



(Translation)

Thai Airways International Public Company Limited
89 Vibhavadi Rangsit Road, Bangkok 10900, Thailand
Tel : 66 (0) 2545-1000, 66 (0) 2695-1000

THAI 01/792

27 December 2024

Subject: Opportunity for shareholders to nominate person(s) in advance for consideration to be elected as director of Thai Airways International Public Company Limited at the extraordinary general meeting of shareholders to be held as stipulated in the business rehabilitation plan

To: President
Stock Exchange of Thailand

Enclosure: Criteria for granting shareholders the right to nominate person(s) in advance for consideration to be elected as director of Thai Airways International Public Company Limited at the extraordinary general meeting of shareholders to be held as stipulated in the business rehabilitation plan

Clause 5.6.8 of the business rehabilitation plan of Thai Airways International Public Company Limited (the "Company") which was approved by the order of the Central Bankruptcy Court on 20 October 2022, stipulates that prior to the submission of a petition with the Central Bankruptcy Court reporting the completion of the plan implementation in accordance with the business rehabilitation plan and requesting for a termination of the business rehabilitation proceeding, the plan administrators shall have the authority and duty to convene a shareholders' meeting to appoint new directors according to a change in shareholders resulting from the capital restructuring process under the business rehabilitation plan, which is one of the key conditions for the completion of the business rehabilitation plan.

The Company has now completed the capital restructuring in respect of the debt-to-equity conversion and the offering for sale of the newly issued ordinary shares pursuant to Clause 5.6.3 and Clause 5.6.4 of the business rehabilitation plan. Accordingly, the Company would like to inform you that in order to comply with the good corporate governance principles regarding the protection of the shareholders' rights, the Company hereby provides shareholders the opportunity from 1 January 2025 until 31 January 2025 to nominate person(s) who possess(es) all qualifications specified by the Company in advance for consideration to be elected as director of the Company at the extraordinary general meeting of shareholders

...2/to be held

to be held as stipulated in the business rehabilitation plan in accordance with the criteria, conditions, and procedures as specified by the Company as detailed in the enclosure and disclosed on the Company's website <https://ir.thaairways.com>

Please be informed accordingly.

Yours faithfully,

(Mr. Chai Eamsiri)
Chief Executive Officer

Corporate Compliance Department
Tel. 0-2545-4392, 0-2545-4536

Criteria for granting shareholders the right to nominate person(s) in advance for consideration to be elected as director of Thai Airways International Public Company Limited at the extraordinary general meeting of shareholders to be held as stipulated in the business rehabilitation plan (the “Criteria”)

Clause 1. Objectives

As Thai Airways International Public Company Limited (the “Company”) recognizes the importance of shareholders, and in order to promote good corporate governance, prior to convening the extraordinary general meeting of shareholders of the Company to be held as stipulated in the business rehabilitation plan, the Company hereby provides shareholders the opportunity to nominate person(s) who possess(es) all qualifications pursuant to the requirements specified by the Company in advance for consideration to be elected as director of the Company for which will enable the Company to select person with appropriate qualifications to serve as director of the Company who is able to perform his/her duties effectively for the best interest of the Company and all stakeholders, including enhancing the Company to concretely adhere to good corporate governance principles.

Clause 2. Qualifications of shareholders

The shareholder who wishes to nominate person(s) in advance for consideration to be elected as director of the Company must meet the requirements as follows:

- 2.1 being the shareholder of the Company which can be either a single shareholder or multiple shareholders combined; and
- 2.2 holding the aggregate number of shares in the Company of not less than five percent of the total voting rights of the Company:
 - (1) on the date of the nomination of person(s) for consideration to be elected as director of the Company, and
 - (2) on the record date for determining the rights to attend the extraordinary general meeting of shareholders of the Company which will be held as stipulated in the business rehabilitation plan.

