

WINNERGY MEDICAL PUBLIC COMPANY LIMITED

**Charter of Good Corporate Governance  
and Sustainability Committee**

## **Charter of Good Corporate Governance and Sustainability Committee**

**of**

### **Winergy Medical Public Company Limited**

#### **1. Objectives**

This charter has been prepared for the purpose of defining the scope of duties and responsibilities of the Good Corporate Governance and Sustainability Committee, which is one of the important mechanisms of good corporate governance and to assure shareholders and stakeholders that actions of the Board of Directors of Winergy Medical Public Company Limited (“Company”) has a policy framework and development guidelines for corporate governance. This framework has considered the development of sustainability in various dimensions, both in terms of economy, environmental, social, and governance (ESG), and social responsibility, to ensure that the business operations of the Company are transparent and fair to all stakeholders. This function will support the policy of sustainable growth of the organization, which conform with the generally accepted good corporate governance principles, including not conflicting with various laws that the Company adheres to, practice fairness and reasonableness according to the good corporate governance policy to build confidence and credibility to stakeholders to add value and promote sustainable growth of the Company.

#### **2. Roles, Duties, and Responsibilities**

- 2.1. Formulate and review policies and guidelines for good corporate governance of the Company, anti-fraud and corruption policy, and business ethics of the Company to comply with the principles of good corporate governance for listed companies as specified by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission including other relevant agencies
- 2.2. Formulate, suggest, and review policies, strategies, work plans, and goals of sustainable development covering economic, the environmental, social and governance (ESG) dimensions to ensure balance and efficiency for maximum benefit to the Company and stakeholders., along with consistency with the best practices in national and international sustainability standards.
- 2.3. Support, advise, and encourage the operation of the Company to conform with the policy of good corporate governance and sustainable development to achieve the goals, as well as encouraging the Board of Directors, executives, and employees to comply with the principles

of good corporate governance and guidelines for sustainable development of the Company, while ultimately creating the Company's culture.

- 2.4. Support, advise, and encourage the Company to participate in the assessment or ranking of good corporate governance and sustainable development to continuously develop and raise the standard of the Company's operations.
- 2.5. Supervise, follow up, and evaluate the performance of good corporate governance and sustainable development to suit the business conditions, which comply with the law, good corporate governance policy, business ethics, and best practices issued by relevant agencies.
- 2.6. Appoint a working committee to assist the Good Corporate Governance and Sustainability Committee in taking various actions to achieve the objectives, including giving advice to the working committee in preparing the ranking of good corporate governance and sustainable development as necessary and appropriate.
- 2.7. Provide consultants or an individual with independent opinions to provide notions or instructions as necessary.
- 2.8. Perform any other tasks as assigned by the Board of Directors.

### **3. Structure**

- 3.1 The Good Corporate Governance and Sustainability Committee is appointed by the Board of Directors consisting of at least three (3) committee members, by which the Chairman of the Good Corporate Governance and Sustainability Committee and most of the committee members should be independent directors to be able to perform duties and express opinions independently.
- 3.2 The Chairman of the Good Corporate Governance and Sustainability Committee appoints the secretary of the Good Corporate Governance and Sustainability Committee as appropriate, where such individual must support and assist the Good Corporate Governance and Sustainability Committee in the performance of duties as well as the preparation of meeting agendas and record the minutes of the meeting.

### **4. Qualifications**

4.1 Must be an individual with knowledge, ability, and experience that will be beneficial to the performance of duties as a member of the Good Corporate Governance and Sustainability Committee, and able to dedicate sufficient time to perform duties to achieve the objectives of the Good Corporate Governance and Sustainability Committee.

4.2 Must be an individual with qualifications and does not have prohibited characteristics according to the law on public limited companies, Securities and Exchange Law, and any other relevant laws.

## **5. Term of Office**

5.1 The Board of Directors of the Company appoints the Good Corporate Governance and Sustainability Committee.

5.2 Member of the Good Corporate Governance and Sustainability Committee has three (3) years term of office. In case the member of the Good Corporate Governance and Sustainability Committee is a director of the Company, his/her term of office shall be according to the term of office of the position as a Company's director.

