

Charter of the Board of Director

Vibhavadi Medical Center Public Company Limited

1. Objectives

The Board of Directors, as representatives of the shareholders, play a crucial role in determining the direction of the Company's business and supervising its management in accordance with the law, objectives, and regulations of the Company, in order to create value for the business and ensure the best long-term interests of the Company and its shareholders.

The Board of Directors recognizes the importance of good governance in building trust among shareholders and all stakeholders. Each director must use his or her knowledge, ability, and experience to benefit the Company's operations in accordance with the law, objectives, regulations, and resolutions of the shareholders' meeting. Directors set policies and directions for operations, financial management, and business risk management. They also ensure the Company has an effective internal control and audit system, prioritizing the benefits of the Company and shareholders. Additionally, they supervise and oversee management to ensure operations are conducted efficiently and in line with the specified policies.

Therefore, this Charter of the Board of Directors is intended to help the Board members understand their roles, duties, and responsibilities toward the shareholders and demonstrate their ability to perform these duties efficiently, effectively, and transparently.

2. Composition

2.1 Directors may or may not be shareholders of the Company.

2.2 The Board of Director consist of the number of directors at least 5 people and not less than half of all directors must be residents in the Kingdom of Thailand.

2.3 The Board of Directors consist of independent directors not less than one-third of board members, which must be no less than 3 members. These independent directors must be independent from control by the management and the major shareholders and must not be involved or interested in the finance and management of the business, and must be fully qualified in accordance with the Criteria Re Qualifications of Independent Directors as specified in the Notification of the Capital Market Supervision Board No. TorJor. 28/2551 Re: Application for Permission to Sell Newly-Issued Shares and Its Permission ("Notification TorJor. 28/2551").

2.4 The Board of Directors consist of at least 3 members of the Audit Committee, and these members of the Audit Committee must be fully qualified in accordance with the Notification TorJor. 28/2551 and their scope of duties and responsibilities must be as required by the Stock Exchange of Thailand ("Stock Exchange").

2.5 The Board of Directors shall appoint one of the directors to be the Chairman of the Board of Directors. If the Board of Directors deem it appropriate, the Board of Directors may appoint one or more directors to be a

Vice Chairman of the Board of Directors. The Board of Directors may delegate one or more directors to operate a certain task in place of the Board of Directors.

3. Qualification

3.1 A member of the Board of Directors must have knowledge, ability and experience that is beneficial to the Company's business operations, must act in good faith and be ethical in business operations and have sufficient time to devote his/her knowledge and ability to perform duties in favor of the Company and its subsidiaries to the full extent.

3.2 A member of the Board of Directors must be fully qualified and should not have prohibited qualifications, in accordance with the law governing limited public companies and the law governing securities and exchange, and must not have characteristics that exhibit unsuitability for managing a business whose shareholders are the public, as required by the Securities and Exchange Commission, and must be a person whose name appears in the data system of listing the names of directors and executives of a company that issues securities in accordance with the Notification of the Capital Market Supervision Board Governing the Criteria for Exhibiting a Person's Name in the Data System of Name List of Directors and Executives of a Company that Issues Securities.

3.3 A member of the Board of Directors cannot operate a business that become a partner or a director of other juristic persons whose business is the same, and competes with the Company, unless such fact is notified to the shareholders' meeting before his/her appointment as a member of the Board of Directors.

3.4 If a member of the Board of Directors becomes a direct or indirect interested party with regard to an agreement prepared by the Company or holds increased or reduced shares/debentures in the Company or its subsidiaries, he/she must give notice regarding such to the Company without delay.

4. Appointment, Term of Office, and Termination of Office

4.1 The election of Directors shall be conducted in accordance with the Articles of Association of the Company and relevant legal requirements. The process must be transparent and clear in the nomination of Directors, considering the candidates' educational background and professional experience, including their qualifications and the absence of disqualifying characteristics, with sufficient detail to aid in the decision-making process of the Board of Directors and shareholders.

4.2 At each Annual General Meeting of Shareholders, at least one-third (1/3) of the Directors must retire from office. If the number of Directors does not divide evenly by three, the number closest to one-third shall retire. In the first and second years following the Company's registration, the Directors to retire will be determined by drawing lots. In subsequent years, the Director(s) who have served the longest shall retire. Directors who retire may be re-elected.

4.3 In addition to the retirement by rotation the director vacates office upon:

- Death
- Resignation

- Being disqualified or prohibited under the Public Limited Companies Act;
- Being terminated by resolution of the shareholders' meeting
- Being vacated by a court order.

4.4 A Director wishing to resign must submit a resignation letter to the Company, effective from the date the Company receives the letter. The resigning Director may also notify the registrar of the resignation.

4.5 If a Director's position becomes vacant for reasons other than the end of term retirement, the Board of Directors shall appoint a qualified individual, who does not possess any disqualifications as per Public Limited Company laws, to fill the vacancy at the next Board of Directors meeting. However, if the remaining term of the outgoing Director is less than two months, the successor will serve only for the remainder of the outgoing Director's term.

