

Invitation to

The 2021 Annual General Meeting of Shareholders (No. 72)

Allianz Ayudhya Capital Public Company Limited
Friday, April 30, 2021 at 14.30 hours

Registration at 12.30 hours

Park View 1, 4th floor,
Bliston Suwan Park View Hotel,
9 Soi Tonson, Ploenchit Road,
Lumpini, Pathumwan, Bangkok 10330









No Tokens to be given: In order to comply with transparency policy and guideline for good corporate governance campaigned by the supervisory authorities Re: decrease or cancellation of tokens giving at the Annual General Meeting of Shareholders, there will be no tokens to be given to the shareholders at the AGM of the Company. However, the Company still provide a set of snack to the shareholders or their attending proxies who attend the Meeting (one set per one person)

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March 26, 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders (No. 72)

To: Shareholders
Allianz Ayudhya Capital Public Company Limited

- Attachment:
1. Minutes of the 2020 Annual General Meeting of Shareholders (No. 71)
 2. The 2020 Annual Registration Statement /Annual Report (Form 56-1 One Report) in QR code, the Registration Form and QR Code Downloading procedures for the 2020 Form 56-1 One Report
 3. Information of individuals nominated as directors to replace directors retired by rotation and qualifications of the Independent Directors of the Company
 4. Information of the Proposal from the Auditor for the year 2021
 5. Information of the Independent Directors and Non-Executive Director proposed by the Company as proxy of shareholders
 6. The Company's Articles of Association in relation to the 2021 Annual General Meeting of Shareholders
 7. Explanation on the appointment of proxy, registration process, registration documents, vote casting and counting, and meeting procedure
 8. Proxy Form B and Form C
 9. Map of the venue of the 2021 Annual General Meeting of Shareholders
 10. Precautionary Measures and Guidelines for Holding the 2021 Annual General Meeting of Shareholders under the Pandemic of Coronavirus 2019 (COVID-19) and COVID-19 screening questionnaire
 11. Requisition Form for the Printed Copy of 2020 Form 56-1 One Report

Notice is hereby given by virtue of resolution of the Board of Directors of Allianz Ayudhya Capital Public Company Limited, as its meeting No. 1/2021, held on February 25, 2021 to convene the Annual General Meeting of Shareholders of the year 2021 ("the **Shareholders' Meeting**) on **Friday, April 30, 2021 at 14.30 hours** at Park View 1, 4th floor, Bliston Suwan Park View Hotel, 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330, to consider the matters under the agenda together with the opinions of the Board of Directors as follows:

Agenda 1 To Consider and Adopt the Minutes of the 2020 Annual General Meeting of Shareholders (No. 71), held on July 31, 2020

Facts and Rationale: The Company prepared the Minutes of the 2020 Annual General Meeting of Shareholders, held on July 31, 2020, submitted them to the Stock Exchange of Thailand and published on its website www.ayud.co.th The Minutes delivered to the Company's shareholders together with this Invitation to the 2021 Annual General Meeting of Shareholders according to **Attachment No. 1.**

Board of Directors' Opinion: Consider it appropriate to propose and adopt that the said Minutes of the 2020 Annual General Meeting of Shareholders (No. 71) be certified as true and correct records and be approved by the 2020 Annual General Meeting of Shareholders.

Voting: The resolution for this Agenda requires a majority vote of shareholders attending the meeting and casting their votes. (Article 39. of the Company's Articles of Association)

Agenda 2 **To Acknowledge the Board of Directors' Report on 2020 Operating Results**

Facts and Rationale: The Board of Directors has summarized the Directors' Report on the Company's performance and significant changes for the year 2020, which forms part of the Company's 2020 Annual Report delivered to the Company's shareholders together with this Invitation to the 2021 Annual General Meeting according to **Attachment No. 2.**

Board of Directors' Opinion: Consider it appropriate to propose to the 2020 Annual General Meeting for its acknowledgement of the 2020 operating results and other information of the Company.

Voting: This Agenda is for acknowledgement and voting is not required.

Agenda 3 **To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2020, together with the Auditor's Report**

Facts and Rationale: In compliance with Section 112 of the Public Limited Company Act B.E. 2535, as amended (the "PLCA") which prescribes that the Company shall prepare the annual financial statements as of the last day of accounting period of the Company which have been audited by the auditor prior to submission to the Annual General Meeting for consideration and approval. The statement of financial position as of December 31, 2020, the statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flow for the year 2019, which were approved by the Audit Committee, and audited and certified by the Company's auditor, are presented in the 2020 Form 56-1 One Report delivered to all shareholders together with this Invitation to the 2021 Annual General Meeting according to **Attachment No. 2.**

Board of Directors' opinion: Consider it appropriate to propose that the 2020 Annual General Meeting of Shareholders consider and approve the financial statement for the year ended December 31, 2020, the statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flow for the year 2020, which were approved by the Audit Committee, and audited and certified by the Company's auditor.

Voting: The resolution for this Agenda requires a majority vote of shareholders attending the meeting and casting their votes. (Article 39. of the Company's Articles of Association)

Agenda 4 **To Consider and Approve the Appropriation of Profit from the Company's Performance in 2020 and Acknowledge the Interim Dividend Payment**

Facts and Rationale: The Company has a policy to pay dividend of not less than 60% of net profit each year based on the operating results and the resolution at the shareholders' meeting by considering from the consolidated financial statements. Therefore, the Company can pay dividends to shareholders by Section 115 and Section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 44 of the Company's Articles of Association, which prohibit payment of dividends out of funds other than profit, and require the Company to allocate part of its annual net profit as reserve fund until this reserve is not less than the rate specified by law.

According to the Company's consolidated financial statements for the year ended December 31, 2020, the Company had net profit in the amount of Baht 631,114,299 (Six hundred and thirty-one million, one hundred and fourteen thousand, two hundred and ninety-nine baht) or 1.63 Baht/share and in the separated financial statements of the company's net profit amounted to Baht 425,219,265 (Four hundred and twenty-five million,

two hundred and nineteen thousand, two hundred and sixty-five) or 1.10 Baht/share. The Company's financial statement ended December 31, 2020 are presented in the 2020 Form 56-1 One Report/Annual Report delivered to all shareholders together with this Invitation to the 2021 Annual General Meeting of Shareholders according to **Attachment No 2**.

