



Charter of the Nomination and Remuneration Committee
Ramkhamhaeng Hospital Public Company Limited

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1. Objective

The Board of Directors shall appoint a Nomination and Remuneration Committee comprising qualified directors and/or independent directors to support the Board in matters relating to the nomination and selection of directors and executives whose qualifications are aligned with the Company's business strategy, performance evaluation, and the appropriate determination of remuneration for various committees of the Board.

2. Composition and Qualifications

- 2.1 The Nomination and Remuneration Committee shall consist of no fewer than three (3) directors and/or independent directors.
- 2.2 Members of the Nomination and Remuneration Committee must possess knowledge and understanding of the qualifications, duties, and responsibilities of the Committee, including knowledge of corporate governance principles, and must exercise impartiality in nominating and selecting individuals to be proposed for appointment.
- 2.3 Members must have the required qualifications and must not possess any prohibited characteristics as prescribed under the Public Limited Companies Act, the Securities and Exchange Act, and any other applicable laws relevant to the Company's business operations.
- 2.4 Members shall promptly notify the Company of any interest in a contract entered into by the Company, whether directly or indirectly, or any increase or decrease in their shareholding or debenture holding in the Company or its affiliated companies.
- 2.5 The Nomination and Remuneration Committee may appoint a Secretary to the Nomination and Remuneration Committee to assist in carrying out the Committee's duties.

3. Appointment of the Nomination and Remuneration Committee

The Board of Directors shall appoint the members of the Nomination and Remuneration Committee.

- 3.1 A member of the Nomination and Remuneration Committee shall vacate office upon:
 - 1) Death;
 - 2) Resignation;
 - 3) Removal by resolution of the Board of Directors.

3.2 Any member wishing to resign from office shall submit a written resignation letter to the Chairman of the Board of Directors. The resignation shall become effective on the date the resignation letter is received by the Company.

3.3 In the event that a vacancy arises in the Nomination and Remuneration Committee, the Board of Directors shall appoint a qualified individual to serve as a replacement member.

4. Duties and Responsibilities

4.1 To consider and nominate qualified individuals for appointment as directors through a transparent and systematic process. Nominees must possess the requisite knowledge and competence, perform their duties with due care and honesty, and be able to devote sufficient time to the Company. The Committee shall also consider candidates proposed by shareholders (if any) in accordance with the Company's procedures.

4.2 To propose criteria for the performance evaluation of the Board of Directors to the Board, for use in assessing the overall performance of the Board and its sub-committees.

4.3 To consider the qualifications, select, and nominate suitable candidates for the position of Chief Executive Officer and other key executives of the Company and its subsidiaries, considering their education, experience, and professional expertise relevant to the Company's business operations.

4.4 To review the succession plan policy to ensure preparedness for effective workforce management and business continuity.

4.5 To consider and recommend remuneration for the Board of Directors and sub-committees, including monthly remuneration, meeting allowances, annual bonuses, and other benefits, whether monetary or non-monetary, based on fair and reasonable criteria, structure, and methodology, for submission to the Board of Directors and/or the shareholders' meeting for approval, as required.

4.6 To appoint working groups relating to nomination and remuneration matters, as appropriate, and to define their roles and responsibilities in order to achieve the Committee's objectives.

4.7 To report to the Board of Directors on the performance of the Nomination and Remuneration Committee.

4.8 To perform any other duties as assigned by the Board of Directors.

5. Meeting

- 5.1 At a meeting of the Nomination and Remuneration Committee, the presence of not less than one-half of the total number of Committee members shall constitute a quorum. In the absence of the Chairperson of the Nomination and Remuneration Committee, or if the Chairperson is unable to perform his/her duties, the members present shall elect one member to preside over the meeting.
- 5.2 Resolutions of the Nomination and Remuneration Committee shall be passed by a majority vote of the members present at the meeting, each member having one vote. A member who has an interest in any matter shall not be entitled to vote on such matter. In the event of a tie, the Chairperson of the meeting shall have a casting vote.
- 5.3 Meetings of the Nomination and Remuneration Committee shall be convened as deemed appropriate.
- 5.4 Meetings of the Nomination and Remuneration Committee may be conducted via electronic means where participants are not physically present at the same venue. Notices of meetings and supporting documents may be delivered by electronic mail, in accordance with the conditions, procedures, and requirements prescribed by applicable laws.

6. Authority

- 6.1 The Nomination and Remuneration Committee shall have the authority to obtain independent opinions from external professional advisors where deemed necessary, at the Company's expense. The engagement of such advisors shall be conducted in accordance with the Company's rules and procedures.
- 6.2 The Nomination and Remuneration Committee shall have the authority to request information from various departments of the Company and its subsidiaries for further consideration of relevant matters.

7. Reporting

The Nomination and Remuneration Committee is a sub-committee appointed by the Board of Directors to assist in studying and reviewing matters. Accordingly, the Committee shall be responsible for regularly reporting the results of its performance and duties to the Board of Directors.