5. Scope of Duties and Responsibilities

The Board of Directors holds the authority, duties, and responsibilities to manage the Company in accordance with applicable laws, the Company's objectives, regulations, and legally valid shareholder resolutions, with integrity and diligence, safeguarding the Company's interests. Key powers, duties, and responsibilities include:

5.1 The Board of Directors are required to organize an Annual General Meeting of Shareholders within 4 months following the end of the Company's fiscal year. This involves preparing an invitation that specifies the meeting's location, date, time, agenda, and topics for discussion, with detailed justification for each item indicating whether it is for acknowledgment, approval, or consideration. The Directors' opinions on these matters must also be included. This invitation must be dispatched to shareholders and the registrar at least 7 days prior to the meeting, and the meeting notice must be advertised in a newspaper for at least 3 consecutive days before the meeting.

5.2 The Board of Directors must convene at least once every 3 months and hold full board meetings, especially when voting on significant matters or transactions. Important transactions include the acquisition or disposal of significant assets by the Company and its subsidiaries, which materially impact the Company, significant asset transactions, investment project expansions, considerations and approvals of related party transactions as per the regulations of the Stock Exchange of Thailand, determination of operational authority levels, and the formulation of financial and risk management policy.

5.3 The Board of Directors must maintain a reliable accounting, financial reporting, and auditing system. This includes ensuring a document storage system that allows later verification of information accuracy, implementing effective internal controls, conducting internal audits, and managing risks efficiently and effectively.

5.4 The Board of Directors must prepare financial statements at the end of its fiscal period that accurately reflect its financial position and performance over the past year. These statements must be comprehensive, accurate, and in compliance with generally accepted accounting principles, and they must be audited by the Company's auditor before being presented to the shareholders' meeting for consideration and approval.

5.5 The Board of Director must define objectives, methods, policies, operational plans, and budgets. It entails monitoring and supervising the executive management to ensure alignment with established policies, plans, and budgets, effectively and efficiently. Furthermore, the Board of Directors have the responsibility to ensure the Company, including its subsidiaries and associates, adheres to Securities and Exchange Act B.E., Capital Market Supervision Announcements, and Stock Exchange Regulations, such as conducting connected transaction and managing significant acquisitions or disposals of assets, or other relevant business laws.

5.6 The Board of Directors must approve the organization's mission, policies, and strategic plans, ensuring regular reviews of the mission and its dissemination. The Executive Committee is tasked with evaluating and approving plans related to quality and safety, strategy, human resources, development and training, and quality assurance, as well as significant initiatives that enhance the delivery of high-quality health services. This includes appointing or delegating authority to individuals responsible for executing these plans to achieve the set objectives and goals.

5.7 The Board of Directors must approve the organizational constitution, policies, operational plans, and guidelines for critical organizational activities, ensuring they adhere to established standards. This may involve authorizing, appointing, or assigning responsibility to individuals such as the Chairman of Executive Committee, Hospital Director, or others deemed suitable for specific tasks.

5.8 The Board of Directors must consider and approve modifications to the executive-level organizational structure, focusing on enhancing the efficiency of organizational management and the provision of quality health services.

5.9 The Board of Directors must delegate to the Executive Committee the responsibility to oversee, monitor, and follow up on operational performance and responses regarding quality, safety, incidents, adverse events, and noteworthy occurrences every 3 months. They are also tasked with reporting to the Board of Directors on the responses to reports on quality, safety, incidents, adverse events, and noteworthy occurrences, with details conforming to quality standards every 3 months. This includes providing meeting minutes that reflect the responses to these issues.

5.10 The Board of Directors must evaluate, review, verify, and approve plans for business expansion, significant investment projects, and joint ventures with other entrepreneurs as proposed by the executive management.

5.11 The Board of Directors must implement Control Policies and Corporate Governance Mechanisms in Subsidiaries and Associates. This includes:

5.11.1 Fulfilling their roles within the scope of duties and responsibilities defined and approved by the Board of Directors. This includes serving as Directors or executives in subsidiaries, proportional to the Company's shareholding in those subsidiaries.

5.11.2 Continuous monitoring of the performance of subsidiaries and associated companies to ensure alignment with established plans and budgets.

5.11.3 Overseeing subsidiaries to ensure they accurately and completely disclose financial positions, operational results, related transactions, and the acquisition or disposal of significant assets.

5.11.4 In cases where a subsidiary engages in transactions with related parties, including the acquisition or disposal of assets or any significant dealings, the Board of Directors, particularly those appointed as Directors or executives in the subsidiaries, have the responsibility to ensure these subsidiaries adhere to governance mechanisms related to transactions with connected persons, asset transactions, and other specified significant activities. These transactions must be considered in the same manner as those requiring resolutions from the Company's Board of Directors or shareholders' meeting, as applicable.

5.12 The Board of Directors must consider and approve appointments or changes to directorial and/or executive positions in subsidiaries or associate companies, based on the proportion of shareholding. This includes setting control policies and governance mechanisms for investments in subsidiaries or joint ventures to demonstrate the Company's oversight mechanisms for its subsidiaries, as outlined in the revised Announcement TorChor. 28/2008 regarding the permission and approval to offer newly issued shares.

