

**Articles of association of Thai Airways International Public Company Limited  
in relation to the meeting agenda and this shareholders' meeting**

**1. Calling of the Shareholders' Meeting**

**Article 33.** In summoning the shareholders' meeting, the board of directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda, and the matters to be proposed to the meeting together with appropriate details stating clearly whether each matter is for acknowledgment, for approval, or for consideration, including the board of directors' opinions on the said matters, and shall be sent to the shareholders for information by registered mail or delivered in person to the shareholder or his or her representative not less than seven days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper for three consecutive days not less than three days prior to the meeting date.

The shareholders' meeting shall be held in the locality in which the head office is situated or one in which a branch office is situated, or in province near the locality where the head office or the branch office is situated, or in another province as the board of directors deems appropriate.

**2. Quorum and Proceedings of the Shareholders' Meeting**

**Article 34.** At a shareholders' meeting, there shall be not less than 25 persons of shareholders and proxy holders (if any) present, or shareholders and proxy holders representing at least half of the total number of shareholders, with the total shares represented at the meeting amounting to no less than one-third of the total number of shares sold present to constitute a quorum.

If after one hour from the time scheduled for the shareholders' meeting, the number of shareholders attending the meeting present is insufficient to form a quorum as specified, and the shareholders' meeting was convened at the request of shareholders, the meeting will be deemed canceled. If the meeting was not convened at the request of shareholders, the board of directors shall reschedule the meeting and send a notice of the meeting to the shareholders not less than seven days before the date of the meeting. At this latter meeting, it is not necessary to constitute a quorum.

**Article 36.** The chairman of the shareholders' meeting shall have the duties to ensure that the meeting is carried out in accordance with the company's articles of association pertaining to meetings. In this regard, the chairman shall conduct the meeting in compliance with the order of agenda specified in the notice of the meeting, except the meeting resolves to change the order of the agenda items by a vote of not less than two-thirds of the number of shareholders present at the meeting.

When the meeting has considered all the agenda items as specified in the first paragraph, the shareholders holding no less than one-third of the total number of shares sold may ask the meeting to consider matters other than those specified in the notice of the meeting.

In the event that the meeting is unable to complete consideration of the agenda items as specified in the first paragraph or the additional matters proposed by shareholders under the second paragraph, as the case may be, and it is necessary to adjourn the meeting, the meeting shall determine the place, date, and time for the next meeting. The board of directors shall send notice of that meeting specifying the place, date, time and the agenda to the shareholders not less than seven days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper for three consecutive days not less than three days prior to the meeting date.

### **3. Voting**

**Article 37.** For the shareholders' meeting, a shareholder may appoint a proxy holder to attend the meeting and vote on his or her behalf. The form appointing a proxy holder shall be dated and signed by the shareholder appointing the proxy and shall be in the form prescribed by the registrar.

The proxy form shall be delivered to the chairman of the board of directors or the person determined by the chairman at the meeting prior to the proxy holder entering the meeting.

**Article 38.** In casting votes, one share shall have one vote and resolutions of the shareholders' meeting shall require:

- (1) In normal cases, a majority of votes of the shareholders present at the meeting and entitled to vote. In case of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) In the following cases, not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote:
  - (a) The sale or transfer of the whole or a substantial part of the business of the company to another person;
  - (b) The purchase or acceptance of the transfer of a business of another company or a private company to the company;
  - (c) The execution, amendment, or termination of a contract relating to the lease of the whole or a substantial part of the business of the company;
  - (d) The delegation of authority/power to another person to manage the businesses of the Company;
  - (e) The amalgamation with other persons with an objective towards profit and loss sharing;
  - (f) The amendment to memorandum of association or articles of association;
  - (g) The increase or reduction of the company's capital or the issuance of debentures; or
  - (h) Merger or dissolution of the company.

**4. Determination of the Number of Directors and Appointment of Directors**

**Article 15.** The board of directors shall consist of no less than five directors but not more than 15 directors as decided by the general meeting from time to time; and not less than one half of all directors shall have residence in the Kingdom of Thailand. The company's director shall have the qualifications and shall not have any prohibited characteristics as prescribed by laws.

**Article 16.** The appointment of directors shall be made by a majority vote in a shareholders' meeting in accordance with the following rules and procedures:

- (1) each shareholder has one vote for each share;
- (2) each shareholder shall exercise all the votes he or she has under (1) to elect one or several person(s) to be directors but may not split his or her votes among different candidates;
- (3) persons receiving the highest votes, in descending order shall be elected as directors to fill the number of director positions to be appointed or elected at that time. If the persons receive equal number of votes beyond the number of directors to be appointed or elected at that time, a draw shall be conducted to determine the elected person, up to the number of directors required.

**5. Determination of Authorized Directors**

**Article 23.** The board of directors shall specify the names of the directors who have the authority to sign and bind the company, with the company's seal affixed. The authorized directors shall consist of two directors jointly signing, with the company's seal affixed.