and generating the highest benefit to the Company, it will be submitted to the Audit Committee for giving opinion before proposing for approval from the Board of Directors or shareholders (as the case may be) in accordance with the Principles of Good Corporate Governance, as well as the monitoring to ensure the compliance with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

In any circumstance no director, executive or employee of the Company, having interests in any transaction is allowed to participate in or to exercise a voting right in the determining for approval or giving consent to such transaction.

2. Refraining from seeking benefits for oneself and others from information or inside information that has not been disclosed to the public or confidential for usage or to disclose to irrelevant persons and follow the Company's policy on the use of inside information and confidentiality.
3. Not using documents or information obtained from being the Company's director, executives or employees, for doing business of theirs or another person that have competitive nature or similar to or in connection with the Company's business. It is also required to follow the Company's policy on the use of inside information and confidentiality.

For the sake of fair treatment to all related parties, the directors and executives have to submit a report of their own interests or of the related person. When the interest is relevant to the management of the Company's business or its subsidiaries (if any), the report of interests shall be reported as follows:

- a) For the first time reporting: the report of interest must be submitted to the Company Secretary when they take up the position as directors or executives.
- b) For the report of change in involvement: the report must be submitted promptly within 3 business days from the changing date, in which also declares the number of such change.
- c) The report of interest or involvement with respect to a certain transaction: the directors and executives who have interest or involvement in the transaction which is being considered by the Audit Company or the Board of Directors, shall notify the Company Secretary of their own interests or of the related person in the said transaction at least 10 days before the meeting date for considering the matter (or at least 3 days before sending the meeting invitation and/or the accompanying documents) and recording it in the minutes of such meeting of the Audit Committee or the Board of Directors and must not participate or exercise the voting right in determination of such aspect, as well as having no authority to approve the transaction.

38. Policy on Connected Transactions

The Company has established the Policy on entering into Connected Transactions of the Company to ensure the transparency and fairness of which the details are as follows:

1. Definitions

Connected Transaction means the transaction or particular between the Company and the person probably having conflict of interest. The definition of the person probably having conflict of interest shall be defined in the Notification of the Securities and Exchange Commission and/or the Notification of the Capital Market Supervisory Board relevant thereto.

2. Measure / Procedure for Entering into and Approval of the Connected Transaction

The issuing of measurement and procedure for approving to enter into a Connected Transaction shall be in line with the securities and exchange law, the rules, notifications, orders or regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand. However, directors, executives or persons probably having conflict of interest on any matter shall not be allowed to participate in or exercise the voting right in the approval process regarding to such transaction.

Entering into a Connected Transaction, the Company have to bear in mind the following aspects:

- Being the transaction has been under transparent approval process of the directors and executives with due care, accountability, and integrity without the interested person involved therein.
- Being the transaction which is performed and take into account the Company's benefits like the transactions performed with the third party.
- Having the following up and inspection system to ensure that the procedure for entering into such transaction is being implemented correctly.

2.1 Measures / procedures for entering into the Connected Transaction or the related-party transaction

The Company has established the procedure for entering into the related-party transaction and the Connected Transaction as follows:

1. Considering entering into the Connected Transaction, the Company shall apply the terms and conditions as same as the general customers and general public, and also adhere to the procedure of doing normal business of the Company for supporting the operation on fairness and reasonableness and for maximizing the Company's benefits.
2. In case of no such price, the Company shall consider comparing the price of the products or services with the external price, under the same or similar conditions.
3. The Company may utilize the report of an independent appraiser as nominated by the Company or the subsidiaries, to make a comparison of the price with respect to an importantly Connected Transaction to ensure that such prices are reasonable and yield the greatest benefits to the Company group.
4. Entering into the related-party transaction or the Connected Transaction which the Company or director or senior executive of the Company has interest involved, not normal business operation, or with the trade terms and conditions different from the transaction with the general public or any third party, shall be able to do only if approved by the Board of Directors' Meeting at a resolution of not less than three quarters of the votes, in which none of the directors, senior executives who have related interests participate in considering and approving of that transaction and there must not be special terms and conditions out of normal practices under the Company's requirements.

5. When the Company have a related-party transaction or Connected Transaction which fit the criteria specified in the regulation of the Stock Exchange of Thailand, the Company shall adhere to such regulation with no exceptions.
6. The Company shall disclose the transaction probably having a conflict of interest or related-party transaction or Connected Transaction in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand in the in the Annual Registration Statement and the Annual report or any other reporting form, as the case may be. The Company shall disclose the Connected Transaction to the Stock Exchange of Thailand according to the regulations of the Stock Exchange of Thailand, as well as the disclosing of the transaction relevant to the Company according to the accounting standard principles.
7. It is required to have a review of the Connected Transaction under the audit plan by the Internal Audit Division that shall be reported to the Audit Committee. There shall be a controlling measures, inspection and supervision to have random re-examination of actual transactions duly in line with the agreement and the policy or conditions defined.