Nonetheless, the Good Corporate Governance and Sustainability Committee retired by rotation may be re-elected as a member of the Good Corporate Governance and Sustainability Committee if the Board of Directors deems appropriate.

5.3 Good Corporate Governance and Sustainability Committee will retire from the position when:

- (1) Deceased
- (2) Resign
- (3) Loss of qualifications in being a member of Good Corporate Governance and Sustainability Committee stated in this charter or any other relevant laws.
- (4) Board of Directors Meeting or the shareholders' meeting has passed the resolution to retire from office, depending on the case.
- (5) Retired from being a director of the Company.
- (6) Removal by a court order

5.4 Any member of the Good Corporate Governance and Sustainability Committee wishing to resign from the position must notify in writing to the Chairman of the Good Corporate Governance and Sustainability Committee at least thirty (30) days in advance.

5.5 In case the position of the Good Corporate Governance and Sustainability Committee becomes vacant due to reasons other than retirement by rotation, the Good Corporate Governance and Sustainability Committee shall appoint a qualified individual to take the position instead. The individual who becomes a member of the Good Corporate Governance and Sustainability Committee will be in office only for the remaining term of the director he/she is replacing.

## **6. Meetings**

6.1 The Good Corporate Governance and Sustainability Committee must conduct a meeting at least once (1) a year. However, additional special meetings may be held as necessary.

6.2 While summoning a meeting of the Good Corporate Governance and Sustainability Committee, the Chairman of the Good Corporate Governance and Sustainability Committee, or the committee secretary upon the order of the committee chairman shall send a meeting invitation letter to the members of the Good Corporate Governance and Sustainability Committee at least three (3) working days prior to the meeting date. Unless it is urgent to protect the rights or benefits of the Company, the meeting date can be notified by other means and the date of the meeting may be set earlier.

6.3 In the meeting of the Good Corporate Governance and Sustainability Committee, at least half (1/2) of the total number of directors must be present at the meeting to constitute a quorum.

6.4 In case the Chairman of the Good Corporate Governance and Sustainability Committee is absent from the meeting or unable to perform duties, the members present at the meeting shall elect one among themselves to preside over the meeting.

6.5 The decision of the meeting shall be made by a majority of votes. In case any member of the Good Corporate Governance and Sustainability Committee is a stakeholder in any matter, he/she will not have the rights to vote on that matter. This is to allow the meeting to discuss and express opinions independently. If the votes are equal, the Chairman of the Good Corporate Governance and Sustainability Committee shall vote one more vote as a casting vote.

6.6 The Good Corporate Governance and Sustainability Committee has the power to invite relevant individuals or those who deem fit to attend the meeting to request clarification on related matters

or inviting outsiders with expertise as consultants and can attend the meeting at the expense of the Company.

**7. Reporting**

Prepare a report on key performance of the Good Corporate Governance and Sustainability Committee to present to the Board of Directors regularly, at least once a year to mention in the Company's Annual Information Declaration Form/Annual Report (Form 56-1 One Report).

**8. Charter Revision and Improvement**

The Good Corporate Governance and Sustainability Committee will review and assess the adequacy of this charter every year, and if it is deemed appropriate to make changes, it will be presented to the Board of Directors for further approval.

**9. Assessment**

In order to comply with good corporate governance principles, the Good Corporate Governance and Sustainability Committee has stipulated that members of the Good Corporate Governance and Sustainability Committee prepare the Performance Assessment form every year, at least once a year in the form of an individual assessment (self-assessment) and group assessment by referring to the assessment form of the Thai Institute of Directors (IOD) and the assessment form of the Stock Exchange of Thailand to be used as a framework for considering and reviewing various operations, problems, and obstacles.

This Charter of Good Corporate Governance and Sustainability Committee has been approved from the Board of Directors' Meeting No. 5/2022 held on 11 November 2022 and is effective from 11 November 2022 onwards.



(Asst. Prof. Dr. Terdsak Rojsurakitti)

Chairman, Board of Directors

Winergy Medical Public Company Limited