

Notice of Annual General Meeting of Shareholders

No. 33 for Year 2026

Bumrungrad Hospital Public Company Limited



Wednesday, 22 April 2026, at 2:00 pm

Via Electronic Means

Registration will start at 12:00 pm

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Notice of Annual General Meeting of Shareholders No. 33 for year 2026

Bumrungrad Hospital Public Company Limited

31 March 2026

Subject: Invitation to Annual General Meeting of Shareholders No. 33 for the year 2026

To: Shareholders

Bumrungrad Hospital Public Company Limited

Enclosures:

1. Copy of the minutes of Annual General Meeting of Shareholders No. 32 for the year 2025;
2. 2025 56-1 One Report (available for download via QR Code);
3. Rules and procedures for proposing directors' remuneration;
4. Candidates nominated for election as the Company's directors;
5. Details of the auditors and audit fees;
6. Proposed amendments to clause 4 of the Company's Memorandum of Association to align with the conversion of preferred shares into ordinary shares;
7. Part of the Company's Articles of Association relating to the general meeting of shareholders;
8. Details of required documents for meeting attendance, proxies, registration, questions, and voting at the general meeting of shareholders;
9. Guidelines for electronic meeting;
10. Profile of independent director proposed as shareholders' proxy;
11. Proxy Form A and Form B, according to the Notification of the Department of Business Development, Ministry of Commerce; and
12. Business Reply Envelope.

The Board of Directors of Bumrungrad Hospital Public Company Limited, at Meeting No. 1/2026 held on 18 February 2026, resolved to convene the 33rd Annual General Meeting of Shareholders in an electronic format on Wednesday, 22 April 2026, at 2:00 p.m. The meeting will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020), the Notification of the Ministry of Digital Economy and Society on Security Standards for Electronic Meetings B.E. 2563 (2020), as amended, other relevant notifications and regulations, and the Company's Articles of Association (Sections 40 and 42).

The Company wishes to inform shareholders that, from November 2025 to January 2026, it announced through the Stock Exchange of Thailand's news system and on the Company's website the rights of shareholders and the procedures for proposing additional agenda items for consideration by the Board of Directors. No shareholders submitted any agenda items during the specified period.

Accordingly, the agenda for the Annual General Meeting has been set for consideration of the following matters:

Agenda 1 To adopt the minutes of the Annual General Meeting of Shareholders No. 32 in the year 2025, held on Wednesday, 23 April 2025

Rationale: The Annual General Meeting of Shareholders No. 32 was held on Wednesday, 23 April 2025. A copy of the minutes is attached as Enclosure 1 on page 10.

Opinion of the Board: The Board of Directors is of the opinion that the minutes have been recorded comprehensively and accurately and recommends their adoption.

Agenda 2 To acknowledge the Board of Directors' report on the Company's operations in the year 2025

Rationale: The report on the Company's operations and other important information for the year 2025 are detailed in the Business Operation and Operation Result section of the Company's 56-1 One Report, attached as Enclosure 2.

Opinion of the Board: The Board of Directors recommends presenting the Company's operations report to the shareholders for acknowledgment.

Agenda 3 To consider and approve the audited statements of financial position and income statements for the year ending 31 December 2025

Rationale: The statements of financial position and income statements for the year ending 31 December 2025 were audited and certified by the Company's auditor and reviewed by the Audit Committee. Details are shown in the Report and Consolidated Financial Statements section of the Company's 56-1 One Report, attached as Enclosure 2.

Opinion of the Board: The Board recommends that the shareholders approve the statement of financial position and income statement for the year ending 31 December 2025, which have been audited by EY Office Limited and reviewed by the Audit Committee.

Agenda 4 To consider and approve the appropriation of net profit for the fiscal year 2025, the annual payment of dividends, and to acknowledge the interim payment of dividends

Rationale: The Company's dividend policy takes into consideration the Company's performance, financial structure and status, investment plans, consistency in dividend payments, and the economic environment without a fixed dividend payout ratio.

In 2025, the Company reported a consolidated net profit of Baht 7,511,763,437, and retained earnings of Baht 29,485,052,676. With no accumulated deficit, the Company can consider paying dividends to shareholders.

Article 4.1 of the Company's Articles of Association states that when the Company has a net profit that can be distributed to shareholders, the preferred shareholders will receive dividends before the ordinary shareholders. In any year in which dividends distributed to the preferred shareholders reach 15% of the Company's capital as represented by the preferred shares, the balance of the profit shall be distributed to the ordinary shareholders in any amount as determined by the shareholders' meeting. In any year that the Company is able to distribute dividends equal to more than 15% of its capital, the shareholders of both types shall receive the dividends equally.

