

Compensation Committee Charter

Of

CHC Healthcare Group (The “Company”)

Article 1 (Purpose and Basis for Adoption)

To ensure a sound system for compensation of the directors and managerial officers of the Company, this Compensation Committee Charter (hereinafter, "the Charter") is adopted pursuant to Article 3 of “Regulations Governing the Appointment and Exercise of Powers by the Compensation Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter” (hereinafter, "the Regulation").

Article 2 (Scope of Application)

Except as otherwise provided by law, regulations or “Articles of Incorporation” of the Company, matters in connection with the official powers of the compensation committee (hereinafter, "the Committee") shall be handled in accordance with the Charter.

Article 3 (Disclosure for Public Reference)

The Company shall upload the content of the Charter to its website and the Market Observation Post System (MOPS) for public reference.

Article 4 (Functions of the Committee)

The functions of the Committee are to professionally and objectively evaluate the policies and systems for compensation of the directors and managerial officers of the Company, and submit recommendations to the Board of Directors for its reference in decision making.

Article 5 (Committee Composition)

The Committee shall consist of three members appointed by resolution of the Board of Directors. A majority of the members shall serve as independent directors and one of the members shall serve as convener.

The professional qualifications and degree of independence of the members of the Committee shall meet the requirements set out in Articles 5 and 6 of the Regulation.

Article 6 (Terms of Members and Appointments to Fill Vacancies)

The term of the members of the Committee shall be the same as that of the Board of Directors by whom they were appointed.

When a member of the Committee is dismissed for any reason, resulting in there being less than three members, a board meeting to make a new appointment shall be held within 3 months from the date of occurrence. In the event that an independent director is dismissed and there is no other independent director, the Company may appoint someone who is not qualified to act as independent director to be a member of the Committee until the appointment of an independent director at a by-election as required,

and the independent director elected in the by-election will be appointed after the by-election.

Article 7 (Scope of Duties)

The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the Board of Directors for discussion:

1. Periodically reviewing the Charter and making recommendations for amendments.
2. Establishing and periodically reviewing the performance assessment standards, annual and long-term performance goals, and the policies, systems, standards, and structure for the compensation of the directors and managerial officers of the Company, and disclose the contents of the performance assessment standards in the annual report.
3. Periodically assessing the degree to which performance goals for the directors and managerial officers of the Company have been achieved, and setting the types and amounts of their individual compensation.

The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:

1. Ensuring that the compensation arrangements of the Company comply with applicable laws and regulations and are sufficient to recruit outstanding talent.
2. Performance assessments and compensation levels of directors and managerial officers shall take into account the general pay levels in the industry, individual performance assessment results, the time spent by the individual and their responsibilities, the extent of goal achievement, their performance in other positions, and the compensation paid to employees holding equivalent positions in recent years. Also to be evaluated are the reasonableness of the correlation between the individual's performance and the Company's operational performance and future risk exposure, with respect to the achievement of short-term and long-term business goals and the financial position of the Company.
3. There shall be no incentive for the directors or managerial officers to pursue compensation by engaging in activities that exceed the tolerable risk level of the Company.
4. For directors and senior managerial officers, the percentage of remuneration to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of the Company's business.
5. Reasonableness shall be taken into account when the contents and amounts of the compensation of the directors and managerial officers are set. It is not advisable for decisions on the compensation of the directors and managerial officers to run contrary to financial performance to a material extent. It is not advisable for said compensation to be higher than that in the preceding year in the event of a material decline in profits or of long-term losses. If it is still higher than that in the preceding year, the

reasonableness shall be explained in the annual report and reported at a shareholders' meeting.

6. No member of the Committee may participate in discussion and voting when the Committee is deciding on that member's individual compensation.

"Compensation" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with the compensation for directors and managerial officers as set out in "Regulations Governing Information to be Published in Annual Reports of Public Companies".

