

The Remuneration Committee Charter
Airports of Thailand Public Company Limited

Principle and Objective

The Remuneration Committee is responsible for establishing the methods and criteria for paying remuneration appropriate and fair for accomplishments as expected, and for appreciating persons who take part in the success of the company.

Structure, Component, Appointment, Terms of Office, and Remuneration of the Committee

Item 1 The Remuneration Committee shall be appointed by the AOT Board of Directors and consist of at least three directors. The committee members shall be non-executive directors, and at least one of them shall be an independent director.

Item 2 The AOT Board of Directors shall appoint a chairman of the Remuneration Committee or authorize the Remuneration Committee to select one of its members as the chairman. The chairman of the Committee must be the independent director. The Senior Executive Vice President (Accounting and Finance) shall serve as the secretary of the Committee.

Item 3 The Remuneration Committee shall have an office term of three (3) years. One year means the period during the annual general shareholders' meeting in the year appointed to the annual general shareholders' meeting in the following year. Directors who have completed their term in rotation may be reappointed.

In case that any director has resigned prior to the completion of their office term, the AOT Board of Directors shall consider appointing other qualified persons to fill the position with the term of office that is equal to the remaining term of the replaced director.

Item 4 Other than the completion of term of office, the status of members of the Remuneration Committee shall come to the end with the following reasons:

1. Pass away
2. Resignation
3. Displacement from AOT Board of Directors position under the AOT Regulations.

The change of the chairman of the Remuneration Committee does not affect the status of other committee members.

Item 5 Fringe benefits and remuneration of the chairman and other members of the Remuneration Committee shall be determined in the meeting of the AOT Board of Directors, and in the meeting of the shareholder.

Authority, Duty and Responsibility of the Remuneration Committee

Item 6 To establish remuneration guidelines for the AOT Board of Directors and external persons.

Item 7 To lay down fair remuneration by considering criteria and remuneration rates as well as fringe benefits for Board members, and propose those criteria and rates to the AOT Board of Directors for consideration prior to the shareholder's approval.

Item 8 To formulate remuneration by considering criteria and remuneration rates for external persons who are appointed as members of committees, subcommittees, and working groups, and propose those criteria and rates to the AOT Board for approval.

Remuneration Guidelines and Criteria Consideration

Item 9 To review the appropriateness of the current remuneration guidelines

Item 10 To consider the criteria and remuneration rates of the other companies in the same industry as the company.

Item 11 To establish the criteria and remuneration rates, both appropriate amount and proportion of remuneration as follows:

Item 11.1 Monthly fees, attendance fees and other fringe benefits shall take the following 4 factors into consideration:

1. Criteria and rates as specified by law, Cabinet resolutions, and regulations
2. Current criteria and rates of the other companies in the same industry
3. Operational performance and the size of the business
4. Responsibility, knowledge, competency and experience of the Directors

Item 11.2 Incentive fees should be related to the company's value and performance created for the shareholders, e.g. the dividend distribution for the shareholders.

Meeting of the Remuneration Committee

Item 12 The Remuneration Committee shall arrange meetings at least twice a year.

Item 13 In each meeting of the Remuneration Committee, not less than half of the existing committee members shall be required to constitute a quorum.

Item 14 The chairman of the Remuneration Committee and the committee members shall have one vote, evenly. The decision shall be made upon a simple majority. In case of a tie, the decision shall be made by the final vote from the chairman. The secretary of the Remuneration Committee and other attendees who are not either the chairman or committee members are not entitled to vote.

Report of the Remuneration Committee

Item 15 The Remuneration Committee shall report their progress of work to the AOT Board of Directors.

Item 16 The Remuneration Committee shall report to the shareholders by providing the following details in the AOT annual report.

Item 16.1 Meeting attendances of each committee member and also the total number of meetings held.

Item 16.2 Progress outcomes in accordance with the committee's Charter

Work Evaluation

Item 17 The Remuneration Committee shall evaluate their own work and report the annual evaluation to the AOT Board of Directors.

Advisor

Item 18 The Remuneration Committee can request advice from independent specialists as appropriate with the expenses of AOT, upon approval of the AOT Board of Directors.

This Charter is effective from the date of the AOT Board of Directors' approval onwards.

(Police Lieutenant General Jirabhop Bhuridej)

Chairman of the Remuneration Committee
Airports of Thailand Public Company Limited

(Mr.Sarawut Songsivjai)

Chairman
Airports of Thailand Public Company Limited