Below are the details of profit appropriation and proposed dividend payments compared to last year:

Details of Profit Appropriation	2025	2024
Consolidated net profit (million baht)	7,511.76	7,774.73
Unappropriated retained earnings (million baht)	29,485.05	26,074.30
Total retained earnings before appropriation (million baht)	36,996.81	33,849.03
Annual Dividend Appropriation		
Interim dividends (Baht 2/share)	1,591.00	1,073.00
Final dividends (Baht 3/share)	7,162.00	2,507.00
Special dividends (Baht 6/share)		-
Total dividends (Baht 11/share)	8,753.00	3,580.00
Unappropriated retained earnings carry forward (million baht)	28,243.81	25,822.82
Dividend payout ratio (%)	116.00	51.00
No. of preferred and ordinary shares (shares)	795,766,507	795,766,507

The proposed dividends for the year 2025 equal more than 15% of the Company's total capital. Therefore, the dividend will be paid to all preferred and ordinary shareholders equally, in accordance with the Company's dividend payment policy and Articles of Association.

As of the end of 2025, the Company had statutory reserves of Baht 92,275,000, which equals more than 10% of the Company's registered capital. Therefore, the Company did not appropriate additional profit to the reserve fund in 2025.

Opinion of the Board: The Board of Directors resolved that it was appropriate to propose to the shareholders' meeting to consider and approve the payment of dividends for the year 2025 from the consolidated net profit and retained earnings at the rate of Baht 11 per share, amounting to Baht 8,753 million, or 116% of consolidated net profits for 2025.

In addition, the Board of Directors will report to the shareholders' meeting for acknowledgment of the interim payment of dividends of Baht 2 per share, totaling Baht 1,591 million, on 29 August 2025.

Therefore, the remaining dividends of Baht 9 per share, totaling Baht 7,162 million (for an operating period from 1 July 2025 to 31 December 2025), divided between a year-end dividend of Baht 3 per share and a special dividend of Baht 6 per share, will be paid to all preferred and ordinary shareholders whose names existed on the record date, 18 March 2026. The proposed date for dividend payment is 12 May 2026.

The dividend will be paid from the Company's non-BOI net profits at 8.64 baht per share, which is subject to a 20 percent tax, and from BOI net profits at 0.36 baht per share.

Agenda 5 To consider and approve the election of directors replacing those retiring by rotation

Rationale: According to article 23 of the Company's Articles of Association, one-third of the directors must retire from office at every Annual General Meeting of Shareholders. In this meeting, four directors will retire by rotation, namely:

1. Ms. Sophavadee Uttamobol Independent director
Chairperson of Audit Committee
2. Mr. Chong Toh Non-executive director
Member of Investment Committee and
Nomination and Remuneration Committee
3. Mr. Bernard Charnwut Chan Non-executive director
Member of Investment Committee
4. Mr. Anon Vangvasu Independent director
Member of Nomination and Remuneration
Committee

The Company has criteria and procedures for director nomination and a definition of the independent director as detailed in Enclosure 4, on pages 30 and 36, respectively.

Whereas the Company provided shareholders with the opportunity to nominate candidates with appropriate knowledge, capability, and qualifications as directors of the Company from November 2025 to January 2026, none of the shareholders nominated a candidate.

The Nomination and Remuneration Committee evaluated the candidates' qualifications based on the criteria and procedures for director nomination and the characteristics of an independent director, and recommends re-electing Ms. Sophavadee Uttamobol, Mr. Chong Toh, Mr. Bernard Charnwut Chan, and Mr. Anon Vangvasu, whose terms will expire by rotation for another term, as their qualifications suit the Company's business operations. The proposed independent director meets the legal requirements regarding independent directors.

We propose that the shareholders kindly re-elect the following four directors whose terms will expire by rotation for another term:

1. Ms. Sophavadee Uttamobol Independent director
2. Mr. Chong Toh Non-executive director
3. Mr. Bernard Charnwut Chan Non-executive director
4. Mr. Anon Vangvasu Independent director

The profiles of the candidates proposed for election as the Company's directors are attached in Enclosure 4 on pages 32 - 35 and pages 37 - 40.

Opinion of the Board: The Board of Directors, excluding directors with a vested interest, agrees that the Nomination and Remuneration Committee carefully screened the proposed candidates' attributes with thoroughness. Therefore, the Board of Directors recommends that the shareholders' meeting re-elect the four directors who will retire by rotation in 2026, namely Ms. Sophavadee Uttamobol, Mr. Chong Toh, Mr. Bernard Charnwut Chan, and Mr. Anon Vangvasu, as directors of the Company for another term.

Ms. Sophavadee Uttamobol, who has served as the proposed independent director for over nine years, possesses substantial expertise and a comprehensive understanding of the Company's business operations. Her ability to deliver independent opinions, collaborate effectively with Board members, and consistently contribute to positive outcomes underscores her value to the organization. The Nomination and Remuneration Committee has not identified an equally qualified candidate to replace her.

