

Regulations of the Company

Re: Rules and Procedures for Reporting Interests of Directors, and Executives

(Vol. 2)

Clause 1. Objectives

Whereas, section 89/14 of the Securities and Exchange Act B.E. 2535 (1992), as amended by the Securities and Exchange Act (Vol. 4) B.E. 2551 (2008), and the related laws, require that the directors and executives report to the Company on their interests or the related person's interests which are in connection with the business management of the Company or the subsidiary according to the rules and procedures set out by the Board of Directors.

Whereas, the information in the reports can be used to support the implementation of the regulations regarding related party transactions; a transaction that may cause a conflict of interest and may lead to a transfer of benefits to the Company and its subsidiaries.

In addition, directors and executives must perform their duties with care and honesty (fiduciary duties) and must make decisions without having any direct or indirect interest in the matter decided. Such information is, therefore, useful for monitoring and ensuring that the duties of directors and executives are in accordance with the criteria.

To ensure that the reporting rules and procedures are consistent with the laws that have been changed, the Board of Directors, in its meeting No. 4/2023 on 8 November 2023, therefore issued Regulations Vol. 2, dated 8 November 2023, to improve the rules and reporting procedures and to replace and repeal the Regulations Vol 1, dated 1 July 2009.

Clause 2. General Information

2.1 Securities and Exchange Act B.E. 2535 (1992) (the "SEC Act") and related laws

Section 59 of the SEC Act, the directors, managers, and persons who hold the management position as specified in the Notification of the Office of Securities and Exchange Commission (**SEC Office**), and the auditor of a company issuing securities in accordance with sections 32 and 33 shall prepare and disclose reports to the SEC Office on each person holding securities and derivatives and the change thereto as well as the holding and change of the holding of their spouse, cohabiting couple, and minor children in accordance with the rules and procedures set forth in the Notification of SEC Office.

The reporting under the first paragraph shall include the holding of securities and derivatives and the change to such holding by a juristic person whose shares exceeding thirty percent of the total voting rights are held by the persons under the first paragraph, including the spouse or cohabiting couple, and minor children of such persons.

Section 88 of the Public Limited Company Act B.E. 2535 (1992) (the "**PLC Act**"), a director shall notify the company without delay in the following cases:

- (1) having a direct or indirect interest in any contract which is made by the company during an accounting year, and shall indicate the nature of the contract, names of the contracting party, and interest of the director in the contract (if any);
- (2) holding shares or debentures of the company or an affiliated company and shall indicate the total number of shares increasing or decreasing during an accounting year (if any).

Section 89/7 of the SEC Act, in conducting the business of the company, directors and executives shall perform their duty with responsibility, due care, and loyalty and shall comply with all laws, objectives, articles of association of the company, and the resolutions of the board of directors and the shareholders' meeting.

Section 89/14 of the SEC Act, a director and an executive shall file with the company a report on his interest or a related person's interest in relation to the management of the company or the subsidiary in accordance with the rules, conditions, and procedures specified in the Notification of the Capital Market Supervisory Board.

Section 89/16 of the SEC Act, a company secretary shall submit a copy of the report on interest under section 89/14 to the Chairman of the Board and the Chairman of the Audit Committee within seven business days from the date on which the company has received such report.

Notification of the Capital Market Supervisory Board No. Tor Jor. 2/2552, for the benefit of monitoring the interests of the company's directors and executives or of related persons who have interests related to the management of the business of the company or its subsidiaries, the directors and executives of the company shall report such interests in accordance with the rules and procedures specified by the Board of Directors.

Notification of the Office of Securities and Exchange Commission No. Sor Jor. 38/2561, directors, executives, and auditors of listed companies holding securities or derivatives must prepare and submit reports on changes in their holdings of securities and derivatives to the SEC Office in accordance with the regulations set forth therein, which is in line with the intent of section 59 of the SEC Act. It is a primary tool for tracking the movement of securities holdings of such persons who are in a position that may have access to insider information (Insider information) of the company and may take advantage of that information before it becomes publicly available.

