

**Conditions, Rules and Procedures of Meeting Attendance, Proxy Appointment, Voting and Articles of Association Regarding the Shareholders' Meeting**

**1. Registration of Attendance**

The Company shall allow the registration of attendance at least 2 hours prior to the commencement of the Meeting. The registration can be proceeded from 9:30 a.m. onwards.

**2. Conditions, Rules and Procedures of Meeting Attendance**

**2.1 In case the shareholder is present at the meeting in person**

**a) Required documents**

<b>Shareholder is a Thai national individual</b>	<ol style="list-style-type: none"> <li>1) Registration Form (Attachment 8)</li> <li>2) Shareholder's citizen identification card <i>or</i> civil servant identification card</li> </ol>
<b>Shareholder is a foreign national individual</b>	<ol style="list-style-type: none"> <li>1) Registration Form (Attachment 8)</li> <li>2) Shareholder's certificate of alien registration <i>or</i> passport <i>or</i> document used in lieu of passport</li> </ol>

**b) Relevant rules**

In case of change of first name or surname, evidence verifying such change shall be presented.

**2.2 In case the shareholder is present at the meeting by proxy**

**a) Required documents**

<b>Shareholder is a Thai national individual</b>	<ol style="list-style-type: none"> <li>1) Registration Form (Attachment 8)</li> <li>2) Proxy Form A or Form B</li> <li>3) Photocopy of the shareholder's citizen identification card <i>or</i> civil servant identification card which are certified true and correct by the shareholder.</li> <li>4) Proxy's citizen identification card or civil servant identification card or passport (in case of foreign person)</li> </ol>
<b>Shareholder is a foreign national individual</b>	<ol style="list-style-type: none"> <li>1) Registration Form (Attachment 8)</li> <li>2) Proxy Form A or Form B</li> <li>3) Certified true and correct photocopy of the shareholder's certificate of alien registration <i>or</i> passport <i>or</i> document used in lieu of passport of the shareholder.</li> <li>4) Proxy's citizen identification card or civil servant identification card or passport (in case of foreign person)</li> </ol>
<b>Shareholder is a juristic person registered in Thailand</b>	<ol style="list-style-type: none"> <li>1) Registration Form (Attachment 8)</li> <li>2) Proxy Form A or Form B</li> <li>3) Certified true and correct photocopy of citizen identification card <i>or</i> civil servant identification card of the authorized director(s).</li> <li>4) Copy of Certification Document issued by Ministry of Commerce or competent authority issued no longer than 1 year, certified true and correct by the authorized director(s) of such juristic person</li> </ol>

	5) Proxy's citizen identification card or civil servant identification card or passport (in case of foreign person)
<b>Shareholder is a juristic person registered in a foreign country</b>	1) Registration Form (Attachment 8) 2) Proxy Form A or Form B 3) Copy of juristic person's certification document and citizen identification card or passport (in case of foreigner) of the authorized director(s) which its signature is certified by notary public no longer than 1 year. 4) Proxy's citizen identification card or civil servant identification card or passport (in case of foreign person)
<b>Shareholder is a juristic person registered in a foreign country for which a custodian in Thailand is appointed</b>	1) Registration Form (Attachment 8) 2) Proxy Form C ( Download from www.thaiairways.com) 3) Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder 4) Letter confirming that the person executing the proxy form has obtained a license for being a custodian 5) Proxy's citizen identification card or civil servant identification card or passport (in case of foreign person)

**b) Relevant rules**

- Any shareholder present by proxy shall appoint only one proxy to attend the meeting and vote in accordance with a form of proxy instrument attached hereto.
- The shareholder present by proxy may express his/her intention to approve, not approve, or abstain the vote on each agenda. Any such vote shall be determined in the Proxy Form B. The proxy shall vote in accordance with the intention of such shareholder.
- The proxy shall deposit the proxy instrument with the Chairman and/or a person designated by the Chairman prior to the proxy entering the meeting.  
The proxy instrument shall be duly completed and signed. Each amendment to or deletion of important contents must be affixed with signature of the shareholder. The proxy instrument shall be affixed with Baht 20 stamp duty. The Company will provide stamp duty at the document checkpoint in front of the Meeting room.
- If fingerprint is affixed in lieu of signature, fingerprint of left thumb shall be affixed together with the phrase "fingerprint of left thumb of ....."  
Two witnesses shall sign and certify genuine fingerprint of such shareholder. Fingerprint shall be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of the witnesses shall also be attached.
- Any shareholder who could not present at the 2017 Annual General Shareholders' Meeting may appoint any individual as its proxy at his/her discretion or **appoint an independent director** of the Company from the following list to vote on his/her behalf:
  1. ACM Treetod Sonjance age 60 years
  2. Mr. Kanit Sangsubhan age 58 years
  3. Pol.Gen.Chakthip Chaijinda age 57 years
  4. Gen. Chatudom Titthasiri age 60 years
  5. Mr. Rathapol Bhakdibhumi age 50 years

