



WinnergyMEDICAL

Public Company Limited

บริษัท วินเนอร์มีเดีย จำกัด (มหาชน)

WINNERGY MEDICAL PUBLIC COMPANY LIMITED

Charter of Nomination and Remuneration Committee

Version Control for Charter of Nomination and Remuneration Committee

| Issue No. | Edit No. | Page | Item No. | Date and Modification Details |
|------------------|-----------------|-------------|-----------------|--|
| 00 | - | - | - | 08/09/2020: Manual commencement |
| 01 | - | - | - | 18/02/2022: Review and assess the adequacy of the Charter of Nomination and Remuneration Committee, where the Nomination and Remuneration Committee Meeting had no additional opinions on any revision. |
| 01 | 01 | | | 11/11/2022: Reviewed and assessed the adequacy of the Charter of Nomination and Remuneration Committee, by which the Board of Directors' Meeting No. 5/2022 resolved to approve the amendment to the contents of Charter of Nomination and Remuneration Committee as follows- |
| | | 3 | 1.11 | Added duty to consider preparing Board Skill Matrix to comply with good corporate governance principles. |
| | | 5 | 6.1 | Increased the minimum number of meetings from “one (1) time per year” to “two (2) times per year” to comply with good corporate governance principles. |
| | | 5 | 6.2 | Changed the duration of call for the meeting of the Charter of Nomination and Remuneration Committee from "not less than 3 days prior to the meeting date", to comply with the duration of the meeting of the Board of Directors according to the Public Company Limited Act. (Amended version), which is not contrary to the principles of good corporate governance. |
| | | 6 | 7 | Changed the name of “Annual Report of the Company” to "Annual Information Declaration/Annual Report (Form 56-1 One Report)" to be consistent with the current document title. |
| | | 6 | 9 | Added a topic on “Performance Assessment of the Nomination and Remuneration Committee” to comply with good corporate governance principles. |

Charter of Nomination and Remuneration Committee
of
Winnergy Medical Public Company Limited

Charter of Nomination and Remuneration Committee is a sub-committee established by the Board of Directors to lighten the load of the Board of Directors in selecting suitable individuals to serve as directors, including considering the form and criteria for the remuneration of directors and high-ranking executives to present their opinions to the Board of Directors for transparency in the selection of directors, and determine remuneration in accordance with good corporate governance principles.

In this regard, the Board of Directors resolved to establish this Charter of Nomination and Remuneration Committee for all members of the Nomination and Remuneration Committee to be fully aware of their roles, duties, and responsibilities in performing their duties as a member of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee has the roles, duties, and responsibilities as follows:

1. Roles, Duties, and Responsibilities in Nomination

- 1.1. Consider defining criteria, policies, methods, and procedures for recruiting individuals for director positions and sub-committees of the Company.
- 1.2. Consider recruiting a list of qualified individuals in terms of knowledge, skills, experience, and specific abilities related to the business or core industries that the Company operates to be appointed as a director by proposing to the Board of Directors and/or the shareholders' meeting for approval, depending on the case.
- 1.3. Consider recruiting suitable candidates for the position of Chief Executive Officer in case of vacancies, as well as considering the criteria for the succession of senior executive positions.
- 1.4. Consider nominating names of the Company's individuals to serve as directors in subsidiaries, associated companies, and joint ventures of the Company.
- 1.5. Supervise the orientation for new directors

- 1.6. Consistently prepare a training plan related to the performance of duties as a director, and knowledge about the business of the Company to the Board of Directors and senior executives of the Company.
- 1.7. Prepare a development plan for the Chief Executive Officer and senior management (succession plan), in order to prepare an individual with the potential to succeed when the Chief Executive Officer or high-level executives retire, resign, or are unable to perform their duties.
- 1.8. Assess the performance of the Chief Executive Officer annually according to the established criteria and report the assessment results to the Board of Directors.
- 1.9. Supervise the annual performance appraisal of the Board of Directors and each director, as well as reporting the assessment results to the Board of Directors for acknowledgment.
- 1.10. Hire a consultant or independent individual to provide opinions or advice as necessary and appropriate.
- 1.11. Consider the suitability of knowledge, experience, and specific skills that are beneficial to the Company, in terms of business of the Company and the main industry in which the company operates, to ensure that the Board of Directors has an appropriate composition by forming a Board Skill Matrix, which helps to make the nomination of directors consistent with the Company's business direction.
- 1.12. Perform any other tasks as assigned by the Board of Directors.

