Translation

Bumrungrad Hospital Public Company Limited
Board of Directors' Charter

1. Objective

Each director represents all the Company's shareholders and must perform their duties and responsibilities for the benefit of all shareholders and stakeholders.

2. Definition

"The Company"	means Bumrungrad Hospital PCL and subsidiaries.
"Board"	means the Board of Directors of Bumrungrad Hospital PCL.
"Committees"	mean committees as appointed by the Board to assist the Board on matters as assigned.

3. Appointment

- The Board shall consist of a number of directors appropriate for the size of the Company, which must be at least 5 directors elected by shareholders through shareholders' meeting. Not less than half of the Board must have residency in Thailand. The Nomination and Remuneration Committee shall be responsible for recommending the appropriate number of directors for the Board;
- The Board shall consist of Chairman, Vice Chairman and directors;
- The Board shall consist of at least 3 independent directors, and executive directors must not be more than one-third of the Board;
- The Chairman of the Board shall not hold the position of Managing Director, with a clear segregation of duties, authorities and responsibilities in order to have balance between management and corporate governance;
- The Nomination and Remuneration Committee is responsible for selecting and nominating the candidates for the vacant position in the Board, whether the term has expired or the position has been vacated for any other reasons, and for proposing to the Board and/or shareholders' meeting for approval. The criteria and process of the election of directors by shareholders' meeting shall be in accordance with the Company's Articles of Association;

  In order to meet the objective of good corporate governance, the Chairman of the shareholders' meeting shall encourage the shareholders' meeting to vote for individual directors rather than a group of directors; and
- The Board of Directors shall appoint a person for the position of Company Secretary, who will be responsible for arranging the Board of Directors' meetings and documentations, providing initial advice to directors on related rules, regulations and guidelines, liaise the Board of Directors with the Company's management, and safekeeping the Company's important documents. The Company Secretary shall also have roles and responsibilities as stipulated by relevant rules and regulations.

4. Training

- Newly appointed directors will be provided with appropriate orientation, which includes briefings and information on the Company's operations, Corporate Governance policy, Code of Ethics, and shall be advised of the laws, regulation and other duties of directors of listed companies; and

- The Company also has the policy to develop knowledge and new viewpoints for directors regarding corporate governance, industry climate and other topics which helps the directors to fulfill their responsibilities effectively.

5. Qualification of the Board of Directors

- Possesses the qualifications as per the Company's Articles of Association, Code of Best Practice for Directors of Listed Companies of Stock Exchange of Thailand and Directors' Handbook of Securities Exchange Commission, Thailand;

- Possesses qualifications, including skills, experience and expertise that are diverse and useful to the Company;

- Has leadership, vision and independence in making decisions with high level of-professional skills and integrity;

- Shall not operate a business, become a business partner, or hold a directorship position in a company which operates the same business as the Company and/or is a competitor of the Company, unless the shareholders have been notified before the resolution to elect such director;

- Contributes adequate time to complete the Board's duties;

- Directors shall hold board positions in not more than five (5)[1] companies listed on the Stock Exchange of Thailand, in order for the directors to be able to allocate sufficient time for each company; and

- Other than board positions at the Company's subsidiaries and affiliated companies, Managing Director, Group Chief Executive Officer and Management shall hold the position of director and/or independent director in other company for not more than three (3) companies. In addition, acceptance of such position must be approved by the Board.

6. Types of Directors

There are three types of directors as defined below:

a) Independent Director: a director who does not have any related business or work that may influence their independence in making decisions. An independent director shall have the following qualifications:

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[1] Revised from 8 to 5 companies according to the resolution of the Board of Directors Meeting No. 7/2020, held on 4 November 2020.