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|----|------------------------------|-----|----|-------|
| 6. | Mr. Weerawong Chittmittrapap | age | 59 | years |
| 7. | Mr. Somkiat Sirichatchai     | age | 52 | years |

**The completed proxy form must be sent to the Stock Exchange Compliance Department, Thai Airways International Public Company Limited, No. 89 Vibhavadi Rangsit Road, Jompol Sub-District, Chatuchak District, Bangkok 10900.**

Please note that the Independent Directors Nos. 1 to 7 have conflicts of interest in the agenda regarding the consideration of Directors' remunerations, but do not have any conflict of interest in other agendas of the Meeting, except for Independent Directors Nos. 1 and 4 have conflicts of interest in the meeting agenda regarding the consideration of election of Directors.

- A shareholder who wish to appoint a proxy **must complete only one proxy form** and if the shareholder decides to appoint the Company's independent director as his/her proxy shall send a proxy instrument, by using Proxy Form B, being prepared and executed in accordance with the rules mentioned above to the Stock Exchange Compliance Department together with relevant documents. The proxy instrument shall be **received by the Company within Monday, 10 April 2017.**

### **2.3 In case a shareholder deceases.**

A state administrator shall be present in the Meeting in person or by proxy. Court's order appointing state administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

### **2.4 In case a shareholder is a minor.**

Parents or lawful guardian of the shareholder shall be present in the Meeting in person or by proxy. Copy of Household Registration of the shareholder shall also be presented.

### **2.5 In case a shareholder is an incompetent or quasi-incompetent.**

A curator or guardian of the shareholder shall be present in the Meeting in person or by proxy. Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

## **3. How to Vote**

3.1 In casting votes, one share shall have one vote. Resolutions of the Shareholders' Meeting shall consist of the votes as follows:

- a) For regular matters, majority votes of shareholders attending the Meeting and entitled to vote shall be deemed final. In case of equality of votes, the Chairman of the Meeting shall be entitled to a casting vote.
- b) For matters required otherwise by laws and/or Articles of Association of the Company, such requirements shall be complied. Chairman of the Meeting shall inform the shareholders present in the Meeting before any such agenda shall be voted.
- c) General Agenda: For vote counting, the Company would count the votes, which are "not approve" or "abstention". The remaining votes would be deemed as "approve".
- d) Agenda on Appointment of Directors: For vote counting, the Company would count all votes which are classified by "approve" "not approve" or "abstention". The remaining votes would be deemed as "no ballot submitted."

- 3.2 If vote by proxy, the proxy shall cast the vote in accordance with intention of the shareholder specified in the proxy instrument only.
- 3.3 A shareholder having special interest in any matter cannot vote on such matter. Chairman of the Meeting may request such shareholder to leave the Meeting room during such time.
- 3.4 If any shareholders or proxies wishes to leave before the Meeting adjourned, please return all voting ballots to the officers or place in the ballot boxes.

#### **4. Articles of Association Regarding the Shareholders' Meeting**

##### **4.1 Calling of Shareholders' Meeting and Quorum**

**Article 32.** The Board of Directors shall convene an annual general meeting of shareholders within 4 months from the last day of the accounting period of the Company.

The shareholders' meeting other than that specified above shall be called the extraordinary meeting. The Board of Directors may summon an extraordinary meeting whenever it deems appropriate, or when shareholders holding shares in the aggregate to not less than one-fifth of the total number of shares sold, or when not less than 25 shareholders holding shares in the aggregate not less than one-tenth of the total number of shares sold, subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, provided that they clearly give the reasons and purposes for such request in the said letter. In the case of shareholders' request, the Board of Directors shall call the Shareholders' meeting within 1 month from the date of receipt of the letter from the shareholders.

