

## **Details of independent directors for the appointment of proxy and the definition of an independent director**



### **Mr. Apichart Chirabandhu**

**Position:** Independent Director/ Chairman of Nomination and Remuneration Committee/ Member of the Audit Committee

**Age :** 62 years old

**Address:** 172/57 Soi Phanitchakun, Phra Khanong Nuae, Watthana Bangkok

#### **Conflict of Interest on the Agenda :**

Agenda 5 : To consider and approve the appointment of directors to replace the directors who will retire by rotation

Agenda 6 : To consider and approve the remuneration of directors and sub-committees of the Company for the year 2020



### **Mr. Visit Tantisunthorn**

**Position:** Independent Director/ Member of the Audit Committee/ Member of the Risk Management Committee

**Age :** 59 years old

**Address:** 303/1 Sukhumvit Road Soi 49, Klongton, Wattana, Bangkok

**Conflict of Interest on the Agenda :** None

## **Definition of independent directors**

An independent board is an important element or mechanism in the Good Corporate Governance system or the “Good Governance” of the organization, the definition of independent directors of Nok Airlines Public Company Limited (the “Company”) shall consist of the qualifications as follows:

1. Shall be appointed by the board of directors or the shareholders’ meeting of the Company;
2. Shall have the qualifications as prescribed by the Securities and Exchange Act and the Securities Exchange of Thailand regulations;
3. Shall not hold more than one percent of the total shares with voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. The shareholding of the related persons of such independent director shall also be included;
4. Shall not be nor have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
5. Shall not be a person related by blood or legal registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or a controlling person of the Company or its subsidiary;
6. Shall not have or had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in a manner which may interfere with his or her independent judgment. Furthermore, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director.

The term “business relationship” under the first paragraph shall include any commercial transaction in the ordinary course of business; the rental or leasing out of immovable properties; transactions relating to assets or services or the provision or receipt of financial assistance by means of receiving or granting loans, guarantees; the pledge of assets as security against debt repayment; as well as other circumstances of the same nature which result in the Company or its contractual party having indebtedness in favour of the other party in the amount of three percent or more of the net tangible assets of the Company, or at the minimum amount of THB 20 million, whichever is lower. In this regard, such indebtedness shall be calculated in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing the criteria on connected transactions, mutatis mutandis. However, the consideration of the abovementioned indebtedness shall include the indebtedness that occurred during the one-year period prior to the date on which the business relationship with the person commenced;

7. Shall not be nor have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
8. Shall not provide nor have provided any professional services, including the provision of services as a legal or financial advisor, receiving service fees in the amount of over THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of the professional service provider, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
9. Shall not be a director that has been appointed to act as a representative of the directors of the Company, its major shareholders, or its shareholders who are related to the major shareholder;
10. Shall not engage in any business of the same nature and which significantly competes with the business of the Company or its subsidiary. He or she shall not be a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a fixed salary, and shall not hold shares in excess of one percent of the total number of shares with voting rights of another company that engages in a business of the same nature and which significantly competes with the business of the Company or its subsidiary;
11. Shall not possess any other characteristics that result in his or her inability to express independent opinions on the business operations of the Company;
12. Shall be trusted and generally accepted person; and
13. Shall be able to dedicate adequate time to perform the duties of the Independent Director Committee.