



Nomination and Remuneration Policy

Vibhavadi Medical Center Public Company Limited

Vibhavadi Medical Center Public Company Limited (the “Company”) recognizes and understands that the purpose of its business operations is to achieve its objectives and goals while maximizing benefits for shareholders and ensuring fairness to all stakeholders and related parties. Accordingly, individuals serving as directors and senior executives must possess appropriate qualifications. The Company has therefore established this Nomination and Remuneration Policy as a guideline for implementation in accordance with the principles of good corporate governance.

Objectives

The Board of Directors, Sub-Committees, and Senior Executives play a significant role in ensuring that the Company’s management policies are successfully implemented in line with its strategic direction. The Company has therefore established clear and equitable processes for the nomination and determination of remuneration for such individuals prior to proposing their appointment and/or remuneration to the Board of Directors and/or the shareholders’ meeting for consideration and approval, as the case may be.

Nomination and Remuneration Policy

The Company recognizes the importance of the roles, duties, and responsibilities of directors, sub-committee members, and senior executives as key persons in driving the Company toward achieving its objectives and sustainable growth. Such individuals should possess appropriate qualifications in terms of skills, experience, and expertise beneficial to the Company, as well as the ability to devote sufficient time and effort to perform their duties effectively. In the appointment of such persons, the Company assigns the Nomination and Remuneration Committee to undertake the nomination, selection, and determination of remuneration for directors to ensure that candidates possess suitable qualifications and comply with applicable laws and regulations before proposing them to the Board of Directors and/or the shareholders’ meeting for appointment. The Company has therefore established the following principles and guidelines for nomination and remuneration:

Nomination Function

The Nomination and Remuneration Committee shall have the following duties:

1. To establish policies, criteria, and procedures for nomination and remuneration that are appropriate and consistent with the Company's business nature.
2. To review the qualifications of nominated candidates to ensure that they are not prohibited by applicable laws, regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Company's Articles of Association, including verification with relevant authorities to ensure that nominated directors are not blacklisted or removed from official registers maintained by such authorities.
3. To propose qualified nominees for appointment as directors to the Board of Directors and/or the shareholders' meeting for consideration and approval, as the case may be.

Remuneration Function

The Nomination and Remuneration Committee shall have the following duties:

1. To establish criteria and policies for determining the remuneration of the Board of Directors and sub-committee members (if any) for proposal to the Board of Directors and/or for approval by the shareholders' meeting, as the case may be.
2. To determine necessary and appropriate remuneration, both monetary and non-monetary, including other benefits, for directors on an individual basis, taking into account their duties, responsibilities, performance, comparison with companies in similar industries, and the expected benefits to be derived from each director, and to propose such remuneration to the Board of Directors for consideration and submission to the shareholders' meeting for approval.
3. To consider the annual remuneration of directors and sub-committee members (if any) based on performance evaluation results, and to propose such remuneration to the Board of Directors and/or the shareholders' meeting for consideration, as the case may be.
4. Directors' and sub-committee members' remuneration (if any) shall be determined in accordance with the principles and policies established by the Board of Directors within the framework approved by the shareholders' meeting and for the utmost benefit of the Company. Monetary and non-monetary remuneration shall align with the Company's performance and the performance of each executive.

Nikom Wairatpanij

(Mr. Nikom Wairatpanij)

Chairman of the Board of Directors

Vibhavadi Medical Center Company Limited