



Thai Airways International Public Company Limited **(Translation)**
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1D/SB/WF/WF-Q/ 01-1/100

24 April 2015

Subject : Resolutions of the 2015 Annual General Shareholders' Meeting of Thai Airways International Public Company Limited

To : President,
The Stock Exchange of Thailand

Thai Airways International Public Company Limited (the "Company") held the 2015 Annual General Shareholders' Meeting on Friday, 24 April 2015 at 1.30 pm at Chaiyaphruek Room Air Force Convention Hall (Thongyai Building), Paholyothin Road, Saimai District, Bangkok (the "Meeting"). At the opening of the Meeting, there were 1,579 shareholders attending the Meeting in person and by proxies, holding altogether 1,402,475,342 shares, which exceeded one-third of the Company's total outstanding shares. A quorum was thus constituted in accordance with the Articles of Association of the Company. The details of the resolutions are as follows:

1. Consideration and approval of Minutes of the 2014 Annual General Shareholders' Meeting held on Tuesday, 29 April 2014

Resolution : The Meeting resolved, by majority vote of the shareholders who attended the Meeting and have the right to vote, to approve the Minutes of the 2014 Annual General Shareholders' Meeting held on Tuesday, 29 April 2014. The votes are divided as follows:

Approved	1,576,663,284	votes
Not Approved	27,000	votes
Abstained	220,922	votes

2. Acknowledgement of the report on the results of operations for the year 2014

Resolution : The Meeting acknowledged the report on the results of operations for the year 2014, as detailed in the 2014 Annual Report, which had been delivered to the shareholders together with the invitation notice of this Meeting.

3. Consideration and approval of Balance Sheets and Income Statements for the year 2014

Summary of the Balance Sheets and Income Statements of the Company and its subsidiaries

- Total Assets	Baht 307,267 million
- Total Liabilities	Baht 265,971 million
- Shareholders' Equity	Baht 41,296 million
- Total Revenues	Baht 203,889 million
- Profit (loss) before Income Tax Expenses	Baht (16,737) million
- Profit (loss) attributable to owners of the parent	Baht (15,612) million
- Profit (loss) per Share	Baht (7.15) per share

Resolution : The Meeting resolved, by majority vote of the shareholders who attended the Meeting and have the right to vote, to approve the Balance Sheets and Income Statements for the year 2014, which the Office of the Auditor General, the Company's Auditor, has already audited and certified. The votes are divided as follows:

Approved	1,623,412,535	votes
Not Approved	159,533	votes
Abstained	1,528,539	votes

4. Consideration and approval of the suspension of the payment of dividend in accordance with the Company's performance for the year 2014

Resolution : The Meeting resolved, by majority vote of the shareholders who attended the Meeting and have the right to vote, to approve the suspension of the payment of dividend in accordance with the Company's performance for the year 2014. The votes are divided as follows:

Approved	1,624,772,911	votes
Not Approved	163,807	votes
Abstained	163,889	votes

5. Consideration of Directors' remunerations

Resolution : The Meeting resolved, by the vote of not less than two-third of all votes of the shareholders who attended the Meeting, to approve the rules for Directors' remunerations and meeting allowance for the period from 1 May 2015 to 30 April 2016 as follows.

Remuneration and meeting allowance:

- Each member of the Board of Directors will receive monthly remuneration of Baht 50,000 and meeting allowance of Baht 30,000 per each meeting attendance. Should there be more than 1 meeting per month, each Board member will receive meeting allowance of Baht 30,000 only. The Chairman of the Board of Directors will receive meeting allowance of 25% more than that of the other Board members and the Vice Chairman will receive meeting allowance of 12.5% more than that of the other Board members. All remuneration and meeting allowance are subject to income tax which will be paid by Board members. The remunerations and meeting allowances are equivalent to those approved by the 2014 Shareholders' meeting.