2.2 Approval of Connected Transaction or related-party transactions

In the case where such law stipulated that before entering into a Connected Transaction there must be approval from the Board of Directors or the Shareholders' Meeting (if any), the Company shall invite the Audit Committee to participate in the meeting for considering and advising the necessity and reasonableness of the transactions. However, when entering into a normal business transaction or a transaction that supports normal business which follows and does not follow general trade terms and conditions, the Company shall ensure that the transactions are in accordance with the following concepts:

(a.) Transaction which follows general trade terms and conditions

Entering into a normal business transaction or a transaction that supports normal business with general trade terms and condition, taking into account the interest of business operation of the Company, the Management or the Executive Committee shall propose for approval in principle to the Board of Directors in advance. If the transaction is under the general trade agreement in the same manner as a reasonable man making with a counter party in the similar situation without regard for influence from the position of director, executive or the person is having close relationships. In this regard, the Management shall make a summary report of such transactions for further presenting in the meetings of the Audit Committee and the Board of Director on quarterly basis.

The transaction which follows the general trade terms and conditions is the trade condition with fair prices and conditions that will not lead to a misappropriation of benefits, in which:

- Prices and conditions that the Company may be offered by or may offer to ordinary people;
- Prices and conditions that the connected parties may offer to ordinary people;
- prices and conditions that the Company is able to prove that other companies engaging in similar business also offer to ordinary people.

(b.) Transaction which does not follow general trade terms and conditions

Entering into a normal business transaction or a transaction that supports normal business with restricted trade terms and condition, the Company have to be supported by the Audit Committee who shall consider and take into account the necessity and reasonableness of such transaction before proposing for approval to the meeting of the Board of Directors and/or the Shareholders' Meeting (as the case may be). In this respect, the Company has to comply with law governing the securities and exchange and the rules, notifications, orders and regulations of the Capital Market Supervisory Board, the Stock Exchange of Thailand, and the Securities and Exchange Commission, including the requirements regarding to the disclosure of the Connected Transactions and the related-party transaction, the acquisition and disposition of material assets of the Company (if any), as well as any other related regulations, adherence to the accounting standards defined by the Federation of Accounting Professional under Royal Patronage. Subsequently, the Company shall disclose the said Connected Transactions in the footnotes to the Company's financial statement examined and audited by the Company's auditor.

In the event that the Audit Committee has no expertise in determining the Connected Transaction probably incurred, the Company shall appoint the expert or specialist or skilled person such as the auditor, the asset appraiser or the specialist in certain field related thereto, who is independent from the Company and the persons possibly having conflicts with the Company to provide the opinion on such Connected Transaction as a reference in proposing to the Audit Committee and/or the Board of Directors and/or Shareholders' Meeting (as the case may be) to ensure that the entering into such transaction is necessary and reasonable when significantly concerned with benefits of the Company and shareholders.

Trend for Future Connected Transactions

In undertaking future Connected Transactions, the Board of Directors have to comply with the securities and exchange law, requirements, notifications, rules and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand. The Company will disclose the Connected Transactions in the Annual Registration Statement and footnotes to financial statement audited by the Company's auditor, including the compliance with the rule on disclosure of

the Company's Connected Transactions according to the standard of financial reporting standards under the Accounting Profession Act B.E. 2547, including the amendments.

The Company may have Connected Transaction continually in the future by defining the price rate and trade condition as being in normal business and as doing with the person and/or Company that has no conflict or relation with the Company such as the medical service given to the counter party; remuneration paid in the form of physician fee, medical welfare etc. The Connected Transactions that will occur must be in line with the Company's normal business, with the aim of benefiting the Company and shareholders significantly.

In this respect, the entering into any Connected Transaction incurred or to be incurred in the future shall be as necessary and/or reasonableness to maximize benefits of the Company and determined in accordance with the general business nature. Furthermore, the price and the conditions of such transactions must be fair and at arm's length basis, without transfer of benefits between the Company and the person who may have conflicts. In this manner the Company's Audit Committee will give opinions on the necessity and appropriateness of transaction, respectively. In addition, no directors, executives or persons who may have conflicts or interests on the matter concerned shall be allowed to participate or have voting rights in considering and approving such transaction.

39. Principles on Trading Agreement with General Trading Conditions between the Company and Director, Executive or the related persons

The entering into transactions or Connected Transactions with the Company must be in compliance with the Securities and Exchange law, rule, announcement, order or requirements of the Securities and Exchange Commission, Capital Market Supervisory Board and the Stock Exchange of Thailand. In no event shall such entering into transactions be the transfer or move of the Company's benefits, but only for the maximum interests of the Company and all shareholders as a priority.

