



(Translation)

22 July 2020

Re: Invitation to the 2020 Annual General Meeting of Shareholders

To: Shareholders of Nok Airlines Public Company Limited

- Enclosures:
1. Annual report for the year 2019 and copy of the statements of financial position and the statements of profit or loss and other comprehensive income of the Company for the year ended December 31, 2019 in QR code format;
 2. Profiles of the nominated directors being proposed for election to replace those who will retire by rotation;
 3. Articles of Association of the Company with respect to the shareholders' meetings;
 4. Guideline for the registration, the appointment of proxy, documents and evidences required for attendants to present on the date of the meeting;
 5. Procedure for attendance at the shareholders' meeting;
 6. Proxy Forms (Form A., Form B. and Form C.);
 7. Details of independent directors for the appointment of proxy and the definition of an independent director;
 8. Registration form (please present this form at the Meeting);
 9. Precautionary Measures to Prevent the Spread of Coronavirus Disease 2019 (COVID-19) in the Shareholders' Meeting
 10. Map of the meeting venue;
 11. Information Memorandum regarding the entry into connected transaction in the category of receipt of financial assistances by extension of utilization period of facility and grant of termination rights to the lender under Facility Agreement;
 12. Report of Independent Financial Advisor's opinion regarding the receipt of financial assistances from connected persons; and
 13. Envelope for post with advice of receipt

The Board of Directors' Meeting of Nok Airlines Public Company Limited (the "Company"), under a special agenda, No.6/2020 which was held on 30 June 2020, resolved to convene the 2020 Annual General Meeting of Shareholders on Thursday August 6, 2020 at 9.00 a.m. (the registration will start at 8.00 a.m.), at the Jupiter Room, 3rd floor, Miracle Grand Convention Hotel, No. 99 Kamphaeng Phet 6 Road, Talat Bang Khen Sub-district, Lak Si District, Bangkok 10210,

Due to the ongoing Coronavirus Disease 2019 (COVID-19) Outbreak and the Company's concern over the health and sanitation of all shareholders, the Company therefore would like to suggest the shareholders to consider appointing the independent directors whose name as listed and detailed in **Enclosure 7**, as their proxy to attend the meeting and cast votes on their behalf. However, if the shareholder or proxies intend to be present at the meeting, it is advised to strictly follow the Precautionary Measures to Prevent the Spread of Coronavirus Disease 2019 (COVID-19) in the Shareholders' Meeting as detailed in **Enclosure 9**; to be in accordance with the Circular Letter of the Office of Securities and Exchange Commission No. SEC.JorTor-1(Wor) 9/2020 RE: the Convening of Annual General Meeting of Shareholders under the Coronavirus Disease 2019 (COVID-19) Outbreak; dated March 6, 2020.

In this regard, the Company would like to request shareholders to submit their proxies to the Company within July 30, 2020, or attending the 2020 Annual General Meeting of Shareholders at the date, place and time mentioned above, to consider the following agenda items:



Agenda 1 Matters to be informed by the Chairperson for acknowledgement

Remark: This agenda is for acknowledgement, thus, there is no casting of votes.

Agenda 2 To consider and acknowledge the 2019 operational results of the Company and the 2019 annual report

Facts and Rationale: The Company has summarized the operating results and the significant changes that occurred during the year 2019 in the annual report for the year 2019, as detailed in **Enclosure 1**, which have been sent to the shareholders together with this invitation.

Opinion of the Board: The Board of Directors deems appropriate to propose to the shareholders' meeting to acknowledge the operating results and the significant changes that occurred during the year 2019, as detailed in **Enclosure 1**.

Remark: This agenda is for acknowledgement, thus, there is no casting of votes.

Agenda 3 To consider and approve the statements of financial position and the statements of profit or loss and other comprehensive income for the fiscal year ended December 31, 2019

Facts and Rationale: The Company has prepared the statements of financial position and the statement of profit or loss and other comprehensive income of the Company for the fiscal year ended December 31, 2019, which have been already audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors.

In addition, in order to be in accordance with the Section 112 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the “**Public Limited Company Act**”) and the Article 39 of the Articles of Association of the Company which prescribes that the Company has to prepare the statements of financial position and statement of profit or loss and other comprehensive income at the end of each fiscal year for proposing to the annual general meeting of shareholders to consider and approve such financial statements; therefore, the board of directors deems appropriate to propose to the shareholders' meeting to consider and approve the statements of financial position and the statements of comprehensive income of the Company for the year ended December 31, 2019, as detailed in **Enclosure 1**, which has been sent to the shareholders together with this invitation.

In this regard, the key summaries of the statements of financial position and the Statement of Profit or Loss and Other Comprehensive Income of the Company are as follows:



List in the Financial Statements	Consolidated Financial Statements		Separate Financial Statements	
	For the fiscal year ended (Million Baht)			
	December 31, 2019	December 31, 2018	December 31, 2019	December 31, 2018
Statement of Financial Position				
Total Assets	15,170.96	14,074.06	11,538.30	10,820.14
Total Liabilities	18,639.17	17,105.69	11,353.94	11,345.08
Shareholders' Equity - Owners	(3,468.21)	(3,031.63)	184.36	(524.94)
Retained Earnings (Deficit) – Unappropriated	(10,050.34)	(8,122.00)	(8,776.45)	(7,185.33)
Statement of Comprehensive Income				
Total Revenue	19,969.12	19,740.23	12,708.63	13,884.16
Loss before Income Tax	(3,095.40)	(3,975.45)	(1,714.17)	(2,404.84)
Loss Attributable to the Parent Company	(2,051.39)	(2,786.76)	(1,714.17)	(2,404.84)
Comprehensive Loss Attributable to the Parent Company	(1,928.34)	(2,782.57)	(1,591.12)	(2,404.84)
Basic Loss Per Share	(0.68)	(1.23)	(0.57)	(1.06)
Diluted Loss Per Share	(0.68)	(1.23)	(0.57)	(1.06)

Opinion of the Board: The board of directors deems appropriate to propose to the shareholders' meeting to consider and approve the statements of financial position and the statements of profit or loss and other comprehensive income of the Company for the year ended December 31, 2019, which have been already audited by the auditor, reviewed by the Audit Committee and approved by the board of directors. Details are appeared in **Enclosure 1**.