**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 submitted to the meeting together with appropriate details stating clearly whether the matters will be for acknowledgment, for approval, or for consideration, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders for information by registered post or by personal delivery to the shareholder or his or her representative not less than 7 days prior to the meeting. The notice of the meeting shall also be published in a newspaper for 3 consecutive days not less than 3 days prior to the meeting.

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.

**Article 34.** At a shareholders' meeting, there shall be not less than 25 shareholders and proxies (if any) present or not less than one-half of the total number of shareholders and proxies holding in the aggregate not less than one-third of the total number of shares sold present to constituted a quorum.

If after one hour from the time fixed for any shareholders' meeting, the number of shareholders present is insufficient to form a quorum as specified, and the shareholders' meeting was convened at the request of shareholders, it shall be cancelled, but if the shareholders' meeting was not convened at the request of shareholders, the Board of Directors shall call another meeting and such case the notice calling the meeting shall be sent to shareholders not less than 7 days before the date of the meeting. In the latter meeting, it is not necessary to constitute a quorum.

**Article 35.** The Chairman of the Board of Directors shall preside over the shareholders' meetings. If the Chairman of the Board of Directors is absent or is unable to perform the duties, and there is a Vice Chairman, he shall preside over the meeting. If there is no Vice Chairman, or there is, but the Vice Chairman is unable to perform his duties, the meeting shall elect one of the shareholders present at the meeting to preside over the meeting.

**Article 36.** The Chairman of a Shareholders' meeting has the duties to ensure that the meeting is carried out in accordance with the company's Articles of Association on the meetings. In this regard, the chairman shall conduct the meeting in compliance with the order of business given in the notice of the meeting, except the Meeting resolves to change the order of business upon an affirmative vote of not less than two-thirds of the number of shareholders present at the meeting.

When the Meeting has completed the business under paragraph one, the shareholders representing in the aggregate not less than one-third of the total number of issued shares may ask the Meeting to transact other business that has not been given in the notice of the meeting.

In the event the Meeting has not completed the business under paragraph one, or has not completed the business proposed by shareholders under paragraph two, as the case may be and it is necessary to adjourn the meeting, the meeting shall fix the place, day, and time for the next meeting and the Board of Directors shall send notice of that meeting specifying the place, day, time and the agenda to the shareholders not less than 7 day prior to the meeting and shall publish the notice of the meeting in a newspaper for 3 consecutive days not less than 3 days prior to the meeting.

**Article 39.** Transactions conducted at the annual general meeting are as follows:

- (1) Reviewing the report of the Board of Directors covering the work done during the preceding year, as proposed to the meeting by the Board of Directors;
- (2) Considering and adopting the balance sheet;
- (3) Considering the appropriation of profits;
- (4) Election of directors to replace those who vacate their offices upon the end of the terms;
- (5) Appointment of the auditor and fixing the auditing fee; and
- (6) Other businesses.

**4.2 Voting Rights**

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

The proxy instrument 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 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 by the Company;
  - (c) The making, amendment, or termination of a contract relating to the leasing out of the whole or a substantial part of the business of the Company;
  - (d) Assignment to another person to manage the businesses of the Company;

- (e) Merger of the business with other persons with an objective towards profit and loss sharing;
- (f) Amendment of the Memorandum of Association or the Articles of Association;
- (g) Increase or reduction of the Company's capital or the issuance of debentures; or
- (h) Amalgamation or dissolution of the Company.

#### **4.3 Appointment of Director**

**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) One shareholder shall have one vote for each share;
- (2) Each shareholder shall exercise all the vote he or she has under (1) to elect one or several person(s) to be directors but cannot divide the votes for any person to any extent;
- (3) Persons receiving the most votes, in descending order, are those who are elected directors, to the number of directors who are to be elected. If there is a tie in the last to be elected and this would exceed the said number of directors, lots shall be drawn to meet the required number.

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

The directors to retire from office in the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been in office longest shall retire. A retiring director is eligible for re-election.

**Article 21.** The Shareholders' meeting may pass a resolution removing any director from office before the end of term, by a vote of not less than three-fourths of the shareholders present at the meeting and entitled to vote, provided that the shares held by them are not, in the aggregate, less than one-half of the number of the shares held by the shareholders present at the meeting and entitled to vote.