

(Translation)

Code of Conduct

Directors, Executives and Employees

Praram 9 Hospital Public Company Limited

Scope of Application

Praram 9 Hospital Public Company Limited ("**the Company**" or "**the Hospital**") has established this Code of Business Conduct as a standard and to be enforced upon all directors, executives, and employees at all levels of the Company to adhere to and practice in accordance with their assigned duties and responsibilities. This also aims to encourage executives to serve as good role models in performing their duties under business ethics. All executives and employees of the Company must acknowledge, understand, and strictly adhere to this code to ensure that each person's performance of duties is effective, transparent, and takes into account the Company's best interests while being fair to all relevant stakeholder groups.

"Executives" means a manager or a person holding an executive position among the first four positions counting down from the manager, any person holding a position equivalent to those four executive positions, and includes persons holding executive positions in accounting or finance departments at the level of department manager or above, or equivalent.

"Employees" means company employees in positions lower than executives, including permanent employees, temporary employees, employees under special contracts, and employees under employment contracts.

Guidelines for Practice

1. **Conflict of Interest Policy**

1.1 Executives

After the Company has transformed into a public limited company and has been registered as a listed company on the Stock Exchange of Thailand, the Company will comply with the regulations of the Stock Exchange of Thailand. Management must carefully consider conflicts of interest regarding connected transactions between the Company with honesty, integrity, reasonableness, and independence under a good ethical framework, and operate in accordance with relevant policies, taking into account the Company's interests as the primary consideration to ensure that such transactions are reasonable and primarily serve the Company's interests.

1.2 Executives And Employees

1.2.1 Management or employees must not engage in any other actions that constitute a conflict of interest with the Company, whether directly or indirectly, and whether by themselves or in collaboration with others, regardless of whether such conflicts arise from contact with the Company's business-related parties such as business partners, service recipients, business competitors, or from using opportunities or information obtained from being an employee for personal gain or from conducting business that competes with the Company.

- 1.2.2 Management or employees must protect the Company's interests to the fullest extent of their capabilities.
- 1.2.3 Executives or employees must not engage in any other business activities that may adversely affect the Company's interests or compete with the Company.
- 1.2.4 Executives or employees must not work for any other person or organization that provides compensation during the Company's working hours, except with written permission from the Managing Director or a person authorized by the Managing Director.

2. Protection and Use of Company Assets and Confidential Information Policy

- 2.1 All methods, processes, ideas, as well as various technical knowledge or knowledge and/or any other technical methods related to the business operations or activities of the Company, arising from ideas, research, study, investigation and/or any other actions resulting from the performance of duties and employment contracts of executives and employees in all cases, shall be deemed intellectual property of the Company in its entirety, whether or not registered or notified under intellectual property laws. Furthermore, disclosure is prohibited without written authorization from the Managing Director or a person assigned in writing by the Managing Director.
- 2.2 Directors, executives, employees, or advisors to the Board of Directors agree to maintain all "trade secrets" of the Company that they have become aware of or learned about through their work performance for the Company. They shall not disclose or transmit such information to any unrelated and unnecessary persons, or make copies without authorization. They shall also not perform any act or omit to perform any act that would cause damage to the Company's status and reputation or cause damage to the Company's business. This includes not undertaking employment or becoming an executive or employee, or providing advisory, consulting, assistance, or entering into any contract with any legal entity or business of persons who are commercial competitors of the Company, or conducting business that is similar or analogous to the Company's business.

For the purpose of interpreting this provision, "trade secrets" means commercial information that is not generally known or accessible among persons who normally deal with such information, being information that has commercial value because it is secret and is information for which the Company has taken appropriate measures to maintain as secret. Such trade secrets may be contained in any regulations, contracts, or other agreements of the Company as specified and shall continue to exist, or as prescribed by the Trade Secrets Act B.E.2545 (2002) (including any amendments thereto).

- 2.3 All directors, executives, employees, or advisors to the executive committee of the Company must maintain confidentiality of any "secrets" pertaining to the Company's customers, contracting parties, business partners, or any other persons that they have learned or become aware of due to their work performance for the Company, except when disclosure of such information is permitted by law or required by law, such as disclosure of information pursuant to a court order or order of any other government official authorized by law.