- Holding no more than 1 per cent of the total shares with voting rights of the Company, subsidiaries, associated companies, major shareholders, and controlling parties of the Company, provided that the shares held by the related parties of such independent director shall be included[2];
- Having never been an executive director, employee, staff member, advisor who receives salary, or controlling party of the Company or its parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholders, or controlling parties, unless the foregoing status ended at least two years before the appointment[3];
- Being a director who has no benefit or interest either directly or indirectly, financially and managerially, or having business relationship with the Company, subsidiaries, associated companies, major shareholders or controlling parties of the Company, during the period of 2 years before his appointment as a member of the Audit Committee except where the Board of Directors has carefully considered that such previous benefit or interest does not affect the performance of duties and the giving of independent opinions[3];
- Being a director who is not a related person or close relative of any director, management member or major shareholder of the Company[3];
- Being a director who is not appointed as a representative to safeguard interests of the Company's directors, major shareholders or shareholders who are related to the Company's major shareholders; and
- Being capable of performing duties, giving opinions or reporting the results of work delegated by the Board of Directors free and clear of the control of the management or the major shareholders of the Company, including related persons or close relatives of the said persons.

b) Executive Director: a director who is involved in the management of the Company on a full-time basis, and receives monthly remuneration from the Company in the form of salary or its equivalent.

c) Non-Executive Director: A director who is not involved in the management of the Company on a full-time basis and does not receive monthly remuneration from the Company but also does not possess the qualifications of an independent director.

7. Duties and Responsibilities

The Board has responsibilities to all shareholders, including both major and minority shareholders, to ensure that the operations of the Company's business and the corporate governance are in accordance with the objectives and guidelines to maximize the benefits for the shareholders, under the code of ethics

[2] Revised from 5 percent to 1 percent and modified the wording according to the resolution of the Board of Directors Meeting No. 7/2020, held on 4 November 2020.

[3] Modified according to the resolution of the Board of Directors Meeting No. 7/2020, held on 4 November 2020.

framework, taking into consideration the benefits of all stakeholders. Therefore, the Board has the following duties and responsibilities:

a) To perform duties in accordance with the laws, the Company's objectives and regulations, and resolutions of the Shareholders' meeting, in good faith and with care for the best interest of the Company;

b) To establish the Company's vision, directions and strategies, with the aim to maximize long-term shareholders' value;

c) To endorse major strategies and policies, including objectives, business plans, financial targets, operating and capital expenditure budgets, as proposed by management; and to monitor and ensure the implementation and follow up on the outcome;

d) To establish the Corporate Governance policy and the Company's Code of Ethics and to monitor and ensure the communication and implementation of such policies and guidelines, to approve amendments as appropriate and to report in the annual report;

e) To ensure proper systems for corporate accounting, financial reporting and financial auditing; to ensure that the Company has an effective internal control, internal audit and risk management system, which should be reviewed annually, and to assign the internal audit department to independently audit and report on the system;

f) To approve quarterly and annual financial reports; to ensure that they are correct, accurate, credible, in compliance with Generally Accepted Accounting Standards and report to shareholders in the annual report;

g) To monitor, supervise and approve, as the case may be, and to ensure transparency of the transactions which are connected transactions and may cause conflict of interest and to set clear guidelines on the approval and disclosure process of transactions with conflict of interest; and

h) To set and appoint committees as appropriate to help pursue, study in detail, monitor and oversee matters of importance as assigned, and to approve their charters which include their duties and responsibilities and determine their remuneration.

8. Term of Service & Resignation

At every annual general meeting of shareholders, one-third of the directors, or if the number is not a multiple of three, then the number nearest to one-third, shall retire from office. Directors to retire in the first and second year of the Company's registration shall be decided by drawing lots. Thereafter, directors who have been in the office longest shall retire first. The retiring directors may be re-elected.

[4]Director who wishes to resign from the position may submit a letter to the Board, whereby the resignation will become effective when the letter reaches the Company.

If any director vacates the position before the expiration of the term of service, the Nomination and Remuneration Committee shall propose to appoint a person who has appropriate qualifications in the following Board meeting, which resolution must consist of votes of not less than three-fourths of the remaining directors. Such replacement will serve only up to the expiration of the term belonging to the original director.

9. Remuneration

The Board has assigned the Nomination and Remuneration Committee the responsibility to propose the Board's remuneration to the Board and annual general meeting of shareholders for approval. The Board remuneration shall be comparable to board of directors of similar size in the healthcare industry and reflects the experience, obligations, scope of work, and responsibilities and contribution of each director. The committee members are also entitled to remuneration, which must be proposed by the Nomination and Remuneration Committee for the Board's approval. The Company is required to disclose such remuneration in its annual report.

