

**Criteria for Shareholders to propose Agenda and Nomination of Director
for 2012 Annual General Shareholders' Meeting
of Thai Airways International Public Company Limited**

1. Objective
2. Qualifications of shareholder
3. Proposal of the agenda
 - 3.1 Format and timing for the proposal of the agenda
 - 3.2 Proposal that will not be placed on the agenda
 - 3.3 Consideration procedure
4. Nomination of the director
 - 4.1 Format and timing for the nomination
 - 4.2 Director qualifications
 - 4.3 Consideration procedure

1. Objective

Recognizing the importance of shareholders and good corporate governance promotion, Thai Airways International Public Company Limited, (the "Company"), facilitates shareholders in proposing, in advance of the Annual General Shareholders' Meeting (AGM), the issue, as deemed appropriate, to be considered to include in the agenda of the meeting. Furthermore, the shareholders can nominate person to be a director in advance of the meeting. By this mean, it will ensure that the agenda will be carefully selected and truly beneficial to the company and qualified directors will be selected who can perform their duties effectively to attain the highest benefits for the Company and the stakeholders and also to affirm the conformity to the good corporate governance.

2. Qualification of shareholder

The shareholders who wish to propose the agenda or director nominee must possess qualifications according to the criteria as follows:

- 2.1 Being the shareholder of the company, which can be either one shareholder or combined shareholders.
- 2.2 Holding shares not less than 300,000 shares.
- 2.3 Must have continuously held those shares in 2.2 for at least one year by the date the shareholder proposes the agenda or director nominee.

3. Proposal of the agenda

- 3.1 The shareholder who possesses qualification according to Section 2 of the criteria must submit the Form to Propose AGM Agenda (Form A) and sign his/her name as evidence. The evidence of shareholding as specified in 2.2 and 2.3, namely, the certified letter of the securities company or other evidences from the Stock Exchange of Thailand, together with supporting document beneficial for board consideration (if any) must be delivered to the Company **within 31 December 2011** in order to allow the board adequate time for consideration. The aforementioned should be send to the following address :

**CORPORATE SECRETARIAT DEPARTMENT
Thai Airways International Public Company limited
89 Vibhavadi Rangsit Road
Jompol, Jatujak
Bangkok 10900**

In case many shareholders having complete qualifications according to Clause 2, have unified to propose agenda to the board, all shareholders must affix their names as evidence and provide the evidence of shareholding which shall be totaled to not less than that in Clause 2.2. The shareholders shall appoint the same person as a contact person. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all shareholders who have signed their names.

In case one or more than one shareholders having complete qualifications according to Clause 2, propose more than one agenda, the shareholders must fill in Form A separately (One Form A per One Agenda), and affix their names as evidence.

- 3.2 To compose an efficient AGM, the Company reserves its right not to include the following matters on the Agenda
- (1) A proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association, the resolution of shareholders' meeting and the good corporate governance of the Company, except an amendment of the Articles of Association or review of a shareholder meeting's resolution;
 - (2) A proposal, as stipulated by laws, for consideration at AGM, which has already been placed on the agenda by the Company
 - (3) A proposal that is, by law, beyond the authority of the AGM;
 - (4) A proposal that is beyond the objectives or control of the Company;
 - (5) A proposal that shareholders already proposed in AGM within the past 12 months, and those under support by less than 10% of total voting shares, given that the factual events have not changed significantly;
 - (6) The proposal that the information shareholders provided is incomplete, incorrect or having untrue statement, ambiguous proposal and unable to contact the shareholder or unable to propose within the time limit;
 - (7) A proposal that is routine or is within the management authority of the Company, except those matters which will significantly affect the shareholders in general;
 - (8) A proposal that is unlikely to be beneficial to the Company operations
- 3.3 The above proposal by the shareholders shall meet scrutiny by independent directors before further submission to the Board of Directors for consideration, and the Company will notify the results after the Board Meeting **within March 2012**. Any proposal, under approval by the Board, will be included in the AGM agenda as attached in the Notice for 2012 AGM.

4. The nomination of the director

- 4.1 The shareholder who possesses qualification according to Clause 2 of the Criteria may nominate a person for the director by fill in the Form to Nominating Director (Form B) and affix the nominee's signature. The evidence of shareholding as specified in 2.2 and 2.3, namely, the certified letter of the securities company or other evidences from the Stock Exchange of Thailand, the evidence of nominee's consent, supporting document of candidates' qualifications such as education and work experience, together with supporting document beneficial for board consideration (if any) must be delivered to the Company **within 31 December 2011**. The aforementioned should be sent to the following address :

**CORPORATE SECRETARIAT DEPARTMENT
Thai Airways International Public Company limited
89 Vibhavadi Rangsit Road
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In case many shareholders having complete qualifications according to Clause 2, have unified to propose agenda to the board, all shareholders must affix their names as evidence and provide the evidence of shareholding which shall be totaled to not less than that in Clause 2.2. The shareholders shall appoint the same person as a contact person. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all shareholders who have signed their names.

In case one or more than one shareholders having complete qualifications according to Clause 2, propose more than one director, the shareholders must fill in Form B for each nominee and sign their names as evidence. The evidence of nominee's consent must be provided including supporting document of candidates' qualifications such as education and work experience, together with supporting document beneficial for board consideration (if any).

- 4.2 The nominee must process required qualifications and having none of the forbidden qualifications according to the following:
- (1) the Act of Standard Qualifications of Directors and Officials of State Enterprises B.E. 2518 and any amendment thereof
 - (2) Public Limited Company Act, Securities and Exchange Act and Good corporate governance of the Company
 - (3) having expertise in airline, finance, accounting, legal, management or public management
 - (4) having no conflict of interest with the Company
 - (4.1) carry on a business or being a partner in a general partnership or being an unlimited liabilities partner in a limited partnership or a director in other private or public company which carry on businesses of the same nature as or in competition with the businesses of the Company
 - (4.2) not being a contractor, concessionaire or having alike conflict of interest with the Company or being a partner in a general partnership or being an unlimited liabilities partner in a limited partnership or a director in other private or public company which carry on businesses of the nature as aforementioned
 - (4.3) or other cases according to the Public Limited Company Act and/or as specified by the law
 - (5) have enough time for the Company both during and off meeting hours, also being able to attend to other matters as assigned by the board of directors
- 4.3 The Company will consider the list of nominee nominated by the shareholders with complete, correct evidence and having sufficient information, according to the nomination procedure before further submission to the Board of Directors for consideration, and the Company will notify the results **within March 2012**.