Winnergy MEDICAL
Public Company Limited
บริษัท วินเนอร์ยี่ เมดิคอล จำกัด (มหาชน)

Criteria for proposing the agenda item and nominating the qualified candidate to be elected as directors in the 2025 Annual General Meeting of Shareholders

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1. Objective

To enhance and adhere to the good corporate governance principles regarding the right and equitable treatment of shareholders, Winnergy Medical Public Company Limited ("Company") allows its shareholders to propose the additional agenda item and nominate the qualified candidate to be elected as director in advance of the 2025 Annual General Meeting of Shareholders.

2. Qualifications

Shareholders who wish to propose additional agenda items and nominate a qualified individual for consideration as the Company director at the 2025 Annual General Meeting of Shareholders need to satisfy the following requirements:

2.1 A shareholder of the Company may be only one individual or a group of individuals.

2.2 Must hold shares and have voting rights totaling not less than 5 percent of the total number of shares with the Company's voting rights on the date of proposing the agenda or nominating a person to be elected as the Company's director.

3. Criteria and procedures for granting shareholders the right to propose agenda items

3.1 Process for considering the proposed agenda items.

(1) **"The form for proposal of agenda item"** to the Company where such form shall clearly clarify the objective of such matter whether for acknowledgement, for consideration, or for approval

In this regard, the shareholders are requested to unofficially submit such form to the Company Secretary an email address at comsec@winnergy.co.th and deliver the original document to the address as detailed below together with the evidence to confirm the shareholding as stipulated in Clause 2 and other supporting documents which will be beneficial to the consideration of the Board of Directors (if any). In doing so, all documents shall be delivered to the Company by **February 28, 2025**.

Company Secretary Team

Winnergy Medical Public Company Limited

634/4 Soi Ramkhamhaeng 39 (Theplila 1) Pracha Uthit Road,

Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok, Thailand 10310

(2) The Board of Directors reserves its right not to place the following matters as meeting agenda:

1) Matters that violate laws, rules, regulations of government agencies or other governing agencies, or that do not comply with the objectives, the Articles of Association, the shareholders' resolution, and good corporate governance of the Company or

2) Matters that are beneficial for a specific person or group or

3) Matters relating to normal business practices of the Company or

4) Matters that are beyond the authority of the Company or

5) Matters that shareholders have already proposed to the shareholder meetings within the past 12 months, and those given support by less than 10 percent of the total voting shares, given that the factual events have not changed significantly or

6) Matters that the Board of Directors deems unnecessary or inappropriate to place as meeting agenda

7) Matters that provide incomplete or insufficient information and evidence, erroneous statements, ambiguous propositions, or offers not made within the period specified by the Company are deemed undesirable.

(8) Matters related to the Company's business and the facts asserted by the shareholders did not indicate any reason to suspect irregularity in such proposed matter.

The Company will indicate in the invitation letter which agenda items shareholders have proposed, along with the Board of Directors' opinion. If the Board of Directors refuses to include an item on the meeting agenda, the Company will notify shareholders via its website or other appropriate channels and explain.

(3) The Company Secretary is the primary screener, and if it appears that the shareholder needs to provide complete information, the Company Secretary will inform shareholders. Subsequently, the shareholders must complete the corrections before submitting them to the Board of Directors for consideration of inclusion on the agenda for the Annual General Meeting of Shareholders.

In addition, shareholders must submit the amended information according to the first paragraph to the Company Secretary by **February 28, 2025**.

4. Criteria and procedures for nominating a qualified candidate to be elected as a director.

4.1 Qualifications and prohibited characteristics of individuals nominated for election as directors.

(1) Entirely eligible and lacking any prohibited traits according to the Public Limited Company Act, the Securities and Exchange's Law, and any other applicable laws and policies relating to the Company's good corporate governance.

(2) Do not have prohibited characteristics, according to the announcement of the Capital Market Supervisory Board regarding regulations for directors and executives of companies issuing securities.

(3) Must possess knowledge, competence, and integrity and have business ethics and sufficient time to devote their expertise and abilities to executing their responsibilities for the Company.

(4) Directors are permitted to serve as directors in other companies, but this should not conflict with their duties as directors of the Company. In accordance with the principles of good corporate governance for listed companies, an individual should not serve as a director of more than 5 listed companies.

4.2 Process for considering the nomination of persons to be elected as directors.

(1) Shareholders who meet all the criteria specified in clause 2. may submit the "Form for the nomination of a qualified candidate to be elected as director" (Form 2), along with a concise biography of the nominee, to be considered for appointment as director. Shareholders can submit an informal version to the email address at comsec@winnergy.co.th and submit the original to the Company at the address provided below, along with evidence confirming shareholding according to the criteria

outlined in clause 2. In addition, any additional supporting documents that will benefit the Board of Directors' consideration (if any) must be presented to the Company **by February 28, 2025.**

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In this regard, the nominee must possess all the qualifications stipulated by law and related announcements. The Nomination and Remuneration Committee will consider the nominee's qualifications and agree before presenting their opinions to the Board of Directors to consider and endorse prior to nominating such individuals to the annual meeting of shareholders for consideration and appointment as a director.

In this respect, the Company will indicate in the meeting invitation letter the shareholders' nomination for consideration and appointment as a director of the Company at the annual shareholders' meeting, including the Board of Directors' opinions. However, the Nomination and Remuneration Committee or the Board of Directors refuses to nominate a shareholder-nominated candidate to be considered and appointed by the general meeting of shareholders. In that case, the shareholder-nominated candidate may be appointed by the general meeting of shareholders. The Company will notify shareholders along with the rejection's rationale via the Company's website or other suitable information dissemination channels.