If the decision-making and handling of any matter relating to the compensation of directors and managerial officers of a subsidiary is delegated to the subsidiary but requires ratification by the Board of Directors of the Company, the Committee shall be asked to make recommendations before the matter is submitted to the Board of Directors for deliberation.

Article 8 (Convening and Holding of Meetings)

Meetings of the Committee shall be held at least two times a year. In convening a meeting of the Committee, a notice setting forth the subjects to be discussed at the meeting shall be given to each member at least 7 days in advance. However, the limit restriction shall not be applied when any emergency circumstances happened.

One of the independent directors shall be elected by all members of the Committee as the convener and meeting chair. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee to act in his or her place. If there is no other independent director on the Committee, the convener shall appoint another member to act on his or her behalf. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as convener.

Article 9 (Drafting of Meeting Agendas)

The Committee's meeting agenda shall be drafted by the convener. Other members may submit motions to the Committee for discussion.

Meeting agendas shall be forwarded to the members of the Committee in advance.

When a meeting of the Committee is held, an attendance book shall be made available for sign-in by the members in attendance and thereafter made available for reference.

The members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member to attend as his or her proxy. Attending a meeting via telecommunications will be deemed attendance in person.

A member of the Committee that appoints another member as proxy to attend a meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

The proxy under paragraph 3 may accept a proxy from one person only.

Article 10 (Resolution Method)

Resolutions at meetings of the Committee shall require the approval of one-half or more of all of the members. During voting, if the chair of the Committee solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote. The result of voting under the preceding paragraph shall be made known immediately and recorded in writing.

Article 10-1 (Recusal Due to Conflicts of Interest)

When a meeting of the Committee will discuss the remuneration of any member of the Committee, it shall be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the Company, that member shall not participate in the discussion or voting and shall enter recusal during the discussion and voting. The member also shall not act as another member's proxy to exercise voting rights on that matter.

Article 11 (Meeting Minutes)

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time and place of the meeting.
2. The name of the chair.
3. The members' attendance, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: resolution method and result of each proposal; name and essential content of the member whose remuneration is under discussion based on preceding article; status of the recusal; and any dissenting or qualified opinions expressed by the members at the meeting.
8. Extraordinary motions: name of the mover; resolution method and result of each motion; summary of the comments made by the members of the Committee, experts and any other persons present at the meeting; name and essential content of the member whose remuneration is under discussion based on preceding article; status of the recusal; and any dissenting or qualified opinions expressed by the members at the meeting.
9. Other matters required to be recorded.

If with respect to any resolution of the Committee, any member has a dissenting or qualified opinion that is on record or stated in a written statement, the opinion shall be stated in the meeting minutes, and additionally, within 2 days counting inclusively from the date of occurrence, shall be publicly disclosed and reported on the information

reporting website designated by the competent authority.

The attendance book constitutes part of the minutes for each meeting of the Committee; if the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes.

The minutes of each meeting of the Committee shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be distributed to each member on the Committee within 20 days after the meeting, and shall be presented to the Board of Directors and retained as the Company's important records for 5 years. The meeting minutes may be produced and distributed in electronic form.

If, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

Article 12 (Implementation of Meeting Resolutions)

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other members of the Committee for follow-up, with a written report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 13 (Resources to Be Provided When the Committee Exercises Its Powers)

When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants (CPAs), attorneys, or other personnel of the Company to attend the meeting as non-voting participants and to provide pertinent and necessary information. However, they shall leave the meeting when deliberation or voting takes place.

The Committee may, at the expense of the Company, resolve to retain the service of an attorney, CPA, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

Article 14 (Enforcement)

The Charter, and any amendments hereto, shall enter into force after adoption by the Board of Directors.

Version	Date of Implementation/Amendment	Type of Approval
1	2011/11/21	Approved by Board of Directors
2	2017/08/10	Approved by Board of Directors
3	2020/03/23	Approved by Board of Directors
4	2020/11/04	Approved by Board of Directors