Remark: Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 4 **To consider and approve the suspension of the allocation of profit as a legal reserve from the Company's operational results for the fiscal year ended December 31, 2019 and the suspension of dividend payment from the Company's operational results for the fiscal year ended December 31, 2019**

Facts and Rationale: According to Section 116 of the Public Limited Company Act and Article 44 and 45 of the Articles of Association of the Company which specifies that the Company must allocate its annual net profit in the amount of not less than five percent of the total net profit of the year deducting by the accumulated losses amount (if any) as the reserve fund until this reserve fund attains an amount of not less than 10 percent of the registered capital.

At present, the Company has a legal reserve fund of Baht 62,500,000 or equivalent 1.83 percent of its registered capital. In addition, during the fiscal



year ended December 31, 2019, the Company has a net loss of Baht 1,591,116,512; the board of directors therefore deems appropriate to propose to the shareholders' meeting to consider and approve the suspension of the allocation of profit as the legal reserve.

The Company has the dividend policy to pay not less than 25 percent of the net profit as recorded in the Company's separate financial statements after deductions for income tax and all legal reserves each year. In the consideration of each dividend payment, the Company would consider various factors to maximize the shareholders' benefit, such as the operational result and the financial position of the Company, and investment plan of each period, as the board of directors deems appropriate, and the dividend payment must not materially affect the normal operation of the Company.

However, as according to the statements of financial position, the statements of income and the statements of comprehensive income of the Company for the year ended December 31, 2019, the Company has a net loss of Baht 1,591,116,512, as a result, the Company is unable to distribute the dividend to the shareholders of the Company since Section 115 of the Public Limited Company Act prescribes that the payment of dividend from any sources other than profit is prohibited, and in the case that the Company has accumulated loss, the Company is prohibited from dividend payment. Therefore, the board of directors deems appropriate to propose to the shareholders' meeting to consider and approve the suspension of the dividend payment from the operational result of the Company for the fiscal year ended December 31, 2019.

The comparisons of the dividend payment rate are detailed as follows:

Details of the dividend payment	2020 (proposed)	2019
1. Comprehensive Income (Loss)	Baht (1,591.1) million	Baht (2,404.8) million
2. Total Issued shares of the Company	3,729,186,806 shares	3,108,515,756 shares
3. Dividend per share (Baht)	Suspended	Suspended
4. Total dividend (Baht)	Suspended	Suspended
5. Dividend payment ratio	Suspended	Suspended

Opinion of the Board: The board of directors deems appropriate to propose to the shareholders' meeting to consider and approve the suspension of allocation of the profits from the operating results of the Company from the fiscal year ended December 31, 2019 to be the legal reserve, as the Company has operated at loss, and the suspension of the dividend payment for the fiscal year ended December 31, 2019, as the Company has operated at net loss in the amount of Baht 1,591,116,512.

Remark: Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.



Agenda 5

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

Facts and Rationale:

According to Section 71 of the Public Limited Company Act and Article 17 of the Articles of Association of the Company, in each annual general meeting of shareholders, one-third of the total number of the directors must retire. In the case that the number of directors cannot be divided into 3 proportions, a number of directors closest to one-third shall retire. Directors retiring by rotation may be re-elected.

There are four directors who shall retire by rotation in the 2020 Annual General Meeting as follows:

1.	Mr. Prasert	Bunsumpun	Position	Independent Director and Chairman of the Board of Directors
2.	ACM. Dr. Nopporn	Chandawanich	Position	Director and Member of the Executive Committee
3.	Mr. Apichart	Chirabandhu	Position	Independent Director, Chairman of Nomination and Remuneration Committee and Member of the Audit Committee
4.	Mrs. Chiraporn	Chemnasiri	Position	Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee

The Company gave an opportunity for the shareholders to propose agenda to be considered at the shareholders' meeting and the names of the persons to be consider to be appointed as the director from December 9, 2019 to January 7, 2020; however, no shareholders proposed any new agenda or other persons to be consider to be appointed as the director.

The Nomination and Remuneration Committee has considered the qualification of the directors who shall retire by rotation in the 2020 Annual General Meeting and viewed that the four directors who shall retire by rotation are knowledgeable, capable, experienced and skillful which will benefit the Company's operations and have qualification and do not have any prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act, B.E. 2535 (1992) (including the amendments thereof) and other relevant regulations. Moreover, the person who would take a position of Independent Director (No.1, 3 and 4) can freely express her opinion, falls within relevant rules and regulations, and is the person who possesses the qualifications of the Independent Director as prescribed in the definition of the Independent Directors of the Company which is equal to the definition prescribed in the regulation of the Office of the Securities and



Exchange Commission and the Stock Exchange of Thailand and Stock Exchange of Thailand, as appeared in the **Enclosure 7**, which has been sent to the shareholders together with this invitation.

Thus, the Nomination and Remuneration Committee has unanimously resolved to propose to the board of directors to consider and propose for the four directors to be re-appointed to the position of the director of the Company for another term, which the board of directors has considered and agreed that the four proposed directors has the qualifications that suitable for the operation of the Company, thus, the board of directors deems appropriate to propose to the shareholders' meeting to consider and appoint the following persons to be the directors of the Company:

List of the proposed directors to be appointed to replace the directors who will retire by rotation	Position	Number of Board of Directors' meeting attendance in year 2019	Number of Sub-committee meeting attendance in year 2019	Term of directorship of the Company
Mr. Prasert Bunsumpun	<ul style="list-style-type: none">- Independent Director and Chairman of the Board of Directors- Chairman of Executive Committee	14/14	3/3	2 years 6 months
ACM Nopporn Chandawanich	<ul style="list-style-type: none">- Director- Member of the Executive Committee	6/6	7/7	1 year
Mr. Apichart Chirabandhu	<ul style="list-style-type: none">- Independent Director- Chairman of Nomination and Remuneration Committee- Member of the Audit Committee	12/14	4/4 5/5	7 years 7 months



List of the proposed directors to be appointed to replace the directors who will retire by rotation	Position	Number of Board of Directors' meeting attendance in year 2019	Number of Sub-committee meeting attendance in year 2019	Term of directorship of the Company
Mrs. Chiraporn Chemnasiri	- Independent Director - Chairman of the Audit Committee - Member of the Nomination and Remuneration Committee	14/14	5/5 4/4	2 years 10 months

In this regard, information of the 4 proposed directors are appeared in **Enclosure 2**, which has been sent to the shareholders with this invitation.

