

WINNERGY MEDICAL PUBLIC COMPANY LIMITED

Charter of Risk Management Committee

Version Control for Charter of Risk Management Committee

Issue No.	Edit No.	Page	Item No.	Date and Modification Details
00	-	-	-	08/09/2020: Manual commencement
01	01			11/11/2022: Reviewed and assessed the adequacy of the Charter of Risk Management Committee, by which the Board of Directors' Meeting No. 5/2022 resolved to approve the amendment to the contents of Charter of Risk Management Committee as follows-
		4	5.2	Changed the duration of call for the meeting of the Risk Management Committee from "not less than 7 days prior to the meeting date" to "not less than five (5) working 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.
		5	6	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.
		5	6	Added the document "Report on important performance of the Risk Management Committee" that the Risk Management Committee must prepare every year and disclose in the "Annual Information Declaration/Annual Report (Form 56-1 One Report)" to be consistent with the current document title.
		5	8	Added a topic on "Performance Assessment of the Risk Management Committee" to comply with good corporate governance principles.

Charter of Risk Management Committee
of
Winnergy Medical Public Company Limited

The Risk Management Committee is a sub-committee established by the Board of Directors to manage the Company's risk at an acceptable level efficiently and effectively. This is adequately in line with the guidelines for risk management in various areas according to the goals, strategies, policies, and business plans of the Company in accordance with the principles of internal control.

The Board of Directors has resolved to establish this Charter of Risk Management Committee for all members of the Risk Management Committee to be informed and fully aware of their roles, duties, and responsibilities in performing their duties as directors of the Company. Therefore, the Risk Management Committee has the roles, duties and responsibilities as follows:

1. Roles, Duties, and Responsibilities

- 1.1. Assess potential risks including the trend of impact that may have on the organization.
- 1.2. Establish a management plan and risk management in accordance with the Company's risk management policy as well as reporting the results to the Board of Directors and/or the Audit Committee.
- 1.3. Arrange for a risk assessment, prioritize risks as well as setting guidelines and risk management strategies to appropriately manage risks at acceptable levels.
- 1.4. Monitor the compliance with the risk management policy and the implementation of risk management, including analyzing, evaluating, managing, and monitoring the risk management process in accordance with the Company's risk management policy.
- 1.5. Regularly report risk status, opinions, and recommendations for risk management, including guidelines for determining measures to control, mitigate, or develop an effective corporate risk management system to the Board of Directors and/or the Audit Committee.
- 1.6. In case of factors or important events that may have a significant impact on the Company, the Risk Management Committee must report to the Board of Directors for acknowledgement and consider the matter as soon as possible.

- 1.7. Perform any other duties assigned by the Board of Directors and/or the Audit Committee from time to time.

2. Structure

- 2.1 The Risk Management Committee is appointed by the Board of Directors consisting of at least 3 committee members.
- 2.2 The Chairman of the Risk Management Committee is the Chief Executive Officer or the highest position of executive officers in various departments of the Company.
- 2.3 The secretary of the Risk Management Committee comes from the Internal Audit Department, or any individual the Risk Management Committee deems appropriate where such individual must support and assist the Risk Management Committee in performing their duties as well as the preparation of meeting agendas and recording the minutes of the meeting.

3. Qualifications

- 3.1 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.
- 3.2 Must be an individual who understands the business and has direct experience in the business to formulate a risk management policy to cover the entire organization, including supervising for a system or risk management process to appropriately reduce the impact on the Company's business.
- 3.3 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.
- 3.4 Must be an individual who does not operate a business, become a partner, or be a director in another juristic firm with the same nature and is in competition with the business of the Company whether for the benefit of oneself or of others, unless approved by the Board of Directors.

4. Term of Office

- 4.1 The term of office of the Risk Management Committee is three (3) years each. In case the member of the Risk Management Committee is a director of the Company, their term of office shall be in accordance with the term of office of the Company's directors.

Nonetheless, the retiring Risk Management Committee from the said position may be entitled to be re-elected as the Risk Management Committee.

- 4.2 Risk Management Committee will retire from the position when:

- Deceased
- Resign
- Loss of qualifications in being a member of Risk Management Committee stated in this charter or any other relevant laws.
- Retired from the position of Chief Executive Officer or retiring from the position of executive responsible for the Company's risks.
- Board of Directors Meeting or the shareholders' meeting has passed the resolution to retire from office, depending on the case.
- Removal by a court order.

- 4.3 Any member of the Risk Management 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.

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

5. Meetings

- 5.1 The Risk Management Committee must conduct a meeting at least two (2) times a year.
- 5.2 While summoning a meeting of the Risk Management Committee, the Chairman of the Risk Management Committee, or the committee secretary upon the order of the committee Chairman shall send a meeting invitation letter to the members of the Risk Management 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.
- 5.3 In the meeting of the Risk Management Committee, at least half (1/2) of the total number of directors must be present at the meeting to constitute a quorum.
- 5.4 In case the Chairman of the Risk Management 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.
- 5.5 The decision of the meeting shall be made by a majority of votes. One member of the Risk Management Committee has one vote, except for members with conflicts of interests in any matter, such members have no rights to vote on that matter.
- 5.6 In case of equal votes, the Chairman of the meeting shall have one more vote, a decisive vote.

6. Reporting

Report the Company's risk to the Audit Committee and the Board of Directors along with guidelines for risk management at an acceptable level, including reports on important performance of the Risk Management Committee to the Board of Directors at least once a year and disclose such report in the Company's Annual Information Declaration/Annual Report (Form 56-1 One Report).

7. Charter Revision and Improvement

The Risk Management 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.

8. Assessment

In order to comply with good corporate governance principles, the Risk Management Committee has stipulated that members of the Risk Management 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 Risk Management 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

Winnergy Medical Public Company Limited