The aggregate dividend payment for the whole year of 2020 was 1.52 Baht /share or a total dividend payout ratio of 93.75 % of net profit for the year of consolidated financial statements. The Company's Board of Directors approved a resolution on August 14, 2020 for an interim dividend payment of THB 0.75 per share, amounting to Baht 291,950,198 (Two hundred ninety-one million nine hundred fifty thousand one hundred ninety-eight baht) which was paid on September 11, 2020 from the retained earnings, and the remaining approved dividend was THB 0.77 Baht/share.

The Record Date for specifying the list of shareholders' names who are entitled to attend and vote in the 2021 Annual General Meeting of Shareholders and to receive dividends will be March 12, 2021. However, the right to receive the dividend is subject to the 2021 AGM of Shareholders' approval, and the dividend payment will be made on May 13, 2021.

Board of Directors' opinion: Consider it appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the allocation of appropriation of profit and acknowledge the interim dividend payment from the Company's performance in 2020 at the rate of 1.52 Baht/share, equivalent to 93.75 % of the consolidated net profit. In August 2020, the Board of Directors' Meeting resolved to pay interim dividend of Baht 291,950,198 (Two hundred ninety-one million nine hundred fifty thousand one hundred ninety-eight baht) or 0.75 Baht/share from the operating result of the first half of 2019. Such dividend was paid on September 11, 2020.

Comparison of divided distribution in the year 2020 with the previous year is summarized as follows:

Details of Dividend Payment	2020	2019	2018
1. Net profit from consolidated financial statements (Baht)	631,114,299	189,628,226	750,248,303
2. Number of ordinary shares			
2.1 Number of ordinary shares paid for interim dividend	389,266,931	384,910,061	293,905,225
2.2 Number of ordinary shares paid for Annual dividend	389,266,931	384,964,961	-
3. Total dividend payment for the performance of the year (Baht/share)	1.52	1.50	0.75
3.1 Interim Dividend	0.75	0.75	0.75
3.2 Annual Dividend	0.77	0.75	-
4. Total Dividend Payment	591,685,735	577,406,266	220,428,918
5. Proportion of dividend on consolidated net profit (Percent)	93.75	304.49	29.38

Voting: The resolution for this Agenda requires a majority vote of shareholders attending the meeting and casting their votes. (Article 39. of the Company's Articles of Association)

Agenda 5 **To Consider and Elect the Directors to Replace those Retiring by Rotation**

Fact and Rationale: Pursuant to Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the “PLCA”) and Article 19 of the Company’s Articles of Association, at every annual general meeting, one-third (1/3) of the directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3), shall retire from office. A retiring director may be re-elected by the meeting of the shareholders.

The following five (5) directors are due to retire this year:

1. Mr. Narong Chulajata Independent Director and
Member of Audit Committee
2. Mr. Vichit Kornvityakoon Independent Director and
Member of Audit Committee
3. Mrs. Claudia Salem Director
4. Mr. Lars Heibutzki Director
5. Ms. Jarunee Chaisupakitsin Director

The Company had provided an opportunity for shareholders to nominate qualified candidates for election as the Company’s director during December 1, 2020 to January 31, 2021 pursuant to the criteria disclosed on the Company’s website. However, no shareholder proposed any agenda for the Annual General Meeting of Shareholders nor was a candidate nominated for the Company’s directorship.

Nomination and Remuneration Committee further considered the qualifications of the directors according to the PLCA and the Notifications of the Office of Securities and Exchange Commission (the “SEC”) to serve as the Company’s Board of Directors. Therefore, the NRC hereby proposes to the Board to consider and approve the re-election of the 5 retiring directors to serve as the Company’s directors for another term

Information of individuals nominated as the directors to replace directors retired by rotation as well as the qualifications of the Independent Director of the Company was delivered to the Company’s shareholders together with this invitation to the 2021 Annual General Meeting of Shareholders according to **Attachment No. 3.**

Board of Directors’ Opinion: The Board of Directors, excluding directors with conflict of interest in the agenda has deliberately considered qualifications of each candidate and approved as proposed by the Nomination and Remuneration Committee to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the re-election of five (5) retiring directors to serve as the Company’s directors for another term as follows:

1. Mr. Narong Chulajata Independent Director and
Member of Audit Committee
2. Mr. Vichit Kornvityakoon Independent Director and
Member of Audit Committee
3. Mrs. Claudia Salem Director
4. Mr. Lars Heibutzki Director
5. Ms. Jarunee Chaisupakitsin Director

Voting: The resolution for this Agenda requires that each of the individuals nominated as director to replace the directors who retire by rotation receives the approval of the meeting by a majority vote of shareholders attending the meeting and casting their votes. (Article 39. of the Company’s Articles of Association)

Agenda 6 **To Consider and Approve the Directors' Remuneration for the Year 2021**

Fact and Rationale: The Board has a policy to determine the remuneration for the directors and sub-committee members at the appropriate rate, taking into account various factors as follows:

1. Duty and responsibility of each director
2. Remuneration rate of other companies in the same industry
3. Remuneration rate of other listed companies in the Stock Exchange of Thailand (SET)
4. Business expansion and growth in company's profit
5. Other factors

However, the remuneration of each director and sub-committee members has to be approved by the Nomination and Remuneration Committee before proposing to the shareholders for approval.

Board of Directors' Opinion: Agreed to determine the remuneration of the Company's directors and sub-committee members for the year 2021 at the amount not more than Baht 11,000,000 (Eleven million baht).

The Company's Nomination and Remuneration Committee has thoroughly considered and determined the remuneration for the directors in compliance with Allianz Fit & Proper Policy that applies to all Allianz Global and Allianz's operating entities and by comparing the above-mentioned rate with the rate of other companies in the same industry taking into account the duty and responsibility of each director including business expansion and growth in company's profit.