Opinion of the Board: The board of directors deems appropriate to propose to the shareholders' meeting to approve the appointment of the four directors to replace the directors who will retire by rotation as follows:

- | | | | | |
|----|------------------|--------------|----------|---|
| 1. | Mr. Prasert | Bunsumpun | Position | Independent Director and Chairman of the Board of Directors |
| 2. | ACM. Dr. Nopporn | Chandawanich | Position | Director and Member of the Executive Committee |
| 3. | Mr. Apichart | Chirabandhu | Position | Independent Director, Chairman of Nomination and Remuneration Committee and Member of the Audit Committee |
| 4. | Mrs. Chiraporn | Chemnasiri | Position | Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee |

Remark: Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes (when considering the appointment of directors to replace those who retire by rotation, the Company shall propose to consider and approve on person-by-person basis).



Agenda 6

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

Facts and Rationale:

According to Section 90 of the Public Limited Company and Article 22 of the Articles of Association of the Company, the directors of the Company are eligible to receive the remuneration from the Company in a form of reward, meeting allowance, pension, bonus, or in other forms as decided by the shareholders' meeting. Such distribution of remuneration may be specified in a fixed amount or in principle or prescribed the remuneration criteria applicable from time to time or applicable until the shareholders' meeting resolves to be otherwise. Moreover, the directors shall be entitled to receive any other welfare according to the Company's rules.

The Nomination and Remuneration Committee has thoroughly considered the appropriateness of the remuneration of the directors and the sub-committee of the Company proposed on various factors, i.e. from the operation results of the Company, size of the Company's business and duties and responsibilities of the directors and the sub-committee of the Company, by comparing with the remuneration rate of directors and the sub-committee of the Company in the companies that are of similar size and in the same industry. as the Company, thus, propose to the shareholders' meeting to determine the remuneration of the directors and the sub-committee for the year 2020 in the amount of not exceeding Baht 7,500,000, with the details as follows:

Position	2019 (existing)	2020 (proposed)
1. Remuneration of the directors		
<u>Monthly remuneration</u>		
- Chairman of the board of directors	Baht 30,000 per person/month	Baht 30,000 per person/month
- Director	Baht 20,000 per person/month	Baht 20,000 per person/month
<u>Meeting allowance of the directors</u>		
- Chairman of the board of directors	Baht 30,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 30,000 only)	Baht 30,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 30,000 only)



Position	2019 (existing)	2020 (proposed)
- Director	Baht 20,000 per person/attendance (Should there be more than 1 meeting per month, each Board member will receive meeting allowance of Baht 20,000 only)	Baht 20,000 per person/attendance (Should there be more than 1 meeting per month, each Board member will receive meeting allowance of Baht 20,000 only)
2. Meeting Allowance of the Audit Committee (apart from the remuneration of the board of directors)		
- Chairman of the Audit Committee	Baht 30,000 per person/attendance	Baht 30,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 30,000 only)
- Member of the Audit Committee	Baht 20,000 per person/attendance	Baht 20,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 20,000 only)
3. Meeting Allowance of the Nomination and Remuneration Committee (apart from the remuneration of the board of directors)		
- Chairman of the Nomination and Remuneration Committee	Baht 30,000 per person/attendance	Baht 30,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 30,000 only)



Position	2019 (existing)	2020 (proposed)
- Member of the Nomination and Remuneration Committee	Baht 20,000 per person/attendance	Baht 20,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 20,000 only)
4. Remuneration of the Risk Management Committee (apart from the remuneration of the board of directors)		
- Chairman of the Risk Management Committee	Baht 30,000 per person/attendance	Baht 30,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 30,000 only)
- Member of the Risk Management Committee	Baht 20,000 per person/attendance	Baht 20,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 20,000 only)
5. Remuneration of the Corporate Governance Committee (apart from the remuneration of the board of directors)		
- Chairman of the Corporate Governance Committee	Baht 30,000 per person/attendance	Baht 30,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 30,000 only)
- Member of the Corporate Governance Committee	Baht 20,000 per person/attendance	Baht 20,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 20,000 only)



Position	2019 (existing)	2020 (proposed)
6. Remuneration of the Executive Committee (apart from the remuneration of the board of directors)		
- Chairman of the Executive Committee	Baht 30,000 per person/attendance	Baht 30,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 30,000 only)
- Member of the Executive Committee	Baht 20,000 per person/attendance	Baht 20,000 per person/attendance (Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of Baht 20,000 only)

Directors' bonus for the 2019 performance

Since the Company' operation result of the year 2019 is at loss, the Company thus suspends the directors' bonus payment for the 2019 performance.

Furthermore, the board of directors deems appropriate to propose to the shareholders' meeting to authorize the Nomination and Remuneration Committee to allocate such budget to each director and sub-committees within the budget approved by the shareholders' meeting.

Opinion of the Board: The board of directors deems appropriate to propose to the shareholders' meeting to consider and approve the remuneration of the directors and sub-committees of the Company for the year 2020 by determining the remuneration of the directors and sub-committees for the year 2020 in the amount of not exceeding Baht 7,500,000; which is Baht 1,130,000 lower than the year 2019. Moreover, as the Company' operation result of the year 2019 is at loss, the Company thus suspends the directors' bonus payment for the 2019 performance. In addition, the board of directors deems appropriate to authorize the Nomination and Remuneration Committee to allocate such budget to each director and sub-committees within the budget approved by the shareholders' meeting.

Remark: Resolution in this agenda shall be approved by no less than two-thirds of the total votes of the shareholders attending the meeting.



Agenda 7

To consider and approve the appointment of an auditor and the determination of auditor's remuneration for the year 2020

Facts and Rationale:

According to Section 120 of the Public Limited Company Act and Article 36 of the Articles of Association of the Company, the annual general meeting of shareholders must appoint the auditors and determine the audit fee of the Company every fiscal year and the existing auditor may be re-appointed.