Agenda 6 To consider and approve the remuneration for directors and committee members for 2026

Rationale: The Board of Directors adheres to a policy of setting the remuneration of directors and committee members at an appropriate level, reflecting their duties and responsibilities, and the Company's operating results. This approach considers the overall economic environment and benchmarks against other listed companies of similar size and within the same industry. The rules and procedures for proposing the director's remuneration, along with the components of remuneration, are detailed in Enclosure 3, on page 27.

At the 30th Annual General Meeting of Shareholders for 2023, shareholders approved the total annual meeting allowances budget as well as the per-person rates for directors' and committee members, and annual medical benefits for directors and family members, effective from 1 January 2023 until further changes ("the **Criteria**"), with details outlined in Enclosure 3, on page 27.

For 2025, the Company's directors' remuneration consists of the annual remuneration approved by the shareholders, as well as meeting allowances and annual personal and family medical benefits following the Criteria. Details of payments made in 2025 can be found in the "Remuneration of Directors, Committee members, and Executives" section of the 56-1 One Report (Enclosure 2).

In 2026, the Nomination and Remuneration Committee reviewed the performance of the directors and the committee members, the Company's operating results, the overall economic conditions, and benchmarked the remuneration levels against other listed companies in the same industry and of comparable size. The Committee therefore recommends that the shareholders approve the remuneration for the directors and the committee members as follows.

- A. Directors' and committee members' remuneration for 2026 totals no more than Baht 26.3 million, the same amount approved under the 2025 budget, with the following details:
 - 1. The meeting allowances for Directors and Committee members for 2026 shall total no more than Baht 5.6 million, with the following rates, being consistent with 2025 and according to the established Criteria:

(Baht/person/meeting)

Board of Directors	2026	2025
Chairman	65,000	65,000
Vice Chairman	50,000	50,000
Director	40,000	40,000

(Baht/person/meeting)

Committee Members	Audit Committee		Nomination and Remuneration Committee		Investment Committee	
	2026	2025	2026	2025	2026	2025
Chairman	60,000	60,000	55,000	55,000	55,000	55,000
Members	40,000	40,000	40,000	40,000	40,000	40,000

2. The directors' annual remuneration for 2026 be a total of no more than Baht 20.7 million, the same amount approved under the 2025 budget, to be allocated by the Chairman of the Board of Directors.

(Baht/person/year)

Board of Directors	2026	2025*
Chairman	Baht 20.7 million, which the Chairman of the Board of Directors shall allocate	2,415,000
Vice Chairman		1,805,000
Directors		1,648,000

* The annual remuneration paid in 2025 was 20.7 million baht.

- B. The Board of Directors and their family members will also receive annual medical benefits in accordance with the established Criteria, as amended. These benefits will be consistent with those specified for 2025, as outlined below.

2026	2025
Each director will be entitled to a medical allowance of not exceeding Baht two million per year, applicable at Bumrungrad Hospital, Vitallife Clinics, and Esperance Clinic. The amount exceeding Baht two million will be entitled to a 50% discount.	Each director will be entitled to a medical allowance of not exceeding Baht two million per year, applicable at Bumrungrad Hospital, Vitallife Clinics, and Esperance Clinic. The amount exceeding Baht two million will be entitled to a 50% discount.
Parents, spouses, and children will be entitled to a 30% discount applicable at Bumrungrad Hospital.	Parents, spouses, and children will be entitled to a 30% discount applicable at Bumrungrad Hospital.
Directors who qualify as Former Directors and retire after 1 May 2025 will continue to receive their last medical allowance for a period of two years post-retirement.	Directors who qualify as Former Directors and retire after 1 May 2025 will continue to receive their last medical allowance for a period of two years post-retirement.

Opinion of the Board: The Board of Directors approved the proposal of the Nomination and Remuneration Committee. It is recommended that shareholders approve the proposed remuneration for directors and committee members for 2026, as suggested by the Nomination and Remuneration Committee.

Agenda 7 To consider and approve the appointment of auditors and to fix their audit fees for 2026

Rationale: The Audit Committee recommends appointing Miss Kamontip Lertwitworatep, C.P.A. Registration No. 4377, Miss Sineenart Jirachaikhuan Khan, C.P.A. Registration No. 6287 and Mr. Chayanut Metkunakorn, C.P.A. Registration No. 11269 from EY Office Limited as the Company's auditors for the year 2026 and to fix their remuneration in an amount not exceeding Baht 3,490,000. Additional details are in Enclosure 5 on page 41.

The Audit Committee is of the view that EY Office Limited has been providing effective services for the Company and is knowledgeable about the hospital business. Therefore, the proposed audit fee is deemed appropriate and comparable to other companies in the same industry.