In this regard, if the Company examines the list of shareholders on the record date for determining the rights to attend the extraordinary general meeting of shareholders of the Company to be held as stipulated in the business rehabilitation plan for the purpose of verifying the qualifications of shareholders under Clause 2.2 (2), and does not find the name of shareholder under Clause 2.1 holding the aggregate number of shares as required under Clause 2.2, but the name(s) of the nominated person(s) for consideration to be elected as directors of the Company by such shareholder has(have) already been included in the meeting agenda, the Company reserves the right not to propose the name(s) of the person(s) nominated by such shareholder for consideration at the extraordinary general meeting of shareholders of the Company.

Clause 3. Nomination of person for consideration to be elected as director of the Company

3.1 Qualifications and prohibited characteristics of the directors of the Company

A person who is nominated for consideration to be elected as director must have the qualifications and must not have any prohibited characteristics as follows:

- (1) having the qualifications and not having any prohibited characteristics according to the laws governing the public company limited, the securities and exchange and the air navigation, and the criteria set by the Securities and Exchange Commission, the Capital Market Supervisory Board, the Stock Exchange of Thailand, and the articles of association of the Company, including not having any characteristics that indicate an inappropriateness to be entrusted in managing the Company's business according to the notification of the Securities and Exchange Commission;
- (2) having skills, knowledge, abilities, expertise, and experience (Skill Matrix) that are beneficial to the business operations, having leadership, broad vision, and understanding of the Company's business; having qualifications, knowledge, skills, understanding, and experience in managing the aviation industry and/or other businesses and/or having experience in managing the public sector, as well as being able to explicitly demonstrate success in leading a business organization he/she involved in managing to support its growth or having created works that benefit the public or the government agency he/she involved with; being agile in various situations and responsive to changes in rapidly changing environments to support and drive the growth and profitability of Company and its subsidiaries, and to operate business efficiently and appropriately according to international standards;
- (3) being able to perform the duties of a director with due care, honesty, integrity, and responsibility, and make decisions based on appropriate information and rationale;
- (4) being dedicated and able to devote sufficient time, and attentive in performing his/her responsible duties, putting priority on determining the Company's vision, mission, direction and strategy by expressing his/her opinion independently, and seeking information beneficial to determining the Company's direction;
- (5) not undertaking any businesses of the same nature as and competing with those of the Company and its subsidiaries, or becoming a partner or director or serving as executives in other juristic persons operating businesses of the same nature as and competing with those of the Company and its subsidiaries in order to prevent conflict of interest or conflict between personal interests and the public interests;

- (6) never having been dismissed or removed from a directorship of a private company due to dishonesty misconduct (whether the removal was by resolution of the shareholders or court order);
- (7) not being a person who is related to or a representative from the Company's regulatory authorities, as well as the core business of the Company and/or its subsidiaries, or a concessionaire or licensee, important approver or consentor, or joint ventures with the government, to ensure that decisions on various matters are transparent and independent, can be made reasonably and in the best interest of the Company and its subsidiaries, without any conflict of interest and with the utmost consideration for the Company's best interest;
- (8) should not hold the position of a director in more than five companies listed on the Stock Exchange of Thailand; and
- (9) in the case of an independent director, in addition to meeting the qualifications as specified by the notification of the Securities and Exchange Commission, the following additional qualifications must be met:
 - not being or having been a government official or salaried advisor of a government agency that is a major shareholder or a controlling person of the Company, unless he/she has ceased to have such characteristics for at least 2 years, and
 - not being a government official as defined by the anti-corruption laws, and not being a person who is related to or a representative from the Company's regulatory authorities, as well as the core business of the Company and/or its subsidiaries, or a concessionaire or licensee, important approvers or consentors, or joint ventures with the government.