The board of directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company and the subsidiaries Company for the year ended December, 31 2020, for any of the following auditors to be appointed to audit and give opinion to the financial statements of the Company:

1. Dr. Supamith Techamontrikul Certified Public Accountant (Thailand) No. 3356 (Having been the Company's auditor for 2 years and signed the financial statement of the Company for 2 years); and/or
2. Ms. Vimolphon Boonnayansatien Certified Public Accountant (Thailand) No. 4067 (Having been the Company's auditor but having not signed the financial statement of the Company); and/or
3. Dr. Kiadniyom Koontisuk Certified Public Accountant (Thailand) No. 4800 (Having been the Company's auditor but having not signed the financial statement of the Company).

The selection process of auditors for the year 2020 above, the Audit Committee of the Company has considered and selected the auditors from auditing firms who have proposed the audit fee and working scope to the Company. In this regard, having considered the qualification and experience of each auditing firms and the Audit Committee has an opinion that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is an independent auditing firms who is skillful in auditing and proposed an appropriate auditing fee. In addition, the 3 auditors do not have any relationship or any conflict of interest with the Company, its subsidiaries, the directors, the executives, or the major shareholders, or related persons of the said persons. In addition, none of the abovementioned auditors has been the Company's auditor more than 5 years.

In the event that the aforementioned auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. shall be authorized to appoint any of its auditors to be the auditor of the Company and its subsidiaries.

In addition, the board of directors also deems appropriate to propose to the shareholders' meeting to consider and approve the auditor fee of the Company for the year 2020 in the amount of not exceeding Baht 4,790,000,



which is higher than the prior year because of the change of new accounting standard which affects the Company and the Company's subsidiaries.

In this regard, the comparison of the auditor fee of the Company and its subsidiaries for the year 2020 and 2019 detailed as follows:

Auditor Fee	2020 (proposed)	2019
Auditor Fee of the Company	2,850,000	2,680,000
Auditor Fee of the Subsidiary Company	1,940,000	1,870,000
Total	4,790,000	4,550,000

Opinion of the Board: The board of directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of Dr. Suphamit Techamontrikul, Certified Public Accountant No. 3356 and/or Ms. Wimolporn Boonyasthian, Certified Public Accountant No. 4067 and/or Dr. Kiatniyom Kuntisook, Certified Public Accountant No. 4800 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as auditors of the Company and its subsidiaries. for the 2020 fiscal year, whereby any one of the auditors is authorized to audit and give opinions on the financial statements of the Company; and to consider and determine the auditor's remuneration for 2020 in the amount of not exceeding Baht 4,790,000, as per details above.

Remark: Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 8 **To consider the ratification of the entry into a connected transaction with a connected person in category of obtaining a financial assistance for the financial borrowing by the extension of utilization period of facility and granting right for the Lender to immediately terminate the Facility Agreement and/or cancel the remaining financial amount, although the financial amount still remain, with effective until 30 September 2020**

Facts and Rationale: As the 2019 Annual General Meeting of Shareholders held on 25 April 2019 had approved the Company to enter into the connected transaction in the category of receipt of financial assistance from the lender in the amount of Baht 3,000 million from Mrs. Hatairat Jurangkool, who is a connected person of the Company, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (including the amendments thereof) (the "**Notifications on Connected Transactions**") since she is a major shareholders of the Company, holding the shares equivalent to 26.38 percent of the total number of paid-up shares of the Company as of 13 March 2020 (the "**Lender**"). Furthermore, the board of directors' meeting of the Company, under a special agenda, No. 3/2020, held



on 3 April 2020 and the board of directors' meeting of the Company, under a special agenda, No. 6/2020, held on 30 June 2020, respectively, had approved (1) the extension of utilization period of the said facility and (2) the grant of termination rights to the Lender under Facility Agreement with the reasons and necessity as details in the **Opinion of Board of Directors**.

The Company, thus, requests the shareholders' meeting to consider and ratify the entry into connected transaction with a connected person in the category of receipt of financial assistance by extension of utilization period of facility and grant of termination rights to the Lender under Facility Agreement, with the details as follows:

1. Grant the ratification of the entry into the extension of utilization period of facility

The board of directors' meeting of the Company, under a special agenda, No. 3/2020, held on 3 April 2020, had resolved to approve the enter in to the connected transaction in category of obtaining a financial assistance under the existing credit limit of Baht 3,000 million which the Company was approved to do so by the resolution of the 2019 Annual General Meeting of Shareholders, held on 25 April 2019; from Mrs. Hatairat Churankul, who is a connected person of the Company, pursuant to the Notification on Connected Transaction. The extension of utilization period of facility of Baht 3,000 million from the current period which is 12 months from the date of Facility Agreement between the Company and the Lender dated 14 May 2019 (the "**Facility Agreement**") to the new period which extension of utilization period of the said facility is not exceeding 48 months form the date of the Facility Agreement. The extension of utilization period of facility is considered material matter which differs from the previous matter, approved by the 2019 Annual General Meeting of Shareholders held on 25 April 2019.

After that, the board of directors' meeting of the Company, under a special agenda, No. 6/2020, held on 30 June 2020 had considered reasons and necessity of the fact that the Board of Directors of the Company must consider and approve such matter before proposing to the shareholders' meeting. As such, the said board of directors' meeting of the Company, under a special agenda, No. 6/2020 approved to alter the extension of utilization period of facility of Baht 3,000 million as follows:

Current (as per the resolution of the Board of Directors' meeting of the Company, under a special agenda, No. 3/2020, held on 3 April 2020)

From the previous one which is not exceeding 12 months from the date of the Facility Agreement (14 May 2019) to the new one which is not exceeding 48 months from the date of the Facility Agreement

Amendment

From the previous one which is not exceeding 12 months from the date of the Facility Agreement (14 May 2019) to the new one which is to be effective until 30 September 2020



Since the Company has assessed that the Company can administer financial liquidity and proceed with the amendment to the Facility Agreement (in case the shareholders' meeting ratifies and approves the entry into the connected transaction) until it is complete by 30 September 2020, the board of directors' meeting resolved to approved to propose to the 2020 Annual General Meeting of Shareholders to consider the ratification of the entry into the connected transaction with the connected person in category of obtaining a financial assistance under the existing credit limit of Baht 3,000 million by the extension of utilization period of facility from the previous one which is not exceeding 12 months from the date of the Facility Agreement (14 May 2019) to the new one which is to be effective until 30 September 2020.

Although the board of directors' meeting had already approved the entry into the extension of utilization period of facility, the Company is still required to request for the ratification from the shareholders' meeting with the votes not less than three-fourths of the total votes of shareholders attending the meeting and having voting rights, excluding interested shareholders, since it is a connected transaction in the category of receipt of financial assistance which its size is higher than Baht 20 million, pursuant to the Notifications on Connected Transactions.