Considered as proposed by the Nomination and Remuneration Committee to amend the scheme of the Directors' Remuneration and Bonus to align with Allianz Fit & Proper Policy that applies to all Allianz Global and Allianz's operating entities. Therefore, the proposed remuneration for members of Board and other sub-Committees for the year 2021 at amount not more than Baht 11,000,000, increased from previous years Baht 1,000,000 due to remuneration from Vice Chairman which details are as follows:

Directors' Remuneration*	2021 (year of proposal)**	2020	2019	Remark
	Not more than Baht 11,000,000	Not more than Baht 10,000,000	Not more than Baht 10,000,000	change of remuneration from 2021 in the amount of Baht 1,000,000

Remark: *This includes the remuneration for the subcommittees.

** The proposed remuneration is subject to the approval of the shareholders at the 2021 Annual General Meeting of Shareholders.

Directors' Remuneration consists of

- 1) A monthly retainer fee:

Chairman of the Board	Baht 40,000/ month
Vice Chairman of the Board	Baht 38,000/ month
Director of the Board	Baht 35,000/ month

- 2) Attendance fee: paid on actual attendance; including conference call or video conference:

All Directors	Baht 20,000 /time/person
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- 3) In addition to monthly retainer fee, remuneration for sub-committee's members would be paid for all positions of sub-committee's members including the Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee:

Chairman of Sub-committee	Baht 22,500 / month
Member of Sub-committee	Baht 12,500 / month

- 4) Annual Bonus (to be calculated in proportion to the period of each director's service subject to annual review and shareholders' approval):

Chairman of the Board	Baht 912,000
Vice Chairman of the Board	Baht 866,400
Director of the Board	Baht 433,000

- 5) Other benefits – None –

Members of Board of Directors who are also members of the Board of Management of the Company or under Management under Allianz Fit & Proper Policy are not compensated to avoid a conflict of interest.

Voting: The resolution for this Agenda requires a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.
(Article 38. of the Company's Articles of Association and Section 90 of Public Company Limited Act)

Agenda 7 **To Consider and Appoint the Auditors and the determination of Auditors' Remuneration for the Year 2021**

Facts and Rationale: In compliance with Section 120 of the PLCA which prescribes that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year; and in appointing the auditor, the former auditor may be re-appointed.

Further to the proposal by the Audit Committee, the Board has recommended that the following auditors from PricewaterhouseCoopers ABS Ltd. (PwC):

Ms. Sakuna Yamsakul Certified Public Accountant Registration No. 4906 or;
Mr. Paiboon Tunkoon Certified Public Accountant Registration No. 4298 or;
Mr. Boonlert Kanolchanokkul Certified Public Accountant (Registration) No.5339 or;
Ms. Sinsiri Thangsombat Certified Public Accountant Registration No.7352

be appointed as the Company's auditor for the year 2021 for the **second year** of his/her service for the Company. In the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABS Ltd. (PwC) is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's financial statements in his/her place.

The audit fee for the Year 2021 shall not be more than Baht 2,409,000 (Two million four hundred and nine thousand baht) excluding out of pocket expenses. The proposed audit fee for the year 2021 slightly increases from the audit fee approved last year due to the following factors:

- 1) Knowledge of the auditor on accounting and auditing standards, capability to manage and complete audit work efficiently, standard of the audit firm to control quality of audit job and other services provided to the Company including advice and clarification on the new accounting standards and update of other information. The year 2021 is the second year of the proposed appointment PricewaterhouseCoopers ABS Ltd. (PwC) as the Company's auditor.
- 2) Reputation as auditor and track record of providing audit services to other companies in the same industry. Auditors of PricewaterhouseCoopers ABS Ltd. (PwC) have been appointed to be auditors of several listed insurance/financial service company.
- 3) Appropriate and comparable audit fee rate with other listed companies.
- 4) Other business relationship with the Company and controlling person which might give rise to conflict of interest. PricewaterhouseCoopers ABS Ltd. (PwC) has not had any other business relationship with the Company and the Company does not use other services from PricewaterhouseCoopers ABS Ltd. (PwC), except on audit matters.

Therefore, PricewaterhouseCoopers ABS Ltd. (PwC) proposed audit fee for the fiscal year 2021 not more not more than Baht 2,409,000 (Two million four hundred and nine thousand baht) excluding out of pocket expenses and non-audit fee.

Board of Directors' Opinion: The Audit Committee agreed as the Board's Opinion.

1. Appointment of the following auditors from PwC to be the auditors of the Company for the fiscal year 2021:
 - Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906 or;
 - Mr. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298 or;
 - Mr. Boonlert Kamolchanokkul Certified Public Accountant (Thailand) No.5339 or;
 - Ms. Sinsiri Tangsombat Certified Public Accountant (Thailand) No.7352

Be appointed as the Company's auditor for the year 2021 for the second year of his/her service for the Company. In the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABS Ltd. (PwC) is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's consolidated financial statement in his/her place.

It is noted that PricewaterhouseCoopers ABS Ltd. (PwC) and the auditors named above are the auditors approved by the Office of the Securities and Exchange Commission, and have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties. Information of the proposed auditors for the year 2021 are delivered to the Company's shareholders together with this invitation to the 2021 Annual General Meeting of Shareholders according to **Attachment No. 4.**

The auditor of the Company and the auditor of its subsidiary and its associated company are of the same auditing firm. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

2. Approval of the Company's audit fee of not more than Baht 2,409,000, excluding out of pocket expenses. The details of audit fee are as follows:

	2021 proposed (PWC)	2020 (PWC)
1. Annual Audit Fee	Baht 530,000	Baht 530,000
2. Quarterly Financial Statements Audit Fee (3 quarters)	Baht 390,000	Baht 390,000
3. Consolidated Financial Statement Audit Fee	Baht 320,000	Baht 320,000
4. Consolidated Financial Statement (3 quarters)	Baht 480,000	Baht 480,000
5. Equity taking of associated company*	Baht 470,000	Baht 470,000
6. Increment fee due to scope change, if any (to be determined)	Baht 219,000	-
Total	Baht 2,409,000	Baht 2,190,000

Note: *Fee from auditing and reviewing the financial information of the Company's associate at the amount of Baht 470,000.

