



Corporate Governance and Sustainability

Committee's Charter

Ramkhamhaeng Hospital Public Company Limited

Corporate Governance and Sustainability Committee's Charter

1. Objectives

To establish policies, oversight, and monitoring to ensure that the organization's operations comply with the principles of Good Corporate Governance and Sustainability, including environmental, social, and governance (ESG) considerations; as well as to review and provide strategic recommendations to drive the organization toward sustainable growth, and to report progress and outcomes to the Board of Directors on an ongoing basis.

2. Composition and Qualifications

- 2.1. The Corporate Governance and Sustainability Committee shall consist of at least three (3) directors and/or executives
- 2.2. Members of the Corporate Governance and Sustainability Committee must possess knowledge and understanding of the Company's business, or have specific expertise that is a key factor in enabling the Company to achieve its business objectives.
- 2.3. Members must meet the qualifications and must not have any prohibited characteristics as prescribed under the Public Limited Companies Act, the Securities and Exchange Act, and any other laws relevant to the Company's business operations.
- 2.4. Members must promptly notify the Company of any interests in contracts entered into by the Company, whether directly or indirectly, or of any increase or decrease in their shareholding or debenture holdings in the Company or its subsidiaries.

3. Appointment, Term of office and Termination:

3.1. Appointment

- 1) The Board of Directors shall appoint the Corporate Governance and Sustainability Committee through the nomination process conducted by the Nomination and Remuneration Committee.
- 2) The Corporate Governance and Sustainability Committee shall select one of its members to serve as the Chairperson of the Corporate Governance and Sustainability Committee.

- 3) The Corporate Governance and Sustainability Committee may appoint a Secretary to the Corporate Governance and Sustainability Committee and establish a Corporate Governance and Sustainability Working Group to support the operations of the Committee.

3.2. Term of office

Members of the Corporate Governance and Sustainability Committee shall serve a term equivalent to that of the Board of Directors. Upon completion of their term, they may be considered for reappointment as deemed appropriate by the Board of Directors. In the case where a member is not a director of the Company, such member shall serve a term of three (3) years per term.

3.3. Termination

- 1) A member of the Corporate Governance and Sustainability Committee shall vacate office upon the occurrence of any of the following events:
 - (1) Expiration of the term of office;
 - (2) Cessation of directorship in the Company;
 - (3) Resignation;
 - (4) Death.
- 2) Any member wishing to resign from the Corporate Governance and Sustainability Committee shall submit a written resignation to the Chairman of the Board of Directors. The resignation shall take effect on the date the resignation letter is received by the Company.
- 3) In the event of a vacancy on the Corporate Governance and Sustainability Committee, the Board of Directors shall appoint a qualified individual to fill the vacant position.

4. Meeting

- 4.1. A meeting of the Corporate Governance and Sustainability Committee shall have a quorum when not less than one-half of the total number of Committee members are present. In the absence of the Chairperson of the Corporate Governance and Sustainability Committee, or if the Chairperson is unable to perform his/her duties, the members present at the meeting shall elect one member to act as the Chairperson of the meeting.

- 4.2. Resolutions of the meeting of the Corporate Governance and Sustainability Committee shall be passed by a majority vote. Each member shall have one (1) vote. Any member who has an interest in a matter under consideration shall have no right to vote on such matter. In the event of a tie vote, the Chairperson of the meeting shall have a casting vote.
- 4.3. Meetings of the Corporate Governance and Sustainability Committee shall be convened or called as deemed appropriate.
- 4.4. Meetings of the Corporate Governance and Sustainability Committee may be conducted via electronic means, with members not being physically present at the same location. Notices of meetings and supporting documents may be delivered by electronic mail, in accordance with the conditions, procedures, and methods prescribed by applicable laws.

5. Scope of Duties

- 5.1. To establish policies, strategies, and guidelines for good corporate governance and the organization's sustainability practices, including environmental, social, and governance (ESG) matters.
- 5.2. To monitor and evaluate the implementation of corporate governance and sustainability policies.
- 5.3. To review, define, and continuously improve key criteria, best practices, and principles of good corporate governance and sustainability in a regular and appropriate manner.
- 5.4. To promote and support the continuous development of sustainability-related knowledge within the organization, including environmental, social, and governance (ESG) aspects.
- 5.5. To appoint working committees or task forces to support the Company's sustainability initiatives, covering environmental, social, and governance (ESG) matters.
- 5.6. To perform any other duties as assigned by the Board of Directors that are related to corporate governance and sustainability.

6. Authorization

- 6.1. The Corporate Governance and Sustainability Committee shall have the authority to seek independent opinions or advice from professional external consultants as it deems

necessary, at the Company's expense. Any engagement of such consultants shall be conducted in accordance with the Company's internal regulations and procedures.

- 6.2. The Corporate Governance and Sustainability Committee shall have the authority to request information from all departments of the Company and its subsidiaries for further consideration on relevant matters.

7. Reporting

- 7.1. The Corporate Governance and Sustainability Committee shall prepare a report of its activities and disclose such report in the Company's annual report, detailing the items as prescribed by the Stock Exchange of Thailand.
- 7.2. The Corporate Governance and Sustainability Committee shall report its performance to the Board of Directors as appropriate, in order to keep the Board informed of significant corporate governance and sustainability matters affecting the Company.

8. Evaluation of Performance

The Corporate Governance and Sustainability Committee shall conduct a performance evaluation and report the results of such evaluation to the Board of Directors in accordance with good corporate governance practices regarding the self-evaluation of boards of listed companies.