

# AIR ASIA Company Limited

## 2023 Important Resolutions of the Remuneration Committee

Date/Period	Content of the proposal	Resolution results	The Company handles the comments of the Remuneration Committee
The 6 <sup>th</sup> Remuneration Committee meeting of the 3 <sup>rd</sup> Session on Feb. 21, 2023	1. 2022 Vice President of the Military Aircraft Business Unit's fine control and compliance incentive bonus case	The proposal as proposed was unanimously approved by the all attending members	The 11 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on Feb. 22, 2023. Resolution of Board of Directors: the proposal as proposed was unanimously approved by all attending Directors. According to the resolution, the Company has completed the payment of salary for Feb. 2023 in accordance with the resolution
	2. Proposal on remuneration for new Financial Supervisor and Accounting Supervisor	The proposal as proposed was unanimously approved by the all attending members	The 11 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on Feb. 22, 2023. Director Accounting & Financial Planning Kuo, Ssu-Tsen and Manager General Accounting Hsiao, Yun-Jou recused due to benefit conflict. Resolution of Board of Directors: the proposal as proposed was unanimously approved by all attending Directors. According to the resolution, the Company adjusts the compensation of Director Accounting & Financial Planning Kuo, Ssu-Tsen and Manager General Accounting Hsiao, Yun-Jou
	3. Gao, Jin-Lan Vice President severance pay case	The proposal as proposed was unanimously approved by the all attending members	The 11 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on Feb. 22, 2023. Resolution of Board of Directors: the proposal as proposed was unanimously approved by all attending Directors. According to the resolution, the Company has issued Gao, Jin-Lan's severance pay for Vice President

Date/Period	Content of the proposal	Resolution results	The Company handles the comments of the Remuneration Committee
The 7 <sup>th</sup> Remuneration Committee meeting of the 3 <sup>rd</sup> Session on May 9, 2023	Discuss the distribution plan of the Company's Manager's 2023 cash capital increase and issue of new shares to grant employees part of the subscription amount	The proposal as proposed was unanimously approved by the all attending members	The 13 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on May 10, 2023. Chairman Lu, Tien-Lin, Director Accounting & Financial Planning Kuo, Ssu-Tsen, Manager General Accounting Hsiao, Yun-Jou and Director of Chairman Office Huang, Chun-Shien recused due to benefit conflict, and Director Chen, Chin-Ming was designated as the deputy chairperson; Resolution of Board of Directors: the proposal as proposed was unanimously approved by all attending Directors and substitute Director. According to the resolution, the Company has processed the Manager's share subscription
The 8 <sup>th</sup> Remuneration Committee meeting of the 3 <sup>rd</sup> Session on Aug. 8, 2023	2024 working plan of the Remuneration Committee	The proposal as proposed was unanimously approved by the all attending members	The 14 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on Aug. 9, 2023. Resolution of Board of Directors: the proposal as proposed was unanimously approved by all attending Directors and substitute Director. According to the resolution, the Company has implemented the 2024 work plan
The 9 <sup>th</sup> Remuneration Committee meeting of the 3 <sup>rd</sup> Session on Nov. 6, 2023	1. Amendment to the "Remuneration Management Measures for Directors and Managers"	The proposal as proposed was unanimously approved by the all attending members	The 15 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on Nov. 8, 2023. Resolution of Board of Directors: the proposal as proposed was unanimously approved by all attending Directors and substitute Director. According to the resolution, the Company has made corrections in accordance with the resolution
	2. Discussion proposal on remuneration for the new Vice President of Finance	The proposal as proposed was unanimously approved by the all attending members	The 15 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on Nov. 8, 2023. Vice President of Finance Kuo, Ssu-Tsen recused due to benefit conflict. Resolution of Board of Directors: the proposal as proposed was unanimously approved by all attending Directors and substitute Director. According to the resolution, the Company has adjusted the salary of Vice President Kuo, Ssu-Tsen in accordance with the resolution

