



ASIA AVIATION
Public Company Limited



Scope of Duties and Responsibilities of the Nomination and Remuneration Committee



The Board of Directors of Asia Aviation has determined the scope of authority and responsibilities for Nomination and Remuneration as detail as follows :

Scope of Authority and Responsibilities for Nomination

1. To determine the structure, size, and composition of the Board of Directors to be suitable for the organisation and its changing environment.
2. Determine guidelines and policies in nominating Board of Directors and subcommittee members and consider qualified candidates to replace those who are vacating the office, and propose the matter for approval by Board of Directors and/or Shareholders as the case may be.
3. Nominate qualified candidates for Chief Executive Officer and senior management when the position is vacant.
4. Provide opportunity for minority shareholders to nominate candidates for the Company's Directors by giving appropriate timeframe prior to the Shareholders' Meeting.
5. To perform of 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 subcommittees which are clear, appropriate and correspond to each person's responsibilities and his/her performance in relation with 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 determine appropriate remuneration for the Board of Directors and subcommittees for the Board of Directors' consideration and propose to the Shareholders' Meeting for approval.
3. To disclose the policy for Board of Directors' remuneration, including its principles, reasons, and objectives in the Annual Report.
4. To responsible for other tasks as assigned by the Board of Directors.

The Board of Directors of Thai AirAsia has determined the scope of authority and responsibilities for Nomination and Remuneration as detail as follows :

Scope of Authority and Responsibilities for Nomination

1. To determine the structure, size, and composition of the Board of Directors to be suitable for the organisation and its changing environment.

2. To determine guidelines and policies on nominating the Board of Directors and subcommittee members and consider qualified candidates to replace those who are vacating the office, then propose the matters for approval by Board of Directors and/or Shareholders as the case may be. The nomination of Thai AirAsia's Directors shall be considered from candidates proposed by Shareholders Group A and/or Shareholders Group B as specified in Thai AirAsia's Articles of Association.

3. To nominate qualified candidates to become Chief Executive Officer and Senior Management in case of vacancy, and determine the succession plan for positions of Chief Executive Officer and Senior Management.

4. To perform of 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 subcommittees which are clear, appropriate and correspond to each person's responsibilities and his/her performance in relation with 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 determine appropriate remuneration for the Board of Directors and subcommittees for the Board of Directors' consideration and propose to the Shareholders' Meeting for approval.

3. To disclose the policy for Board of Directors' remuneration, including its principles, reasons, and objectives in the Annual Report.

4. To evaluate the performance of the Chief Executive Officer and Senior Management in order to determine the remuneration before proposing to the Board of Directors for approval.

5. To responsible for other tasks as assigned by the Board of Directors.