



Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025

THAI AIRWAYS INTERNATIONAL PUBLIC COMPANY LIMITED

Friday, April 18, 2025 at 13.00 hrs.

in accordance with the provision under the Business Rehabilitation Plan

via electronic means (E-Meeting) only

To ensure convenience and efficiency in attending the meeting, as well as to facilitate document verification, Thai Airways International Public Company Limited (the “Company”) kindly requests for shareholders’ and proxies’ cooperation to study the details regarding the conditions, procedures, and methods for submitting a meeting attendance request form (E-Request), registering for the meeting, preparing identity verification documents, authorizing proxies for attending the meeting and casting votes, as well as the procedures for attending the meeting, voting methods, vote counting, and reporting of voting results for the meeting via electronic means (E-Meeting) in advance of the meeting date.

The shareholders and proxy holders can submit a meeting attendance request form (E-Request) and related documents as specified in advance from Wednesday, March 26, 2025, at 08.30 hrs. onwards until the conclusion of the meeting. In addition, for convenience and efficiency in attending the meeting, as well as to facilitate document verification, please submit the request form and related documents to attend the meeting as specified correctly and completely through E-Request system in advance by 17.30 hrs. on Friday, April 4, 2025.

Shareholders or proxy holders can access the E-Request system
via the following link:

<https://app.inventech.co.th/THAI660549R/#/homepage>

or by scanning the QR Code:



The Company will open the registration system for meeting attendance from 11.00 hrs. on Friday, April 18, 2025 onwards until the conclusion of the meeting.

In case of having any issues with submitting the meeting attendance request form (E-Request) and/or using the electronic meeting system (E-Meeting), the shareholders and proxy holders can contact Inventech Call Center for further assistance via phone number at 02-460-9221 from Wednesday, March 26, 2025, to Friday 18, 2025 during business hours, Monday to Friday, from 08.30 hrs. to 17.30 hrs. (excluding public holidays and national holidays), or until the conclusion of the meeting.

Remark: For this shareholders’ meeting, the Company will collect, use, and/or disclose your personal data as a shareholder, including in case where you act as a proxy holder or an authorized representative of another person, in accordance with the details provided in the Privacy Notice available on the Company’s website (https://www.thairways.com/en_TH/terms_of_use/privacy_policy.page).



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

THAI DH 01/DD/008

March 19, 2025

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025 of Thai Airways International Public Company Limited, held in accordance with the provision under the Business Rehabilitation Plan

To: Shareholders

- Enclosures:
1. List of names and profiles of persons nominated for election as new directors of Thai Airways International Public Company Limited;
 2. Articles of association of Thai Airways International Public Company Limited in relation to the meeting agenda and this shareholders' meeting;
 3. Proxy Forms: Form A. and Form B. (Form B. is recommended);
 4. Procedures for submitting a meeting attendance request form (E-Request), proof of entitlement to attend the meeting, proxy authorization, vote casting, vote counting, and report of voting results for a meeting via electronic means (E-Meeting);
 5. Procedures for participating in a meeting via electronic means on Inventech Connect system.

The plan administrators' meeting of Thai Airways International Public Company Limited (the "**Company**") No. 6/2025 held on February 25, 2025 approved the calling of the Extraordinary General Meeting of Shareholders No. 1/2025 **on Friday, April 18, 2025, at 13.00 hrs. in the form of a meeting via electronic means (E-Meeting) only**, in compliance with the laws and regulations related to electronic meetings. This shareholders' meeting will be held in accordance with the provision under the business rehabilitation plan of the Company, which the Central Bankruptcy Court ordered an approval on June 15, 2021, and ordered an approval to amend on October 20, 2022 (the "**Business Rehabilitation Plan**"), whereas Clause 5.6.8 of the Business Rehabilitation Plan specifically stipulates that, prior to the Company submits a petition to the Central Bankruptcy Court to report the successful implementation of the Business Rehabilitation Plan and request for the cancellation of the business rehabilitation, the plan administrators are authorized and obligated to call a shareholders' meeting to consider matters as specified in the Business Rehabilitation Plan.