- 2.4 Directors, executives, employees, or advisors to the executive committee of the Company must be aware of the procedures and methods for maintaining data security and comply with them to prevent confidential information from being disclosed unintentionally.
- 2.5 The Managing Director shall be the person who approves information to be presented or disclosed to the public.
- 2.6 Directors, executives, employees, or advisors to the executive committee must not use or utilize the Company's assets or internet for commercial purposes or personal benefit, except for the direct benefit of the Company.
- 2.7 Directors, executives, employees, or advisors to the executive committee must strictly adhere to and comply with the company's computer system policies, such as
- Must not interfere with others' privacy through the company's computer system under any circumstances.
 - Must not access the company's confidential information in the computer system for personal benefit or for the benefit of others. Access is permitted only to the portion for which the executive or employee has direct responsibility and may be used solely for performing duties according to their position and responsibilities.
 - Must strictly adhere to the rules and regulations governing the use of equipment and tools in the computer system.
 - Prohibited from accessing data and various document files of other users on the computer system without authorization.
- 2.8 Directors, executives, employees, or advisors to the executive committee must acknowledge and comply with the guidelines for proper and appropriate use of computer systems and information systems.
- 2.9 Do not install or save computer programs in the Company's computer system without permission.
- 2.10 Licensed computer programs used by the Company shall not be distributed to any other persons, including business partners, contractors, service recipients of the Company, and personal software installation. This also includes employee internet usage or internet system connections for data transfer, distribution of obscene materials, sending and receiving information through electronic systems (email) that violate laws or copyright laws, or that contradict the intent or objectives of policies, operating procedures, or the Company's information system policy regulations, or that violate the Computer Crime Act B.E. 2550 (including any amendments thereof) or other applicable laws.
- 2.11 During the performance of duties under the employment contract, directors, executives, employees, or advisors to the Board of Directors must not commit any act, omit, or refrain from any action that would cause the Company to suffer damages resulting from false or incorrect information, news, and/or reports, records, or communications by any means whatsoever, whether intentional or not.

- 2.12 Directors, executives, employees, or advisors to the Board of Directors must not infringe upon the intellectual property of the Company and/or any other company that has authorized the Company to use such intellectual property, whether by contract and/or any other means, including reproduction, adaptation, public dissemination, or rental of originals or copies, whether for profit or not. If executives or employees violate this code of ethics, the Company has the right to terminate the employment contract immediately.
- 2.13 Directors, executives, employees, or advisors to the Board of Directors must use the Company's assets with care and responsibility, taking care of and maintaining any tools or equipment received from the Company to keep them in proper condition at all times, and arranging for repairs when damage occurs.
- 2.14 Directors, executives, employees, or advisors to the Board of Directors must not violate the Company's regulations or orders that may cause accidents or damage to the Company's assets.
- 2.15 Directors, executives, employees, or advisors to the Board of Directors must protect the Company's assets from being lost or destroyed, even if it is not their direct responsibility.
- 2.16 Directors, executives, employees, or advisors to the Board of Directors must not use the Company's equipment or assets for purposes other than working for the Company.
- 2.17 The Company has established measures for providing information to external parties in cases where external parties are involved in advisory work, such as Board advisors, Chief Executive Officer Advisors, other ad hoc advisors, employees and staff of the Company's contractors, etc. The Company has additional requirements regarding advisor ethics as follows:
- Information disclosure must be within the scope of assigned duties and responsibilities only. (Need-to-know basis)
 - Execution of confidentiality agreements. (Confidentiality Agreement)
 - Performance of duties to the fullest capability with neutrality.
 - Not using information obtained from duty performance to seek benefits for oneself or others improperly.

Those who violate the insider information usage policy will be subject to disciplinary and/or legal punishment as applicable.

3. Gift and Entertainment Policy

- 3.1 Directors, executives, or employees shall not request, accept, or consent to receive money or any other benefits from business-related parties.
- 3.2 Directors, executives, or employees may accept or give gifts in accordance with customary practices, provided that such acceptance of gifts does not influence any business decisions of the recipient.
- 3.3 If executives or employees receive gifts on customary occasions that have unusually high value from parties related to the Company's business, they must report this to their supervisors according to the hierarchical chain of command.

4. Securities Trading and Insider Information Policy

- 4.1 Directors and executives have the duty to report their securities holdings in accordance with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.
- 4.2 The Company must comply with laws regarding the use of inside information by ensuring fairness and justice for all shareholders equally. To prevent legal violations by personnel at all levels of the Company and their families who have knowledge or may have knowledge of inside information not yet disclosed to the public, the Company prohibits such persons from trading shares or soliciting others to buy, sell, offer to buy, or offer to sell Company shares, whether personally or through brokers, while still possessing undisclosed information. The Company and the Stock Exchange of Thailand consider such securities trading to be speculative trading or creating advantages for certain groups of people. Directors, executives, employees, and staff of the Company who have knowledge of material inside information that affects or may affect securities price changes must refrain from trading Company securities and must wait at least 24 hours after the Company has disclosed such information to the public. (Please refer to the Company's inside information policy for additional details.
- 4.3 The Company has established workplace security systems to protect confidential files and documents and has implemented restrictions on access to non-public information, allowing only relevant and necessary personnel to know. Therefore, it is the duty of data owners or holders of undisclosed information to strictly instruct relevant parties to comply with security procedures. Violators of inside information usage will be subject to disciplinary action and/or legal penalties as applicable.