5.13 The authority to appoint the Executive Committee, the Chairman of Executive Committee, and various sub-committees, such as the Audit Committee, the Risk Management and Investment Committee, the Nomination and Remuneration Committee, and the Corporate Governance and Sustainability Committee, among others, is based on appropriateness. This includes setting the scope of authority, duties, and compensation for the Executive Directors, the Chairman of Executive Committee, and various sub-committees appointed.

5.14 The Board of Directors may delegate authority to one or more Directors or any other individual to perform specific actions on behalf of the Board of Directors. Such actions must remain under the Board of Directors' control and supervision. The Board of Directors may grant the delegate authority as it deems appropriate, within a suitable time frame. The Board of Directors retains the right to cancel, revoke, modify, or amend any such delegated authority as deemed necessary.

However, such delegated authority must not permit the delegate to consider and approve transactions in which they, or any related individual, may have a conflict of interest, vested interest, or any other type of potential conflict that could affect the Company or its subsidiaries (if any). Exceptions include the approval of regular business transactions that comply with general commercial terms or are in accordance with policies and criteria previously approved by the Board of Directors. All delegated transactions related to connected transactions and significant asset acquisitions or disposals by listed companies must adhere to regulations set forth by the Capital Market Supervisory Board and/or any relevant agency announcements.

5.15 Directors and executives are required to disclose to the Company any personal or related persons' interests that relate to the management of the Company or its subsidiaries. This must be done in accordance with the criteria, conditions, and methods announced by the Director of the Capital Market Supervisory Board.

5.16 Directors and executives are jointly responsible for any damages incurred by individuals trading the Company's securities, resulting from the disclosure of false or misleading information to shareholders or the public,

or from omitting essential information required by the Securities and Exchange Act. This liability does not apply if the directors and executives can demonstrate that they were unaware of the actual information or the omission of necessary disclosures due to their duties.

5.17 Directors, executives, including the spouses and underage children of directors or executives, are prohibited from using insider information of the Company, its subsidiaries, or joint ventures, obtained through their duties or any other means, which has or may significantly impact the Company, for personal gain or for others, directly or indirectly, regardless of receiving any benefit.

5.18 Directors and executives, along with their related persons, are required to inform the Company of any relationships and transactions with the Company, its subsidiaries, or joint ventures that could potentially lead to conflicts of interest. They must avoid engaging in transactions that could create conflicts of interest with the Company, its subsidiaries, or associated companies.

6. Meeting

6.1 The Board of Directors' meeting must adhere to legal regulations and the Articles of Association of the Company, typically requiring the Board of Directors to convene at least once every 3 months. The Chairman of the Board of Directors, or a designate, is required to issue meeting notices to the Directors at least 7 days before the meeting date, except in urgent situations necessitated by the Company's interests or rights, where shorter notice can be given using alternative methods.

Meetings can be held at the Company's main office location or any other suitable venue as deemed appropriate

Any two or more Directors can request the Chairman to call a meeting. Upon such a request, the Chairman or a designated Director must schedule the meeting within 14 days from the request date.

6.2 A quorum for the Board of Directors' meetings requires the presence of at least two-thirds (2/3) of the total number of Directors. If the Chairman is absent or unable to fulfill their duties, and there is a Vice Chairman, the Vice Chairman shall preside. In the absence of a Vice Chairman, or if the Vice Chairman is unable to perform their duties, one of the attending Directors shall be elected to chair the meeting.

6.3 Each meeting allows for the participation of the Board of Directors through electronic media, provided that at least one-third (1/3) of the quorum is physically present in the same location, and all participating Directors must be within Thailand during the meeting.

Electronic meetings must implement information security processes, including audio or both audio and visual recordings of all Directors throughout the meeting, as well as capture computer traffic data and adhere to relevant legal controls.

Directors of the Company participating in the Board of Directors' meeting electronically, in accordance with the aforementioned methods and conditions, are deemed to have legitimately participated, constituting a quorum.

Consequently, such electronic the Board of Directors' meetings are considered as effective and binding as those conducted in person, in compliance with this law and regulations.

6.4 Decisions at the Board of Directors' meeting are determined by majority vote, with each Director having one vote. Directors with a direct interest in the matter under discussion are excluded from voting on that matter. In the event of a tie, the Chairman casts an additional, decisive vote.

6.5 The Chairman, or a Director designated by the Chairman, is tasked with deciding the date, time, and venue for the Company Directors' meeting. The location of the meeting can be set differently, not limited to the headquarters or a nearby province. If not specified by the Chairman or their designate, the Company's headquarters will default as the meeting location.

6.6 The Company Secretary is responsible for recording and preparing the meeting report within 14 business days, storing meeting reports and related documents, and ensuring that the Directors follow legal, regulatory, and shareholder resolutions. This role includes coordinating with relevant parties.

7. Performance Evaluation

The Board of Directors' performance evaluation will be conducted annually, and the results and comments will be used to improve its performance and effectiveness each year.