

Thai Air Asia

Charter of Nomination and Remuneration Committee

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Thai AirAsia Co., Ltd.

The Board of Directors of Thai AirAsia has established the Charter for the Nomination and Remuneration Committee, as detailed below:

Scope of Authority and Responsibilities for Nomination

1. To determine the structure, size, and composition of the Board of Directors and sub-committees to be suitable for the organisation and its changing environment.
2. To determine guidelines and policies on nominating the Board of Directors and sub-committee members and consider qualified candidates to replace those who are vacating the office, then propose the matter for approval by the Board of Directors and/or shareholders as the case may be.
3. To nominate qualified candidates to become senior management in case of vacancy, and determine the succession plan for positions of senior management.
4. To perform other tasks as assigned by the Board of Directors.

Scope of Authority and Responsibilities for Remuneration

1. To determine criteria and the form of payment to the Board of Directors and sub-committees which are clear, appropriate and correspond to each person's responsibilities and his/her performance in relation to the business operation, and other relevant factors, while taking into consideration remunerations provided by other leading companies in the Stock Exchange and companies in the same or similar industry.
2. To set guidelines and assess the performances of the Company's Board of Directors, sub-committees and Chief Executive Officer to improve operational efficiency and support the consideration to set up remuneration.
3. To determine appropriate remuneration for the Board of Directors and sub-committees for the Board of Directors' considerations and propose to the Shareholders' meeting for approval.
4. To disclose the policy for the Board of Directors' remuneration, including its principles, reasons, and objectives in the Form 56-1 One Report.
5. To be responsible for other tasks as assigned by the Board of Directors.

Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall be appointed by the Board of Directors and consist of at least three members.

Qualifications of the Nomination and Remuneration Committee

1. Committee members shall possess relevant knowledge and expertise, have sufficient time to perform their duties for the Company, and regularly monitor the Company's performance to enhance recruitment criteria and compensation guidelines.

2. Committee members shall be impartial in the nomination process, selecting individuals with the necessary knowledge, expertise, and appropriate qualifications to serve as directors and senior management in the organisation.

Term of Position for Nomination and Remuneration Committee

Members of the Nomination and Remuneration Committee serve a term of three years and are eligible for re-appointment at the end of the term.

The Nomination and Remuneration Committee Meeting

Meetings of the Nomination and Remuneration Committee shall be held at least once a year. The meeting may decide to conduct via electronic in accordance with the specified criteria and procedures. The meeting should be held to discuss matters within its scope of duties.

Quorum and Voting

1. For a meeting of the Nomination and Remuneration Committee to constitute a quorum, not less than half of the members must attend. In the event that the Chairman is absent or unable to perform their duties, the Nomination and Remuneration Committee shall appoint an attending member to perform the Chairman's duties on their behalf.

2. The resolution of the Committee must be approved by the votes of not less than one-half of the committee members presented in the meeting. Each Director shall have one (1) vote. If the votes are tied, the Chairman of the meeting shall cast an additional, decisive vote.

Remuneration

The Nomination and Remuneration Committee shall receive remuneration as the meeting allowance, the amount of which shall be approved by the Shareholders' meeting.

This Charter of Nomination and Remuneration Committee shall be effective from 12 November 2024 onwards.

(Signature)

(Mr. Santisuk Klongchaiya)

Chairman of Nomination and Remuneration Committee