Opinion of the Board: The Board of Directors agrees with the Audit Committee's proposal to appoint Miss Kamontip Lertwitworatep, C.P.A. Registration No. 4377, Miss Sineenart Jirachaikhuan Khan, C.P.A. Registration No. 6287 and Mr. Chayanut Metkunakorn, C.P.A. Registration No. 11269 from EY Office Limited as the Company's auditors for the year 2026. Any one of them can audit, comment, and sign the audit report. The audit fees will not exceed Baht 3,490,000.

Agenda 8 To consider and approve the amendments to clause 4 of the Company's Memorandum of Association regarding registered capital in accordance with the conversion of preferred shares into ordinary shares in 2026

Rationale: The Company's Board of Directors Meeting No. 5/1998, held on 11 November 1998, resolved that preferred shares can be converted into ordinary shares at the rate of one preferred share to one ordinary share every February.

In February 2026, preferred shareholders exercised their rights to convert 2,300 preferred shares into ordinary shares. Therefore, clause 4 of the Memorandum of Association, pertaining to the types of shares of the registered capital, must be amended accordingly, as detailed in Enclosure 6 on page 43.

Opinion of the Board: The Board of Directors recommends that the shareholders approve the amendments to clause 4 of the Company's Memorandum of Association to reflect changes in preferred shares and ordinary shares.

Agenda 9 Other business (if any)

Please attend the Annual General Meeting No. 33 of 2026 as per the specified date, time, and method. Shareholders can indicate their intention to attend in person or by proxy (either a designated person or an independent director) via Inventech Connect's e-Request system from 10 April 2026 at 8:30 a.m. to 22 April 2026 until the meeting closes. Registration for electronic attendance is available through Inventech Connect's e-Register system from 12:00 noon on 22 April 2026.

To appoint another person to attend and vote on your behalf at the meeting, shareholders are requested to complete and sign either Proxy Form A or Proxy Form B, as enclosed herewith and shown in Enclosure 11, pages 60–65, or Proxy Form C (applicable only for shareholders who are foreign investors and have appointed a custodian in Thailand as their share depository), which may be downloaded from the Company’s website. Only one form shall be used. The duly completed proxy form together with the required identification documents shall be delivered to the Company by postal mail using the business reply envelop provided on page 66, or submitted in person prior to the meeting date (no later than 20 April 2026). Alternatively, shareholders may submit the proxy electronically via the e-Request system of Inventech Connect, as mentioned in the first paragraph.

The Company has provided proxy forms A, B, and C on its website at www.bumrungrad.com/investor for shareholders to download and print. Additionally, shareholders may request a hard copy of the proxy form via the specified channel available on the website.

In addition to submitting a paper proxy as described above, shareholders may appoint a proxy to attend the meeting on their behalf in electronic form through the following alternative channel:

1. Individual shareholders who are members of the TSD Investor Portal (**IVP**) and have completed identity verification via National Digital ID (NDID) may use the online proxy service (e-Proxy Voting) through the IVP system by simply completing the proxy information electronically.
2. Funds managed by asset management companies and foreign juristic persons whose shares are under the care of custodians may also cast their votes in advance through TSD’s e-Proxy Voting for Intermediaries system.

If you would like to appoint an independent director as your proxy, you may appoint **Ms. Aruni Kettratad**, who has no vested interest in any of the agenda items proposed for this shareholders’ meeting. Her details are provided in Enclosure 10 on **page 58**.

You can learn more about the **electronic meeting system** and Inventech Connect **voting and casting system** in Enclosure 8 (**page 48**) and Enclosure 9 (**page 55**).

Shareholders can **submit questions or comments** about the meeting to the Board of Directors **before 21 April 2026** through various channels, including Company’s website. See **Enclosure 8 (page 54)** for details.

Yours sincerely,



(Dr. Chanvit Tanphiphat, MD)
Vice Chairman



(Mrs. Linda Lisahapanya)
Managing Director

Shareholders may view the Notice of Meeting and supporting documents on the Company's website (www.bumrungrad.com/investor) from **24 March 2026** onwards.

Requests to attend the meeting via electronic media may be submitted through the **Inventech Connect e-Request system** from **10 April 2026 at 8:30 a.m.** until the **close of the meeting on 22 April 2026**.

Proxy forms may be sent by post or hand-delivered to the Company to arrive **no later than 20 April 2026**.

Shareholders may submit questions or provide comments regarding the shareholders' meeting in advance from now until **21 April 2026**.

Registration for attending the meeting via the **eRegister system** will be available on **22 April 2026 from 12:00 noon onwards**.

For additional information, please contact:	Ms. Pantip Chirakarnjanakorn	+66 (0) 2011 4956
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