

## **Charter of Nomination and Remuneration Committee**

### **Vibhavadi Medical Center Public Company Limited**

#### **1. Objectives**

The Board of Directors deems it appropriate to establish a charter for the Nomination and Remuneration Committee to outline its components, duties, responsibilities, and guidelines as assigned by the Board of Directors. This will enable the Nomination and Remuneration Committee to perform its duties fairly, appropriately, and transparently, in accordance with the principles of good corporate governance, thereby creating confidence and credibility among stakeholders.

#### **2. Composition**

The Nomination and Remuneration 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 Nomination and Remuneration Committee.

#### **3. Qualification**

3.1 The members of the Nomination and Remuneration 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 Nomination and Remuneration 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 Nomination and Remuneration Committee, which shall serve a term of three years.

4.2 The member of the Nomination and Remuneration 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 Nomination and Remuneration 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 Nomination and Remuneration 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 Nomination**

5.1.1 Evaluate the criteria and process for nomination and remuneration, including the selection of candidates with suitable qualifications to serve as Company Directors, and propose these candidates to the Board of Directors for further presentation to the shareholders' meeting or for consideration and appointment by the Board of Directors.

5.1.2 Review and propose Director remuneration to the shareholders' meeting for approval.

5.1.3 Undertake additional tasks as assigned by the Board of Directors.

### **5.2 Remuneration**

5.2.1 Develop criteria and policies for the remuneration of the Board of Directors and any sub-committees (if applicable), to be proposed to the Board of Directors and/or submitted for approval at the shareholders' meeting, as appropriate

5.2.2 Evaluate necessary and appropriate compensation, both monetary and non-monetary, as well as other benefits for each member of the Board of Directors. This evaluation should consider the appropriateness to their duties, responsibilities, performance, and how it compares with similar positions in comparable businesses, as well as the anticipated benefits from the Directors, to be proposed to the Company's Board of Directors for consideration and submission for approval at the shareholders' meeting.

5.2.3 Be accountable to the Company's Board of Directors, with the duty to provide explanations and answer questions regarding the Directors' compensation at the shareholders' meeting.

5.2.4 Report on the policy, principles/reasons for the Directors' and executives' compensation consideration as per the Stock Exchange of Thailand's regulations, to be disclosed in the Company's annual report.

5.2.5 Undertake any other related activities concerning compensation consideration as delegated by the Board of Directors. The management and relevant departments must report or present necessary

information and documents to the Nomination and Remuneration Committee to support their work and fulfill their assigned responsibilities.

## **6. Meeting**

6.1 The Nomination and Remuneration Committee should convene at least once annually. It may invite management, executives, Company employees, or others deemed appropriate to participate in the meetings to provide insights or submit relevant documents and information as necessary.

6.2 The meeting agenda and documents must be sent to the Nomination and Remuneration Committee members at least 7 days before the meeting.

6.3 For every Nomination and Remuneration Committee meeting, a quorum must consist of no less than half of the total members of the committee to be considered valid.

6.4 Members of the Nomination and Remuneration Committee with a vested interest in the matters under consideration shall not vote on those matters, except when determining compensation for the entire Board of Directors.

6.5 Voting by the Nomination and Remuneration Committee grants one vote per member, with the majority rule applying. In the event of a tie, the Chairman of the Nomination and Remuneration Committee has an additional deciding vote.

## **7. Reporting**

The Nomination and Remuneration 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 Nomination and Remuneration 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 performance evaluation of the Nomination and Remuneration Committee shall be conducted annually by the Corporate Governance and Sustainability Committee. The Corporate Governance and Sustainability Committee shall oversee the performance evaluation of the entire Nomination and Remuneration Committee and report the annual evaluation to the Board of Directors.