> Affix
> 20 Baht
> stamp duty

# Proxy Form C
## *(specifically for a foreign shareholder for which a custodian in Thailand is appointed)*

Made at ......................................

Date.......... Month...........................Year................

(1)  I/We.................................................................................................................

residing at.......................................Road...............................Tumbon/Kwaeng.............................

Amphoe/Khet  ...............................Province................................Postal    Code......................

as a custodian of ...................................................... which is a shareholder of Thai Airways International Public Company Limited, holding the shares in the total amount of..................................... shares and the total number of votes for which I/we am/are entitled to cast is................................votes as described below:

•    ordinary shares in the amount of ............................. shares and the number of votes for which I/we am/are entitled to cast is ...............................votes; and

•    preferred shares in the amount of...........................shares and the number of votes for which I/we am/are entitled to cast is ...............................votes.

(2)   Appointment of other person as my/our proxy: I/We hereby appoint (May grant proxy to any one THAI Independent Director of which details as in Attachment 1)

(1) ...............................................................................Age...........................Years,

residing  at............................................Road................................Tumbon/Kwaeng................................

Amphoe/Khet..............................................Province.............................Postal Code............................; or

(2)...............................................................................Age............................Years,

residing  at............................................Road................................Tumbon/Kwaeng................................

Amphoe/Khet..............................................Province.............................Postal Code............................; or

(3)...............................................................................Age............................Years,

residing at....................................Road................................Tumbon/Kwaeng................................

Amphoe/Khet.......................................Province.............................Postal Code............................;

as my/our Proxy to attend and vote on my/our behalf at the 2015 Annual General Shareholders' Meeting to be held on Friday, 24 April 2015 at 13.30 hrs., at Chaiyaphruek Room, Air Force Convention Hall (Thongyai Building), Paholyothin Road, Saimai District, Bangkok or on such other date, such other time and at such other place as may be adjourned or changed.

(3)  I/We hereby authorize the Proxy to attend and cast a vote on my/our behalf for:

☐  all shares held by me/us to which I/we am/are entitled     some part of shares held by me/us
☐  to which I/we am/are entitled as follows :

☐  ordinary shares in the amount of .............................shares with the number of votes
    for which I/we am/are entitled to cast  is .............................votes

☐  preferred shares in the amount of ........................... shares with the number of votes
    for which I/we am/are entitled to cast  is ...............................votes

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

☐ **Agenda 1   Report of the Chairman**

    ☐ (a)   The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

    ☐ (b)   The Proxy may consider the matters and vote on my/our behalf as follows:

        ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

☐ **Agenda 2   To consider and approve the Minutes of the 2014 Annual General Shareholders' Meeting**

    ☐ (a)   The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

    ☐ (b)   The Proxy may consider the matters and vote on my/our behalf as follows:

        ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

☐ **Agenda 3   To acknowledge the 2014 performance report**

    ☐ (a)   The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

    ☐ (b)   The Proxy may consider the matters and vote on my/our behalf as follows:

        ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

☐ **Agenda 4   To consider and approve balance sheets and income statements for the year 2014**

    ☐ (a)   The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

    ☐ (b)   The Proxy may consider the matters and vote on my/our behalf as follows:

        ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

☐ **Agenda 5   To consider and approve the suspension of dividend payment in respect of the Company's business operations for the year 2014**

    ☐ (a)   The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

    ☐ (b)   The Proxy may consider the matters and vote on my/our behalf as follows:

        ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

☐ **Agenda 6   To consider the Directors' Remunerations**

    ☐ (a)   The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

    ☐ (b)   The Proxy may consider the matters and vote on my/our behalf as follows:

        ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

☐ **Agenda 7   To consider the appointment of an auditor and to determine the audit fees**

 ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

 ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:

  ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

(2) ☐ **Agenda 8  To consider the election of Directors**

 ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

 ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:

  ☐ Electing all members of the Board of Directors

  ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

  ☐ Electing each of the following member of the Board of Directors

  **(1)  Mr. Areepong Bhoocha-oom**

  ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

  **(2)  AM  Pakdee Saeng-xuto**

  ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

  **(3)  ACM M.L. Suprija Kamalasana**

  ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

  **(4)  Mr. Charamporn Jotikasthira**

  ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

  **(5)  Mr. Damri Tunshevavong**

  ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

☐ **Agenda 9   Other business (if any)**

 ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

 ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:

  ☐ Approve...........vote(s) ☐ Not approve...........vote(s) ☐ Abstain...........vote(s)

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects

Signature……………………………The Grantor
(………………………………)

Signature……………………………The Proxy
(……………………………… )

Signature……………………………The Proxy
(……………………………… )

Signature……………………………The Proxy
(……………………………… )

*Note:*   *1.  This Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor as a result of which a custodian in Thailand is appointed.*

*2.  Documents required to be attached to the proxy form include:*

*(1)  a Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder; and*
*(2)  a letter confirming that the person executing the proxy form has obtained a license for being a custodian.*

*3.  A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.*

*4.  Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors.*

*5.  If the matters to be considered are more than those specified above, the proxy grantor may specify such matters in the Annex to this Proxy Form.*

# Annex to Proxy Form C

Granting of power to a proxy as a shareholder of Thai Airways International Public Company Limited.

The 2015 Annual General Shareholders' Meeting to be held on Friday, 24 April 2015 at 13.30 hrs., at Chaiyaphruek Room, Air Force Convention Hall (Thongyai Building), Paholyothin Road, Saimai District, Bangkok or on such other date, such other time and at such other place as may be adjourned or changed.

☐ **Agenda** ...................................................................

   ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

   ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
      ☐ Approve............vote(s) ☐ Not approve............vote(s) ☐ Abstain............vote(s)

☐ **Agenda** ...................................................................

   ☐ (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

   ☐ (b) The Proxy may consider the matters and vote on my/our behalf as follows:
      ☐ Approve............vote(s) ☐ Not approve............vote(s) ☐ Abstain............vote(s)

☐ **Agenda To Consider the election of Director (continued)**

   Name.......................................................................
      ☐ Approve............vote(s) ☐ Not approve............vote(s) ☐ Abstain............vote(s)

   Name.......................................................................
      ☐ Approve............vote(s) ☐ Not approve............vote(s) ☐ Abstain............vote(s)

   Name.......................................................................
      ☐ Approve............vote(s) ☐ Not approve............vote(s) ☐ Abstain............vote(s)

   Name.......................................................................
      ☐ Approve............vote(s) ☐ Not approve............vote(s) ☐ Abstain............vote(s)

   Name.......................................................................
      ☐ Approve............vote(s) ☐ Not approve............vote(s) ☐ Abstain............vote(s)