Board of Directors have approved in principle for entering into an agreement with general trade terms and conditions between the Company and a director, executive or related party as follows:

The Company may have Connected Transactions with directors, executives or any person to be related with in the future when the Company have asked for approval principally from the Board of Directors to authorize the Management to approve such transaction, comprised of the trade terms and conditions which the reasonable man in the same situation will accept without trading bargaining power from the position of director, executive, or the related person, nor the benefit misappropriation. In any case, the transaction must be subject to the following conditions:

- (1) Being a normal business transaction or for supporting normal business of the Company such as the medical care, purchasing of medicine, medical supplies, medical device, etc.; being clearly conducted at arm's length basis for example the price and condition are comparative to which a free will party do, at fair price and verifiable manner etc. Arm's length transaction means a

transaction in which the parties act independently and with an equality of power, not subject to any pressure or duress from the other party.

- (2) Having the inspection and verification of such transaction to ensure that Board of Directors' approval is being implemented. For example, the transaction is verified by the internal audit department and/or the auditor who will report the result to the Audit Committee for acknowledgement. The Company shall prepare the summary report of such transaction for presenting before the meeting of the Audit Committee and the Board of Directors on a quarterly basis or as required by the Board of Directors.

40. Policy on the Use of Information and Confidentiality of the Company

The Company gives priority to the monitoring of the use of inside information and confidentiality of the Company, the protection of confidential information and document of the patient, and the confidentiality of information technology system. No confidential information and document of the Company, including inside information not disclosed to the public shall be allowed for disclosure or use or exploitation for anyone's interest, either directly or indirectly, regardless of compensation. In addition, trading the Company's securities by using the confidential information and document of the Company, as well as inside information, except for the information required to be disclosed according to the law, is prohibited.

a. Policy on good corporate governance and any requirements of the Company

The Company determines the directors, executives, advisors and employees of the Company to strictly abide by the good corporate governance policy and all requirements expressly announced by the Company as follows:

1. The Organization's Governance Plan
2. Ethics and Code of Conduct for directors, executives and employees
3. Organizational morality
4. Policy on the use of inside information and confidentiality
5. Working rules
6. Strategic plan of Praram 9 Hospital
7. Management and security of information and information technology
8. Safety of the computerized data
9. Access to medical records of the patients
10. Release of patient's medical records

b. Level of confidentiality and confidential document

The Company establishes level of confidentiality of the information and document due to their respective importance as follows:

Kind of Information	Accessible Person	Person of Approval Authority
1. Management Information		
1.1 Sensitive information	Senior Executives or the assigns of Senior Executives for using the information in management field under their responsibilities	Chief Executive Officer, Senior Deputy Managing Director (Medical Department), (Management Department)
1.2 Confidential Information	Senior Executives or the assigns of Senior Executives for using the information in management field under their responsibilities	Chief Executive Officer, Senior Deputy Managing Director (Medical Department), (Management Department)
2. Staff Information	From Department Head up, Human Resources Officer, the assigned officer of certain department	From Department Head up
3. Patient Service Information		
3.1 General Information	As specified in the Policy on management and security of information and information technology	Chief Executive Officer, Senior Deputy Managing Director (Medical Department)
3.2 Sensitive Information	Medical Record Officer	Chief Executive Officer, Senior Deputy Managing Director (Medical Department)
3.3 Confidential Information 3.3.1 Concealed Information	For continuous treatment: doctor, nurse and multidisciplinary team pertinent to the patient treatment	Chief Executive Officer, Senior Deputy Managing Director (Medical Department)
3.3.2 Concealed Information Sensitive to Patient Felling	Nurse Surveyor, Risk Manager, Head of Medical Department or the assigns	Chief Executive Officer, Senior Deputy Managing Director (Medical Department)
3.3.3 Information on Sensitive Events (Reported in Risk Incident Report)	Risk Manager, Head of Medical Department or the assigns	Chairperson of the Risk Management Team
4. Hospital Quality Information		
4.1 Sensitive Information	Senior Executive using financial information in management and/or the assigns	Chief Executive Officer, Senior Deputy Managing Director (Medical Department), (Management Department)
4.2 Confidential Information	Senior Executive using financial information in management and/or the assigns	Chief Executive Officer, Senior Deputy Managing Director (Medical Department), (Management Department)

c. Providing information to the third party

The Company makes an additional requirement for the providing information to a third party such as an advisor of the Board of Directors, an advisor of the Executive Committee, any other advisors, staff and employees of the Company's contractor as follows:

1. Providing inside information must be within the assigned obligation and accountability only (Need-to-know basis).
2. Signing the Confidentiality Agreement.
3. Carrying out duty at the fullest competency on neutral basis.
4. Not exploiting the information obtained from duty for self-gain or any other person's benefit without reasonable justification. The person violating the Policy on the use of inside information shall be taken to disciplinary action and/or legal action as the case may be.

d. Preventing the use of inside information guideline

The Company has established guidelines on preventing the use of inside information as follows:

1. Educating the directors and executives of the Company for the duty of reporting the holding securities of theirs, their spouse or cohabiting couple, minor children and the juristic person of shares exceeding 30 percent are held by the said persons to the Securities and Exchange Commission in accordance with guideline specified in Section 59 and the punishment provision, Section 275 of the Securities and Exchange Act, B.E. 2535 (1992) (inclusive of the amendment thereto).
2. Requiring the directors and executives of the Company, including their spouse and minor children to prepare and disclose reports the holding of the Company's securities and change to such holding to the Securities and Exchange Commission according to Section 59 and the punishment provision, Section 275 of the Securities and Exchange Act, B.E. 2535 (1992) (inclusive of the amendment thereto); and to submit the copy of this report to the Company Secretary within the same day of submitting the report to Securities and Exchange Commission.
3. Requiring the directors, executives, staff and employee of the Company that have acknowledge the significant inside information that impact or probably impact the price change of the Company's securities must refrain from trading the Company's securities during the 30 days prior to the financial statements or such inside information are disclosed to the public and during the 24 hours after the Company's information has been disclosed to the public and those related to such information shall not disclose such information to another, unless it has been firstly notified to the Stock Exchange of Thailand. However, in case of violation of the said requirement, the Company shall consider it as a disciplinary offence according to the Company's working rule subject to the punishment as deemed appropriate ta each time, starting from verbal warning, written warning, putting on probation, dismissal.

Laws governing the Prevention from Misuse of Inside Database Information

Section 59 and Section 275 of the Securities and Exchange Act B.E. 2535 (1992) as amended by the Securities and Exchange Act (No.5) B.E. 2559 (2016) effective from December 11, 2016 stipulating as follows:

“SECTION 59 A director, manager, person who holds management position as specified in the notification of the SEC and an auditor of the securities issuing Company under Section 32 or Section 33 shall have the duty to prepare and disclose reports to the SEC on each person holding securities and derivatives and the changes to such holding as well as the holding and changes to the holding of their spouse, cohabiting couple and minor children in accordance with the rules and procedures as specified in the notification of the SEC.

The securities and derivatives under the first paragraph are:

- (1) securities of the securities issuing companies under Section 32 or Section 33, as specified in the notification of the SEC;
- (2) any securities which are issued by a third party who grants the securities holders the right to purchase, sell, acquire, or dispose of the securities under (1) or to receive returns that are dependent upon the price or returns of the securities under (1);
- (3) Derivatives under the law on derivatives which requires delivery or derives its value from the price or returns of the securities under (1) or (2).

The reporting under the first paragraph shall include the holding of securities and derivatives, and the change to such holding, by a juristic person whose shares exceeding thirty percent of the total voting rights are held by the persons under the first paragraph, including the spouse or cohabiting couple, and minor children of such persons.

The provisions under the first paragraph shall apply to the interim executive, the plan preparer, the plan administrator and the interim plan administrator under the law on bankruptcy, of the securities issuing companies under Section 32 or Section 33, mutatis mutandis, and in cases where such persons are a juristic person, the duty under the first paragraph shall also apply to the director, manager and executive of such juristic person, as specified in the notification of the SEC.”

“Section 275. Any director, manager, person who holds management position, or auditor who contravenes or fails to comply with Section 59, or contravenes or fails to comply with the rules or procedures issued in accordance with Section 59 shall be liable to a fine not exceeding Five Hundred Thousand Baht and a further fine not exceeding Ten Thousand Baht for every day during which the contravention continues.”

41. Anti-Fraud and Anti-Corruption Policy

Directors, executives and employees of the Company are prohibited from accepting any and all forms of fraud, both directly and indirectly, whether in the capacity of the giver or the receiver, with regards to the giving or receiving of things, money, property, gifts, entertainment, collections, donations and other benefits to or from government agencies. or a person doing business with the Company. This policy is applicable to any and all employees, business partners, clients and stakeholders both domestically and internationally.

1. Definition

“Corruption” means any types of bribery such as an offer, promise, guarantee, inquire, or acquisition on money, property or any other inappropriate benefits, with a government official; government sector, private sector or those who have duties, whether directly or indirectly so that such person could proceed or disregard his/her performance of duties in order to acquire or maintain business or recommending a business to a particular Company or to acquire or preserve any inappropriate business benefit, except for the cases where the permission of law, order, notification, regulation, local custom, or trade custom is granted.

“Fraud” means seeking unlawful benefits for oneself or any other such as cheating, defrauding, and embezzlement.

“Bribery” means an offering or accepting things, gifts, rewards or any other benefits for the sake of oneself or from a person trying to induce something dishonest, illegal, or unethical to the Company taking place.

“Employment of Government Employees” means hiring person from the public sector to work with the private sector for the benefit of being the person having the authority to perform the duties of a government agency which may have a conflict of interest affecting the image, credibility, and integrity in performing impartial governance.

“Government Employee” means a person having powers and duties to work for a government agency such as a government official, employee, public organization employee, state enterprise employee, holder of political position, including the retired government employee influential in the involved transaction.

“Facilitation fee” means small expenses paid to government officials informally. And it is given only to ensure that government officials will carry on the process. or to encourage faster proceeding.