5. Internal Control and Audit Systems and Accounting and Financial Reporting Policy

5.1 Internal Control and Audit Systems Policy

Establish an effective internal control and audit system under the supervision of internal auditors and review by the audit committee.

5.2 Accounting and Financial Reporting Policy

The Company's management is responsible for preparing accurate, complete, and timely financial reports, both annual and quarterly statements, which are prepared in accordance with generally accepted accounting standards.

5.2.1 Accuracy of Recording

- All business transaction records of the Company must be accurate, complete, and verifiable without any limitations or exceptions.
- Accounting entries and business records must reflect actual transactions without distortion or creation of false entries, regardless of the purpose.

- Personnel at all levels must conduct business transactions in compliance with the Company's regulations and requirements, including maintaining complete supporting documents for business entries and providing sufficient and timely useful information to enable those responsible for recording, preparing, and evaluating accounting and financial reports to record and prepare all types of accounting and financial records of the Company in the Company's accounting system with accurate and complete details.

5.2.2 Accounting and Financial Reporting

- All executives and employees must not engage in distortion, concealment of information, or creation of false records, whether they are business transaction data related to accounting and finance, or operational transaction data.
- All executives and employees should be aware that the accuracy of accounting and financial reports is a shared responsibility of the Company's Board of Directors, executives, and employees who have designated responsibilities.
- All executives and employees have the responsibility to execute, prepare, and/or provide information and business transaction data.

5.2.3 Best Practices Regarding Legal Compliance

- All personnel at every level involved must comply with regulations and legal requirements, both domestic and/or international, to ensure that the Company's accounting preparation and financial records are accurate and complete.
- All personnel at every level must adhere to the principles of honesty, impartiality, and integrity in data recording and storage.

6. **Shareholder Responsibility Policy**

- Perform duties with honesty and integrity, and conduct all activities with fairness toward all shareholders.
- Report the organization's status to shareholders regularly and comprehensively in accordance with the facts.
- Report to shareholders the organization's future outlook, both positive and negative aspects, with adequate supporting reasons.

7. **Treatment of Executives and Employees Policy**

- Provide fair compensation to executives and employees.
- Appointments and transfers of executives and employees, including rewards and penalties, must be conducted with integrity and based on the knowledge, capabilities, and suitability of executives and employees.

- Emphasize the development of employees' knowledge, capabilities, and skills by providing opportunities comprehensively and consistently.
- Strictly comply with laws and regulations related to executives and employees.

8. Code of Conduct for Executives and Employees

- Shall perform duties with dedication, honesty, and transparency.
- Respect the rights of other executives and employees.
- Supervisors shall conduct themselves in a manner that earns the respect and admiration of employees, and employees shall not engage in any actions that show disrespect toward their supervisors.
- Shall be disciplined and conduct themselves in accordance with organizational rules, regulations, and good traditions, whether specified in writing or not.
- Collaborate in creating and maintaining an atmosphere of harmony and unity among employees avoid any actions that may adversely affect the reputation, image of the Company, or cause problems for the Company later on.

9. Corporate Social Responsibilities Policy (CSR)

The Company recognizes the importance of conducting business with sustainable growth under Corporate Social Responsibility (Corporate Social Responsibilities), focusing on operating with care and consideration for stakeholders, economy, society, and environment with morality, ethics, and code of conduct. The Company adheres to corporate governance principles to comply with laws related to preventing and combating fraud and corruption. The Company hopes that conducting business under social responsibility and anti-corruption and anti-bribery will benefit the public alongside the Company's growth simultaneously. The Company has established a Corporate Social Responsibility Policy and Anti-Corruption and Anti-Bribery Policy, divided into 6 sections as follows:

Section 1 Fair Business Operations

The Company is committed to conducting business with honesty, integrity, fairness, and ethics, in accordance with competitive frameworks under relevant laws and regulations, including ethical principles and equitable competition. This includes rejecting any behavior that obstructs fair competition, such as seeking confidential information from business competitors, soliciting, receiving, and providing any dishonest commercial benefits, and so forth. Furthermore, the Company respects the intellectual property rights of others, with a policy requiring personnel to comply with laws or regulations regarding intellectual property rights, such as using legally licensed computer software, among others. Additionally, the Company has campaigns to promote and instill awareness among Company personnel at all levels to foster social responsibility.