Voting: The resolution for this Agenda requires a majority vote of shareholders attending the meeting and casting their votes. (Article 39. of the Company's Articles of Association)

Agenda 8 **To Consider any Other Business**

All shareholders are cordially invited to attend the 2021 Annual General Meeting of Shareholders on Friday, April 30, 2021 at 14.30 hours at Park View 1, 4th floor, Bliston Suwan Park View Hotel, 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330. Registration will open at 12.30 p.m.

Any shareholder who is unable to attend the meeting and wishes to appoint other person as his/her proxy and vote at the meeting on his/her behalf must fill in and sign as appropriate Proxy Form B. as enclosed herewith **Attachment No. 8** or download Proxy Form A. or Form B. or Form C. (Form C. is applicable only

to foreign shareholders as registered in the registration book who have custodian in Thailand) from the Company's website at www.ayud.co.th. Alternatively, shareholder may authorize one of the Company's Independent directors or Non-Executive Director to attend and vote on his/her behalf. Details of the Independent Directors and Non-Executive Director proposed by the Company as proxy of shareholders can be found in **Attachment No. 5** as enclosed herewith. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the meeting.

In this regard, any shareholder wishing to appoint another person or directors proposed by the Company as his/her proxy to attend and vote at the meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents to the Company by Friday, April 23, 2021 with attention to the Company Secretary of Allianz Ayudhya Capital Public Company Limited at No. 898 Ploenchit Tower, 14th Floor, Legal Department, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330 or to present the form and accompanying documents to designated person of the Company prior to the commencement of the meeting.

The record date is scheduled on Friday, March 12, 2021 (Record Date) for determining the shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (No. 72).

Please be informed to attend the meeting of shareholders at the venue on the date and time mentioned above accordingly.

Yours sincerely,



(Mr. Thomas Charles Wilson)
Director and President & CEO
On behalf of the Board of Directors
Allianz Ayudhya Capital Public Company Limited

Note: All shareholders can access the Invitation to the 2021 Annual General Meeting and all related documents at the Company's website (www.ayud.co.th) from March 26, 2021. If any shareholders has a query regarding the agenda of the 2021 Annual General Meeting, please send the query in advance via email at cs@azay.co.th or via registered mail to the Company Secretary of Allianz Ayudhya Capital Public Company Limited at No. 898 Ploenchit Tower, 14th Floor, Legal Department, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330.

Minutes of the 2020 Annual General Meeting of Shareholders
Allianz Ayudhya Capital Public Company Limited
On July 31, 2020, Grand Ballroom, Grand Hyatt Erawan Bangkok
No. 494 Ratchadamri Road, Lumpini, Pathumwan, Bangkok 10330

Allianz Ayudhya Capital Public Company Limited (the “Company”) held its Annual General Meeting at 1400 hours on Friday 31 July 2020, at Grand Ballroom, Grand Hyaat Erawan Hotel, Bangkok, #494 Ratchadamri Road, Lumpini, Pathumwan, Bangkok 10330. The Company had set the Record Date of Friday, June 30, 2020 to determine names of the shareholders eligible to attend the 2020 Annual General Meeting of Shareholders (the “Meeting”). The number of entitled shareholders on the Record Date was 1,522 shareholders, holding 389,266,931 shares in total.

Dr. Jamlong Atikul, the Chairman of the Meeting (the “Chairman”), presided over the Meeting and welcomed the shareholders to the Company’s 2020 Annual General Meeting of Shareholders. The Chairman informed the Meeting that there were 61 shareholders attending in person, representing 1,650,026 shares, and 88 shareholders attending by proxy, representing 307,128,564 shares, which in total amounted to 149 shareholders, representing 308,778,590 shares, equivalent to 79.3231 percent of the Company’s total issued shares (389,266,931 shares). Hence, a quorum was constituted pursuant to the Company’s Articles of Association and the Chairman commenced the Meeting to consider the matters in accordance with the agenda items.

The Chairman then declared the 2020 Annual General Meeting of Shareholders opened and introduced all directors who were attending the Meeting as follows:

Directors attending the Meeting

- | | |
|---------------------------------|---|
| 1. Dr. Jamlong Atikul | Independent Director and Chairman of the Board |
| 2. Mr. Sorasit Soontornkes | Independent Director and Chairman of Audit Committee |
| 3. Mr. Suwat Laicharoensup | Independent Director, Audit Committee Member and Chairman of NRC |
| 4. Mr. Vichit Kornwitthayakoon | Independent Director, Audit Committee Member and Chairman of the Corporate Governance Committee |
| 5. Miss Nopporn Tirawattanagool | Director and NRC Member |
| 6. Mrs. Wanna Thamsirisup | Director and Corporate Governance Committee Member |
| 7. Mr. Bryan James Smith | Director and President & CEO |
| 8. Mr. Jan-Christian Rosemeyer | Director and Country Chief Financial Officer |
| 9. Mr. Robert Paul Grey | Director |
| 10. Mr. Laksna Thongthai | Director |
| 11. Mr. Lars Heibutzki | Director and NRC Member * |

* Director attended the Meeting via Conference Call according to Emergency Decree on Electronic Meetings, B.E. 2563 (2020)

The number of the attending directors represented 73.3% (seventy-three point three percent) of the Company's total number of directors. The total number of the members of the Board of Directors is 15 (Fifteen).

At present, the Company has three sub-committees, i.e. Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee.