“Receiving or granting things or any other benefits” means the receiving or granting any privileges, including support in the form of money, property, things or any other benefits as gratitude, reward, or for building a good relationship.

“Traditions” means the traditions of society, and the traditions of the Company that have been carried out for generations such as New Year's Day, Songkran Day, etc., also including the foundation day of the Company.

"Giving or receiving of sponsorship" means giving or receiving money, things, or any other benefits with the objective of business operation, goods brand, or the Company's reputation.

"Charitable Contributions" means giving of money, things, or any other benefits only for the public benefits, not used for returns or Bribery such as foundations, temples, charities, hospitals, or other public benefit organizations, truly certified and reliable.

"Political Contributions" means the assistance in the name of the Company by providing money, things or any other benefits to facilitate, support, or for the benefit of political parties, politicians and political activities unless it is a legitimate support according to the democratic process.

"Conflict of Interest" means a situation in which private interest is opposed to common interests; an illegal exploitation; an abuse of position and discretion; a lack of morality; a lack of transparency and fairness; and a lack of independence.

2. Responsibilities

- 2.1 Board of Directors is obliged and accountable to determine the policy, monitor the formulation of an effective system supporting anti-corruption to ensure that the management intensively concerns, emphasizes, and cultivates anti-corruption mindset as the Company's culture.
- 2.2 Audit Committee is obliged and accountable to review the financial and accounting reporting systems, internal control system, internal audit and risk management system to ensure that they are internationally standardized, concise, appropriate, updated and efficient.
- 2.3 Chief Executive Officer and the management are obliged and accountable to establish a system to encourage and support the Anti-corruption policy to communicate to employees and related parties, including reviewing them to be appropriate in accordance with various situations that have changed, such as business conditions, regulations and various legal requirements, etc.
- 2.4 Internal Auditor has duties and accountabilities to examine and review the operation to ensure that it is in line with the policies, practices, authority, regulations, laws and regulatory requirements to ensure that appropriate control systems are in place and sufficient to encounter with the corruption risks and report to the Audit Committee.
- 2.5 Directors, executives and employees must perform their duties in accordance with the guidelines set forth in this policy, and in the event that any action that violates this policy is found, they must promptly report to their supervisors. or through the reporting channels specified in this policy.

Description	Work Flow
<ol style="list-style-type: none"> 1. The Board of Directors reflects the commitment to prevent fraud and corruption by bestowing the Chairman of the Board of Directors to sign in the declaration of intent to combat fraud and corruption. 2. Board of Directors appoints the Audit Committee to verify 71 checklists of self-assessment form. 3. The Audit Committee reviews 71 checklists of self-evaluation form and proposes to the Board of Directors for approval to further submit to Thailand's Private Sector Collective Action Coalition against Corruption (CAC) council for obtaining CAC certification. 4. Top management communicate with all executives and employees in the organization for awareness of the policy and guidelines for showing commitment and measurement method to reflect performance results. 5. The management requires the following up and assessment with regards to the anti-fraud and anti-corruption measures on annual basis. 	<pre> graph TD Start([Start]) --> BOD[The Board of Directors passes a resolution to issue a Declaration of Intent to join Thailand's Private Sector Collective Action Coalition against Corruption (CAC) to be signed-off by Chairman of the Board of Directors] BOD --> AC[Audit Committee reviewing the Self-Assessment Form on combating fraud and corruption measure] AC --> AC2[The Audit Committee reviewed 71 checklist of self-evaluation form and presented them to the Board of Directors for approval to seek for CAC certificate for submission to the Board of Directors] AC2 --> TM[Top management communicate to all internal units for awareness and establish good practice to demonstrate the aim for implementing the Anti-fraud and Anti-corruption Policy by performing the duties as set forth in the evaluation form.] TM --> AA[Provide an annual assessment.] AA --> End([End]) </pre>

3. Good practice to counter fraud and corruption

- (1) No director, executive or employee is allowed to involve in or accept fraud or corruption prevails in any form, either directly or indirectly. This extends to all the Company's related units. The Company shall constantly review the compliance with this Anti-fraud and Anti-corruption Policy to be in line with the applicable rule, regulation and legal requirements as revised from time to time.
- (2) Directors, executives and employees of the Company have a duty to report to the Company of any suspected fraud and corruption related to the Company by notifying the supervisor or the responsible person and cooperates in the factual investigations.

- (3) The Company will provide fairness and protection to the complainant reporting fraud and corruption, including those who cooperate in reporting and investigation of fraud and corruption procedure.
- (4) The Board of Directors and executives of the Company must act as a role model. to combat fraud and corruption and to promote and support the Anti-Fraud and Anti-Corruption Policy to communicate to all employees and related parties including the review of suitability of various policies and measures to accommodate the change in business conditions, rules, regulations, and legal requirements.
- (5) The person committing fraud and corruption shall be subject to disciplinary action in accordance with the regulations prescribed by the Company and may be punished according to the law if such act is an offense under the law.
- (6) The Company shall provide training and dissemination of knowledge to directors, executives and employees of the Company to have an understanding on compliance with the Anti-fraud and Anti-corruption Policy and morality promotion, integrity, accountabilities and their own undertakings.
- (7) The Company encourages the counter party, partner or other person to perform duties related to the Company to report the violation of the Company's Anti-fraud and Anti-corruption Policy.
- (8) The Company has a policy to recruit or select personnel, promotion, training, performance assessment, and setting fair and adequate remuneration to personnel and employee of the Company to prevent fraud and corruption within the organization and to establish security for personnel and employees of the Company.