Section 2 Human Rights

The Company places great importance on and respects human rights by requiring doctors, nurses, and other medical personnel, as well as employees, to treat patients and service users with equality, applying the same standards to all, and not discriminating against anyone who comes to receive services at the hospital.

All service users receive equitable services according to the rights that patients are entitled to receive in all aspects, regardless of differences in race, skin color, gender, age, language, religion, mental status, or social status. The Company provides appropriate channels for service users to participate in expressing their opinions and complaint channels.

The Company focuses on emphasizing the importance of and respecting patient rights by including patient rights training topics in the orientation for all new employee cohorts, so that employees are informed, understand, and can implement them correctly. The Company also communicates to patients about their rights and responsibilities by posting announcements at various service points throughout the Company.

Section 3 Fair Labor Treatment

The Company recognizes the importance of human resource development and fair labor practices as factors that will help increase business value and enhance the Company's competitiveness and sustainable growth in the future. The Company has established the following policies and practices:

- 1) Respect employee rights in accordance with human rights principles and comply with labor laws.
- 2) Establish fair employment processes and employment conditions, including compensation determination and performance evaluation under fair work assessment processes.
- 3) Promote personnel development by providing training, seminars, and workshops, as well as sending personnel to participate in various academic seminars and training programs to develop knowledge, capabilities, and potential of personnel, including instilling good attitudes, morality, ethics, and teamwork.
- 4) Provide various welfare benefits for employees as required by law, such as social security and provident fund, as well as additional benefits beyond legal requirements, such as medical treatment welfare and accident insurance, including providing various types of financial assistance to employees, such as educational scholarships for children and funeral assistance.
- 5) Focus on organizing the work environment to ensure workplace safety and provide various welfare benefits, such as clean and safe drinking water in the workplace, clean restrooms, safe and adequate dormitories, along with various conveniences such as Internet services, as well as providing medical treatment welfare for all personnel.

- 6) Ensure employees can work safely with good occupational health and safety in the workplace by implementing measures to prevent accidents and fostering safety awareness among employees, including organizing training programs and promoting employee wellness, while maintaining workplace hygiene and safety standards at all times.
- 7) Provide opportunities for employees to express opinions or file complaints regarding unfair treatment or misconduct within the company, including providing protection for employees who report such matters.

Section 4 Responsibilities to Service Recipients

The Company places great importance on developing its service delivery to ensure that service recipients maintain good health, receive satisfaction, and have their needs met. The Company is committed to treating service recipients with responsibility and caring for them as if they were family members of the Company. To this end, the Company has arranged for physicians and medical personnel with expertise in various fields, as well as high-quality and modern medical equipment and instruments, to ensure that service recipients receive medical treatment according to proper and appropriate medical standards. The Company has adopted international hospital standards and criteria for use in patient service processes, such as Joint Commission International Accreditation Standards, and remains committed to maintaining the confidentiality of service recipients' information and not using such information inappropriately. Furthermore, the Company organizes various activities to foster good and sustainable relationships, whether between service recipients or between service recipients and the Company.

Section 5 Environmental Conservation and Management

The Company strictly complies with laws, regulations, and standards related to environmental management, including implementing and controlling compliance with environmental protection laws such as the Enhancement and Conservation of National Environmental Quality Act B.E. 2535 (1992), the Ministry of Public Health Regulation on Infectious Waste Disposal B.E. 2545 (2002), the Bangkok Metropolitan Administration Ordinance on Collection, Transportation and Disposal of Night Soil or Solid Waste B.E. 2544 (2001), and the Ministry of Natural Resources and Environment Announcement on Determining Types of Food and Pollution Sources Subject to Wastewater Discharge Control into Public Water Sources or the Environment, including other related laws. The Company has established preventive and corrective measures when environmental impacts occur due to the Company's operations. Additionally, the Company utilizes resources efficiently and cost-effectively. Furthermore, the Company has a quality, standard waste treatment system from production processes and conducts environmental management system assessments by establishing operational guidelines as follows:

The Company manages its waste disposal system by hiring certified external legal entities to handle and dispose of sewage, infectious waste, and hazardous waste, in order to prevent environmental impacts resulting from substandard waste management systems.

The Company can hire certified external legal entities to monitor and measure environmental quality within the hospital, which is one of the measures for surveillance against health hazards for hospital personnel. This is done through monitoring and assessment of the working environment in physical, chemical, and biological aspects. The results obtained from these measurements will be used to enhance efficiency in hazard control and prevention, hazard surveillance, and occupational diseases that may occur.

