

Charter of the Nomination and Remuneration Committee


Thonburi Healthcare Group Public Company Limited

Approved by the Board of Directors Meeting No. 1/2026 on January 13, 2026

- *Mr. Aurchat Kanjanapitak, (M.D.)* -

(Mr. Aurchat Kanjanapitak, (M.D.))

Chairman of the Board of Directors

	Thonburi Healthcare Group PCL.	6 th Amendment (Effective January 13, 2026)
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1. Objectives

The Board of Directors has agreed to formulate the Charter of Nomination and Remuneration Committee in order to compose the constituent, responsibility and practice guidelines to ensure the performance of the Nomination and Remuneration Committee are fair, adequate, transparent and in line with the good corporate governance, as to create reliability and trust among stakeholders.


2. Composition

The Nomination and Remuneration Committee consists of at least 3 directors and more than 50% are independent directors. A Chairman of the Nomination and Remuneration Committee shall be an Independent Director. In the event that a position on the Nomination and Remuneration Committee becomes vacant for reasons other than retirement by rotation pursuant to Article 4.1, resulting in the Nomination and Remuneration Committee comprising fewer than 3 members, the remaining members of the Nomination and Remuneration Committee shall be deemed to have the authority to continue performing their duties. The remaining members shall consider proposing the appointment of additional members to the Nomination and Remuneration Committee to complete the required composition at the first available meeting of the Nomination and Remuneration Committee, for proposing to the Board of Directors. In the event that the number of Nomination and Remuneration Committee members has fewer than 2 members, thereby preventing the convening of a meeting, the Board of Directors shall appoint a qualified and suitable director to serve as a member of the Nomination and Remuneration Committee in order to restore the composition of the Nomination and Remuneration Committee in accordance with the prescribed requirements.

3. Qualifications

3.1 Being a person who has knowledge, experience and is aware of his/her qualifications, duties, responsibilities as a Nomination and Remuneration Committee.

3.2 A Chairman of the Nomination and Remuneration shall be an Independent Director to be a core driving force to lead the Committee independently.

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4. Tenure


- 4.1 The Nomination and Remuneration Committee shall hold office for a term of 3 years, whereby one year herein referred to the period during the annual general meeting of shareholders of the year when the person being selected until the annual general meeting of shareholder of the following year. A member of the Nomination and Remuneration Committee who is retired by rotation may be re-elected.
- 4.2 The Nomination and Remuneration Committee shall vacate office upon:
- (1) Rotation
 - (2) Ceasing directorship of the Company
 - (3) Resignation
 - (4) Death
 - (5) Resigned from the position by resolution of the Board of Directors, or by the resolution of shareholders
 - (6) The court issues an order for resignation
- 4.3 When a member of the Nomination and Remuneration Committee vacates the office prior to the rotation, the Board of Directors shall elect the qualified person to fill the remaining position of the resigning member of the Nomination and Remuneration Committee.

5. Duties and responsibilities of the Nomination and Remuneration Committee

The Duties and responsibilities of the Nomination and Remuneration Committee, as assigned by the Board of Directors:


5.1 **Nomination**

- 5.1.1 To formulate policy, criteria, procedures for nominating directors and sub-committees by considering the appropriateness of the number, structure, and composition of the Board of Directors, including determining the qualifications of directors in accordance with the appropriate size, type, and complexity of the business, for proposing to the Board of Directors and/or for seeking approval from the shareholders' meeting, as applicable.
- 5.1.2 To consider, nominate, select, and propose individuals possessing appropriate qualifications to assume the position of director and sub-committee member whose term has expired and/or whose position has become vacant and/or for additional appointments, in accordance with applicable regulations and laws, and pursuant to transparent criteria and methodology for nomination and selection. The Nomination and Remuneration Committee consider candidates

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based on their knowledge, experience, professional expertise, diversity of skills (Board Skills Matrix), and specific qualifications necessary for the conduct of the Company's business, to achieve balance across various fields and to derive maximum benefit. The Nomination and Remuneration Committee may also consider candidates from director lists or databases (Director Pool) maintained by reputable organizations. Nominations shall be submitted to the Board of Directors and/or the shareholders' meeting for consideration and approval, as applicable.

- 5.1.3 To oversee and ensure that the Board of Directors has an appropriate composition consistent with the evolving environment and circumstances, whereby the Board of Directors shall be composed of individuals with knowledge, capability, and experience in diverse areas.
- 5.1.4 To consider the independence of each independent director in order to ensure that the Company's independent directors fulfill all required qualifications.
- 5.1.5 To review the criteria and methodology for nominating directors and sub-committee members on an annual basis, for proposal to the Board of Directors before commencing the nomination of directors or sub-committee members who are due to retire by rotation.
- 5.1.6 In the event that the Nomination and Remuneration Committee proposes the re-appointment of a retiring director, the Nomination and Remuneration Committee shall consider the performance of such director and should present the director's performance, contributions, as well as attendance records at the Board of Directors' meetings, sub-committee meetings (if any), and shareholders' meetings, for shareholders' consideration and reference.
- 5.1.7 To establish policies, criteria, and procedures for the nomination of the Group Chief Executive Officer, the executives (as defined by the Office of the Securities and Exchange Commission), and the senior management (from Director level and above and/or N-2 level and above) of the Company and its subsidiaries, taking into consideration the appropriateness of the number and organizational structure, as well as the nature of the business. The Nomination and Remuneration Committee shall also determine the qualifications of the Group Chief Executive Officer, the executives (as defined by the Office of the Securities and Exchange Commission), and the senior management (and/or N-2 level and above) of the Company and its subsidiaries, for proposing to the Board of Directors for approval and/or for proposing to the Board of Directors of the subsidiaries for approval, as applicable.
- 5.1.8 To consider, nominate, select, and propose individuals possessing appropriate qualifications to assume the position of the Group Chief Executive Officer, the executives (as defined by the Office of the Securities and Exchange Commission), and senior management (from Director