In this regard, this shareholders' meeting held in accordance with the provision under the Business Rehabilitation Plan will address matters outlined in the meeting agenda, along with the opinions of the plan administrators, having agenda items as follows:

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| Agenda item 1 | To consider and approve the determination of the number of directors of the Company |
| Agenda item 2 | To consider and approve the appointment of new directors of the Company |
| Agenda item 3 | To consider and approve the designation of the authorized directors to sign on behalf of the Company |

Agenda item 1 To consider and approve the determination of the number of directors of the Company

Facts and Reasons: Clause 5.6.8 of the Business Rehabilitation Plan specifically stipulates that, prior to the Company submits a petition to the Central Bankruptcy Court to report the successful implementation of the Business Rehabilitation Plan of the Company and request for the cancellation of the business rehabilitation, the plan administrators are authorized and obligated to call a shareholders' meeting to consider matters as specified in the Business Rehabilitation Plan, including the determination of the number of directors of the Company, whereby Article 15. of the Company's articles of association prescribes that the board of directors of the Company shall consist of no less than five directors and no more than 15 directors, as determined from time to time by the general meeting of shareholders, and at least half of the total number of directors shall reside within Thailand, and the directors shall meet the required qualifications and shall not possess any prohibited characteristics as prescribed by laws.

The plan administrators have appointed a working group to nominate and determine the remuneration of the Company's directors (the "**Nomination and Remuneration Working Group**") in order to proceed with the Company's director nomination in accordance with relevant laws and the Company's articles of association.

Opinion of the Plan Administrators: After careful and prudent consideration of the Nomination and Remuneration Working Group's opinion, the plan administrators have different opinions and therefore deem it appropriate to propose to this shareholders' meeting to determine board of directors to consist of 11 directors or 12 directors, subject to approval by this shareholders' meeting. Regardless of whether the number of directors is 11 or 12,

the plan administrators are of the view that it is sufficient and appropriate to ensure that the board of directors can perform their duties agilely and efficiently.

The plan administrators therefore deem it appropriate to propose to this shareholders' meeting to consider and approve the determination of the number of directors of the Company to be 11 directors or 12 directors, consisting of three current directors, namely Mr. Piyasvasti Amranand, Mr. Chansin Treenuchagron, and Air Chief Marshal Amnart Jeerameemai, and eight new directors or nine new directors. This is subject to this shareholders' meeting approving the determination of the board of directors to consist of 11 directors or 12 directors.

Furthermore, in proposing to this shareholders' meeting to consider agenda item 1 (To consider and approve the determination of the number of directors of the Company), the plan administrators will propose to the shareholders' meeting to consider and vote on the determination of board of directors to consist of 11 directors as the first step. If the shareholders' meeting approves the determination of board of directors to consist of 11 directors with a majority vote from the shareholders entitled to attend and vote at the shareholders' meeting, the plan administrators will propose to the shareholders' meeting to consider agenda item 2 (To consider and approve the appointment of new directors of the Company) in the subsequent step, without proposing this shareholders' meeting to consider and vote on the case of determining the board of directors to consist of 12 directors. However, if this shareholders' meeting disapprove the determination of board of directors to consist of 11 directors with a majority vote from the shareholders entitled to attend and vote at the shareholders' meeting, the plan administrators will then propose to this shareholders' meeting to consider and vote on the case of determining the board of directors to consist of 12 directors in the subsequent step, in order to complete the consideration and voting on agenda item 1 (To consider and approve the determination of the number of directors of the Company) prior to proposing the shareholders' meeting to subsequently consider agenda item 2 (To consider and approve the appointment of new directors of the Company).

Voting Requirement for Approval: Must receive a majority of the votes from the shareholders present at the meeting and entitled to vote.

Agenda item 2 To consider and approve the appointment of new directors of the Company

Facts and Reasons: Clause 5.6.8 of the Business Rehabilitation Plan specifically stipulates that, prior to the Company submits a petition to the Central Bankruptcy Court to report the successful implementation of the Business Rehabilitation Plan of the Company and request for the cancellation of the business rehabilitation, the plan administrators are authorized and obligated to call a shareholders' meeting to consider matters as specified in the Business Rehabilitation Plan, including the appointment of directors, whereby Article 15. of the Company's articles of association prescribes that the board of directors shall consist of no less than five directors and no more than 15 directors, as determined from time to time by the general meeting of shareholders, and at least half of the total number of directors shall reside within Thailand, and the directors shall meet the required qualifications and shall not possess any prohibited characteristics as prescribed by laws.