However, the acquisition or disposal of securities by such persons in some manner is clearly not related to the use of insider information of the company. Therefore, it has been determined that there is no need to report on the acquisition or disposal of securities. This Notification replaces and repeals the Notification of the Office of the Securities and Exchange Commission No. Sor Jor.12/2552 regarding preparing and reports on securities holdings of directors, executives, and auditors, dated 10 June 2009.

2.2 Definitions

"**Affiliated company**," according to the Ministerial Regulation of the Ministry of Commerce No. 4 (B.E. 2535 (1992)) issued by virtue of the Public Limited Company Act B.E. 2535 (1992) means a

public limited company, which has a relationship with one or more private companies or public limited companies in the following manner:

- (a) One company has control over the appointment and removal of all or a majority of the directors with management authority of another company.
- (b) One company holds shares in another company more than fifty percent of the issued shares.

In the case of the first company and/or one or more affiliated companies; or the first company and/or its affiliates in the first level and/or in the subsequent levels; a single company or several companies holding shares of any company totaling more than fifty percent of the issued shares is/are considered an affiliate of the first company.

"Company" means "Bumrungrad Hospital Public Company Limited."

"Control," according to section 89/1 of the SEC Act, means

- (a) holding of shares with voting rights of a juristic person in an amount exceeding fifty percent of the total number of voting rights of such juristic person;
- (b) having control of the majority voting rights in the shareholders' meeting of any juristic person, whether directly or indirectly, or for any other reasons;
- (3) having control over the appointment or removal of at least half of all directors, whether directly or indirectly.

"Executive," according to the Notification of the Capital Market Advisory Board No. 79/2558, means a director, a manager, a person holding the first four executive positions after the manager, and every person holding a position equivalent to the fourth executive level, and shall include persons holding management positions in the accounting or finance fields who are department manager level or higher or equivalent.

"Related Party Transaction" according to the Notification of the Stock Exchange of Thailand No. Bor Jor/Ror 01-04 dated 11 May 2015 means the transactions according to the notification of the Capital Market Supervisory Board, which is applicable to such cases, or the transactions between the Company or its subsidiary with the directors, executives, or related person according to the law on securities and exchange;

"Related Person," according to section 89/1 of the SEC Act, means persons with any of the following relationships:

- (a) a person having control over the company and in cases of a juristic person, including the board of directors of the said juristic person;
- (b) the spouse, a minor child, or an adopted minor child of the director, the executive, or the person under (a);
- (c) a juristic person over which the person under (a) or (b) has control; or

(d) any other persons as specified in the notification of the Capital Market Supervisory Board.

When any person acts with understanding or agreement that if the company enters into any transaction that provides financial benefits for such person, the director, the executive, or the person under (a) or (b) will also gain financial benefits, the said person shall be deemed as the related person for such particular transaction.

And shall also mean the partnerships or companies that have a relationship with any person in any of the following manners according to the notification of the Securities and Exchange Commission No. Kor Jor. 17/2008, dated 15 December 2008.

- (a) an ordinary partnership in which such person, his spouse, or his minor child is a partner;
- (b) a limited partnership in which such person, his spouse, or his minor child is a partner with unlimited liabilities or a partner with limited liabilities of more than 30 percent of the total shares of the limited partnership;
- (c) a limited liability company or a public limited company in which such person, his spouse, his minor child, or a partnership under (a) or (b) holds shares more than 30 percent in the aggregate of the total issued shares of that company;
- (d) a limited liability company or a public limited company in which such person, his spouse, his minor child, a partnership under (a) or (b), or a limited liability company or public limited company under (c) holds shares more than 30 percent in the aggregate of the total issued shares of that company; or
- (e) a juristic person whom such person has the power to manage as a representative.

“Securities” means

- (1) treasury bills;
- (2) bonds;
- (3) bills;
- (4) shares;
- (5) debentures;
- (6) investment units, which are instruments or evidence representing the rights to the property of a mutual fund;
- (7) certificates representing the rights to purchase shares;
- (8) certificates representing the rights to purchase debentures;

- (9) certificates representing the rights to purchase investment units;
- (10) any other instruments as specified by the SEC.