Date/Period	Content of the proposal	Resolution results	The Company handles the comments of the Remuneration Committee
The 9 <sup>th</sup> Remuneration Committee meeting of the 3 <sup>rd</sup> Session on Nov. 6, 2023	3. The case of incentive bonuses for the Managers in the cash capital increase and issuance of new shares	Director of Huang, Chun-Shien recused due to benefit conflict; The proposal as proposed was unanimously approved by the all attending members	The 15 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on Nov. 8, 2023. Vice President of Finance Kuo, Ssu-Tsen and Director of Huang, Chun-Shien recused due to benefit conflict. Resolution of Board of Directors: the proposal as proposed was unanimously approved by all attending Directors and substitute Director. According to the resolution, the Company has completed the payment of salary for Nov. 2023 in accordance with the resolution
	4. The case of incentive bonuses for the Managers in the TH-67 Strategic Fleet Maintenance Project	The proposal as proposed was unanimously approved by the all attending members	The 15 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on Nov. 8, 2023. Chairman Lu, Tien-Lin recused due to benefit conflict, and Director Chen, Chin-Ming was designated as the deputy chairperson; Resolution of Board of Directors: the proposal as proposed was unanimously approved by all attending Directors and substitute Director. According to the resolution, the Company has completed the payment of salary for Nov. 2023 in accordance with the resolution
	5. The case of incentive bonuses for the Managers in the Osprey-30 radar investment project	After discussion by all attending members, it was unanimously passed as proposed, and the attached resolutions: the agenda working group is requested to study and amend the "Remuneration Management Measures for Directors and Managers"	The 15 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on Nov. 8, 2023. Chairman Lu, Tien-Lin recused due to benefit conflict, and Director Chen, Chin-Ming was designated as the deputy chairperson; Resolution of Board of Directors: this proposal was discussed by all attending Directors and substitute Director, and it was unanimously agreed to be passed in accordance with the recommendation of the Remuneration Committee and Director Yang, Ya-Po. According to the resolution, the Company has completed the payment of salary for Nov. 2023 in accordance with the resolution

Date/Period	Content of the proposal	Resolution results	The Company handles the comments of the Remuneration Committee
The 10 <sup>th</sup> Remuneration Committee meeting of the 3 <sup>rd</sup> Session on Dec. 18, 2023	The proposal of company's 2023 year-end bonus of Chairman and managers	<p>When the Chairman and manager's year-end bonuses were discussed sequentially up to Director of Huang, Chun-Shien, the parties concerned avoided the meeting due to interests; after the discussion of the case by all the attending committee members, the unanimous resolution was as follows:</p> <p>(1) Explanation (2) add "pre -tax profit" and "total annual bonus issuance total amount", and supplement the provisions of the "Methods of The Year-End Bonuses"</p> <p>(2) Please study the "Remuneration Management Measures for Directors and Managers "and "Methods of The Year-End Bonuses" and discuss the 4th Remuneration Committee</p> <p>(3) It is suggested to adjust the performance and number of months of year-end bonus for Chairman Lu, Tien-Lin and Vice President Li, Chung-Lin to 2.4 months, and the amount of year-end bonus to NT\$451,200 and NT\$318,240 respectively. The year-end bonuses for the other managers were passed as required</p>	The 16 <sup>th</sup> Board of Directors' Meeting of the 9 <sup>th</sup> Session on Dec. 19, 2022. Chairman Lu, Tien-Lin, Vice President of Finance Kuo, Ssu-Tsen and Director of Chairman Office Huang, Chun-Shien recused due to benefit conflict, and Director Chen, Chin-Ming was designated as the deputy chairperson; Resolution of Board of Directors: This case was discussed by all attending Directors and substitute Director, and it was unanimously agreed to be passed in accordance with the recommendation of the Remuneration Committee. According to the resolution, the Company has completed the distribution on Feb. 2, 2024