4. Other policies supporting the measure combating fraud and corruption

In carrying on the business, communication, negotiation, bidding and any other operations with agency of public or private sectors must be transparent and allowed by the law. In addition, directors, executives, personnel and employees of the Company must not give or accept Bribery at all business transactions as follows:

- 4.1 Political Contributions. The Company shall operate the business non-politically, not involved with or participated in any political parties or political power person. The Company shall not use funds or resources to support, either directly or indirectly, political parties or politicians, in all respects.
- 4.2 Charitable Contributions. For the reason that Charitable Contributions can involve payments made without tangible return and may be used as a subterfuge or route for Bribery. Therefore, in order not to make charitable donations with an ulterior motive, the Company has established policies and guidelines regarding charitable donations, a review and approval procedure for charitable contributions review process and details of the control as follows:

- (1) The donation must be provable that there are actual activities under the charitable project and there are activities to support the achievement of the project objectives and bring real benefits to society or to implement the business purposes with social responsibility.
- (2) The donation must be provable that such charity is not concerned with reciprocal benefits to any person or unit, except for the announcement of honors in general practice, such as the mounting of logo, etc.

4.3 Monetary sponsorships, one of the means of business public relations, unlike charitable contributions, are made for business objectives, brand o of the Company. This may be done for purposes of the Company's business, brand or reputation. They can present risk as they involve payments made for services or benefits that are often hard to measure and track. Monetary sponsorships can be steered for bribery purposes. Therefore, the Company has defined the policies and rules regarding monetary sponsorships, review procedures and detailed controls as follows

- (1) Monetary sponsorships must be provable that the applicant has actually performed the activities under the project and that it has been taken to support the achievement of the project objectives and bring real benefits to society or to implement the business purposes with social responsibility.
- (2) Monetary sponsorships must be provable that giving or receiving of monetary sponsorships or any monetary benefits, such as giving or receiving accommodation and food, etc., is not concerned with reciprocal benefits to any person or unit, except for the announcement of honors in general business practice.
- (3) As being a grantor or recipient of the monetary sponsorships, the Company shall have a register of applications showing identity of the grantor or recipient, as the case may be, and the objectives together with all supporting documents to be presented to the Company's authorized approver to consider approving according to approval hierarchy of the Company.

4.4 Facilitation fee The Company does not have a policy to offer any Facilitation Fee to government officials to encourage the outcome of more rapid transactions.

4.5 Paying and receiving money in connection with gifts, hospitality and other expenses reception fee and other expenses. To support and encourage the Anti-fraud and Anti-corruption Policy of the Company and to prevent risks related to corruption in the future, the Company therefore defines the policy on The Company's gift giving and receiving as follows:

- (1) Directors, executives or employees shall not demand, receive or agree to receive money or any other benefits from business related persons.

- (2) Directors, executives or employees may accept or give gifts in custom for the value no more than THB 3,000 (Three Thousand Baht). However, if the value is more than 3,000 Baht (Three Thousand Baht), there must be a report to the upper level of superior. Receiving or giving a gift shall in no way affect the outcome of business decision of the recipient.

4.6 Conflict of Interest. The Company defines policy and guidelines on the prevention of conflict of interest, based on the principle that any decision making in business activities must be in the best interests of the Company and shareholders, and should refrain from doing any action that cause conflict of interest so that it shall be fair to all stakeholders. This is the Company's policy to prevent the exploitation of personal gain from being a director, executive or employee of the Company. In addition, the guidelines for directors, executives and employees of the Company have been defined as follows:

- (1) Refrain from doing a connected transaction or a transaction related with either self-interest or others' interest that may lead to the conflict of interest of the Company, except for the transactions that are in order to support medical services and/or those that are reasonable and that are in the best interests of the Company.
- (2) Not seeking benefits for oneself and others by using the information or inside information that has not yet been disclosed to the public or a secret to be used or disclosed to third parties.
- (3) Not using documents or information obtained from being director, executive or employee of the Company in doing business of oneself or another, which is competing with or of the same or connected with the Company.
- (4) When a conflict of interest is found, there must be a report to the supervisor in the hierarchy as soon as possible.

4.7 Employment of Government Employee. The Company defines the policy of employment of Government Employee to hold office of director, management team, personnel, employee or advisor of the Company. There must be procedure of recruitment, hiring approval, framework of remuneration, and control process to ensure that the employment of government employee is not in return for obtaining any benefits subservient to the Company, breaking images on credibility and integrity in performing duties which increase risks of fraud and corruption.