Section 6 Social Development Participation

The Company recognizes the importance of participating in community and social responsibility. Therefore, it has established policies to provide assistance and social development, and continuously implements projects to help and develop society.

10. Good Corporate Governance Policy

The Company's Board of Directors must comply with laws, objectives, regulations, and resolutions of the Company's shareholders' meetings, as well as adhere to and practice good corporate governance principles according to the guidelines established by the Stock Exchange of Thailand as operational guidelines for the Company. This is to achieve operational efficiency and create transparency for investors, which will build confidence in the Company's business operations among external parties. The Company's good corporate governance policy covers 5 main principles as follows:

Section 1 The Rights of Shareholders

The Company recognizes and places importance on the fundamental rights of shareholders, both as investors in securities and as owners of the Company, such as the right to buy, sell, and transfer securities they hold; the right to receive profit shares from the Company; the right to receive adequate information; various rights in shareholder meetings; the right to express opinions; the right to participate in decision-making on important matters of the Company, such as dividend allocation, appointment or removal of directors, appointment of auditors, approval of significant transactions that affect the Company's business direction, including amendments to the Company's Memorandum of Association and Articles of Association, etc.

Furthermore, the Company has a mission to promote and facilitate the exercise of shareholders' rights as follows:

(1) The Company will send meeting invitations together with supporting information for various agenda items to shareholders for their advance notice and publish announcements in newspapers at least 7 days before the meeting date, or any other period as prescribed by relevant laws or regulations. In addition, the Company will publish such information on the Company's website prior to the shareholders' meeting date.

(2) In cases where shareholders cannot attend the meeting in person, the Company will provide opportunities for shareholders to grant proxy to independent directors or any other persons to attend the meeting on their behalf.

(3) For shareholders' meetings, the Company will use venues that are convenient for travel, select appropriate dates and times, and allocate sufficient time for the meeting. This is in accordance with the policy to facilitate convenience for the Company's shareholders.

(4) During shareholders' meetings, the Company will provide opportunities for all shareholders to have equal rights in expressing opinions, suggestions, or asking questions on various related agenda items freely before voting on any agenda item. The Company's relevant directors and executives will attend the shareholders' meeting to answer questions during the meeting.

(5) After the shareholders' meeting is completed, the Company will prepare meeting minutes that accurately and completely record essential information for shareholders to verify. This will be prepared as shareholders' meeting minutes published on the Company's website and submitted to relevant government agencies within the timeframe prescribed by law.

Section 2 The Equitable Treatment of Shareholders

The Company has established a policy to treat all shareholders equally, whether they are major shareholders or minority shareholders, shareholders who are executives or non-executive shareholders, Thai nationals or foreign shareholders, with the following details:

(1) In conducting each shareholder meeting, the Company will provide equal opportunities to all shareholders. Before the meeting begins, the chairman will explain the voting procedures and vote counting methods for shareholders required to vote on each agenda item. The Company will also provide opportunities for all shareholders and proxy holders attending the meeting to express opinions, suggestions, and ask questions on each agenda item, allowing appropriate and sufficient time. The chairman will conduct the meeting according to the predetermined agenda. The Company will not present any additional agenda items that are not necessary to the meeting, especially agenda items that require shareholders to spend adequate time studying before making decisions.

(2) For the director election agenda, the Company will provide opportunities for shareholders to exercise their rights to elect company directors individually. Additionally, the Company will provide opportunities for minority shareholders to nominate candidates for company director positions in advance within a reasonable timeframe, along with supporting information regarding the qualifications and consent of the nominated candidates.

(3) The Company supports shareholders in using proxy forms that comply with the Department of Business Development's Notification on Proxy Form Specifications (No. 5, B.E. 2550), which allows shareholders to specify voting directions for approval, disapproval, or abstention. The Company has prepared proxy forms in Forms A, B, and C (proxy form specifically for custodians) for shareholders.

(4) Facilitate shareholders who are unable to attend the meeting in person but wish to exercise their voting rights through proxy voting. This is done by proposing that independent directors attend the meeting and vote on behalf of shareholders, providing convenience for shareholders to choose any independent director as their proxy representative.

(5) Promote and support the use of voting ballots in shareholder meetings

(6) The Company has established requirements for directors to report conflicts of interest in any agenda item at least before consideration of the related agenda item in the Board of Directors' meetings, and to record such conflicts of interest in the minutes of the Board of Directors' meetings. Additionally, directors who have significant conflicts of interest that would prevent them from providing independent opinions on related agenda items are prohibited from participating in meetings for those particular agenda items.