2. Roles, Duties, and Responsibilities in Remuneration

- 2.1 Determine the form, criteria, and policy of remuneration for the Board of Directors, sub-committee, and senior executives as appropriate and reasonable compared to the same industry regardless of the monetary compensation or compensation in other ways.
- 2.2 Consider and approve the annual remuneration of directors, to propose to the Board of Directors and/or the shareholders' meeting for approval, depending on the case.

- 2.3 Consider and approve the performance appraisal results to determine remuneration and annual salary increase for the Company's Chief Executive Officer to propose to the Board of Directors for approval.
- 2.4 Hire consultants or independent individuals to provide opinions or advice as necessary.
- 2.5 Has the authority to invite the management, executives, or any related persons of the Company to give opinions, attend the meeting, or provide relevant information.
- 2.6 Perform any other tasks as assigned by the Board of Directors.

3. Structure

- 3.1 The Nomination and Remuneration Committee is appointed by the Board of Directors, consisting of at least 3 directors and most of which must be independent directors.
- 3.2 The Chairman of the Nomination and Remuneration Committee must be an independent director.
- 3.3 The Nomination and Remuneration Committee must be a director of the Company.
- 3.4 The Company Secretary acts as the secretary of the Nomination and Remuneration Committee to support and assist the Nomination and Remuneration Committee in performing their duties, this includes the preparation of meeting agendas and record the minutes of meeting.

4. Qualifications

- 4.1 Must be an individual with knowledge, ability, and experiences that are beneficial to the business operations of the Company as well as honesty, integrity, and ethics in business operations, and has sufficient time to dedicate the knowledge, ability, and fully perform their duties for the Company.
- 4.2 In the case where the Nomination and Remuneration Committee is an independent director of the Company, he/she must be qualified according to the definition announced by the Company and under the requirements of the Capital Market Supervisory Board and announcements of the Stock Exchange of Thailand.

5. Term of Office

5.1 The term of office of the Nomination and Remuneration Committee is in accordance with the term of office of the Company's directors.

Nonetheless, a member of the Nomination and Remuneration Committee who retires by rotation may be re-appointed as a member of the Nomination and Remuneration Committee.

5.2 Charter of Nomination and Remuneration Committee will retire from the position when:

- Deceased
- Resign
- Loss of qualifications in being a member of the Nomination and Remuneration Committee stated in this charter or any other relevant laws.
- Board of Directors Meeting or the shareholders' meeting has passed the resolution to retire from office (as the case may be).
- Removal by a court order.

5.3 Any member of the Nomination and Remuneration Committee wishing to resign from the position must notify in writing to the chairman of the Board of Directors at least thirty (30) days in advance.

5.4 In case the position of the Nomination and Remuneration Committee becomes vacant due to reasons other than retirement by rotation, the Board of Directors shall appoint a fully qualified individual to take the position instead. The individual who becomes a member of the Nomination and Remuneration Committee will be in office only for the remaining term of the director he/she is replacing.

6. Meetings

6.1 The Nomination and Remuneration Committee must meet at least twice a year, apart from which there may be additional special meetings as necessary.

6.2 While summoning a meeting of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee, or the committee secretary

upon the order of the committee chairman shall send a meeting invitation letter to the members of the Nomination and Remuneration 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 Nomination and Remuneration 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 Nomination and Remuneration 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. One member of the Nomination and Remuneration Committee has one vote, except for members with conflicts of interests in any matter, such members have no rights to vote on that matter.
- 6.6 In case of equal votes, the chairman of the meeting shall have one more vote, a decisive vote.

7. Reporting

Report important performance of the Nomination and Remuneration Committee to the Board of Directors at least once a year by including important issues that the Board of Directors should be informed of, such as Reports on Succession Plans, Annual Performance Report of the Board of Directors, Sub-committee, and Chief Executive Officer, etc. and disclose such report in the Company's Annual Information Declaration/Annual Report (Form 56-1 One Report).

8. Charter Revision and Improvement

The Nomination and Remuneration 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 Nomination and Remuneration Committee has stipulated that members of the Nomination and Remuneration

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 Nomination and Remuneration Committee has been reviewed and approved for additional amendments 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