

(Translation)

No. 18053

29 November 2019

Subject: Date and Agenda for the 2019 Annual General Meeting of Shareholders
and Dividend Payment

To: President,
The Stock Exchange of Thailand

Airports of Thailand Public Company Limited (AOT) (“The Company”) held the Board of Directors Meeting No. 14/2019 on Friday, 29 November 2019 at AOT Board of Directors Meeting Room, 7th Floor, AOT Head Office Building. The AOT Board of Directors passed resolutions for the 2019 Annual General Meeting of Shareholders date and agenda items as follows:

1. The record date for determining shareholders entitled to attend the 2019 Annual General Meeting of Shareholders and receive dividends will be on 13 December 2019.

2. The 2019 Annual General Meeting of Shareholders will be held on Friday, 24 January 2020 at 14.00 hrs. at Novotel Bangkok Suvarnabhumi Airport Hotel, 999, Moo 1, Nongprue, BangPhli, Samutprakarn.

3. The agenda items of the 2019 Annual General Meeting of Shareholders are as follows:

Agenda Item 1 Matters to be informed to the shareholders

Agenda Item 2 To acknowledge the 2019 operating results

The Board of Directors’ Opinion: The Board of Directors found it appropriate for the Meeting to acknowledge the Company’s 2019 operating results.

Agenda Item 3 To approve the Financial Statements for fiscal year 2019 ended 30 September 2019

The Board of Directors’ Opinion: The Board of Directors found it appropriate for the Meeting to approve the Financial Statements for fiscal year 2019 ended 30 September 2019 which were reviewed by the Audit Committee and audited by the Office of the Auditor General of Thailand, the Company’s auditor, respectively.

Agenda Item 4 To approve the distribution of dividends for fiscal year 2019 operating results

The Board of Directors' Opinion: The Board of Directors found it appropriate for the Meeting to approve the 2019 dividend payment at the rate of Baht 1.05 per share, totaling Baht 14,999,985,000 or equivalent to 60.16 percent of the net profit of the Company's Financial Statements for fiscal year 2019.

The record date for determining shareholders entitled to receive dividends will be on 13 December 2019. The dividend payment will be made on 6 February 2020. The receipt of such dividends shall be within 10 years. However, the right to receive dividends still remains unclear since there must be an approval from the Shareholder's meeting in the first place.

Agenda Item 5 To elect new directors in replacement of those who retire by rotation

1. Article 36 of the AOT Articles of Association prescribes that AOT shall have a committee comprising not less than 5 persons but not over 15 persons who are elected by the Shareholders' meeting to manage its business.

Article 39 of the AOT Articles of Association prescribes that at every Annual General Meeting, one-third (1/3) of the directors shall retire by rotation. Retiring directors may also be re-elected.

2. In the 2019 Annual General Meeting of Shareholders, 5 directors who retire by rotation are as follows:

- (1) Mr. Prasong Poontaneat
- (2) Mr. Manit Nitiprateep
- (3) Mr. Manas Jamveha
- (4) Police General Manu Mekmok
- (5) Mr. Sarawut Benjakul

The Board of Directors' Opinion: The Board of Directors found it appropriate to propose the names of director nominees as screened by the Nomination Committee to the Minister of Transport and the State Enterprise Policy Committee for consideration pursuant to the Office of the Prime Minister's Regulation on the Policy and Governance of State Enterprises B.E.2557 (2014). Upon approval of the aforementioned parties, the following director nominees shall be proposed to the 2019 Annual General Meeting of Shareholders for election in replacement of those who retire by rotation:

- (1) Mr. Prasong Poontaneat
- (2) Mr. Manit Nitiprateep
- (3) Mr. Manas Jamveha
- (4) Police General Manu Mekmok
- (5) Mr. Sarawut Benjakul

However, the directors who have conflict of interest in this matter abstained from voting.

Agenda Item 6 To approve the directors' remuneration

The Board of Directors' Opinion: The Board of Directors found it appropriate for the Meeting to approve the remuneration of directors and subcommittees for 2020 which was in accordance with the Cabinet Resolution dated 24 April 2019 and was approved by the Remuneration Committee as follows:

1. Remuneration of AOT directors

1.1 Each member shall receive monthly remuneration of Baht 35,000. The Chairman shall receive double monthly remuneration. For any tenure of less than a full month, the remuneration shall be made on a pro-rata basis.

1.2 Each member shall receive meeting allowance of Baht 30,000 per attended meeting. The Chairman or the Chairman of the meeting shall receive an extra 25 percent of meeting allowance. The meeting allowance shall be paid once a month. However, if deemed appropriate, the meeting allowance shall be paid more than once a month, but not more than 15 times per year.

2. Remuneration of subcommittees

2.1 Audit Committee

2.1.1 Each member shall receive monthly remuneration of Baht 30,000. The monthly remuneration shall also be paid for the month during which no meeting is held. For any tenure of less than a full month, the remuneration shall be made on a pro-rata basis.

2.1.2 The Chairman of the Audit Committee shall receive an extra 25 percent of monthly remuneration.

2.2 Any Board member who is appointed to be a member of a committee, subcommittee or working group

2.2.1 Meeting allowance of Baht 15,000 per attended meeting

2.2.2 Chairman of the meeting shall receive an extra 25 percent of meeting allowance

2.3 Meeting allowance payment for subcommittees

- Meeting allowance shall only be paid to directors attending the meeting of not more than 2 subcommittees altogether. Each of these subcommittees shall not be paid more than once a month.

- Flat rate monthly remuneration of the Audit Committee shall be included as meeting allowance payment for subcommittees.

3. AOT directors' remuneration package for fiscal year 2020 shall be in the amount of not exceeding Baht 18,000,000.

4. AOT directors' bonus for fiscal year 2019 shall be not more than 0.50 percent of paid dividends. Each member shall receive a bonus of not exceeding Baht 1,500,000 calculated on the basis of the tenure held in fiscal year 2019. The Chairman and Vice Chairman shall receive bonuses at a higher rate than those paid to other directors by 25 percent and 12.5 percent, respectively. However, the President, as a member of the AOT Board of Directors, is not entitled to receive the directors' bonus.

Apart from the above remuneration, there are no other benefits provided to the directors.

Agenda Item 7 To appoint an auditor and determine the auditor's audit fee

The Board of Directors' Opinion: The Board of Directors found it appropriate for the Meeting to appoint the Office of the Auditor General of Thailand (OAG) as the Company's auditor for fiscal year 2020 and fix the audit fee of Baht 7,425,000 which was according to the State Audit Commission's Regulation on the Collection of OAG's Audit Fee B.E. 2562 (2019) and was approved by the Audit Committee.

Agenda Item 8 Other matters (If any)

Please be informed accordingly.

Yours sincerely,



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