(7) The Company has established guidelines for safeguarding and preventing the use of material inside information that may affect changes in the Company's securities prices. Individuals or departments with knowledge of such inside information are prohibited from disclosing such information to unrelated departments or individuals until the Company has disclosed such information to the public. Furthermore, the Company requires that directors, executive directors, executives, employees and staff of the Company, including advisory executive directors, who have received material inside information that may affect changes in the Company's securities prices, including financial information, must refrain from trading the Company's securities during the 30-day period before such financial statements or inside information is disclosed to the public, and during the 24-hour period after such information has been disclosed to the public by the Company. In cases where the above requirements are violated, the Company will consider it a disciplinary offense and impose appropriate penalties as deemed fit for each case.

Section 3 **Consideration on the Role of Interested Persons and code of ethics in business conduct**

The Company places importance on the rights of all stakeholder groups, whether they are internal stakeholders such as shareholders and employees, or external stakeholders such as business partners and service recipients. The Company recognizes that support and feedback from all stakeholder groups will be beneficial for the Company's operations and business development. Therefore, the Company will comply with relevant laws and regulations to ensure that the rights of such stakeholders are well protected. In addition, the Company also takes into consideration the rights of all stakeholders and business ethics in accordance with the following guidelines:

Shareholders : The Company will conduct business with transparency and efficiency, striving to create good operating results and stable growth to maximize long-term benefits for shareholders, including transparent and reliable information disclosure to shareholders.

Employees : The Company will treat all employees equally and fairly, providing appropriate compensation. In addition, the Company emphasizes the continuous development of employees' skills, knowledge, capabilities, and potential through training programs, seminars, and workshops, providing equal opportunities to all employees and striving to create incentives for highly skilled employees to remain with the Company for further organizational development. The Company has also established guidelines for anti-corruption, including instilling in all employees compliance with relevant laws and regulations, such as strict prohibition of insider trading.

Business Partners : The Company has processes for selecting business partners by allowing partners to compete on equal information and selecting partners fairly under the Company's evaluation and selection criteria. In addition, the Company has developed appropriate and fair contract formats for all contracting parties and established monitoring systems to ensure complete compliance with contract terms and prevent fraud and misconduct at all stages of the procurement process. The Company purchases goods from business partners according to commercial terms and strictly complies with contracts with business partners.

- Service Recipients** : The Company is responsible to service recipients by maintaining the quality and standards of services, including responding to service recipients' needs as comprehensively and extensively as possible, with a focus on creating long-term satisfaction for service recipients. Additionally, the Company provides accurate information about the Company's services and establishes channels for the Company's service recipients to report problems or inappropriate services so that the Company can prevent and resolve issues related to the Company's services promptly.
- Creditors** : The Company will comply with various conditions under contracts with creditors as a priority, including repayment of principal, interest, and maintenance of various collaterals under relevant contracts
- Competitors** : The Company conducts itself according to good competitive practices with ethics and within the legal framework, including supporting and promoting policies for free and fair competition.
- Society and Community** : The Company cares about and prioritizes safety for society, environment, and quality of life of people involved in the Company's operations, and promotes employees to have awareness and responsibility toward the environment and society, including strict compliance with relevant laws and regulations. Furthermore, the Company strives to participate in various activities that create and maintain the environment and society, as well as promote local culture where the Company operates.

Additionally, stakeholders can inquire for details, file complaints, or report tips regarding illegal actions, inaccuracies in financial reports, deficient internal control systems, or violations of the Company's business ethics through the Company's audit committee. All complaint information and tips reported to the Company will be kept confidential. The audit committee will proceed to order investigation of the information and seek corrective measures (if any) and will report to the Company's Board of Directors accordingly.

Section 4 Disclosure and Transparency

(1) The Company places great importance on financial statements and financial information disclosed in the annual report. The Audit Committee is responsible for reviewing the quality of financial reports and internal control systems, including ensuring adequate disclosure of material information in the notes to financial statements and reporting to the Company's Board of Directors. Additionally, the Company's Board of Directors supports the preparation of Management Discussion and Analysis to accompany the disclosure of financial statements in every quarter.

(2) The Company will arrange for the disclosure of information about each director, the roles and responsibilities of the Company's Board of Directors and the Company's sub-committees, the number of meetings and meeting attendance in the past year.

(3) The Company will disclose audit fees and other service fees paid to auditors who provide services to the Company.

(4) The Company will arrange for reports on corporate governance policies, business ethics, risk management policies, and policies regarding social and environmental responsibility that have been approved in summary, and the results of compliance with such policies, including cases where such policies cannot be implemented along with the reasons.

(5) Company also places importance on good internal control systems and has established an internal audit department to audit the operations of each business line to prevent errors and ensure operations are conducted with transparency. Regular audits are conducted and reports are prepared and submitted to the Audit Committee for consideration.

