



*Thai Air Asia*

# **Charter of Board of Directors**

## **Charter of the Board of Directors**

### **Thai AirAsia Company Limited**

The Board of Directors of Thai AirAsia (“the Company”), as the organisation’s leader, is entrusted with overseeing the Company’s operations and ensuring alignment with applicable laws, objectives, the Articles of Association, and resolutions passed by shareholders and the Board. The Board shall exercise discretion and prudence in making business decisions and fulfill their responsibilities with care, integrity, and accountability to safeguard the best interests of Thai AirAsia.

In addition, the Board of Directors plays a key role in supervising the Company to adhere to the principles of good governance and taking responsibility as an organisation leader that creates sustainable value for the business by placing importance to conducting business with social responsibility and the environment, not violating the rights of stakeholders and promoting and supporting the Company to carry out operations against corruptions in all forms.

The Board of Directors is responsible for considering and approving important matters related to the management of the Company, such as policy, vision, strategy, goals, missions, business plans and budgets as well as supervising the management team to ensure that they administer the Company in accordance with the Company’s policy efficiently and effectively within the legal framework, objectives, Articles of Association, resolutions of the Shareholders’ meeting and resolutions of the Board of Directors’ meetings with honesty, integrity and prudence in accordance with the principles of good practice in order to maximise the business value and stability of shareholders.

#### **Scope of Duties and Responsibilities of the Board of Directors**

1. Announce dividend payments or other payments in the same nature as dividends to shareholders.
2. Propose any increase and/or decrease and/or other alteration to the registered capital and authorised capital by the Company or the issue of any new class of shares in the share capital of the Company or the issue of any securities or convertible instruments by the Company.
3. Propose any amendment in the Memorandum and/or Articles of Association of the Company.
4. To approve and to change or adjust the Company’s business plans and/or budgets for any fiscal year.
5. To approve any business operation or legal transaction of over Baht 100,000,000 (One Hundred Million Thai Baht) in total, except cases that have already been specified in the Company’s approved budgets.
6. Change the structure of the Company or the merger with or acquisition of other company, association, partnership, or any other legal entity.
7. Change the nature or scope of business of the Company at the time, which is not coherent or related to the scope of or the nature of business of the Company.

8. Appoint or dismiss senior management and approve any contract concerning employment regulations or remuneration and benefits of directors or senior human resources of the Company, or any amendment in the aforementioned matters.

9. The sale, transfer or disposal of any substantial part of business, assets or properties of the Company, including the issuance of any fixed or variable obligation or right of retention mortgage, guarantee, or any other obligation over the Company's assets or properties.

10. Any financial transaction of the Company, including any existing and future loan, debt or advance payment or other loan obligation (or debt or advance payment or any other loan obligation), or the Company entering into any guarantee contract which results in debt, with the total value exceeding Baht 100,000,000 (One Hundred Million Thai Baht) or the equivalence in other currency, except cases that have already been specified in the Company's approved budgets.

11. Incur capital expenditures or capital obligations, or ongoing capital expenditures or capital obligations with a total value exceeding Baht 100,000,000 (One Hundred Million Thai Baht) or the equivalence in other currencies in any fiscal year of the Company, except cases that have already been specified in the Company's approved budgets.

12. Change auditor, fiscal year, or significant accounting policies of the Company.

13. Enter into any hedging transaction to hedge against fluctuation of the Company's investment, assets or liabilities with the total value exceeding Baht 100,000,000 (One Hundred Million Thai Baht) or the equivalence in other currency, except cases that have already been specified in the Company's approved budgets.

14. Approve the Company's Authority Limit framework.

#### **Duties and Responsibilities of Chairman of the Board**

1. The Chairman has an important part in making decisions for the Company's policies as a result of the Board of Directors' Meeting that considers and sets the business direction together with the management and provides recommendations for business operation to the management through the Chief Executive Officer without interfering in the regular duties that are the responsibility of management. Additionally, the Chairman supports fostering cooperation between the Board and management to ensure effective collaboration.

2. The Chairman, in consultation with the Chief Executive Officer, approves the agenda for the Board of Directors meetings and ensures that directors receive accurate, complete information with sufficient time to review, enabling them to make well-informed decisions.