Opinion of the Board: The board of directors has an opinion as follows:

The board of directors of the Company deems that due to the entry into the connected transaction with the connected person in the category of receipt of financial assistance under the credit limit of Baht 3,000 million by the extension of utilization period of facility from the current period which is not exceeding 12 months, having the maturity date on 14 May 2020 to the new one which is to be effective until 30 September 2020, there are reasons and urgent necessity that the Company is not able to propose this agenda for approval of the 2020 Annual General Meeting of shareholders to be designated later. This is because of the outbreak of COVID-19, closed airspace of international flight and recession of airline business and overall tourist industry, resulting in the Company having a continuous loss from operating results, encountering a negative cash flows situation from operating results and being unable to seek for other sources of fund, for example borrowing money from financial institution, in the short run. In this regard, the Company has considered that the Company must still maintain the said credit limit in order to retain liquidity of the Company for further business operation. Plus, if the Company does not enter into the said transaction soon, it may affect financial position and operating results of the Company.

Further, the entry into the said transaction is not the undue transfer of interest between the Company and connected person, and have the appropriate condition since it results that the Company receives the loan with more beneficial condition than those of the financial institution.

The board of directors has considered the reasonableness of the extension of utilization of facility together with the protection of interest of the minority of shareholders; thus change the extension the utilization period under Baht 3,000 million from not exceeding 12 months from the date of the Facility Agreement (i.e. 14 May 2019) to not exceeding 48 months from the date of Facility



Agreement resulting that the utilization period shall last until 30 September 2020. The Company has estimated that the extension of the utilization period until 30 September 2020 shall enable the Company to manage its financial liquidity and to amend the Facility Agreement (in the case where the shareholders' agreement approves the ratification and entry into the connected transaction) which is to be completed within 30 September 2020 and desires to wait for the approval from the shareholders' meeting in relation to the extension of utilization period from 1 October 2020 to 14 May 2023. Such proceeding has its reasonableness in that it is able to maintain the balance of financial liquidity of the Company and the protection of rights of shareholders to be informed and furnished with the sufficient information from the independent financial advisor prior to the entry into the transaction.

Therefore, the board of directors' meeting approved to propose to the 2020 Annual General Meeting of Shareholders, to consider and ratify the entry into the connected transaction with the connected person in the category of receipt of financial assistance under the credit limit of Baht 3,000 million by the extension of utilization period of facility from the current period which is not exceeding 12 months after the date of the Facility Agreement (14 May 2019) to the new one which is to be effective until 30 September 2020.

Details of which can be found in the Information Memorandum regarding the entry into connected transaction in the category of receipt of financial assistances (Enclosure 11).

2. **Grant the ratification the grant of termination rights to the lender under the Facility Agreement**

After the extension of utilization period of facility from the previous one which is not exceeding 12 months from the date of the Facility Agreement (14 May 2019) to the new one which is to be effective until 30 September 2020, as stated in item 1. Above, the Lender has considered overall economic situation, the potential of debt repayment of the Company operating airline business and risk on the fact not to received debt repayment on the ground of being a clean loan, the board of directors' meeting of the Company, under a special agenda, No. 6/2020, held on 30 June 2020 had considered reasons and necessity of the fact that the Board of Directors of the Company must consider and approve such matter before proposing to the shareholders' meeting. As such, the said board of directors' meeting of the Company, under a special agenda, No. 6/2020 approved to amend the Facility Agreement in order to prevent risk from debt payment default of the Company, before approving the Company to drawdown the loan in each time as follows:

Current *(The statement after the extension of utilization period of facility to be effective until 30 September 2020, as approved in item 1.)*

“Clause 2. The Borrower agrees to drawdown the loan under the limit specified in Clause 1. (Baht 3,000 million) on a period basis. Due to the drawdown in each period, the Borrower agrees to issue promissory note signed by the authorized director and deliver to the Lender by the date on which the Borrower received the loan in each period. Each promissory note shall be due



not later than 180 days after the issuance date and utilization period is until 30 September 2020, unless otherwise later agreed in writing by the Parties.”

Amendment

“Clause 2. The Borrower agrees to drawdown the loan under the limit specified in Clause 1. (Baht 3,000 million) on a period basis. Due to the drawdown in each period, the Borrower agrees to issue promissory note signed by the authorized director and deliver to the Lender by the date on which the Borrower received the loan in each period. Each promissory note shall be due not later than 180 days after the issuance date and utilization period is until 30 September 2020, unless otherwise later agreed in writing by the Parties.

In this regard, the Parties acknowledge and agree that the Lender shall have the right to terminate and/or immediately cancel the outstanding credit limit, although there is still the outstanding credit limit.”

The Company encounters a negative cash flows situation from operating results because of the outbreak of COVID-19, closed airspace of international flight and recession of airline business and overall tourist industry, resulting in the Company having a continuous loss from operating results, encountering a negative cash flows situation from operating results and being unable to seek for other sources of fund, for example borrowing money from financial institution, in the short run. In this regard, the Company has considered that the Company must still maintain the said credit limit in order to retain liquidity of the Company for further business operation without any obstacle.

As such, the board of directors’ meeting of the Company, under a special agenda, No. 6/2020, held on 30 June 2020 had considered the reasonableness of the extension of utilization of facility together with the protection of interest of the minority of shareholders to amend the Facility Agreement by granting right for the Lender to terminate the agreement or cancel the outstanding credit limit, although there is still the outstanding credit limit, as proposed by the Lender. In order for the Company to drawdown the loan from the Lender according to the Facility Agreement. The amendment to the said Facility Agreement is considered the connected transaction with the connected person in category of obtaining a financial assistance. The amendment to conditions under the Facility Agreement by granting right for the Lender to terminate the agreement and/or immediately cancel the outstanding credit limit which its material content differs from the entry into the transaction which was approved by the 2019 Annual General Meeting of Shareholders, held on 25 April 2019 (the “**Entry into the Transaction on Granting Right for the Lender to Terminate the Facility Agreement**”), with the effectiveness until 30 September 2020 same as the extension of utilization period of facility, according to the amendment which is approved in item 1. above.