Section 5 Responsibilities of the Board of Directors

1. Board of Directors Structure and Sub-Committees

The Company's Board of Directors consists of individuals who possess knowledge, capabilities, and experience that can benefit the Company. They play a crucial role in formulating policies and the overall organizational vision, as well as having important responsibilities in governing, monitoring, and evaluating the Company's operations to ensure they align with established plans.

The Company's Board of Directors shall consist of at least 5 members, with independent directors comprising no less than one-third of the total number of directors and not fewer than 3 persons. This ensures appropriate balance in consideration and voting on various matters. Directors serve terms of no more than 3 years each as stipulated by relevant laws. Independent directors shall serve continuous terms of no more than 9 years, unless the Board of Directors deems it appropriate for such person to continue serving as an independent director of the Company for the Company's best interests. Furthermore, the Company's directors may hold directorship positions in other companies, provided this complies with relevant laws and/or regulations, and must notify the Board of Directors meeting for acknowledgment each time before assuming such positions.

Additionally, the Company's Board of Directors has appointed sub-committees to assist in the corporate governance of the Company as follows:

(1) Audit Committee Comprises at least 3 independent directors, with at least 1 audit committee member required to possess adequate knowledge and experience in accounting or finance to be able to review the reliability of financial statements. The committee serves to support the Company's Board of Directors in overseeing and monitoring management operations, internal controls, accuracy of financial reports, and compliance with relevant laws. It also assists in establishing risk management policies and supervising the implementation of risk management systems or processes. Furthermore, the Audit Committee will review the adequacy and effectiveness of the Company's management operations, as well as review financial reports to ensure that the Company's operations and information disclosure are conducted transparently and reliably.

(2) Executive Committee Comprises no fewer than 5 members. Executive committee members are not required to hold positions as company directors, executives, or employees of the Company. The committee serves to support the Company's Board of Directors in managing the Company's business operations in accordance with policies, plans, regulations, and any orders, as well as targets set within the framework delegated by the Company's Board of Directors.

(3) Nomination and Remuneration Committee Comprises at least 3 nomination and remuneration committee members, with the Chairman of the Nomination and Remuneration Committee required to be an independent director. The committee serves to nominate qualified individuals for positions as Company directors, audit committee members, and managing directors. It establishes policies and criteria for determining remuneration and other benefits (whether in cash, securities, or other forms) for the Company's Board of Directors, Audit Committee, and Managing Director, including salary adjustments for the Managing Director. The committee provides recommendations to the Company's Board of Directors for presentation to the Board of Directors meeting and/or shareholders' meeting for consideration and approval (as applicable).

Furthermore, the Audit Committee has considered establishing a Risk Management Committee (RMC) to support the formulation of enterprise-wide risk management policies, oversee the implementation of risk management systems or processes to appropriately mitigate business impacts on the Company, establish rules and guidelines for various aspects, including overseeing organizational operations and compliance with good corporate governance policies, and present risk management reports and recommendations to the Audit Committee.

Additionally, the Company has appointed a Company Secretary to perform duties related to Board of Directors' meetings and shareholders' meetings, as well as to support the work of the Board of Directors by providing advice on legal requirements and various regulations related to the Board's duties, and coordinating the implementation of Board resolutions.

1. Roles, Duties, and Responsibilities of the Board of Directors

The Board of Directors is responsible to shareholders for the Company's business operations and has the duty to establish policies and operational direction for the Company, as well as to oversee and ensure that management is conducted in accordance with objectives and guidelines for the long-term benefit of shareholders within the framework of legal requirements and business ethics. At the same time, it takes into consideration the interests of all stakeholders. The details are as specified in the Board of Directors' Charter.

1.1. Corporate Governance Policy

The Company has established a written corporate governance policy to be presented to the Board of Directors meeting for approval. The preparation of this corporate governance manual aims to provide guidelines for directors, executives, and employees to comply with such policy. The Company will conduct an annual review of this policy.

1.2. Code of Conduct for Business

The Company has the intention to conduct its business transparently, with integrity, and with responsibility towards stakeholders as well as society and the environment. The Company has established written guidelines for the Board of Directors, executives, and employees to adhere to as principles for their practice, as follows:

- (a) Code of Ethics regarding Responsibility to Shareholders
- (b) Code of Ethics regarding Relationships with Service Recipients
- (c) Code of Ethics regarding Relationships with Business Partners, Competitors, and Creditors

- (d) Code of Ethics regarding Responsibility to Employees
- (e) Code of Ethics regarding Responsibility to Society and the Environment

The Company will announce and notify all employees to acknowledge and strictly comply

1.3. Conflict of Interest

The Company has a policy to thoroughly eliminate conflict of interest issues with honesty, integrity, reasonableness, and independence under a good ethical framework, prioritizing the Company's interests. The policy requires that persons involved or connected with matters under consideration must disclose information about their interests and those of related parties to the Company, and must not participate in the consideration process, including having no approval authority for such transactions.

