

Charter of Corporate Governance and Sustainability Committee

Vibhavadi Medical Center Public Company Limited

1. Objectives

The Board of Directors has appointed the Corporate Governance and Sustainability Committee with the objective of establishing corporate governance policies and guidelines for good corporate governance practices, including concrete anti-corruption measures. This is to ensure that the internal operations of the organization are efficient, transparent, reliable, and verifiable, and to encourage the Company's directors, executives, and employees to comply with the principles of good corporate governance and business ethics. This is aimed at building confidence among shareholders, stakeholders, and all relevant parties.

2. Composition

The Corporate Governance and Sustainability Committee shall consist of at least three members appointed by the Board of Directors, and an independent director shall be appointed as the Chairman of the Corporate Governance and Sustainability Committee.

3. Qualification

3.1 The members of the Corporate Governance and Sustainability Committee must possess knowledge, ability, and experience that will benefit the Company's business operations. They must be honest, sincere, and ethical in their business practices, and have sufficient time to fully dedicate their knowledge and abilities to performing their duties for the Company.

3.2 The members of the Corporate Governance and Sustainability Committee must have the necessary qualifications and not possess any prohibited characteristics as stipulated by the Public Limited Companies Act, the Securities and Exchange Act, and any other relevant laws.

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

4.1 The Board of Directors shall appoint the Corporate Governance and Sustainability Committee, which shall serve a term of three years.

4.2 The member of the Corporate Governance and Sustainability Committee vacate their office upon

- Death
- Resignation
- Being disqualified or prohibited under the Public Limited Companies Act
- Being terminated by the Board of Director's resolution

4.3 Any member of the Corporate Governance and Sustainability Committee who wishes to resign from their position shall submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter is received by the Company.

4.4 In the event that a position on the Corporate Governance and Sustainability Committee becomes vacant, the Board of Directors shall select a qualified individual to serve as a member of the Corporate Governance and Sustainability Committee.

5. Scope of Duties and Responsibilities

5.1 Formulate, review, and enhance principles of exemplary corporate governance, including policies on good corporate governance, business ethics, and codes of conduct for directors, executives, and employees. This also encompasses anti-corruption policies and practices, ensuring alignment with business evolutions, regulatory announcements, and relevant laws.

5.2 Establish guidelines for adherence to good corporate governance principles and anti-corruption policies, while also overseeing, advising, and recommending strategies for the continuous improvement and elevation of the Company's corporate governance framework.

5.3 Encourage business operations and the actions of the Board of Directors, executives, and employees to comply with good governance principles and anti-corruption policy.

5.4 Promote, support, and monitor initiatives related to sustainable development.

5.5 Advocate for and back social responsibility efforts.

5.6 Update and revise the Charter of the Governance and Sustainability Committee, submitting it to the Board of Directors for approval.

5.7 Undertake any additional tasks as delegated by the Board of Directors.

6. Meeting

6.1 The Corporate Governance and Sustainability Committee shall meet at least once a year and may invite the management, executives, or employees of the Company, or other appropriate individuals, to attend the meeting, provide opinions, or submit documents or information deemed relevant or necessary.

6.2 The meeting agenda and documents must be submitted to the Corporate Governance and Sustainability Committee at least 7 days prior to the meeting.

6.3 At every meeting of the Corporate Governance and Sustainability Committee, the quorum must consist of at least half of the total number of Corporate Governance and Sustainability Committee members currently in office.

6.4 The member of Corporate Governance and Sustainability Committee who have a conflict of interest in any matter under consideration shall not be entitled to vote on that matter.

6.5 In casting votes, each member of the Corporate Governance and Sustainability Committee shall cast one vote, and a majority of votes shall be the criterion. In the event of a tie vote, the Chairman of the Corporate Governance and Sustainability Committee shall have an additional deciding vote.

7. Reporting

The Corporate Governance and Sustainability Committee shall report its performance to the Board of Directors and disclose its performance over the past year to shareholders in the annual report, disclosing the following details:

- 7.1 Total number of the Corporate Governance and Sustainability Committee meetings convened.
- 7.2 Meeting attendance of each member.
- 7.3 Performance of the Committee as defined in the charter.

8. Performance Evaluation

The evaluation of the performance of the Corporate Governance and Sustainability Committee shall be conducted annually. The Committee shall assess the performance of the entire Corporate Governance and Sustainability Committee and report the results of the annual evaluation to the Board of Directors. Additionally, the Committee shall undergo evaluation by relevant parties at least once a year to enhance performance and ensure maximum efficiency for shareholders and the organization.