

(Translation)

Nomination Committee Charter
Airports of Thailand Public Company Limited

The Nomination Committee has been established by approval of the Board of Directors of Airports of Thailand Public Company Limited (hereinafter referred to as “AOT”) to support the performance of duties of the AOT Board of Directors in setting out criteria and procedures for nomination of qualified persons to hold AOT directorships pursuant to the AOT Articles of Association and in compliance with relevant rules, regulations, and laws.

1. Composition

1.1 The AOT Board of Directors shall appoint Chairman and members of the Nomination Committee among the AOT non-executive directors.

1.2 The Nomination Committee shall consist of at least 3 members and at least 1 member must be independent director.

2. Qualifications

2.1 Members of the Nomination Committee shall possess knowledge, capabilities, and experiences as well as understanding of qualifications, duties, and responsibilities of the Committee.

2.2 More than 50 percent of the members of the Nomination Committee should be independent. The Chairman of the Nomination Committee should be an independent director to play a vital role in ensuring independence in the performance of duties of the Committee.

3. Term of office

3.1 Any member of the Nomination Committee shall hold a three-year term of office. Any Committee member who vacates the position upon completion of term of office may be re-appointed. The term of office of a Committee member shall be in accordance with the term of office of AOT directorship.

3.2 Any Committee member shall vacate the office upon:

- (1) Completion of term of office
- (2) Resignation
- (3) Death
- (4) Termination of AOT directorship
- (5) AOT Board of Directors’ resolution for removal of directorship

3.3 In the event where any member of the Nomination Committee vacates the position before completion of term of office, the AOT Board of Directors shall appoint a director who is fully qualified as the replacement. The replacing member shall hold office for the remaining term of office of the resigning member whom he/she replaces.

4. Duties and Responsibilities

The Nomination Committee shall have duties and responsibilities as assigned by the AOT Board of Directors as follows:

4.1 Establish a nomination policy, criteria, and procedures according to the guidelines for the nomination of state enterprise directors and in accordance with the specified criteria and procedures stipulated by laws.

4.2 Nominate and select, with a transparent process, persons who have qualifications according to the specified criteria and relevant laws and are suitable for the nomination of new directors, of which their names will be proposed to the AOT Board of Directors and/or shareholders for approval as prescribed in the AOT Articles of Association. The nomination shall be based on skills, knowledge and expertise in accordance with the Board Skill Matrix as well as considering the list of qualified candidates in the Directors' Pool of Ministry of Finance while promoting board diversity such as gender, age, race, nationality, religion and birthplace.

4.3 Propose the nominated persons to the AOT Board of Directors for appointment in replacement of those who vacate the positions pursuant to the Articles of Association.

5. Meeting

5.1 The Nomination Committee shall convene the meeting at least twice a year.

5.2 To form a quorum, the number of the attending Committee members shall not be less than half of the total number of the Committee members.

5.3 In case where Chairman of the Nomination Committee is absent or unable to perform his duties, the attending Committee members shall appoint one member as Chairman of the meeting.

5.4 The resolution of the meeting shall be supported by a majority of votes. In the event of a tie of votes, the Chairman shall cast an additional vote which becomes final and decisive.

6. Reporting

6.1 The Nomination Committee shall report its performance to the meeting of AOT Board of Directors.

6.2 The Nomination Committee shall report its performance in the AOT Annual Registration Statement/Annual Report (Form 56-1 One Report).

The Charter is effective from 30 October 2024 by approval of the AOT Board of Directors in the Meeting No. 13/2024 dated 30 October 2024.

Police General

(Manoo Mekmok)

Chairman of the Nomination Committee
Airports of Thailand Public Company Limited

Police General

(Visanu Prasattongsoth)

Chairman of the Board of Directors
Airports of Thailand Public Company Limited