3.2 Consideration Procedures

- (1) Shareholder who meets the qualifications specified in Clause 2 of the Criteria can nominate person who is suitable and meet the qualifications specified by the Company in Clause 3.1 of the Criteria for consideration to be elected as director of the Company by completing the "Nomination Form for Director" (Form A., as attached to the Criteria), and having the nominated person(s) sign his/her consent on the Form A., including having the nominated person complete the "Consent Form for the Collection, Use, and/or Disclosure of Personal Data regarding Criminal Records of Nominated Person" (Form B., as attached to the Criteria) and having his/her sign his/her consent on the Form B. In this regard, the shareholder must submit the original signed Form A. and Form B. along with the following supporting documents to the Company by 31 January 2025 via registered mail (to the address: the Company

Secretary Office, Thai Airways International Public Company Limited, No. 89 Vibhavadi Rangsit Road, Chomphon Subdistrict, Chatuchak District, Bangkok 10900):

- (1.1) evidence of shareholding in accordance with the requirements specified in Clause 2 of the Criteria, i.e. a certificate from a securities company or other evidence from the Thailand Securities Depository Co., Ltd.;
- (1.2) evidence of consent from the nominated person in Form A. and Form B.;
- (1.3) evidence of consent from the nominated person for the Office of Securities and Exchange Commission (the “SEC Office”) to conduct a check for untrustworthy characteristics of the directors of the listed companies according to the “Form of Letter of Consent for Disclosure of Information (for the case where the Company requests the inspection of the director and executive’ qualifications) (Form 35-E2), which is available on the SEC Office’s website (<https://publish.sec.or.th/nrs/7211s.pdf>);
- (1.4) evidence of consent from the nominated person to allow the Company to procure the Royal Thai Police or any other relevant government agency to conduct a criminal record check on the nominated person according to the “Power of Attorney and Consent Form for Accessing Personal Information (Criminal Record) (via Agency/Company)” which can be accessed on the website of the Criminal Record Division, Royal Thai Police (<https://criminal.police.go.th/documents/selfatt.docx>);
- (1.5) supporting documents for consideration of qualifications, i.e. education, work experience, and training information (Curriculum Vitae) of the nominated person; and
- (1.6) additional supporting documents that will be beneficial for the consideration of the plan administrators (if any).

- (2) In the case where multiple shareholders collectively meet the qualifications specified in Clause 2 and nominate a person who meets the qualifications specified by the Company in Clause 3.1 of the Criteria for consideration to be elected as director of the Company by the plan administrators, all such shareholders must sign and provide evidence of their shareholding, which is collectively not less than the specified requirements. In this case, the name of a shareholder who is designated by all shareholders to be the contact person on behalf of all shareholders must be filled in, and the Company's contact with the designated person will be considered as contact with all shareholders who have signed the Form A.
- (3) In the case where a single shareholder or multiple shareholders collectively meet the qualifications specified in Clause 2 and nominate more than one person who meet the qualifications specified by the Company in Clause 3.1 of the Criteria for consideration to be elected as director of the Company, the shareholder(s) must prepare one set per one nominated person of each of the “Nomination Form for Director” (Form A., as attached to the Criteria) and the “Consent Form for the Collection, Use, and/or Disclosure of Personal Data regarding Criminal Records of Nominated Person” (Form B., as attached to the Criteria) and the “Form of Letter of Consent for Disclosure of Information (for the case where the Company requests the inspection of the director and executive’ qualifications) (Form 35-E2)”, which is available on the SEC Office’s website (<https://publish.sec.or.th/nrs/7211s.pdf>) and the evidence of consent from the nominated person to allow the Company to procure the Royal Thai Police or any other relevant government agency to conduct a criminal record check on the nominated person according to the specified form, which can be accessed on the website of the Criminal Record Division, Royal Thai Police (<https://criminal.police.go.th/documents/selfatt.docx>), with complete signatures as evidence, and must also attach evidence of consent from all nominated persons in the Nomination Form for Director, the Consent Form for the Collection, Use, and/or Disclosure of Personal Data regarding Criminal Records of Nominated Person, the Letter of Consent for Disclosure of Information (for the case where the Company requests the inspection of the director and executive’ qualifications) (Form 35-E2) according to the form as set out by the SEC Office, the evidence of consent from the nominated person to allow the Company to procure the Royal Thai Police or any other relevant government agency to conduct a criminal record check on the nominated person according to the specified form, and supporting documents of all nominated persons for consideration of qualifications, i.e. education, work experience, and training information (Curriculum Vitae), as well as any additional

supporting documents of all nominated persons that will be beneficial for the consideration of the plan administrators (if any).