The Company has provided the opportunity for shareholders who meet the qualifications set by the Company to nominate person(s) who are fully qualified in accordance with the criteria set by the Company and do not have any prohibited characteristics according to the laws and the articles of association of the Company in advance for consideration to be elected as director of the Company at this shareholders' meeting, in accordance with the criteria, conditions, and procedures specified and disclosed by the Company through system of the Stock Exchange of Thailand ("SET") and on the Company's website. There is one shareholder nominating a person for consideration to be elected as a director of the Company at the Extraordinary General Meeting of Shareholders, which will be held in accordance with the provision under the Business Rehabilitation Plan (which is Mr. Chartchai Rojanaratanangkule, who was nominated to be elected as a director of the Company by Electricity Generating Authority of Thailand Saving and Credit Cooperative Limited, a shareholder who fully meets the qualifications set by the Company) Based on the verification of the qualifications of the nominated person, it was found that he is fully qualified in accordance with the prescribed criteria. Therefore, he is proposed to this shareholders' meeting for consideration in electing him as a new director of the Company.

The Nominating and Remuneration Working Group (without any interested parties considering or voting on matters where they have an interest) has carefully and prudently considered the qualifications of the person nominated to be elected as a new director, in accordance with the Company's director nomination guidelines and procedures,

in order to screen and select persons who meet all required qualifications and are well-suited for the Company's business operations and who do not have any prohibited characteristics according to the laws and the articles of association of the Company, as well as having knowledge, skills, experience, and expertise that align with the Company's board skills matrix which benefits the businesses of the Company and its subsidiaries. Furthermore, they can develop strategies and drive the Company and its subsidiaries to achieve goals. In addition, the Nominating and Remuneration Working Group also considered the qualifications of persons nominated to be elected as independent directors meet the definition of independent directors according to the SET, and the Company's criteria as well as can provide opinions and exercise judgment independently and in accordance with relevant criteria. The Nominating and Remuneration Working Group has determined that one of the new directors should hold the position of chief executive officer to ensure continuity in management and compliance with the Company's board of directors charter.

Accordingly, the plan administrators have considered the list of persons proposed by the Nominating and Remuneration Working Group and deem it appropriate to propose to the shareholders' meeting to consider electing the following persons as new directors of the Company:

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| (1) | Mr. Lavaron Sangsnit | Director |
| (2) | Dr. Kulaya Tantitemit | Director |
| (3) | Mr. Chakree Bamrungwong | Director |
| (4) | Police General Thatchai Pitaneelabout | Director |
| (5) | Mr. Naprakorn Thanasuvankasem | Independent Director |
| (6) | Mr. Yanyong Detpiratmongkol | Independent Director |
| (7) | Mr. Sumrid Sumneing | Independent Director |
| (8) | Mr. Chartchai Rojanaratanangkule | Director (Person proposed by a shareholder through a process in which the Company provides the opportunity to shareholders to nominate person(s) who fully meet the Company's qualifications in advance for consideration to be elected as director of the Company at this shareholders' meeting) |
| (9) | Chief Executive Officer
(currently, Mr. Chai Eamsiri) | Director |

Remark: The person listed as No. 8 (i.e. Mr. Chartchai Rojanaratanangkule) has been nominated by a shareholder who fully have qualifications as set by the Company (i.e. Electricity Generating Authority of Thailand Savings and Credit Cooperative Limited) for consideration to be elected as a new director of the Company at this shareholders' meeting and the person listed as No. 9 who is the Company's current chief executive officer (i.e. Mr. Chai Eamsiri) shall vacate the position of director upon vacating the position of chief executive officer.