Although the board of directors’ meeting had already approved the Entry into the Transaction on Granting Right for the Lender to Terminate the Facility Agreement, the Company is still required to request for the ratification from the shareholders’ meeting with the votes not less than three-fourths of the total votes of shareholders attending the meeting and having voting rights, excluding interested shareholders, since it is a connected transaction in the



category of receipt of financial assistance which its size is higher than Baht 20 million, pursuant to the Notifications on Connected Transactions

Due to the entry into the connected transaction in category of obtaining a financial assistance under the existing credit limit of Baht 3,000 million, by granting right for the Lender to terminate the Facility Agreement from 1 October 2020 to 14 May 2023, the Company shall propose to the 2020 Annual General Meeting of Shareholders to consider and approve, as per details to be further proposed in Agenda 9.

Details of which can be found in the Information Memorandum regarding the entry into connected transaction in the category of receipt of financial assistances (Enclosure 11).

In this regard, the Company appoints Capital Link Advisory Limited, a financial advisor in the current list which approved by SEC, to be a financial advisor of the Company in order to provide opinion on the ratification of the entry into the connected transaction in category of obtaining a financial assistance under the existing credit limit of Baht 3,000 million by granting right for the Lender to terminate the Facility Agreement until 30 September 2020.

Opinion of the Board: The board of directors has an opinion as follows:

The board of directors of the Company deems that due to the entry into the connected transaction with the connected person in the category of receipt of financial assistance under the credit limit of Baht 3,000 million by the grant of termination rights to the lender under Facility Agreement is the condition prescribed by the Lender to enable the Company to utilize the facility. In this regard, in the event where the Company did not agree with such lender's condition, the Company would not able to utilize the facility under the Facility Agreement. There are reasons and urgent necessity that the Company is not able to propose this agenda for approval of the 2020 Annual General Meeting of shareholders to be designated later. This is because of the outbreak of COVID-19, closed airspace of international flight and recession of airline business and overall tourist industry, resulting in the Company having a continuous loss from operating results, encountering a negative cash flows situation from operating results and being unable to seek for other sources of fund, for example borrowing money from financial institution, in the short run. In this regard, the Company has considered that the Company must still maintain the said credit limit in order to retain liquidity of the Company for further business operation. Plus, if the Company does not enter into the said transaction soon, it may affect financial position and operating results of the Company.

Further, the entry into the said transaction is not the undue transfer of interest between the Company and connected person, and have the appropriate condition since it results that the Company receives the loan with more beneficial condition than those of the financial institution.

The board of directors has considered the reasonableness of the grant of termination rights to the lender under Facility Agreement together with the



protection of interest of the minority of shareholders; thus granted the right for the Lender to terminate the Facility Agreement until 30 September 2020 same as the extension of utilization period of facility, according to the amendment which is approved in item 1. above. The Company has estimated that the extension of the utilization period until 30 September 2020 shall enable the Company to manage its financial liquidity and to amend the Facility Agreement (in the case where the shareholders' agreement approves the ratification and entry into the connected transaction) which is to be completed within 30 September 2020 and desires to wait for the approval from the shareholders' meeting in relation to the extension of utilization period from 1 October 2020 to 14 May 2023. Such proceeding has its reasonableness in that it is able to maintain the balance of financial liquidity of the Company and the protection of rights of shareholders to be informed and furnished with the sufficient information from the independent financial advisor prior to the entry into the transaction.

Therefore, the board of directors' meeting approved to propose to the 2020 Annual General Meeting of Shareholders, to consider and ratify the entry into the connected transaction with the connected person in the category of receipt of financial assistance under the credit limit of Baht 3,000 million by granting the right for the Lender to terminate the Facility Agreement until 30 September 2020.

Remark: Resolution in this agenda shall be approved by no less than three-fourths of the total votes of shareholders attending the meeting and having voting rights, excluding interested shareholders.

Agenda 9 **To consider and approve the entry into the connected transaction with the connected person in category of receipt of financial assistance by the extension of utilization period of facility and by granting the right for the Lender to immediately terminate the Facility Agreement and/or outstanding credit limit, even if the facility is remaining, with effective from 1 October 2020 until 14 May 2023**

Facts and Rationale: As the board of directors' meeting of the Company, under a special agenda, No. 6/2020, held on 30 June 2020 resolved to approve the entry into connected transaction with a connected person in the category of receipt of financial assistance from the Lender under the existing credit limit of Baht 3,000 million by the extension of utilization period of facility and granting right for the Lender to terminate the Facility Agreement, which are considered material matters and differ from the previous matters, approved by the 2019 Annual General Meeting of Shareholders held on 25 April 2019 and are also proposed to this shareholders' meeting in order to ratify the entry into the said transaction, as per details proposed in Agenda 8.

The board of directors' meeting of the Company, under a special agenda, No. 6/2020, held on 30 June 2020 has also resolved to additionally extend the utilization period of facility, apart from those proposed in Agenda 8 and additionally amended the Facility Agreement by granting the right for the Lender to immediately terminate the agreement and/or outstanding credit limit, even if the facility is remaining in order to be in accordance with the extension of utilization period of facility as follows:



- a. Extending utilization period of facility to be from 1 October 2020 to 14 May 2023 (the extension is from the fact that the credit limit will expire on 30 September 2020, please see details of the extension of the current period in Agenda 8);
- b. Amending the Facility Agreement by granting right for the Lender to terminate the, even if the facility is remaining from 1 October 2020 to 14 May 2023 (to be effective throughout the extension of utilization period of facility in item a.). (Please see details of the granting the right for the Lender to immediately terminate the agreement and/or outstanding credit limit in Agenda 8).’

To be in accordance with the said entry into the connected transaction, the Facility Agreement shall be amended as follows:

Current *(The statement after the extension of utilization period of facility to be effective until 30 September 2020, as approved in item 1. and 2.)*

“Clause 2. The Borrower agrees to drawdown the loan under the limit specified in Clause 1. (Baht 3,000 million) on a period basis. Due to the drawdown in each period, the Borrower agrees to issue promissory note signed by the authorized director and deliver to the Lender by the date on which the Borrower received the loan in each period. Each promissory note shall be due not later than 180 days after the issuance date and utilization period is until 30 September 2020, unless otherwise later agreed in writing by the Parties.