"Subsidiary," according to section 89/1 of the SEC Act, means

- (a) a limited company or a public limited company, over which the company has control;
- (b) a limited company or a public limited company, over which the subsidiary under (a) has control;
- (c) a limited company or a public limited company under the chain of control beginning with that under control of the subsidiary under (b).

Clause 3. Procedures for directors and executives to report their interests

- 3.1 Directors and executives must report to the Company their interests or those of related persons in the case of interest related to the management of the company's or subsidiary's business by filling out the form reporting interests of directors and executives (according to the attached document) as follows:
 - (a) Make the first report by 15 December 2023; and
 - (b) Unless otherwise specified in the Policy for Purchase and Sale of Securities, report changes in information on interests without delay within three business days from the date the information was changed, specifying the notification of the change number.
- 3.2 Directors and executives must submit the form reporting their interests or those of related persons to the company secretary within the specified period.
- 3.3 The company secretary shall proceed as follows:
 - (a) Send a copy of the report of interest under section 89/14 to the Chairman of the Board and the Chairman of the Audit Committee within seven working days from receipt of the report.
 - (b) Keep reports on interests that directors and executives report to the Company.
 - (c) Disclose information on the interests of directors and executives in the 56-1 One Report.

Clause 4. Penalties

- 4.1 **Section 281/2** of the SEC Act, any director or executive who fails to perform duties responsibly, due care, and royalty according to section 89/7, causing the company to suffer damage or cause themselves or others to benefit from violating or failing to perform such duties shall be punished with a fine not exceeding the amount of damages incurred or benefits received provided that such a fine must not be less than five hundred thousand baht.

If the offender under paragraph one has acted dishonestly, he shall be punished with imprisonment not exceeding five years or a fine not more than two times the damages incurred or benefits received, provided that such fine shall not be less than one million baht or both.

- 4.2 **Section 281/3** of the SEC Act, any company director or executive who fails to comply with section 89/14 shall be liable to a fine not exceeding five hundred thousand baht and a further fine of not more than three thousand baht per day during the contravention.
- 4.3 **Section 281/5** of the SEC Act, any company secretary who fails to perform the duties specified in section 89/15 (1), (2), or (3) or section 89/16 shall be liable to a fine not more than one hundred thousand baht.
- 4.4 **Section 203** of the Public Companies Act, any company director who fails to comply with section 88 or who complies with the matter is incomplete or inconsistent with the truth shall be punished with a fine not exceeding twenty thousand baht.
- 4.5 **Section 275** of the SEC Act, any company director or executive who violates or fails to comply with section 59 or who violates or fails to abide by the rules or procedures specified in section 59 shall be liable to a fine not exceeding five hundred thousand baht and a further fine of not more than ten thousand baht per day during the entire period that correct action is not performed.

Clause 5. Effective Date

These regulations shall be effective on 8 November 2023.

Bumrungrad Hospital Public Company Limited
Directors' and Executives' Conflict of Interest Report

Report date

First report

Notification of change no.

Part 1 General information of the reporter

1.1 Reporter

Name - Surname
Identity number
Title

1.2 Reporter's related person

1.2.1 Spouse or cohabitant

Name - Surname
Identity number

1.2.2 Minor and sui juris Children

Children's spouse

Name - Surname .....	.....
Identity number .....	.....
Age .....	.....
Name - Surname .....	.....
Identity number .....	.....
Age .....	.....
Name - Surname .....	.....
Identity number .....	.....
Age .....	.....
Name - Surname .....	.....
Identity number .....	.....
Age .....	.....
Name - Surname .....	.....
Identity number .....	.....
Age .....	.....
Name - Surname .....	.....
Identity number .....	.....
Age .....	.....

1.2.3 Minor and sui juris adopted children

Adopted Children's spouse

Name - Surname	.....	.....
Identity number	.....	.....
Age	.....	.....
Name - Surname	.....	.....
Identity number	.....	.....
Age	.....	.....

1.2.4 Parents

Name - Surname	.....
Identity number	.....
Age	.....
Name - Surname	.....
Identity number	.....
Age	.....