- (4) The Company will consider the list of persons nominated by shareholders, along with the relevant and complete supporting documents and sufficient information. The nomination and remuneration committee will screen and select candidates according to the Company's director nomination process and related regulations, to be proposed to the plan administrators.
- (5) When the plan administrators consider that the nominated person meets the qualifications, the Company will include the name of such person in the agenda of the extraordinary general meeting of shareholders by indicating in the invitation to the shareholders' meeting that such person was nominated by the shareholder(s). In the case of those persons who do not pass the approval of the plan administrators, the Company will inform the shareholders through the channel of the Stock Exchange of Thailand and/or other appropriate channels, as well as informing the shareholders at the extraordinary general meeting of shareholders to be held as stipulated in the business rehabilitation plan.

Nomination Form for Director

(1) I am Mr./Mrs./ Miss, being the shareholder of Thai Airways International Public Company Limited (the “**Company**”), holding shares representing a percentage of of the total voting rights of the Company, residing at Road Sub-district District Province Mobile Phone Number Home/Work Phone Number E-mail address (if any).....

(2) I would like to nominate Mr./Mrs./Miss age years Date of birth (DD,MM,YYYY (B.E.)) Identification Document/ID Card/Passport Number Issued by Expired Date residing at Road Sub-district District Province Mobile Phone Number Home/Work Phone Number E-mail address (if any) ID Line (if any) Full name of Father Full name of Mother

for consideration to be elected as director of the Company who is fully qualified and does not possess any prohibited characteristics as per the requirements specified in Clause 3.1, and there are evidence for consent for the nomination and certification of the qualifications of the nominated person, the Consent Form for the Collection, Use, and/or Disclosure of Personal Data regarding Criminal Records of Nominated Person, the Letter of Consent for Disclosure of Information (for the case where the Company requests the inspection of the director and executive’ qualifications) (Form 35-E2) according to the form as set out by the Office of Securities and Exchange Commission (the “SEC Office”) and the evidence of consent from the nominated person to allow the Company to procure the Royal Thai Police or any other relevant government agency to conduct a criminal record check on the nominated person according to the “Power of Attorney and Consent Form for Accessing Personal Information (Criminal Record) (via Agency/Company)” which can be accessed on the website of the Criminal Record Division, Royal Thai Police (<https://criminal.police.go.th/documents/selfatt.docx>), together with supporting documents for the consideration of the qualifications of the nominated person, i.e. education, work experience, and training information (Curriculum Vitae) and additional supporting documents which have been signed and certified on every page, totaling pages.

(3) I hereby appoint Mr./Mrs./Miss as my authorized representative to contact the Company in accordance with the criteria under Clause 3.2 (2).

I hereby certify that all information specified in this Nomination Form for Director, the evidence of shareholding, the evidence for consent, and the supporting documents are accurate in all respects, and

certify that I have read and acknowledged the content of the Privacy Notice, which explains how the Company will collect, use, and/or disclose my personal data, as detailed in the Privacy Notice on the website of the Company (https://www.thaiairways.com/th_TH/terms_of_use/privacy_policy.page?). As evidence, I have affixed my signature below.

..... Shareholder

(.....)