In this regard, the Parties acknowledge and agree that the Lender shall have the right to terminate and/or immediately cancel the outstanding credit limit, although there is still the outstanding credit limit.”

Amendment

“Clause 2. The Borrower agrees to drawdown the loan under the limit specified in Clause 1. (Baht 3,000 million) on a period basis. Due to the drawdown in each period, the Borrower agrees to issue promissory note signed by the authorized director and deliver to the Lender by the date on which the Borrower received the loan in each period. Each promissory note shall be due not later than 180 days after the issuance date and utilization period is until 14 May 2023, unless otherwise later agreed in writing by the Parties.

In this regard, the Parties acknowledge and agree that the Lender shall have the right to terminate and/or immediately cancel the outstanding credit limit, although there is still the outstanding credit limit.”

According to the entry into connected transaction in category of obtaining a financial assistance by the extension of utilization period of facility and granting right for the Lender to terminate the Facility Agreement, the Company is required to obtain an approval form the shareholders’ meeting with the votes not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest, since it is the entry into connected transaction in



category of obtaining a financial assistance in the amount exceeding Baht 20 million, pursuant to the Notification on Connected Transaction.

Details of which can be found in the Information Memorandum regarding the entry into connected transaction in the category of receipt of financial assistances (Enclosure 11).

In this regard, the Company appoints Capital Link Advisory Limited, a financial advisor in the current list which approved by SEC, to be a financial advisor of the Company in order to provide opinion on the ratification of the entry into the connected transaction in category of obtaining a financial assistance under the existing credit limit of Baht 3,000 million by granting right for the Lender to terminate the Facility Agreement until 30 September 2020.

Please consider the Report of Independent Financial Advisor's opinion regarding the receipt of financial assistances from connected persons (Enclosure 12).

Opinion of the Board: The board of directors has considered other conditions of the Facility Agreement, interest rate which is not exceeding the Minimum Loan Rate (MLR) plus 1 percent per annum (whereby the Minimum Loan Rate is an average Minimum Loan Rate of Bangkok Bank, Kasikorn Thai Bank and Siam Commercial Bank), the extension of the utilization period of facility, together with proposal from the Lender to amend the Facility Agreement by granting right for the Lender to terminate and/or immediately cancel the outstanding credit limit, although there is still the outstanding credit limit. Considering current situation of the Company, the Company encounters a negative cash flows situation from operating results because of the outbreak of COVID-19, closed airspace of international flight and recession of airline business and overall tourist industry which it is uncertain whether the situation will be better, as well as a concern of the outbreak of COVID-19 in foreign countries, the Company might not seek for other sources of fund, for example borrowing money from financial institution, in the short run or seek for source of loan with the replaceable conditions instead of the existing loan from the Lender in the short run as well. The Company has considered and viewed that the Company must still maintain the said credit limit in order to retain liquidity of the Company for further business operation.

Further, the entry into the said transaction is not the undue transfer of interest between the Company and connected person, and have the appropriate condition since it results that the Company receives the loan with more beneficial condition than those of the financial institution. The interest rate which the Company imposed in the Facility Agreement is equivalent to the reference interest rate of financial institutions at the present resulting in the flexibility of the Company in its financial liquidity management and ability to utilize the proceed under Facility Agreement as appropriate and in accordance with the utilization plan.

Remark: Resolution in this agenda shall be approved by no less than three-fourths of the total votes of shareholders attending the meeting and having voting rights, excluding interested shareholders.



Agenda 10

To consider and approve the amendment to Article 29. and Article 31. of the Articles of Association of the Company

Facts and Rationale: As per the enactment of the Emergency Decree On Electronics Meeting B.E. 2563 (2020) (the “**Emergency Decree**”) which results in the Announcement of the National Council for Peace and Order No. 74/2557 on Teleconferences through Electronic Devices, dated 27 June 2014 being cancelled, the Company is required to amend the Articles of Association to be in accordance with the alteration of law, including to facilitate the administration and business operations of the Company with details as follows:

Current Article Amended Article	Current Article Amended Article
<p>Article 29.</p> <p>The Board of Directors shall hold at least a meeting in every three (3) months at head office of the company or nearby province or any other place, whereby the date, time and venue shall be subject to the discretion of a chairman of the board of directors.</p> <p>In the case that the Board of Directors’ meeting is held via electronic means, <u>all participating directors must be in the Kingdom of Thailand and at least one-third (1/3) of the participating directors must attend the meeting in the same place. The Board of Directors’ electronic meeting must be conducted through a meeting control system with a process for maintaining security for information technology by audio records or audio and video records (as the case may be) of every participating director throughout the period of the meeting, including the computer traffic data from the said record, and the meeting control system must contain the basic elements as prescribed by the Notification of the Ministry of Information and Communication Technology Re: Standards for Maintaining Security of Meetings Via Electronic Means B.E. 2557 (2014) (including the amendments thereof).</u></p>	<p>Article 29.</p> <p>The Board of Directors shall hold at least a meeting in every three (3) months at head office of the company or nearby province or any other place, whereby the date, time and venue shall be subject to the discretion of a chairman of the board of directors.</p> <p>In the case that the Board of Directors’ meeting is held via electronic means, <u>it is must be conducted in accordance with the rules, procedures, conditions and standards as prescribed by laws, notifications, regulations and/or any order which are in force on the date of each Board of Directors’ meeting</u></p>