- In case where a Board member is appointed by the Board of Directors or its Chairman to be a committee, sub-committee and a member of working groups of the Company, such Board member will receive additional meeting allowance of Baht 10,000 per meeting. Should there be more than 1 meeting per month, such member will receive meeting allowance of Baht 10,000 only. The meeting allowances are equivalent to those approved by the 2014 Shareholders' meeting.

- Audit Committee will receive meeting allowance on a monthly basis at the same rate as that of the Board of Directors. The Chairman of the Audit Committee will receive meeting allowance of 25% more than that of the other members. The meeting allowance will

also be paid for the month during which no meeting is held. The meeting allowances are equivalent to those approved by the 2014 Shareholders' meeting.

Privilege of air ticket for the Board members:

The Board of Directors has resolved not to propose privilege of air tickets for Board members for the year 2015.

Bonus:

The Board of Directors has resolved not to propose bonus for Board members for the year 2015.

The votes are divided as follows:

Approved	1,624,613,081	votes
Not Approved	313,537	votes
Abstained	173,989	votes

6. Consideration the appointment of an auditor and determination of audit fees

Resolution : The Meeting resolved, by majority vote of the shareholders who attended the Meeting and have the right to vote, to approve the appointment of the auditor and the audit fees for 2015, as proposed by the Audit Committee, as follows:

1. To appoint the Office of the Auditor General of Thailand to be the Company's auditor for 2015.
2. To approve the annual audit fee for 2015 and the fee for reviewing the Company's financial statements of each quarter. The annual audit fee will be Baht 2,500,000 and the fee for reviewing the Company's financial statements of 3 quarters will be Baht 350,000 per each quarter. The total audit fee is Baht 3,550,000.

The votes are divided as follows:

Approved	1,624,907,811	votes
Not Approved	35,157	votes
Abstained	157,639	votes

7. Consideration of the election of Directors

Resolution: The Meeting resolved, by majority vote of the shareholders who attended the Meeting and have the right to vote, to approve the appointment of 5 directors of the Company, replacing the retired directors according to the Article 17 of the Article of Association of the Company, effective from 24 April 2015 onwards. The votes are divided as follows:

1. Mr. Areepong Bhoocha-oom

Approved	1,608,964,193	votes
Not Approved	4,141,859	votes
Abstained	163,921	votes
Unused Votes	12,146,034	votes

2. AM Pakdee Saeng-xuto

Approved	1,612,910,395	votes
Not Approved	211,957	votes
Abstained	171,221	votes
Unused Votes	12,122,434	votes

3. ACM M.L. Suprija Kamalasana

Approved	1,612,510,385	votes
Not Approved	610,317	votes
Abstained	178,621	votes
Unused Votes	12,116,684	votes

4. Mr. Charamporn Jotikasthira

Approved	1,613,100,445	votes
Not Approved	125,107	votes
Abstained	81,171	votes
Unused Votes	12,109,284	votes

5. Mr. Damri Tunshevavong

Approved	1,612,930,195	votes
Not Approved	152,657	votes
Abstained	193,771	votes
Unused Votes	12,139,384	votes

Therefore, the Board of Directors consists of 15 members as follow:

1. ACM Treetod Sonjance 2nd Vice Chairman
2. Mr. Kanit Sangsubhan Director
3. Lt. Gen. Chatudom Titthasiri Director
4. Mr. Rungson Sriworasat Director
5. Mr. Rathapol Bhakdibhumi Director
6. Mr. Veerathai Santiprabhob Director
7. Mr. Weerawong Chittmittrapap Director
8. ACM Siwakiat Jayema Director
9. Mr. Somkiat Sirichatchai Director
10. Mrs. Soithip Trisuddhi Director
11. Mr. Areepong Bhoocha-oom Director
12. AM Pakdee Saeng-xuto Director
13. ACM M.L. Suprija Kamalasana Director
14. Mr. Charamporn Jotikasthira Director
15. Mr. Damri Tunshevavong Director

This matter is being reported for your information.

Sincerely yours,

Suvimol Bualerd

Mrs. Suvimol Bualerd
Vice President, Corporate Secretariat Department

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