4.8 Procurement The Company has a policy to treat business partners with fairness, integrity and not taking advantage of the partners, and taking into account the best interests of the Company, which is based on receiving fair returns for both parties. There are guidelines for liaison with the Company's business partners, in concerns with reputation, legality, regulations and significant custom, as well as the contractual performance with business partners in order to ensure fairness and benefits on equal basis. The details appear on the Company's website: www.praram9.com Investor Relations → Company Info → Corporate Governance →

4.9 Risk Assessment

- (1) The Company has designated Risk Management Committee composed of directors and senior management. The chairman of the Risk Management Committee is the Company's Director / Chief Executive Officer who is considered as the top executive of the Company to define a risk management policy for overall organization.
- (2) To realize the importance of systematic and efficient risk management and keep up with current situations. The Risk Management Committee shall directly report to the Audit Committee to define guidelines, measures, action plans, policies and risk management frameworks consistent with the Risk Management Policy.
- (3) To supervise, monitor and assess the Company's risk management results in accordance with the Company's strategic plans and business directions. This covers the policy and scope of risk management from external and internal factors.

4.10 Internal Audit Control

- (1) The Company has established an internal control system to combat corruption, covering both of financial aspects, accounting transactions and record keeping, including other processes in companies related to anti-corruption measures.
- (2) The internal control system is a process to provide reasonable assurance that the operations are effective, reliable and adhere to the rules and anti-corruption policies. as specified by the Company.

4.11 Accounting audits and record keeping. The Company has a process of auditing accounting transactions and has appropriate approval before recording the transaction into the accounting system. They will be audited in line with the Company's policies, government regulations, relevant laws, contracts or agreements and in accordance with reasonable accounting standards and policies as follows

- (1) Operating expenses and investment expenses must have accurate and complete supporting evidence and must be approved in accordance with the limit approval hierarchy as specified in the policy on operating expenses or investment expenses, as the case may be.
- (2) Financial reports must be accurate, truthful and reliable. They must disclose material information accurately and completely, including related transaction information and potential liabilities.
- (3) The Company has sufficient and safe control over the storage of accounting documents for immediate use in audits. The access to accounting information is restricted. There are backup files kept safely. Details appear on the Company's website at www.praram9.com Investor Relations → Company Info → Corporate Governance → Business Ethics (Code of Conduct) → Policy on Accounting and Financial Statements.

4.12 Personnel Management. The Company will apply this policy as part of disciplines in personnel management, including the recruitment, training, performance assessment, compensation and promotion, etc.

4.13 Training, communication and monitoring

- (1) Directors, executives and employees will be regularly trained or informed about anti-corruption for awareness, especially the various forms of corruption, the risk of getting involved in corruption as well as reporting means in case of corruption found or suspicious.
- (2) All directors, executives and employees will be given a copy of this Policy or find this Policy from the Company's announcement in order to assure that everyone be aware of and understand the Company's Anti-corruption Policy. Moreover, the Policy and its latest updates are available in the Company's website.
- (3) To provide training on this Policy as a part of the orientation or before taking position of directors, executives and all new employees of the Company; to disseminate the measure and policy on anti-bribery to personnel within the organization with easily accessible anti-bribery measure.
- (4) To provide a test of knowledge and understanding about the measures to prevent Bribery of the organization to assess the effectiveness of training and to ensure that the measures shall be implemented and followed by employees at all levels properly.
- (5) The Company shall communicate the Anti-corruption Policy to agents, business intermediaries, distributor of products/services and contractors since the beginning of a business relationship and later as appropriate. The Company encourages agents, business intermediaries, distributor of goods/services and the contractors to adhere to the social responsibility standard as same as the Company.

5. Whistleblowing or complaining and protection of whistleblowers

The Company has a policy to protect and provide fairness to directors, executives and employees who report information or give clues to the fraud or non-compliance with law, rule, regulation or the Company's Code of Conduct (Whistleblower Policy) as follows:

How to file a complaint or whistleblowing

- (1) The complainant may submit a written complaint or the clues to the wrongdoing and fraud through various channels such as direct supervisor (manager up), the Company's intranet system or E-mail, comment box, submission of a letter to the Quality Manager of the Company.
- (2) The supervisor, receiving complaints or clues to wrongdoing and fraud, must inform the Quality Manager of the Company promptly or within 3 working days to implement the process of factual investigation.

- (3) In the event that the complainant exercises the option to remain anonymous, the details of facts or evidence must be clearly sufficient to reflect reasonable ground to believe that the fraud or non-compliance with law, rule, regulation or the Company's Code of Conduct was actually committed.