Current Article Amended Article	Current Article Amended Article
<p>Article 31.</p> <p>The Board of Directors shall hold the Annual General Meeting of Shareholders within four (4) months from the end of the accounting period of the company.</p> <p>Any shareholders' meetings other than as specified in the first paragraph shall be called the Extraordinary General Meeting. The Board of Directors may convene the Extraordinary General Meeting at any time as the Board of Directors deems appropriate.</p> <p>A shareholder or shareholders, holding the total number of shares not less than ten (10) percent of the total number of sold shares, may correctively issue a letter to request the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time, but the matter and the reason to convene the meeting must be clearly specified in the said letter. In such case, the Board of Directors must hold the shareholders' meeting within fourth five (45) days from the date on which the letter from the shareholder(s) is received.</p> <p>In the event that the Board of Directors does not hold the meeting within the specified period in the <u>third</u> paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within fourth five (45) days from the specified period in the <u>third</u> paragraph. In such event, the shareholders' meeting shall be deemed as if it is held by the Board of Directors and the company must be responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.</p> <p>In the event that the number of shareholders attending any shareholders' meeting which is convened by the shareholders pursuant to the <u>fourth</u> paragraph do not constitute a quorum, as</p>	<p>Article 31.</p> <p>The Board of Directors shall hold the Annual General Meeting of Shareholders within four (4) months from the end of the accounting period of the company.</p> <p>Any shareholders' meetings other than as specified in the first paragraph shall be called the Extraordinary General Meeting. The Board of Directors may convene the Extraordinary General Meeting at any time as the Board of Directors deems appropriate.</p> <p><u>The shareholders' meeting can be held via electronic means in compliance with the rules, procedures, conditions and standards as prescribed by laws, notifications, regulations and/or any order which are in force on the date of each shareholders' meeting.</u></p> <p>A shareholder or shareholders, holding the total number of shares not less than ten (10) percent of the total number of sold shares, may correctively issue a letter to request the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time, but the matter and the reason to convene the meeting must be clearly specified in the said letter. In such case, the Board of Directors must hold the shareholders' meeting within fourth five (45) days from the date on which the letter from the shareholder(s) is received.</p> <p>In the event that the Board of Directors does not hold the meeting within the specified period in the <u>fourth</u> paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within fourth five (45) days from the specified period in the <u>fourth</u> paragraph. In such event, the shareholders' meeting shall be deemed as if it is held by the Board of Directors and the company must be responsible for the expenses incurred from the holding the</p>



Current Article Amended Article	Current Article Amended Article
prescribed in Article 33. of this Articles of Association, the shareholders as per the <u>fourth</u> paragraph must be jointly responsible for expenses arising out of organization of such meeting to the company.	meeting and provide the facilities as appropriate. In the event that the number of shareholders attending any shareholders' meeting which is convened by the shareholders pursuant to the <u>fifth</u> paragraph do not constitute a quorum, as prescribed in Article 33. of this Articles of Association, the shareholders as per the <u>fifth</u> paragraph must be jointly responsible for expenses arising out of organization of such meeting to the company.

Opinion of the Board: The board of directors deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment to Article 29. and Article 31. of the Articles of Association of the Company with respect to the Board of Directors' meeting and shareholders' meeting as per the details above and deemed appropriate to authorize the a person designed by the Board of Directors to register the amendment to the Articles of Association of the Company with the Department of Business Development, Ministry of Commerce to have the authority to amend, provide additional statements and take actions as per the registrar's order in order to achieve the registration.

Remark: Resolution in this agenda shall be approved by no less than three-fourths of the total votes of shareholders attending the meeting and having voting rights, excluding interested shareholders.

Agenda 11 To consider other matters (if any)

In addition, the Company had published the invitation letter to the shareholders' meeting, together with the enclosures on the Company's website at http://www.nokair.com/investor_relations. The Company; therefore, hereby invites all shareholders to attend the 2020 Annual General Meeting of Shareholders, on Thursday 26 August 2020, at 9.00 a.m., at the Jupiter Room, 3rd Floor, Miracle Grand Convention Hotel, No. 99 Kamphaeng Phet 6 Road, Talat Bangkhen Sub District, Lak Si District, Bangkok 10210. The map of the meeting venue is set out in **Enclosure 10**.

In the event that shareholders are unable to attend the meeting themselves, and they would like to appoint a proxy, those shareholders are requested to fill the details and sign either Proxy Form A or Proxy Form B. In the event that foreign shareholders would like to appoint a custodian, these shareholders shall use Proxy Form C, as set out in **Enclosure 6**.

To protect the rights and benefits of shareholders who are unable to attend the meeting themselves and would like to appoint the independent director of the Company as their proxy to attend the meeting and cast votes on their behalf, the shareholder may grant proxy by using Proxy Form B which appears in the **Enclosure 6**, stating the name of the independent directors whose names and brief profiles are listed in **Enclosure 7**, then submit the Proxy Form B with the supporting



documents, as detailed in **Enclosure 4**, to the Company Secretary Department, Nok Airlines Public Limited Company, 17th Floor, Rajanakarn Building, No. 3 South Sathon Road, Yannawa Subdistrict, Sathon District, Bangkok 10120, Telephone No.02-627-2748 or 02-627-2678. Furthermore, in order to facilitate the verification of the documents, the shareholders are requested to submit all documentation to the Company by 30 July 2020.

In order to avoid touching and decrease the spread of COVID-19 on the date of the shareholders' meeting, the Company shall hold the meeting by arranging the shareholders and proxies who attend the meeting and have questions and comments in relation to the agendas to write the questions and comments in a piece of paper to submit to the Company's officer and moderation shall read such questions and comments. Therefore, the shareholders who do not attend the meeting but have questions and comments in relation to the agendas can submit the questions and comments in advance, together with proxy form attached to the Envelope for post with advice of receipt (without stamp affixed) which the Company has prepared in **Enclosure 13** or submit the questions and comments in relation to the agendas via e-mail address at nok_ir@nokair.com.

It is recommended that the shareholders study the guidelines for registration, for appointing a proxy, and the documents and evidence required to be presented on the meeting date as set out in **Enclosure 4**, as well as the details on procedures for attendance at the meeting as set out in **Enclosure 5**. The Company will conduct the meeting in accordance with the Chapter 6 of the Articles of Association of the Company regarding the Meeting of Shareholders, as set out in **Enclosure 3**.

In order to facilitate the registration of attendees at the 2020 Annual General Meeting of Shareholders, the Company will allow the shareholder and proxies to register their names from 8.00 a.m. on the date of the meeting, at the Jupiter Room, 3rd Floor, Miracle Grand Convention Hotel, No. 99 Kamphaeng Phet 6 Road, Talat Bangkhen Sub-district, Lak Si District, Bangkok 10210. Furthermore, since the Company will use the barcode system in the registration and counting of votes at this meeting, the shareholders and proxies are required to present the registration form as set out in **Enclosure 8** on the date of the meeting along with other documentation as detailed in **Enclosure 4**.

The Company has set the date for determining the names of shareholders who are entitled to attend the 2020 Annual General Meeting of Shareholders (Record Date) to be on 15 July 2020.

Yours faithfully,

-Signed-

(Mr. Wutthiphum Jurangkool)
Chief Executive Officer

As authorized by the Board of Directors of the
Company