Date

(4) I am Mr./Mrs./ Miss, the nominated person for consideration to be elected as director of the Company according to Clause (2) above, consent to and acknowledge this nomination, and hereby certify that I am fully qualified and do not possess any prohibited characteristics as per the requirements specified in Clause 3.1. I also agree to comply with the Company's good corporate governance practices, and agree and consent to cooperate with the Company in providing information and/or documents, as well as signing any related or necessary documents within the specified time frame, to enable the Company to verify my qualifications and prohibited characteristics (including but not limited to, the criminal record checks, and checks for untrustworthy characteristics of directors of listed companies). I also consent to the Company collecting, using, and disclosing my information and/or supporting documents for the purpose of preparing reports and documents related to the extraordinary general meeting of shareholders to be held as stipulated in the business rehabilitation plan, including the inclusion of my personal data in the publicly disclosed reports and documents, and the examination of my qualifications and prohibited characteristics. As evidence, I have affixed my signature below.

..... Nominated Person

(.....)

Date

Remarks

1. Shareholder must attach the evidence of shareholding, i.e. certificate from a securities company or other evidence from the Thailand Securities Depository Co., Ltd.
2. In case of a shareholder being a juristic person, such shareholder must provide a certified true copy of the affidavit of the juristic person and a certified true copy of the national identification card/passport (in case of a foreigner) of the authorized signatory(ies) who has(have) signed the Nomination Form for Director.
3. In case of an individual shareholder, such shareholder must provide a certified true copy of the national identification card/passport (in case of a foreigner).

4. In case of shareholder who has changed his/her name title, name, or surname, a certified true copy of the evidence of such change must be attached.
5. The nominated person must provide a certified true copy of the national identification card/passport (in case of a foreigner)
6. The Nomination Form for Director must be submitted to the Company **by 31 January 2025**, via registered mail (to the address: the Company Secretary Office, Thai Airways International Public Company Limited, No. 89 Vibhavadi Rangsit Road, Chomphon Subdistrict, Chatuchak District, Bangkok 10900) for the nomination and remuneration committee and the plan administrators to screen and select the candidates according to the Company's director nomination process and related regulations, to be proposed to the plan administrators in order to consider according to the Company's criteria and to propose to the extraordinary general meeting of shareholders.
7. In the case where multiple shareholders collectively and fully meet the qualifications specified in Clause 2, and nominate a person who fully meets the qualifications specified by the Company under Clause 3.1 of the Criteria for consideration to be elected as director of the Company, all such shareholders must complete the Nomination Form for Director and sign it as evidence. Additionally, they must designate one shareholder among them to be the contact person on behalf of all shareholders, and the Company's communication with the designated contact person shall be considered as communication with all shareholders who have signed the Form A. The forms must be compiled into a single set according to Clause 3.2 (2) of the Criteria.
8. In the case where a single shareholder or multiple shareholders collectively and fully meet the qualifications specified in Clause 2, and nominate more than one person who fully meet the qualifications specified by the Company under Clause 3.1 of the Criteria for consideration to be elected as director of the Company, the shareholders must prepare one set of the Nomination Form for Director per the nominated person, and have all of the nominated persons complete the "Consent Form for the Collection, Use, and/or Disclosure of Personal Data regarding Criminal Records of Nominated Person" (Form B., as attached to the Criteria), and have all of them sign their respective consent on the Form B., including having all of the nominated persons complete the Letter of Consent for Disclosure of Information (for the case where the Company requests the inspection of the director and executive' qualifications) (Form 35-E2) according to the form as set out by the SEC Office which is available on the SEC Office's website (<https://publish.sec.or.th/nrs/7211s.pdf>) and complete the evidence of consent from the nominated person to allow the Company to procure the Royal Thai Police or any other relevant government agency to conduct a criminal record check on the nominated person according to the specified form which can be accessed on the website of the Criminal Record Division, Royal Thai Police (<https://criminal.police.go.th/documents/selfatt.docx>), as well as having them sign their respective consent on the Form 35-E2 and sign their respective consent to allow the Company to conduct a

criminal; record check on the nominated person according to the specified form, and proceed in accordance with Clause 3.2 (3) of the Criteria.