In this regard, a summary of information and profiles of persons nominated for election as new directors of the Company is provided in **Enclosure 1.**

Opinion of the Plan Administrators: After careful and prudent consideration of the Nomination and Remuneration Working Group's opinion, the plan administrators concur with the Nomination and Remuneration Working Group's opinion that the persons nominated to be directors are fully qualified and well-suited for the Company's business operations, that they do not have any prohibited characteristics as stipulated by applicable laws and the Company's articles of association, as well as having knowledge, skills, experience, and expertise that align with the Company's board skills matrix which benefits the businesses of the Company and its subsidiaries. Furthermore, they can develop strategies and drive the Company and its subsidiaries to achieve goals. In addition, the qualifications of persons nominated to be elected as independent directors meet the definition of independent directors according to the SET, and the Company's criteria as well as can provide opinions and exercise judgment independently and in accordance with relevant criteria. Therefore, the plan administrators deem it appropriate to propose such nominated persons for consideration to be elected as directors of the Company at this shareholders' meeting. Following the approval of the appointment of new directors at this shareholders' meeting, the Company's board of directors will have a total of four independent directors (comprising one current independent director and three new independent directors) which is in accordance with the criteria of the board structure as per the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559, which stipulates that there must be at least one-third of the total number of directors as independent directors, but not less than three persons, whereby there must be at least one independent director with sufficient knowledge and experience to be able to review the reliability of the financial statements.

Voting Requirement for Approval: Person to be elected as a director of the Company must receive a majority of the votes from the shareholders present at the meeting and entitled to vote. The persons with the highest votes in descending order will

be elected as directors, corresponding to the number of new directors to be elected at this shareholders' meeting (i.e. eight directors or nine directors, depending on whether the shareholders' meeting approves a total of 11 directors or 12 directors). In the event that the persons with the next highest votes have the same number of votes and the election of such persons results in exceeding the number of new directors to be elected at this shareholders' meeting, a draw will be conducted to elect new director corresponding to the number of new directors to be elected at this shareholders' meeting.

Agenda item 3 To consider and approve the designation of the authorized directors to sign on behalf of the Company

Facts and Reasons: Clause 5.6.8 of the Business Rehabilitation Plan specifically stipulates that, prior to the Company submits a petition to the Central Bankruptcy Court to report the successful implementation of the Business Rehabilitation Plan of the Company and request for the cancellation of the business rehabilitation, the plan administrators are authorized and obligated to call a shareholders' meeting to consider matters as specified in the Business Rehabilitation Plan, including the designation of the authorized directors to sign on behalf of the Company, whereby Article 23. of the Company's articles of association prescribes that the authorized directors to sign and bind the Company shall consist of two directors jointly signing, with the Company's seal affixed. In this regard, it is proposed that the shareholders' meeting approve the designation of the authorized directors to sign on behalf of the Company, having the details in accordance with the opinion of the plan administrators.

Opinion of the Plan Administrators: After careful and prudent consideration, the plan administrators deem it appropriate for the shareholders' meeting to approve the designation of the Company's authorized directors to sign on behalf of the Company to comprise of five directors of the Company, namely (1) Mr. Piyasvasti Amranand (2) Mr. Chansin Treenuchagron (3) Mr. Lavaron Sangsnit (4) Dr. Kulaya Tantitemit and (5) Mr. Chakree Bamrungwong. In this regard, in accordance with Article 23. of the Company's articles of association, two of the authorized directors shall jointly sign and affix the Company's seal to bind the Company.

Voting Requirement for Approval: Must receive a majority of the votes from the shareholders present at the meeting and entitled to vote.

Once the Company receives approval from the Extraordinary General Meeting of Shareholders convened in accordance with the provision under the Business Rehabilitation

Plan and obtains permission from the Central Bankruptcy Court to register the changes in the number of directors, the appointment of new directors, and the determination of the authorized directors to bind the Company with the Department of Business Development, Ministry of Commerce, the Company will accordingly proceed to register these changes with the Department of Business Development, Ministry of Commerce.


Although the Business Rehabilitation Plan stipulates that the determination of the list of directors authorized to sign and bind the Company in this instance is the power of the shareholders' meeting, this power of the shareholders' meeting concerning this matter is specifically designated by the provision under the Business Rehabilitation Plan for the shareholders' meeting held in accordance with the provision under the Business Rehabilitation Plan only while Article 23. of the Company's articles of association stipulates that the board of directors shall specify the names of the directors who have authority to sign and bind the Company. Therefore, should the board of directors deem it necessary to amend the list of directors authorized to sign and bind the Company in the future, the board of directors may do so without requiring further approval from the shareholders' meeting of the Company.