3. To be a leader in the Board of Directors' Meeting and to ensure that the meetings are conducted effectively and efficiently and also comply with the laws, regulations and Articles of Association of the Company. In addition, the Chairman encourages directors to participate in meetings, express their opinions equally and provide comments independently. In case of the votes come to a draw between two sides, the Chairman of the Board of Directors makes the casting vote. Another key role of the Chairman is to summarise the resolutions of the meeting and ensure that all proceedings will be done clearly.

4. To be a leader in the Shareholders' meeting and to ensure that the meetings are conducted effectively and efficiently and also comply with the laws, regulations and Articles of Association of the Company. In addition, the Chairman shall allocate sufficient time and allow shareholders to express their opinions equally as well as answer inquiries of shareholders' appropriately and transparently.

5. To support and be a good role model in compliance with corporate governance and business ethics.

6. Responsible as the leader of the Board of Directors for overseeing and ensuring that the overall Board, various subcommittees, and each Director fulfill their duties effectively and efficiently to achieve the objectives outlined in the established plans.

#### **Composition of the Board of Directors**

1. The number of members on the Board of Directors shall be determined by the Shareholders' meeting.
2. No limitation for gender, race, skin color, ethnic group or religion.
3. The Board of Directors shall appoint one director to serve as the Chairman of the Board.
4. The structure of the Board of Directors shall have diversity whereas the Board of Directors shall be composed of experts with a wide range of knowledge, competence, and experience in various fields as well as expertise in various professions to be in line with strategy and type of business of the Company. The number of directors shall be sufficient to oversee the business of the Company, with at least one Director who has direct experience in aviation business and at least one Director who has experience in accounting and finance.

#### **Qualifications of Directors**

1. The directors shall understand their duties and responsibilities as well as description of the business operation of the Company. In addition, the Directors shall be the persons having knowledge, competency, honesty and business ethics, and having sufficient time to dedicate their knowledge and competency for their performance in the Company.

2. The directors shall possess full qualifications and do not have any prohibited characters in compliance with applicable laws related and can oversee the interest of all shareholders equally without any conflicts of interests. The directors shall be able to attend the Board of Directors' meetings and provide opinions independently.

3. The directors are prohibited from engaging in any business that is the same as or competes with the business of the Company, whether for their own benefit or for the benefit of others. They are also prohibited from becoming unlimited partners in any other business that operates similarly and competes with the Company's business without the consent of the Shareholders' meeting.

### **Nomination and Appointment of Directors**

The appointment of a director shall be in compliance with the Company's Articles of Association and applicable laws, in a transparent and clear manner. The nomination shall go through the process by the Nomination and Remuneration Committee to consider qualified candidates to replace the directors whose positions are vacant by rotation or other reasons. Thus, the Nomination and Remuneration Committee shall propose the list of the persons nominated with profile and details of such persons sufficiently to advantage in decision making for the Board of Directors to consider before passing it to the Shareholders' meeting for approval of the appointment or for the Board of Directors to appoint him in case that the director position is vacant because of other reason than the retirement by rotation.

#### **Recruitment**

To identify the names of candidates to be elected as directors, the Nomination and Remuneration Committee may use recruitment sources such as persons recommended by directors, nomination of new directors by shareholders, third-party consulting firms and listings from credible sources, etc.

#### **Election of the Directors**

1. If there is any vacancy among directors due to any reason other than retirement by rotation, the Board of Directors may appoint other person to fill the vacancy. The new director will retain the office only for the remaining period of the director he replaces.
2. In the case of electing directors to replace those whose retirement by rotation, the Shareholders' meeting shall appoint the directors by a majority vote from the shareholders present in person or by proxy. In the event of a tie, the Chairman of the meeting shall cast an additional vote, decisive vote.

