

Articles of association of Thai Airways International Public Company Limited
in relation to the meeting agenda and
the 2025 Annual General Meeting of Shareholders

1. Calling of the Shareholders' Meeting

Article 32. The board of directors must convene an annual general meeting of shareholders within four months from the end of the company's fiscal year.

Any shareholders' meeting other than the one referred to above shall be called an extraordinary general meeting of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time as it deems appropriate.

One or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may jointly submit a written request to the board of directors to call an extraordinary general meeting of shareholders at any time, provided that the written request must clearly state the subject matter and the reasons for calling such meeting. In such case, the board of directors must convene a shareholders' meeting within forty-five days from the date of receipt of the written request from the shareholders.

In the case where the board of directors fails to convene the meeting within the period specified in paragraph three, the shareholders submitting the request, or other shareholders holding the required aggregate number of shares, may convene the meeting by themselves within forty-five days from the lapse of the period specified in paragraph three. In such case, the meeting shall be deemed a shareholders' meeting convened by the board of directors, and the company shall bear the necessary expenses incurred from holding the meeting and shall provide reasonable facilitation.

In the event that any shareholders' meeting convened by the shareholders under paragraph four fails to form a quorum as specified in Article 34., the shareholders under paragraph four shall be jointly responsible for reimbursing the Company for the expenses incurred in holding such 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 35. The chairman of the board of directors shall preside over the shareholders' meeting. In the event that the chairman is not present at the meeting or is unable to perform his or her duties, the vice chairman (if any) shall preside over the meeting. If there is no vice chairman, or if the vice chairman is unable to perform his or her duties, the shareholders present at the meeting shall elect one among themselves to act as the chairman of the meeting.

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 fifteen 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. The company's directors shall meet the required qualifications and shall not possess 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) the 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 in excess of 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.

Article 17. At every annual general meeting, one-third of the directors shall retire from office. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire.

In the first and second years following the registration of the company, the directors who are to retire shall be determined by drawing lots. In subsequent years, the directors who have held office the longest shall retire. A retiring director is eligible for re-election.

Article 39. Matters to be undertaken at the annual general meeting of shareholders shall include the following:

- (1) the consideration of the report of the board of directors presented to the meeting on the company's performance during the past year;
- (2) the consideration and approval of the balance sheet;
- (3) the consideration of profit allocation;
- (4) the election of directors to replace those who retire by rotation;
- (5) the appointment of the auditor and determine the audit fee; and
- (6) other matters.

Remark:

In convening the 2025 Annual General Meeting of Shareholders, Thai Airways International Public Company Limited (the "**Company**") has strictly complied with applicable laws (including the Public Limited Company Act B.E. 2535 (1992) and the Securities and Exchange Act B.E. 2535 (1992)) and the Company's articles of association, while also adhering to the principles of protecting shareholders' rights in accordance with the spirit of the law and ensuring that no shareholder's rights are infringed, i.e., since the Company has not yet convened the 2025 Annual General Meeting of Shareholders to propose for consideration the election of directors to replace those who retire by rotation and to allow shareholders to exercise their rights to decide on such election (pursuant to Articles 17 and 39 of the Company's articles of association and Section 71 of Public Limited Company Act B.E. 2535 (1992)), the Company has therefore provided shareholders with the opportunity to exercise their rights to elect directors to replace those who retire by rotation, which is a matter required to be undertaken at the Annual General Meeting of Shareholders in accordance with the Company's articles of association and the Public Limited Company Act B.E. 2535 (1992). This approach is also consistent with the Company's discussions with the Department of Business Development, Ministry of Commerce, and the Office of the Securities and Exchange Commission,

which confirmed that the convening of the Annual General Meeting of Shareholders is a matter of corporate management within the Company's discretion, provided that all matters required by law and the Company's articles of association are duly considered. Furthermore, the board of directors must perform its duties responsibly and with due care, and in compliance with the law and the Company's articles of association, in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 (1992).