In this regard, the Company has scheduled Friday, March 14, 2025, as the date to determine the shareholders entitled to attend and vote at the Extraordinary General Meeting of Shareholders No. 1/2025, which is held in accordance with the provision under the Business Rehabilitation Plan (Record Date).

The Company hereby invites the shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2025, which is held in accordance with the provision under the Business Rehabilitation Plan, on **Friday, April 18, 2025, at 13.00 hrs., in the form of a meeting via electronic means (E-Meeting) only** in compliance with the laws and regulations related to electronic meetings, and there will be no physical venue for registration or the meeting. In this regard, the meeting will be conducted in accordance with the Company's articles of association, as detailed in **Enclosure 2**.

Shareholders can **submit a meeting attendance request form and related documents through the E-Request system in advance from Wednesday, March 26, 2025 at 08.30 hrs. onwards** until the conclusion of the meeting. Shareholders or proxy holders who correctly and completely submit their meeting attendance request form along with all required documents will have their request approved and will receive a username, password, and a link for registration to attend the meeting on the meeting date (Friday, April 18, 2025).

The Company will open the registration system for meeting attendance from 11.00 hrs. on Friday, April 18, 2025, onwards until the conclusion of the meeting.

Shareholders or proxy holders can access the E-Request system via: https://app.inventech.co.th/THAI660549R/#/homepage	or by scanning the QR Code 
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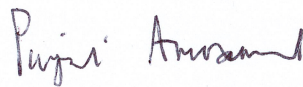
In this regard, in the Company's review of the request form and related documents for meeting attendance, the Company reserves the right to request additional documents as it deems appropriate. This may apply in cases such as title prefix changes, name changes, minor shareholders, incapacitated or quasi-incapacitated shareholders, or heirs of deceased shareholders. In the event of any disputes, ambiguities, or matters requiring further consideration or interpretation, they will be decided by the Company and the Company's decision will be treated as final. Furthermore, the Company reserves the right to allow only shareholders or proxy holders who have submitted a meeting attendance request form via the E-Request system, whose documents have been verified by the Company as complete and accurate, and who have received their username and password via email, to attend the meeting.

If a shareholder wishes to appoint a person to attend the meeting and vote on his/her behalf at this shareholders' meeting, please complete and sign either Proxy Form A. or Proxy Form B., as provided in **Enclosure 3**, or download them from <https://ir.thaiairways.com/shareholders-meeting/>. Only one proxy form may be used. Proxy Form B. is recommended as it allows for clear voting instructions. To ensure smooth and efficient meeting attendance and document verification, shareholders are requested to submit their request form and all required documents in complete and accurate form via the E-Request system in advance, no later than 17.30 hrs. on Friday, April 4, 2025.

To ensure convenience and efficiency in attending the meeting, as well as to facilitate document verification, the Company kindly requests for shareholders' and proxy holder' cooperation to study the details regarding the conditions, procedures, and methods for submitting a meeting attendance request form (E-Request), registering for the meeting, preparing identity verification documents, authorizing proxies for attending the meeting and casting votes, as well as the procedures for attending the meeting, voting methods, vote counting, and reporting of voting results for the meeting via electronic means (E-Meeting) in advance of the meeting date, as detailed in **Enclosure 4** and **Enclosure 5**.

In case of having any issues with submitting the meeting attendance request form (E-Request) and/or using the electronic meeting system (E-Meeting), the shareholders and proxy holders can contact Inventech Call Center, the meeting system provider, for further assistance via phone number at 02-460-9221 from Wednesday, March 26, 2025 to Friday, April 18, 2025, during business days and hours, Monday to Friday, from 08.30 hrs. to 17.30 hrs. (excluding public holidays and national holidays), or until the conclusion of the meeting.

Yours sincerely,



(Mr. Piyasvasti Amranand)



(Mr. Chansin Treenuchagron)

Plan Administrator

The Corporate Secretariat Office

Tel. 02-545-4391-93