### **Term of Positions for Directors**

1. The directors of the Company have a term of position that requires one-third (1/3) of them to retire at each Annual General Meeting of Shareholders. If the number is not a multiple of three, then the number nearest to one-third (1/3) must retire from the office. The retiring directors are eligible for re-election. The director who has been in office for the longest term shall retire.
2. Except the leaving from the position by rotation, the director may leave from the position when:
  - (1) Death
  - (2) Resignation from the Company, by submitting a resignation letter to the Company. The resignation shall take effect upon the date on which the resignation letter reaches the Company.
  - (3) Bankrupt
  - (4) A resolution by the Shareholders' meeting agreeing to a director's removal before the end of their term
  - (5) an incompetent person

## **Board of Directors Meeting**

The Board of Directors shall hold a meeting at least once every three months and may hold additional special meeting as necessary. The Board of Directors shall set the meeting date for the whole year in advance and notify each director to acknowledge it. When calling a Board Meeting, one of the members shall send an invitation letter and relevant documents to the Board in advance, allowing sufficient time to review the information before attending the meeting unless it is necessary or urgent to preserve the rights or benefits of Thai AirAsia. For each meeting, the agenda shall be precisely organised, with the Chairman of the Board consulting Chief Executive Officer to review and set the agenda. Other directors may also propose agenda items or related issues for consideration. During Board of Directors Meetings, each director is encouraged to discuss and express their opinions openly. Additionally, senior management shall be invited to attend the meeting in order to provide further details in their respective areas of responsibility.

In each Board Meeting, the Chairman may decide to conduct the meeting via electronic means, allowing participants to communicate, discuss, and share opinions even if they are not physically present in the same location. Such electronic meetings must comply with the laws or regulations in force at that time and shall be considered equivalent to in-person Board Meetings. In cases where a Board Meeting is conducted electronically, the meeting notice and related documents may be distributed via electronic mail.

At the end of each meeting, the Company Secretary prepares the minutes, which are submitted for certification at the following meeting. The Chairman reviews and signs the minutes to confirm accuracy, while directors may provide comments, suggest amendments, or add details to ensure completeness and accuracy.

The certified meeting minutes will be securely archived in a systematic manner as confidential documents within the Company Secretary Department. They will be also maintained in electronic format, along with attachments related to various meeting agendas, for future reference or verification.

## **Quorum and Voting**

1. A quorum for every Board meeting shall require that more than half of all directors attend the meeting in person. The Chairman of the Board shall preside over Board Meetings. In cases where the Chairman is absent or unable to fulfill this role, the directors present at the meeting will select one among them to act as Chairman for that meeting.

2. The resolution of the Board of Directors must be approved by the votes of more than one-half of the number of directors presented in the meeting. Each Director shall have one (1) vote, except for directors with a direct stake in the matter, who are not entitled to vote on that issue. If the votes are tied, the Chairman of the meeting shall cast an additional, decisive vote.

## Remuneration

The Nomination and Remuneration Committee shall review and propose the remuneration of directors each year for further consideration and approval by the Board of Directors and/or the shareholders. The determination of remuneration of directors will be considered in comparison with the remuneration of directors of leading companies in the Stock Exchange and other companies in the same industry or similar to the Company, along with their experience, duties, scope of roles, responsibilities, performance achievements related to business results and other relevant environmental factors. Such remuneration must be at an appropriate level and sufficient to motivate and retain the Company's qualified directors.

## The Performance Assessment of the Board of Directors

Thai AirAsia have the Performance Assessment of the Board of Directors and sub-committee once a year by dividing into the Performance Assessment of the Board of Directors as a whole and the Self-Assessment of the Board of Directors on an individual basis, to be used as the framework in examining the performance of the Board of Directors and sub-committee including consideration reviewing performances, problems and obstructions incurred in the passed last year and it is the opportunity to consider contributing the time to perform the duties and also to improve the relationship between the Company's Board of Directors and the management while the annual assessment of the performance results of the Board of Directors and sub-committee shall be presented to the Board of Directors Meeting to give suggestions the benefit of the efficiency improvement and development of the performances of the Board of Directors to conform to the policy procedures set forth and to set up benchmark for comparing it with the performances with criteria.

This Charter of the Board of Directors shall be effective from 12 November 2024 onwards.

*(Signature)*

(Mr. Vichate Tantiwanich)

Chairman of the Board