The Company has policies for related party transactions and transactions with conflicts of interest that comply with relevant laws or regulations.

1.4. Internal Control

The Company has established an internal control system for governance and internal control at both management and operational levels effectively. The Company has engaged external outsourced internal auditors to perform auditing and assessment of the adequacy of the internal control system and report results to the Audit Committee according to the established audit plan.

1.5. Risk Management

The Company has established risk management policies to cover the entire organization, including supervision to ensure there are systems or processes for risk management to appropriately reduce the impact on the Company's business.

1.6. Report of the Company's Board of Directors

The Audit Committee is responsible for reviewing financial reports, with the accounting department and auditors attending joint meetings, and presenting financial reports to the Company's Board of Directors every quarter. The Company's Board of Directors is responsible for the Company's consolidated financial statements, including financial information.

2. Board of Directors Meetings and Self-Assessment

The Company arranges Board of Directors meetings at least quarterly, with additional special meetings as necessary. Meeting agendas are clearly defined in advance, with regular agenda items for monitoring operational performance. The Company will send meeting invitations to all directors at least 7 days prior to the meeting date, except in urgent cases where it is necessary to protect the Company's rights or interests, in which case meetings may be called by other methods or scheduled sooner. This ensures that the Board has sufficient time to study the information before attending the meeting, except in urgent circumstances. Meeting minutes will be recorded and certified documents will be collected and stored for reference and audit purposes. In every meeting, management and relevant personnel will attend to provide information and details to support accurate and timely decision-making.

For meetings of the Company's Board of Directors, no fewer than half of the total number of directors must be present to constitute a quorum. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his duties, the directors present at the meeting shall elect one director to serve as chairman of that meeting. Decision-making shall be by majority vote, and if any director objects to such resolution, the objection shall be recorded in the meeting minutes. In voting, each director shall have the right to cast one vote, except that directors who have an interest in any matter shall not have the right to vote on that matter. If the votes are tied, the chairman of the meeting shall cast an additional vote as the deciding vote.

Furthermore, the Company's Board of Directors supports conducting performance evaluations at least once per year to improve and enhance operations. Clear meeting agenda items shall be established prior to conducting such evaluations in order to gather opinions and present them to the Board of Directors meeting.

3. Compensation

The compensation of directors includes meeting fees. In this regard, directors' compensation will be at a level comparable to industry practices, including consideration of guidelines for determining the managing director's compensation to align with the Company's main objectives and goals, and to be consistent with the Company's long-term interests. Management will receive compensation in the form of salary and annual bonuses, primarily based on the Company's operating performance.

The annual compensation of the Board of Directors and management combined must not be unusually high compared to the average compensation of directors and management of companies listed on the Stock Exchange of Thailand, with primary consideration given to the maximum benefit of shareholders.

The Company has established a Nomination and Remuneration Committee to consider the format and criteria for director compensation payment to be proposed to the shareholders' meeting for approval.

4. Development of Company Directors and Executives

The Board of Directors has a policy to promote and facilitate training and knowledge provision for parties involved in the company's corporate governance system, such as company directors, audit committee members, executives, and company secretary, etc., to ensure continuous improvement in work performance. Training and knowledge provision may be conducted internally within the company or through external institutions.

In cases where there are changes in directors or new directors joining, management will arrange for documents and information beneficial to the performance of duties for new directors, including providing orientation on the nature of the business and business operations guidelines to new directors.

The Board of Directors may arrange for job rotation assignments based on the aptitude of executives and employees, considering the appropriateness of work and timing as primary factors. The Managing Director will determine the timeframe and evaluate the performance of such assignments as a development and succession plan for the company. This is intended to develop executives and employees to have greater knowledge and capabilities in their work and to enable them to substitute for one another.

Monitoring and Ensuring Compliance with the Code of conduct

- 1) In the event that violations of laws, regulations, rules, code of ethics, or company policies are discovered, or if managers or employees allow their subordinates to commit such violations, the managers or employees must report directly to the Human Resources Department. The Human Resources Department shall then proceed according to the procedures specified in the relevant policies and work regulations.
- 2) The Company will review the business code of ethics to ensure its appropriateness with changing business circumstances and environment.

Bhanapot Damapong
(Mr. Bhanapot Damapong)
Chairman of the Board of Directors
Praram 9 Hospital Public Company Limited