10. Expenses

In order for the Board to fulfill its duties, the Company shall be responsible for the following expenses:

a) Expenses related to independent opinion from other professional sources when it is deemed necessary;

b) Training and development of the directors related to their duties and responsibilities;

c) Traveling and accommodation expenses in case that the director resides outside of Thailand; and

d) Any other expenses incurred by directors as part of the duty of the Company's directors.

11. Meeting

- The Board shall hold a meeting every three months and may hold special meetings as deemed appropriate. The meeting schedule shall be set and notified in advance so that each director can manage his/her time in advance and will be able to attend the meetings;

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[4] The second paragraph of clause 8:

"The retirement age for the Company's director is 80 (revised from 75 to 80 according to the Board of Directors Meeting No. 4/2017, held on 9 August 2017) years old, and becomes effective the day after the date of AGM of which such director reaches the age of 80 years."

was removed by the Board of Directors Meeting No. 4/2022, held on 9 November 2022.

- [5]The quorum for any meeting of the Board shall not be less than one-half of the total number of Board members. Notwithstanding the foregoing, in the event that the meeting includes any agenda item necessitating the adoption of a resolution, the quorum shall be no less than two-thirds of the total number of Board members. In the absence of the Chairman, the Vice Chairman shall assume the role of Chairman for the purposes of the meeting. Should the Vice Chairman also be unavailable, the members present shall designate one among them to act as Chairman for the duration of that meeting;

- The Chairman of the Board and the Managing Director together shall consent to the board meeting agenda and make sure that all important issues are included. Each Board member is able to propose any issue to be included as a meeting agenda to the Company Secretary, who will coordinate with the Chairman and Managing Director to include such issue;

- The Chairman of the Board and the Managing Director shall ensure that meeting invitation and agenda are sent to each director at least 7 days in advance, except for urgent matters which are necessary to protect the benefits of the Company. Other supporting documents shall be sent to each director in advance of the meeting date, to give directors sufficient time to study the materials prior to the meeting, so that they can maintain full and effective control over strategic, financial, operational, compliance and governance issues. The document shall be concise, with all relevant information for the directors to be able to make decisions. However, any confidential issues shall be brought into discussion during the meeting;

- The Chairman of the Board shall appropriately allocate the meeting time for complete presentation by the management and comprehensive discussion among directors. The Chairman shall encourage careful consideration for every agenda;

- Meeting resolutions will be by majority vote. Each director has one vote, except director with vested interest in any issue may not vote for that issue. If voting result is equal, the Chairman of the meeting shall be the casting vote. If any director disagrees with any agenda, the disagreement must be recorded in the minute of the meeting;

- Any director with personal conflict of interest on any issues must leave the meeting while the issue is being considered, and cannot vote on that particular matter;

- Top management of the Company who are not directors are invited to attend the Board meeting to present details on issues that they are directly responsible for;

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[5] The current version:

"The quorum for a Board meeting may not be less than half of the total number of Board members. If the Chairman is absent, Vice Chairman shall serve as the chairman of the meeting. If the Vice Chairman is also not available, meeting members must select one director to serve as chairman for the meeting"

was amended according to the Board of Directors Meeting No. 4/2024, held on 6 November 2024.

- Directors shall have access to additional information via the company secretary as the designated person;
- Non-executive directors shall have the opportunity to meet, as necessary, among themselves without management in order to debate their concerns. The outcome of the meeting shall be notified to the Managing Director; and
- Company secretary shall prepare minutes of the meeting which are complete and correct and present to the Board's adoption in the next meeting. The minutes are then filed for further reference.

12. Self-Assessment

The Board shall undertake an annual Board performance evaluation which compares the performance of the Board with the requirements of this Charter. The evaluation results will be used for developing the performance of the Board of Directors.[6] [7]

The Nomination and Remuneration Committee shall be responsible for the assessment.

13. Effective Date

This Charter was approved by the Board on 27 February 2008 and last amended on 5 November 2025.

Signed Chai Sophonpanich

Chai Sophonpanich
Chairman of the Board

[6] Original version governing the evaluation of the Board as a whole only was approved by the Board of Directors Meeting No. 7/2020, held on 4 November 2020.

[7] This sentence "The evaluation shall be an assessment on the Board as a whole and not specifically for each individual director." was removed by the Board of Directors Meeting No. 4/2025, held on 5 November 2025.