Executives attending the Meeting

- | | |
|--------------------------------|---|
| 1. Miss Jarunee Chaisupakitsin | Country Chief Accounting Officer and Head of P&C Accounting |
| 2. Ms. Narissara Udomvongsa | Head of Legal, Senior Vice President – Legal Department |

Auditors attending the Meeting

- | | |
|----------------------------|--|
| 1. Ms. Nisakorn Songmanee | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., |
| 2. Ms. Lasita Magut | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., |
| 3. Ms. Jutarut Kunvuttinun | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., |

External Legal Advisor who acted as the voting inspector attending the Meeting

- | | |
|--------------------|------------------------------|
| Ms. Samata Masagee | DLA Piper (Thailand) Limited |
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Preliminary Proceedings before the Meeting

Before starting with the agenda items, the Chairman informed that he would like to take the opportunity to pay tribute to Mr. Veraphan Teepsuwan, the late Chairman of the Company and Mr. Virojn Srethapramotaya, Director of the Company and late President and CEO of Sri Ayudhya General Insurance PCL. Their visions and ambitions to build a solid, resilient organization that could protect and secure the Company's future has become a reality. Because of their tireless dedication, service and contribution, the Company is now stronger and ready to seize new opportunities that would arise in the future.

Mr. Veraphan was known as “the Chairman of AYUD”. He was born on October 4, 1941 and passed away on May 14, 2019. He was only 78 years old. With more than a 50-year dedicated working life, he was well known as an expert in finance, banking, and television businesses. He started working at the Bureau of the Budget under the Office of the Prime Minister and received a scholarship from Thailand International Cooperation Agency, Ministry of Foreign Affairs, to continue his Master's Degree in Business at Northeastern University. He was appointed Chairman of the Board of the Company from 2002 to 2019. At the same time, he also served as Chairman of 8 other companies, including Bank of Krungsri Public Company Limited (“BAY”) and Siam City Cement Public Company Limited, as Vice Chairman of Eastern Star Real Estate Public Company Limited and as Director of Exclusive Senior Care International Company Limited and BBTV Company Limited. He also served as a member of the board of directors of 24 companies. His work and management was always referred to by anyone who knew him very well as having been managed from his brain and heart. That was

actually the best reflection of his character in terms of both living and working styles. With reference to his role as the Company's Chairman, he initiated the search for and found a strategic partner for the Company and laid a solid foundation for the Company until it became Allianz Ayudhya Capital Public Company Limited today.

Mr. Virojn Srethapramotaya served as a Director of the Company for 21 years, from February 27, 1998 to the year 2019; and he was the Chairman of Sri Ayudhya General Insurance Public Company Limited ("SAGI") from 2011 to 2019. He was an Authorized Director of BAY since 2010. He graduated from Chulalongkorn University where he received a Bachelor's Degree in Accounting and received a Master's Degree from Jacksonville State University, Florida, USA. As a director of the Company and Chief Executive Director and President of SAGI, he had the vision to create a balanced business position of the organization in the midst of an active and fast business environment and a digital world. He was also a member of the management team that decided to be the strategic partner with Allianz and create Allianz Ayudhya General Insurance Public Company Limited.

Prior to considering the matters in accordance with the agenda items, the Chairman assigned Ms. Chawandhorn Muangmee, the Company Secretary, to inform the shareholders of the voting procedures and vote counting as follows:

1. In casting votes, one (1) share shall have one (1) vote pursuant to Clause 39 of the Company's Article of Association.
2. Vote counting for each agenda item shall be conducted according to two scenarios as follows:
 - 2.1 The Chairman shall request the Meeting to vote on each agenda item by asking a shareholder or proxy to affix the mark "approve," "disapprove" or "abstain" in the ballot of each agenda item. The Company shall collect the ballots of disapproval or abstention. The Chairman shall ask whether any shareholder or proxy disapproves or abstains from voting. If any shareholder or proxy disapproving or abstaining from voting in the agenda item completes his/her vote, he or she shall raise his or her hand for the staff to collect the ballot and count the vote on a Barcode System. The vote counting shall be done by deducting the disapproving and abstaining votes, as well as void ballots (if any), from the total votes in the Meeting. Therefore, all remaining votes shall be deemed as approving votes.

A shareholder or proxy would have the number of votes equivalent to the number of shares that he/she or a proxy grantor held and casts vote of approval in each agenda item. He/she shall keep the ballots and return them to the staff after the Meeting is adjourned. The voting in this Meeting will be conducted openly and all ballots, therefore, will be collected for transparency for the vote counting.

Except for agenda item 5, to Approve the Appointment of the Directors to Replace Those Retired by Rotation, the Company would collect all the ballots (on which each shareholder must also mark his/her vote in only one relevant box) from all shareholders/proxies during the voting at the Meeting, by collecting the disapproving and abstaining votes first whereby shareholders of these votes shall raise their hands for the staff to collect. The approving ballots shall be collected last.

Any vote casted in the following circumstances shall be considered void:

- (1) A ballot with marks in more than one box; or
- (2) A ballot with a vote that has been crossed out without signature affixed

2.2 In a case where a shareholder appointing a proxy to attend the Meeting has clearly cast his or her vote on each agenda item in the proxy form beforehand, the Company shall count the votes cast in the proxy form in respect of the resolution for such agenda item. As these votes have been collected and recorded for processing in advance by computer, the proxies attending the Meeting thus shall not receive ballots from the Company.

3. The resolution for each agenda item had to be approved and passed as follows:
 - Agenda item No. 1, 3, 4, 5 and 7 had to be approved by a majority vote of shareholders attending the meeting and casting their votes. Abstentions would not be counted.
 - Agenda item No. 6 had to be approved by a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting. Abstentions would be counted.
 - Agenda item No. 8 had to be approved by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting. Abstentions would be counted.
4. Details of the result of vote counting for each agenda item shall be summed up and announced to the Meeting before the Meeting adjourned.
5. Any shareholder or proxy, who arrives after the Meeting has begun, shall have the right to vote on the agenda item being considered and the subsequent agenda items only.
6. Any shareholder or proxy who would like to leave the Meeting before it is adjourned is required to return his or her ballots by dropping them in the designated box.
7. Due to the current outbreak of COVID-19, the Meeting would be conducted in the most concise manner. If shareholders wish to ask questions, the Company kindly requests shareholders to submit the questions in writing and drop them in the designated box instead of speaking through the microphone. The answers will be given in the Meeting or published on the Company's website within one week after the Meeting.
8. The next meeting of shareholders will not have the agenda item regarding the consideration and approval of the Minutes of the 2020 Annual General Meeting of Shareholders. The Company shall disclose the Minutes of the 2020 Annual General Meeting of Shareholders in Thai and English on the Company's website and through the information disclosure system of the Stock Exchange of Thailand (the "SET") within 14 days from the date of the Meeting. In addition, shareholders shall be given an opportunity to make inquiries or give their comments regarding the Minutes of the Meeting.

