

WINNERGY MEDICAL PUBLIC COMPANY LIMITED

## **Charter of Executive Committee**

**Version Control for Charter of Executive Committee**

<b>Issue No.</b>	<b>Edit No.</b>	<b>Page</b>	<b>Item No.</b>	<b>Date and Modification Details</b>
00	-	-	-	08/09/2020: Manual commencement
01	01			<p>11/11/2022: Reviewed and assessed the adequacy of the Charter of Executive Committee, by which the Board of Directors' Meeting No. 5/2022 resolved to approve the amendment to the contents of Charter of Executive Committee as follows-</p> <p>2                    1.3                    Amended the scope of duties relating to consideration and opinion on matters requiring approval from the Board of Directors, this is limited only in relation to the roles and duties of the Executive Committee to comply with the actual practice of the Company.</p> <p>2                    1.4                    Removed duties in considering the appointment, hiring, transfer, termination of employment, setting wages, compensation, and bonuses from the level lower than Chief Executive Officer to comply with the actual practice of the Company.</p> <p>5                    5.2                    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.</p> <p>6                    6                           Determined the frequency of reporting important performance reports of the Executive Committee to be at least once a year and mentioned regarding the disclosure of important performance reports of the Executive Committee in the Annual Information Declaration/Annual Report (Form 56-1 One Report) in accordance with good corporate governance principles.</p> <p>6                    8                           Added a topic on "Performance Assessment of the Executive Committee" to comply with good corporate governance principles.</p>

**Charter of Executive Committee  
of  
Winnergy Medical Public Company Limited**

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

**1. Roles, Duties, and Responsibilities**

- 1.1 Operate and manage the business of the Company in accordance with the law, objectives, rules, regulations, policies, and resolutions of the Board of Directors' meeting and the shareholders' meeting of the Company.
- 1.2 Formulate guidelines for business operations, development, and business expansion in line with vision, mission, mission, goals, strategies, guidelines, policies, business plans, and company budget.
- 1.3 Consider and comment on matters requiring approval from the Board of Directors in relation to the roles and duties of the Executive Committee, except for any activities which the Board of Directors has assigned other committees to perform.
- 1.4 Determine the organizational structure and authority to manage the organization.
- 1.5 Consider and scrutinize the management's proposals related to the Company's business operations, development, investment, business expansion, including seeking and evaluating investment opportunities, new business to be presented to the Board of Directors' meeting for consideration and approval.
- 1.6 Consider and comment on the budget and the Company's dividend payment policy to the Board of Directors.

- 1.7 Consider and approve operations that are normal business transactions of the Company, according to the investment budget or the budget approved by the Board of Directors. The amount of money for each transaction shall be in accordance with the Company's manual of authority (Authorization Manual) that has passed and been approved by the Board of Directors' meeting, but not exceeding the annual budget approved by the Board of Directors. This includes entering various contracts related to such matters.
- 1.8 Investigate the Company's performance to comply with the policy of the Board of Directors and goals that have been set, as well as ensuring that the Company's operations are efficient and effective.
- 1.9 Supervise and monitor the Company's performance and financial status, and regularly report operational results with solutions, in case the operating results do not meet the targets, in the Board of Directors' meeting.
- 1.10 Review and approve transactions related to investment and disposal of assets, Human Resource Management, finance and financial management, general administration, and any other transactions related to the Company's business within the scope of authority approved by the Board of Directors.
- 1.11 Consider and review risk management and the Company's internal control system.
- 1.12 Has the authority to invite the management, executives, or any related individual of the Company and its subsidiaries to provide opinions, attend the meeting, or provide relevant information as necessary.
- 1.13 Has the authority to authorize one or more people to perform any action, which is under the control of the Executive Committee or may authorize such person and within a period as the Executive Committee deems appropriate. The Executive Committee may cancel, revoke, change, or amend the authorized person or the delegation of that authority as it deems appropriate.
- 1.14 Take any other actions according to authority, duties, and responsibilities as assigned by the Board of Directors to perform, depending on the case.

In this regard, the delegation of duties and responsibilities of the Executive Committee must not be a power of attorney or sub-delegation that allows the person authorized by the Executive Committee to approve the transaction, or persons who may have conflicts of interest (according to the definition announced by the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related agencies), have any interest, or potential other conflicts of interest with the Company or its subsidiaries and/or related companies, whereas the Executive Committee has no authority to approve such actions. These matters must be proposed to the meeting of Board of Director and/or the meeting of shareholders, depending on the case, for further consideration and approval unless it is an approval of a normal business transaction and normal trading conditions which are in accordance with the announcements of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related agencies.

- 1.15 While on duty, the Executive Committee may seek advice from independent external consultants or experts in other professions specifically in that matter to provide opinions or advice, if deemed necessary and appropriate.

## **2. Structure**

- 2.1 The Executive Committee is appointed by the Board of Directors, consisting of directors not less than three (3) persons.
- 2.2 The executive committee consists of directors, executives, or persons the Board of Directors deems appropriate.
- 2.3 The Chairman of the Executive Committee must not be the same person as the Chairman of the Board of Directors.
- 2.4 The Chairman of the Executive Committee shall appoint the secretary of the Executive Committee as appropriate, where such person must support and assist the Executive Committee in performing their duties as well as preparing the meeting agenda and record the minutes of meeting.

## **3. Qualifications**

- 3.1 Must be an individual with knowledge, ability, and experiences from various professional fields 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 have the qualifications and does not have any prohibited characteristics according to the law on public limited companies, Securities and Exchange Law, and any other relevant laws.
- 3.3 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.
- 3.4 Must hold secrets or trade strategies of the Company confidential and will disclose the information learned or acknowledged only to the relevant person as only necessary and suitably.

#### **4. Term of Office**

- 4.1 The members of the Executive Committee have a term of office of three (3) years each time. In case a member of the Executive Committee is a Company Director, their term of office shall be in accordance with the term of office of the Company Director. Nonetheless, the members of the Executive Committee who retire by rotation may be re-appointed as members of the Executive Committee.
- 4.2 Executive Committee will retire from the position when:
  - Deceased
  - Resign
  - Loss of qualifications in being a member of the Executive 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, depending on the case.
- Removal by a court order.

4.3 Any member of the Executive 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 Executive 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 Executive Committee will be in office only for the remaining term of the director he/she is replacing.

## 5. Meetings

5.1 The Executive Committee must meet at least four (4) times a year, apart from which there may be additional special meetings as necessary.

5.2 While summoning a meeting of the Executive Committee, the Chairman of the Executive Committee, or the committee secretary upon the order of the committee chairman shall send a meeting invitation letter to the members of the Executive 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 Executive 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 Executive 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 Executive 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**

Consistently report important performance of the Executive 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 Executive 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 Executive Committee has stipulated that members of the Executive 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 Executive 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