1.2.5 Sibling

Name - Surname	.....
Identity number	.....
Age	.....
Name - Surname	.....
Identity number	.....
Age	.....
Name - Surname	.....
Identity number	.....
Age	.....
Name - Surname	.....
Identity number	.....
Age	.....
Name - Surname	.....
Identity number	.....
Age	.....
Name - Surname	.....
Identity number	.....
Age	.....

1.2.6 Juristic person over which the reporter, his spouse, his minor children, or his minor adopted children has controlled power in one of the following manners:

- (a) hold shares with voting rights more than 50 percent of the total voting rights of that juristic person;
- (b) has power to control the major votes in the shareholder's meeting of that juristic person whether direct, indirect, or whatever reason; or
- (c) has direct or indirect power to control the appointment or removal of at least half of the total number of directors.

Juristic Person Name	Address	Type of Business

1.2.7 Partnership or company having relationship with the reporter, his spouse, his minor child in one of the following manners:

- (a) an ordinary partnership in which the reporter, his spouse, or his minor child is a partner;
- (b) a limited partnership in which the reporter, his spouse or his minor child is a partner with unlimited liabilities or a partner with limited liabilities of more than 30 percent of the total shares of the limited partnership;
- (c) a limited liability company or a public limited company in which the reporter, his spouse, his minor child, or a partnership under (a) or (b) holds shares more than 30 percent in the aggregate of the total issued shares of that company;
- (d) a limited liability company or a public limited company in which the reporter, his spouse, his minor child, a partnership under (a) or (b), or a limited liability company or public limited company under (c) holds shares more than 30 percent in the aggregate of the total issued shares of that company;
- (e) a juristic person whom the reporter has power to manage as a representative.

Juristic Person Name	Address	Type of Business

Part 2 Report under section 89/14 of the Security and Exchange Act B.E. 2535 (1992) and related notifications

2.1 My interest **Yes** **No**

2.1.1 On

I have an interest in the management of the business of the Company as follows:

2.1.2 On

I have an interest in the management of the business of the Company's subsidiary as follows:

2.2 Related person's interest **Yes** **No**

2.1.1 On

My related person,
has an interest in the management of the business of the Company as follows:

2.1.2 On

My related person,
has an interest in the management of the business of the Company's subsidiary as follows:

Part 3 Report under section 88 of the Public Limited Company Act B.E. 2535 (1992)

Yes **No**

3.1 On

I have a direct interest in the contract made by the Company as follows:

- (1) Contract Name
- (2) Contract Parties
- (3) Contract Date
- (4) Nature of Contract
- (5) Nature of Interest

3.2 On

I have an indirect interest in the contract made by the Company as follows:

- (1) Contract Name
- (2) Contract Parties
- (3) Contract Date
- (4) Nature of Contract
- (5) Nature of Interest

Part 4 Reports on the purchase and sale of Securities of the Company and its affiliated companies (Reported to SEC under section 59 and on the same day must send this form to the Company)

Yes

No

I bought the securities as follows:	Held by	units	D / M / Y	Increase	Decrease	Balance
4.1 Securities of the Company						
1.1 Ordinary share		shares				
1.2 Preferred share		shares				
1.3 Warrant		units				
1.4 Others (please specify)						
4.2 Securities of the affiliated company						
Name:						
1.1 Ordinary share		shares				
1.2 Warrant		units				
1.3 Others (please specify)						
Name:						
1.1 Ordinary share		shares				
1.2 Warrant		units				
1.3 Others (please specify)						
Name:						
1.1 Ordinary share		shares				
1.2 Warrant		units				
1.3 Others (please specify)						

4.2 Securities of the affiliated company						
Name:						
1.1	Ordinary share		shares			
1.2	Warrant		units			
1.3	Others (please specify)					
Name:						
1.1	Ordinary share		shares			
1.2	Warrant		units			
1.3	Others (please specify)					
Name:						
1.1	Ordinary share		shares			
1.2	Warrant		units			
1.3	Others (please specify)					
Name:						
1.1	Ordinary share		shares			
1.2	Warrant		units			
1.3	Others (please specify)					

I hereby certify that the information reported above is complete and true in all respects.

Certified by _____
Reporter name _____
Title _____

Acknowledged by _____
Name Ms. Pantip Chirakarnjanakorn
Title Company Secretary