9. The Company had provided an opportunity for shareholders to nominate qualified candidates for election as the Company's directors during December 1, 2019 to January 31, 2020 pursuant to the criteria disclosed on the Company's website. However, no shareholder proposed any matter or agenda item for the 2020 Annual General Meeting to consider nor was a candidate nominated for the Company's directorship. As such, there were 9 agenda items in the Meeting.

The Meeting commenced

The Chairman commenced the Meeting for the consideration of the matters under the agenda item in the invitation delivered to the shareholders as follows:

Agenda 1 To Consider and Adopt the Minutes of the 2019 Annual General Meeting (No. 70), held on April 26, 2019

The Chairman proposed that the shareholders adopt the Minutes of the 2019 Annual General Meeting, held on April 26, 2019. The Minutes were submitted to the Stock Exchange of Thailand and publicly disclosed on the Company's website and were delivered to the Company's shareholders together with the invitation to this Meeting according to attachment No. 1. The Board of Directors proposed that the Minutes of the 2019 Annual General Meeting (No. 70) be approved and adopted by the 2020 Annual General Meeting.

The Chairman then asked the Meeting if there were any questions or suggestions. There was no comment or question. The resolution for this agenda item required a majority vote of shareholders attending the Meeting and casting their votes. The Chairman reported the result of the voting as follows:

Approved	308,780,300	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

Resolution: That the Meeting, by a unanimous vote of shareholders attending the meeting and casting their votes, approved and adopted the 2019 Annual General Meeting, held on April 26, 2019

Agenda 2 To Acknowledge the Board of Directors' Report on 2019 Operating Results

The Chairman assigned Mr. Jan-Christian Rosemeyer, Director and Country Chief Financial Officer, to report to the Meeting on the Directors' Report on 2019 operating results of the Company's performance. The Directors' Report included the Company's performance and significant changes during the year 2019, which was a part of the Company's 2019 Annual Report delivered to the shareholders in QR Code format together with the invitation according to the Attachment 2.

The Chairman informed that apart from conducting a high quality and profitable business, the Company placed utmost importance on operating with good corporate governance. In 2019, the Company received the renewal of its three-year membership as a certified Action Coalition against Corruption Private Sector ("CAC") member from the CAC Council, which identifies the Company as a good role model, adhering to anti-corruption policies in all aspects.

The Chairman then asked the Meeting if there were any questions or suggestions. There was no comment or question. This agenda item was for acknowledgement only; therefore, voting was not required.

Resolution: The Meeting acknowledged the Board of Directors' Report on 2019 Operating Results.

Agenda 3 To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2019, together with the Auditor's Report

The Chairman informed the Meeting that in compliance with Section 112 of the Public Limited Company Act B.E. 2535, as amended (the "PLCA"), which prescribes that the Company shall prepare annual financial statements as of the last day of the accounting period of the Company which shall have been audited by the auditor prior to submission to the Annual General Meeting for consideration and approval. The Chairman informed the Meeting that the Balance Sheet and Financial Statement for the year ended December 31, 2019 were audited and certified by auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and reviewed by the Audit Committee as detailed in the 2019 Annual Report, which had been distributed to the shareholders. The Chairman assigned Mr. Jan-Christian Rosemeyer, Director and Country Chief Financial Officer, to report to the Meeting the details of the 2019 audited financial statement of the Company. Mr. Jan-Christian Rosemeyer reported to the Meeting as follows:

There were three significant interlinked transactions that were successfully completed on April 30, 2019 and impacted the Financial Statement and Balance Sheet for the year ended December 31, 2019. Because of these transactions, three companies – Allianz Ayudhya Assurance PCL, Allianz Ayudhya General Insurance PCL and Allianz Ayudhya Capital PCL – were now using the same brand name and logo. The Extraordinary General Meeting of Shareholders on November 13, 2018 had approved these transactions:

- 1.1 Entire Business Transfer from Allianz General Insurance Company Limited ("AZTH") to Sri Ayudhya General Insurance PCL (SAGI) with the total consideration of 848.8 million Baht. Financial impacts are reflected in the increase of Assets and Liabilities of the Subsidiary and a Goodwill as explained in Notes 1 & 13 of the 2019 Financial Statement;
- 1.2 The purchase of ordinary shares of Allianz Ayudhya Assurance Public Company Limited ("AZAY") at the price of 114 Baht per share with the total consideration of 3,968.69 million Baht for 34.81 million AZAY shares held by Allianz SE and CPRN (Thailand) Limited. Financial impacts are reflected in the increase of Investment in Associate as explained in Note 11 of the 2019 Financial Statement;
- 1.3 Company's share offering of 88.47 million newly issued shares to Allianz SE and CPRN (Thailand) Limited at the price of 53.32 Baht per share with the total consideration of 4,717.40 million Baht. Financial impacts are reflected in the increase of Investment in Associate as explained in Note 21 of the 2019 Financial Statement.

According to the Company's consolidated 2019 Statement of Financial Position, the Company had 4,497 million Baht in cash, 7,352 million Baht in securities investment, 10,715 million Baht in investment in association and 509 million Baht Goodwill. For Liabilities, the Company had 5,798 million Baht of Insurance Contract Liabilities, 1,945 million Baht Amounts due to Reinsurers and 389 million Baht Accrued Expenses. As of 30 December 2019, the Company's total shareholders' equity was 27,816 million Baht.

In the consolidated financial statement, the Company showed Total Revenue of 4,619 million Baht with a strong increase against prior year mainly because of the acquisition of the insurance portfolio of AZTH, compared to 518 million Baht in the separate financial statement. The consolidated Net Income was 190 million Baht compared to 457 million Baht as per the Company's separate financial statement.