Protection of the whistleblower

- (1) Complainant may exercise an option to request confidentiality regarding his identity when considering that the disclosure may cause damage to himself provided that the details of facts or evidence must be clearly sufficient to reflect reasonable ground to believe that the fraud or non-compliance with law, rule, regulation or the Company's Code of Conduct was actually committed. However, the option to disclose identity shall help the recipient of the complaint to take the step more quickly.
- (2) Information related to the complaint shall be treated by the Company in confidence and to be disclosed as to the extent necessary with regard to security and the damage of the reporter, data source, or the concerned person. In any case, the person responsible for every step must keep the known information at the highest level of confidentiality and not disclose to third parties. The failure to do so shall be a disciplinary offense.
- (3) In the event that the complainant considers that it is tentatively in danger or troublesome, the complainant may ask for reasonable protection measures from the Company. The Company may impose protection measures without requirement from the Complainant, provided the situation is likely to cause damage or insecurity.
- (4) An employee who treat another by any means unfair, unreasonably discriminate, or causing damage to anyone by the reason that such person making a complaint, giving an information or clues to fraud or non-compliance with law, rule, regulation or the Company's Code of Conduct, including the one who proceeds with legal action or acts as witness or gives testimony or provides any cooperation to the competent court or government agency, shall be charged with disciplinary offense to be punishable. However, they may be punished according to the law if it is an offense under the law.
- (5) The injured persons shall be recovered the damage by the means or procedures justifiable and equitable as determined by the Quality Control Department.

A stakeholder who is a third party can inquire information, report complaints or clues to legal offenses, inaccuracy of financial statement, weak internal control system, unethical business practices, or violation of right through whistleblowing channel as follows.

- | |
|---|
| (1) Post Mail to Audit Committee
Praram 9 Hospital Public Company Limited
99 Rama IX Road, Bangkapi, Huai khwang, Bangkok, 10310 |
| (2) Hotline 1270 |
| (3) Company's website: www.praram9.com/Investor Relations Section/Whistleblowing Channel |

In any case, the information, complaints and clues of various wrongdoings informed to the Company shall be kept confidential. The Audit Committee shall order to examine the information in order to find out the method of solution and further report to the Board of Directors.

6. Protection of Directors, Executives and Employees

- (1) The Company assures the directors, executives and employees that no one will be demoted, punished or affected in any way from refusing the Bribery although such refusal will cause the Company to suffer loss or miss an opportunity to get new business. The Company believes that a zero tolerance of Bribery and corruption policy shall create a long run of value for the Company. Moreover, the Company shall not allow anyone to threaten, intimidate or deter a director, executive and employee who intentionally comply with this policy.
- (2) A director, executive and employee believing that he/she is being threatened or intimidated or deterred should immediately give a clue or lodge a complaint with the supervisor or the Human Resources Department. If there is no recovery given, it is available to report through the reporting channels under this policy.

7. Investigation and Punishment

- (1) In conducting an investigation and gathering facts, the recipient of the complaint shall forward the complaint to the following persons for conducting the examination and gathering facts (the "Auditor") on the matter complained.
 - (1.1) In the event that the complainant is an employee holding position lower than the executive level, the Deputy Chief Executive Officer and/or the person or unit assigned by the Deputy Chief Executive Officer shall conduct as an Auditor.
 - (1.2) In the case where the complainant is an employee holding position at the executive level upwards, the Audit Committee and/or any person or unit as assigned by the Audit Committee shall conduct as an Auditor.

In case of any doubts or questions, the Auditor may invite any employee or the direct supervisor of the complainant to provide information or any related documents for factual investigation.

- (2) When the complaint is proved true, the following actions shall be carried out within 7 working days:
 - (2.1) In case of the complaint regarding to fraud or non-compliance with law, rule, regulation or the Company's Code of Conduct, the Auditor shall consider submitting such complaint together with the Auditor's opinions to the Audit Committee for further determination.

- (2.2) The auditor shall notify the progress and results of the consideration of complaints of wrongdoing and fraud to the complainant disclosing his/her name, address, telephone number, email address or other contact channel. Nevertheless, from time to time, due to private information and confidentiality, the Company may not be able to disclose any details of the investigation or disciplinary action.
- (2.3) In the event that such complaint is significant, for example, it is potential to damage reputation, goodwill or financial status of the Company; or it is in conflict with the Company's business policies or concerned with the top management, etc., the Auditor shall consider proposing the matter together with the Auditor's opinion to the Board of Directors for further determination.
- (2.4) In the event that the complaint may cause damage to any person, the Auditor will propose appropriate and fair method to mitigate the damage to the injured person as it deems appropriate subject to the framework set forth by the Board of Directors and/or the Audit Committee.
- (2.5) The auditor shall determine and find out the cause and the way to solve such wrongdoing and fraud as to prevent the recurrence in the future and further report to the Audit Committee for acknowledgement and carrying out the action in accordance with the established procedure.

8. Review, Inspection and Improvement

The Quality Manager of the Company is responsible for maintaining a register containing all of the complaints or clues of wrongdoings and fraud; and making a summary report of all wrongdoing and fraud, whether it has been considered or is under factual investigation to the Audit Committee on regular basis at least once a quarter.
