



Criteria for Granting Shareholders the Right to Propose Agenda Items for the 2026 Annual General Meeting of Shareholders and to Nominate Candidates for Election as Directors

Ratchaphruek Hospital Public Company Limited

In order to promote good corporate governance, Ratchaphruek Hospital Public Company Limited (the “Company”) deems it appropriate to provide shareholders with the opportunity to propose agenda items for the 2026 Annual General Meeting of Shareholders (“AGM”) and to nominate qualified candidates for consideration as directors of the Company in advance. This measure ensures that all shareholders are treated fairly and equitably. The submission of proposed agenda items and nominations for director’s positions shall comply with the criteria prescribed by the Company as follows:

1. Criteria for Shareholder Rights

1.1 Qualifications of Shareholders

Shareholders who wish to propose AGM agenda items and/or nominate directors must meet the following qualifications:

1. Hold not less than 27,300,000 shares, representing at least 5.00 percent of the Company’s total issued and paid-up shares, continuously for at least six (6) months. The shares may be held by one shareholder or several shareholders collectively, and the shareholder(s) must be listed in the Company’s share register for the 2026 AGM.
2. Provide complete evidence of such shareholding as specified in clause 1.1, e.g., a certificate issued by a securities company, documentation from the Stock Exchange of Thailand, or the Thailand Securities Depository Co., Ltd.

2. Criteria for Proposals

2.1 Proposal of AGM Agenda Items

The Company reserves the right not to include the following matters as agenda items:

- (a) Matters that are illegal, contrary to regulations, or outside the objectives, Articles of Association, or shareholder resolutions, or beyond the Company’s authority.
- (b) Matters relating to the Company’s normal business operations or within the authority of the Board of Directors, unless irregularities are credibly indicated.
- (c) Matters that benefit specific individuals or groups.
- (d) Matters concerning the Board’s authority to manage the Company, unless the matter may cause material damage to shareholders.
- (e) Matters with incomplete, inaccurate, or ambiguous information, or when the shareholder cannot be contacted.
- (f) Matters already undertaken.
- (g) Matters proposed by shareholders who do not possess the required qualifications under clause 1.

Procedures for Consideration

1. Shareholders must complete the “Form A: Proposal of Agenda Item for the Annual General Meeting of Shareholders” and submit it to the Board together with supporting documents as specified in the form’s notes.
2. If proposing more than one agenda item, a separate Form A must be prepared for each agenda. Supporting shareholding evidence and other documents need to be submitted in only one set per submission.



3. The Company Secretary will conduct a preliminary review. Agenda items passing the preliminary review will be presented to the Board in February 2026.
4. The Board will determine the appropriateness of the proposed agenda items, ensuring they do not fall under clauses 2.1(a)–2.1(g), unless otherwise resolved by the Board.
5. Items approved by the Board will be included in the Notice of the 2026 AGM. Items not approved will be notified to the proposing shareholders and reported at the AGM for acknowledgment.

2.2 Nomination of Directors

Candidates nominated as directors must meet the required qualifications and must not possess any prohibited characteristics under applicable laws and regulations, including:

- The Public Limited Companies Act B.E. 2535 (1992) (as amended).
- The Securities and Exchange Act B.E. 2535 (1992) (as amended).
- Rules, regulations, notifications, or criteria prescribed by the Securities and Exchange Commission, the Capital Market Supervisory Board, the Stock Exchange of Thailand, or other relevant regulators.
- The Articles of Association of the Company.

(Then follow the same detailed qualifications for directors and independent directors as outlined in the Thai text, covering duty of loyalty, duty of care, independence criteria, business relationship thresholds, conflict of interest restrictions, prohibition on holding certain directorships, etc.)

Procedures for Consideration

1. Shareholders must have the qualifications under clause 1 and submit the “Form B: Nomination of Candidate for Director” duly signed by both the nominating shareholder(s) and the nominee, together with supporting documents, including:
 - o A signed consent form from the nominee.
 - o Supporting documents for qualifications, such as educational background and career history.
 - o Additional supporting documents beneficial for consideration (if any).
2. If nominating more than one person, a separate Form B must be prepared for each candidate. Supporting shareholding evidence and other documents need to be submitted in only one set per submission.
3. The Company Secretary will preliminarily review the qualifications and documentation. If information is incomplete or incorrect, shareholders will be notified by 10 January 2026 and must correct and submit the documents by 31 January 2026. If the shareholder or nominee lacks required qualifications or possesses prohibited characteristics, written notice will be issued by 1 February 2026.
 - o If shareholders fail to submit accurate and complete documents within the specified time, they shall be deemed to have waived their rights to nominate candidates.
4. The Board will screen and consider the nominee’s qualifications, experience, and suitability in February 2026, and the Board’s decision shall be final.
5. Candidates approved by the Board will be included in the Notice of the 2026 AGM. Candidates not approved will be notified to the nominating shareholder(s) and reported to the AGM for acknowledgment.

3. Period for Submission

Shareholders may propose AGM agenda items and nominate candidates for director positions from 1 October 2025 to 31 December 2025.



4. Submission of Documents

Please submit the completed documents by registered mail to the Company at the following address:

In order to facilitate shareholders, unofficial sending proposals through the Company is allowed before sending an official letter to the Board. Channels for submitting proposed agenda items as follows:

Sending unofficial proposal through E-mail address: Email Address: comsec@rph.co.th or ir@rph.co.th

Sending official proposal to:

Company Secretary

Ratchaphruek Hospital Public Company Limited
456 Mittraparb Road, Nai Mueang Sub-District,
Mueang District, Khon Kaen Province, 40000

Shareholders may submit the above-mentioned documents on an informal basis via e-mail to:

- Company Secretary: Comsec@rph.co.th or ir@rph.co.th

However, the original documents must be delivered to the Company no later than 31 January 2026, **with the postmark date being deemed conclusive.**