The Chairman then asked the Meeting if any shareholder had questions or suggestions. Khun Thitipong Sophon-Uthumporn, a shareholder, gave a list of questions to Miss Chawandhorn concerning financial, investment and operations of the Company's subsidiary and affiliate. The Chairman requested that Mr. Jan-Christian Rosemeyer, Director and Country Chief Financial Officer to answer the questions and Mr. Bryan James Smith, President & Chief Executive Director of the Company and Allianz Ayudhya Assurance and Mr. Lars Heibutzki, President & Chief Executive Director of Allianz Ayudhya General Insurance to answer the questions in Agenda item 4.

To answer Khun Thitipong Sophon-Uthumporn's questions, Mr. Jan-Christian Rosemeyer replied as follows:

Question: Did the Company have any investment in Thai International Airways Public Company Limited? If it did, how much was the investment?

Mr. Jan-Christian Rosemeyer replied that the Company had no investment in Thai Airways. He further informed Khun Thitipong that the rest of the questions would be replied in the next agenda item by the President and Chief Executive Officers of both life and P&C companies.

The Chairman asked if any other shareholders had questions or comments. There was no other question. Therefore, the Chairman informed the Meeting that the resolution for this agenda item required a majority vote of shareholders attending the meeting and casting their votes. The Chairman reported the result of the voting as follows:

Approved	308,780,894	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

Resolution: That the Meeting by a unanimous vote of shareholders attending the meeting and casting their votes, approve the Audited Financial Statements for the Year Ended December 31, 2019, together with the Auditor's Report

Agenda 4 To Consider and Approve the Appropriation of Profit from the Company's Performance in 2019 and Acknowledge the Interim Dividend Payment

The Chairman requested the Meeting to consider and approve the appropriation of profit for the operating result in the year 2019, the legal reserve fund and acknowledge the interim dividend payments. The Chairman assigned Mr. Jan-Christian Rosemeyer, Director and Country Chief Finance Officer, to report this agenda item in detail as follows;

The Company has a policy to pay dividends of not less than 60% of net profit after tax each year based on the operating results from the consolidated financial statements and the resolution at the shareholders' meeting. Therefore, the Company could pay dividends to the shareholders under Section 115 and Section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 44 of the Company's Articles of Association, which prohibit payment of dividends out of funds other than profit, and requires the Company to allocate part of its annual net profit as reserve fund until this reserve is not less than the rate specified by law.

In the year 2019 from the consolidated financial statement, the Company had a net profit after tax of 189,628,226 Baht or 0.53 Baht/share. The total payment of interim dividends was 577,406,266.50 Baht and the proportion to the consolidated net profit was 304.49%.

The first interim dividend had been allocated for the first six-month period (January-June) of the year 2019 on September 6, 2019 at 0.75 Baht per share, equal to 288,682,545.75 Baht.

The second interim dividend payment had been allocated from the Company's unappropriated retained earnings of the year 2019 on May 7, 2020 at the rate of 0.75 Baht per share, equal to 288,723,720.75 Baht.

Because two interim dividends had already been paid for the year 2019, no further annual dividend was proposed to the Meeting.

The Chairman also invited Mr. Bryan James Smith, Chief Executive Director and President of Allianz Ayudhya Capital PCL and Allianz Ayudhya Assurance PCL, and Mr. Lars Heibutzki, Chief Executive Director and President of Allianz Ayudhya General Insurance PCL, to report on both life insurance and property & casualty insurance and their business plans, and answer questions asked by a shareholder, Khun Thitipong Sophon-Uthumporn..

Mr. Bryan James Smith reported that for Allianz Ayudhya Assurance, the company has steadily grown even though facing this COVID-19 situation. AZAY has multiple distribution channels: Bancassurance, Agency and Direct Marketing and all channels contributed to the growth of the company. The company's new business grew 16% last year. Besides the company's conventional insurance products, the Company launched other participating policy plans with enhanced investment like Unit Linked and others. The company has also strategically been focusing on health and protection products.

To answer Khun Thitipong Sophon-Uthumporn's questions, Mr. Smith replied as follows:

Question: Regarding the COVID 19 situation, does it affect AZAY's sales through its Agency Channel?

Mr. Bryan James Smith replied that the Agency channel was only one of the main three sales channels of AZAY. The sales through the Agency channel during COVID 19 was strong because the sales of the health products increased.

Question: Would the Company (AYUD) plan to invest more in AZAY?

Mr. Bryan James Smith replied that as of today, the Company had no plan to invest more in AZAY or to buy more AZAY's shares.

Question: What were AZAY's 2019 net sales and profits?

Mr. Bryan James Smith replied that AZAY's 2019 gross written premiums was 32,231 million Baht with the net premiums earned of 31,043 million Baht. The company's income before tax was 2,459 million Baht and the net profit was 2,044 million Baht.

Mr. Lars Heibutzki, Chief Executive Director and President of Allianz Ayudhya General Insurance PCL, reported to the Meeting that the Entire Business Transfer was successfully completed in 2019 and the company's name was changed from Sri Ayudhya General Insurance to Allianz Ayudhya General Insurance on April 30, 2019. The position in the P&C insurance market moved from #19 and #22 to #11. Since the completion of the transaction, among other restructuring company businesses, the company has been focusing Technical Excellence in the automobile sector, especially in the ex-AZTH motor portfolio. The prices have been adjusted and the underwriting and claims procedures have been reviewed and improved. The company incurred expenses for restructuring and integration.

To answer Khun Thitipong Sophon-Uthumporn's questions, Mr. Lars Heibutzki replied as follows:

Question: What were AAGI's 2019 net sales and profits?

Mr. Lars Heibutzki replied that AAGI's Gross Premiums Written was 5,757 million Baht in 2019 and the Net Premiums earned was 3,408 million Baht. Because of the combined portfolios between AZTH and SAGI, the integration and restructuring expenses of the Company were high. The Company's income before tax was minus 263 million Baht and Net Profit for 2019 was minus 279 million Baht.