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level and above and/or N-2 level and above) of the Company and its subsidiaries, in accordance with applicable regulations and laws, and pursuant to transparent criteria and methodology for nomination and selection. The Committee shall consider candidates based on their knowledge, experience, competence, requisite skills, and specific qualifications necessary for the conduct of the business of the Company and/or subsidiary, as the case may be, to achieve the objectives and goals, leadership qualities, and experience in organizational leadership, for proposing to the Board of Directors for approval and/or for proposing to the Board of Directors of the subsidiaries for approval, as applicable.

5.1.9 To determine policies and criteria for the recruitment or development of executives in preparation for succession to the positions of the Group Chief Executive Officer, the executives (as defined by the Office of the Securities and Exchange Commission), and the senior management (from Director level and above and/or N-2 level and above) of the Company and its subsidiaries, for proposing to the Board of Directors for consideration and approval.

5.1.10 To oversee the formulation of succession plans in preparation for the succession of the positions of the Group Chief Executive Officer, the executives (as defined by the Office of the Securities and Exchange Commission), and senior management (from Director level and above and/or N-2 level and above) of the Company and its subsidiaries who reach retirement age, resign, or become unable to discharge their duties, in order to ensure the continuous operation and management of the Company and/or subsidiary, as applicable. The Nomination and Remuneration Committee shall also oversee the regular preparation of development plans for successors. The Nomination and Remuneration Committee shall report the results of the implementation of the succession plan to the Board of Directors for acknowledgment not less than once per year, including submitting recommendations to the Board of Directors for consideration and approval of appointments when vacancies arise.

5.2 Remuneration


5.2.1 To formulate policy, criteria and methods of remuneration and other benefits, both monetary and non-monetary compensations, for the Board of Directors and sub-committees, to be relevant to the duties, responsibilities, to be consistent to operation results of the Company and market situation, whereby such remuneration should be comparable to that of similar businesses and commensurate with the expected benefits to be derived from each committee

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for proposing to the Board of Directors for endorsement and to the shareholders' meeting for approval.

- 5.2.2 To establish guidelines and principles for the annual performance evaluation of the Board of Directors and sub-committees, and to develop performance evaluation forms for the Board of Directors and sub-committees and propose to the Board of Directors for approval.
- 5.2.3 To consider and determine the adequate and necessary remuneration in monetary and non-monetary compensations for the purpose of motivating and retaining personnel in the position of the Group Chief Executive Officer, the executives (as defined by the Office of the Securities and Exchange Commission) and the senior management (from Director level and above and/or N-2 level and above) of the Company and its subsidiaries, before proposing to the Board of Directors for approval and/or for proposing to the Board of Directors of the subsidiaries for approval, as applicable.
- 5.2.4 To set forth direction and to assess annual work performance of the Group CEO in order to adjust annual compensation, which is based on duties, responsibilities and to reduce the relating risks, as well as to place importance to the value added of the shareholders in a long term and propose to the Board of Directors for consideration and approval.
- 5.2.5 To consider the allocation details and approve the payment of annual bonuses and the determination of annual remuneration for the Group Chief Executive Officer, the executives (as defined by the Securities and Exchange Commission), and the senior management (from Director level and above and/or N-2 level and above) of the Company and its subsidiaries, in accordance with the framework rates and budget for annual bonus payments and the framework rates and/or budget for annual salary adjustments or remuneration as approved by the Board of Directors for the executives and the employees of the Company and its subsidiaries.
- 5.3 To disclose the policy and details of nomination procedures, policy of nomination and different forms of remuneration; to prepare nomination report which should contain at least description about goals, work performance and opinion of the Nomination and Remuneration Committee in the annual report of the Company.
- 5.4 To appoint or get advice from independent external consultants if necessary. The Company shall be responsible for expenses.
- 5.5 To perform any other duties as assigned by the Board of Directors.

6. **Meeting**

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- 6.1 The Nomination and Remuneration Committee shall hold meetings at least 2 times a year. The Nomination and Remuneration Committee may invite relevant management, executives, or employees of the Company, or other persons as deemed appropriate, to attend meetings to provide opinions or submit documents and information as considered relevant or necessary.
- 6.2 In every meeting, at least half of the members of the Nomination and Remuneration Committee shall constitute the quorum.
- 6.3 In case the Chairman of the Nomination and Remuneration Committee is absent or unable to perform his/her duty, the members shall select one member as a chairperson.
- 6.4 Decisions of the meeting shall be made by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have an additional casting vote.

7. **Reporting**

- 7.1 The work report of the Nomination and Remuneration Committee shall be submitted to the Board in the meeting of the following month.
- 7.2 Report to the meeting of shareholders in the annual report and the annual statement.