9. The Company will disqualify shareholders who provide incomplete or incorrect information and/or documentation, or cannot be contacted, or do not meet the qualifications, or whose nominated person does not meet the qualifications or possess any prohibited characteristics, as specified in the Criteria.

**Please redact the religious information on the copy of your national identification card and affix your signature on it. Additionally, since the Company does not collect, use, and/or disclose the religious information appearing on your national identification card, the Company will strike through the religious information on the copy of your national identification card if you do not do so.*

The Company collects, uses, and/or discloses the personal data of shareholders and directors of the Company as detailed in the Privacy Notice on the website of the Company (https://www.thairways.com/th_TH/terms_of_use/privacy_policy.page?).

**Consent Form for the Collection, Use, and/or Disclosure
of Personal Data regarding Criminal Records of Nominated Person**

(1) Thai Airways International Public Company Limited (the “**Company**”) complies with the Personal Data Protection Act B.E. 2562 by informing details about the collection, use, and/or disclosure of your personal data in the Privacy Notice according to the criteria set forth by the applicable privacy laws in https://www.thaiairways.com/th_TH/terms_of_use/privacy_policy.page?.

(2) I, Mr./Mrs./Ms. Surname Identification Document/ID Card/Passport Number

(3) I hereby express my consent for the Company to collect, use, and/or disclose the information regarding religion or ethnicity as it appears on the copy of my national identification card/passport (if any) for the purpose of verification and identity confirmation, and as supporting documents for authorizing the Company to deal with relevant agencies in verifying and confirming my identity for related actions as per item 4.

Consent Not Consent

(4) I hereby express my consent for the Company to collect, use, and/or disclose personal data relating to my criminal records. I acknowledge and consent to the collection of personal data from sources other than myself, such as the Royal Thai Police, the Office of the Securities and Exchange Commission, or other relevant agencies involved in the collection of personal data regarding criminal records, for specific purposes related to criminal records as follows:

(4.1) For the purpose of verifying and assessing qualifications, checking prohibited characteristics, and characteristics indicating unfitness to be entrusted with the management of the Company’s affairs, and considering the suitability for holding a position, including granting permission, endorsement, certification, approval, and providing opinions in the consideration of election of directors of the Company in advance, to enable the Company to select appropriate individuals to serve as directors of the Company and perform their duties efficiently in compliance with laws and orders of authorized officials, to the extent that my consent is required.

Consent Not Consent

(4.2) To allow the Company to collect, retain, use, and/or disclose criminal record for more than six months from the date the related activities under item no. (4.1) are completed, for the purposes and to the extent necessary for the collection, use, and/or disclosure of personal data, for the necessary management of the Company, to the extent that my consent is required.

Consent Not Consent

Since the Company is required to collect, use, and/or disclose personal data relating to criminal records to achieve the purpose of considering the election as director of the Company, such as verifying qualifications, checking prohibited characteristics, or considering the suitability of individuals for holding positions, the Company requires explicit consent from you for collection, use, and/or disclosure of personal data relating to criminal records as specified above.

If you do not consent or withdraw your consent later, the Company may not be able to achieve the aforementioned purposes, and you may lose the opportunity to be considered for election as director of the Company. Additionally, this may cause inconveniences in performing duties and coordinating various matters. For example, the Company may not be able to process your request, you may experience inconvenience, and/or you may suffer damage or lose the opportunity to receive related rights.

(5) I acknowledge that I can proceed to exercise the right to withdraw consent for the collection, use, and disclosure of the aforementioned personal data at any time under the criteria and conditions of the applicable privacy laws via the email at privacy@thaairways.com.

(6) I have read and acknowledged the content of the Privacy Notice, which describes how the Company will collect, use, and/or disclose my personal data, as detailed in the Privacy Notice on the website of the Company (https://www.thaairways.com/th_TH/terms_of_use/privacy_policy.page?).

I hereby signed my name as evidence as follows

..... Nominated Person

(.....)

Date