



**Vibhavadi Medical Center Public Company Limited**

**Criteria for the nomination and appointment of Directors and Managing Directors**

## **Criteria for the nomination and appointment of Directors and Managing Directors**

### **1. Nomination and Appointment of Directors and Independent Directors**

The Nomination and Remuneration Committee is responsible for selecting, proposing, and reviewing suitable candidates to fill vacant directorships. The Company provides an opportunity for retail investors to nominate individuals whom they believe have suitable qualifications to be selected as directors each year by posting invitations on the Company's website, with the considerations as follows:

#### **Criteria for the nomination and appointment of Directors**

1. Must be a person with knowledge, skills, and experience beneficial to the business operations, possess integrity, honesty, ethical conduct in conducting business, and have sufficient time to dedicate knowledge, skills, and fulfill duties to the company to the fullest extent.
2. Must not have disqualifying characteristics as per the law governing public limited companies, securities, and securities markets, and must not have characteristics indicating unsuitability to be entrusted with managing the company with public shareholders, as specified by the Securities and Exchange Commission regulations. They must be individuals listed in the director and executive officer database criteria of the securities issuer.
3. Cannot engage in partnerships or serve as directors in other entities with identical conditions and conducting competitive businesses with the company, unless notified to the shareholders' meeting before the appointment is made.
4. In the case of independent directors, the nominated individual must meet the qualifications for independent directors as per the criteria announced by the Securities and Exchange Commission.
5. Consideration of other qualifications suitable and aligned with the composition and structure of the Board according to the Company's business strategy, through a transparent process, to instill confidence in shareholders.

#### **The process of nomination of Directors**

When a suitable person has been selected to be a director of the Company, the Nomination and Remuneration Committee will propose their name to the Board of Directors for consideration and appointment in accordance with legal procedures. If approval from the shareholders' meeting is required for the appointment of the director, the Board of Directors will propose the name for consideration and approval by the shareholders' meeting according to the criteria and methods as follows:

1. In the process of electing directors, it is considered that each shareholder has one vote per share.
2. In the process of electing directors, individual votes are to be considered by allowing shareholders to cast all of their votes to elect the person nominated as a director, on an individual basis.
3. The individual receiving the highest number of votes counted in a descending order will be elected as a director which is equal to the number of directors to be elected at that time. In the case that the elected individual counted in a descending order has the same number of votes exceeding the number of required directors, the Chairman of the meeting shall be entitled to an additional deciding vote.

## **2. Nomination and Appointment of Managing Director**

The Nomination and Remuneration Committee is responsible for selecting the Managing Director, using the procedures and criteria as follows:

### **Criteria for the nomination of Managing Director**

1. The individual should possess knowledge and skills in management, have appropriate qualifications, thoroughly understand the company's business, demonstrate leadership, and have experience in leading an organization. He / She must be able to manage tasks to achieve the objectives and goals assigned by the Company's Board of Directors.
2. The individual must be able to dedicate sufficient time to perform their duties for the Company's business operations.
3. The individual must have a transparent history, must not have violated the Securities and Exchange Act or have been convicted of a criminal offense, and must not possess any disqualifying characteristics according to the law.

### **Process of nomination of Managing Director**

1. The Nomination and Remuneration Committee shall consider and select current executives or other external candidates who possess qualifications appropriate for the Company's business.
2. After selecting suitable candidates, the Nomination and Remuneration Committee will propose the names of these individuals to the Board of Directors' meeting for consideration and appointment.