Question: Regarding the COVID 19 situation, does it have any business plan to improve the sales of the Company products?

Mr. Lars Heibutzki replied that AAGI has the similar business plan as AZAY. Besides the three (3) main business channels that have also strategically been focusing on health and protection products, the Company has also been expanding its sales through the digital channel. Because of the nature of the Company's products, the digital platform would be another option for the customers to choose and the Company has invested in it.

The Chairman then asked the meeting if there were any questions or suggestions. There was no question or comment. The resolution for this Agenda item required a majority vote of shareholders attending the meeting and casting their votes and the Chairman reported the result of the voting as follows:

Approved	308,780,999	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

Resolution: That the Meeting by a unanimous vote of shareholders attending the meeting and casting their votes, approve the the appropriation of profit from the Company's performance in 2019 and acknowledge the interim dividend payments

Agenda 5 To Consider and Elect the Directors to Replace those Retiring by Rotation

The Chairman informed the Meeting that according to the Good Corporate Governance principles, the five retiring directors, namely Mr. Sorasit Soontornkes, Mr. Suwat Laicharoensup, Mr. Laksana Thongthai, Mrs. Wanna Thamsirisup and Mr. Jan-Christian Rosemeyer leave the Meeting during this agenda item.

The Chairman informed the Meeting that Pursuant to Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLCA") and Article 19 of the Company's Articles of Association, at every annual general meeting, one-third (1/3) of the directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3), shall retire from office. A retiring director may be re-elected by the meeting of the shareholders. The following five (5) directors were due to retire this year:

- | | |
|--------------------------------|--|
| 1. Mr. Sorasit Soontornkes | Independent Director and Chairman of Audit Committee |
| 2. Mr. Suwat Laicharoensup | Independent Director and Member of Audit Committee |
| 3. Mr. Laksana Thongthai | Director |
| 4. Mrs. Wanna Thamsirisup | Director |
| 5. Mr. Jan-Christian Rosemeyer | Director |

However, Mr. Sorasit Soontornkes does not wish to serve as the Company's Independent Director and Chairman of the Audit Committee, due to engagement in other businesses.

The Company had provided an opportunity for shareholders to propose any matters to the Annual General meeting or nominate qualified candidates for election as the Company's director during December 1, 2019 to January 31, 2020 pursuant to the criteria disclosed on the Company's website. However, no shareholder proposed any agenda matter for the Annual General Meeting nor was a candidate nominated for the Company's directorship.

The Nomination and Remuneration Committee (the "NRC") further considered the qualifications of the directors according to the PLCA and the Notifications of the Office of Securities and Exchange Commission (the "SEC") to serve as the Company's Board of Directors. Therefore, the NRC hereby proposes to the Board as follows:

- 1) To consider and approve the re-election of the 4 retiring directors to serve as the Company's directors for another term; and
- 2) To consider and approve the appointment of Mr. Pasu Loharjun as a new Independent Director, to replace Mr. Sorasit Soontornkes who retires by rotation and does not wish to serve as a director for another term.

The Board of Directors, excluding directors with conflict of interest in the matter, had deliberately considered qualifications of each candidate and approved, as proposed by the NRC, to propose to the 2020 Annual General Meeting to consider and approved the re-election of four (4) retiring directors to serve as the Company's directors for another term as follows:

- | | |
|--------------------------------|--|
| 1. Mr. Suwat Laicharoensup | Independent Director and Member of Audit Committee |
| 2. Mr. Laksana Thongthai | Director |
| 3. Mrs. Wanna Thamsirisup | Director |
| 4. Mr. Jan-Christian Rosemeyer | Director |

and to consider the election of Mr. Pasu Loharjun as an Independent Director of the Company in replacement of Mr. Sorasit Soontornkes.

As for Mr. Suwat Laicharoensup and Mr. Pasu Loharjun, the Board of Directors, excluding directors with conflicts of interest in the matter, jointly considered and were of the view that both persons possessed all the required qualifications to be Independent Directors of the Company in accordance with the prescribed qualifications to serve as Independent Directors under the Company policy and pursuant the relevant rules and have full capacity to express their opinions independently.

Information of individuals nominated as the directors to replace directors retired by rotation as well as the qualifications of the Independent Director of the Company was delivered to the Company's shareholders together with this invitation to the 2020 Annual General Meeting.

The Chairman expressed his sincere thanks to Mr. Sorasit Soontornkes for his contribution to the Company during his service as the Independent Director and the Chairman of Audit Committee.

The Chairman then asked the meeting if there were any questions or suggestions. There was no question or comment.

The resolution for this agenda item required that each individual nominated receive the approval of the Meeting by a majority vote of shareholders attending the meeting and casting their votes:

1. Mr. Suwat Laicharoensup

The Chairman reported the result of the voting as follows:

Approved	308,780,999	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

Resolution: That the Meeting by a unanimous vote of shareholders attending the Meeting and casting their votes, approve that Mr. Suwat Laicharoensup be an Independent Director and a member of the Audit Committee.

2. Mr. Laksna Thongthai

The Chairman reported the result of the voting as follows:

Approved	308,780,999	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

Resolution: That the Meeting by a unanimous vote of shareholders attending the Meeting and casting their votes, approve that Mr. Laksna Thongthai be a Director.

3. Mrs. Wanna Thamsirisup

The Chairman reported the result of the voting as follows:

Approved	308,780,999	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

Resolution: That the Meeting by a unanimous vote of shareholders attending the Meeting and casting their votes, approve that Mrs. Wanna Thamsirisup be a Director.

4. Mr. Jan-Christian Rosemeyer

The Chairman reported the result of the voting as follows:

Approved	308,780,999	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

Resolution: That the Meeting by a unanimous vote of shareholders attending the Meeting and casting their votes, approve that Mr. Jan-Christian Rosemeyer be a Director.

5. Mr. Pasu Loharjun

The Chairman reported the result of the voting as follows:

Approved	308,780,999	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

Resolution: That the Meeting by a unanimous vote of shareholders attending the Meeting and casting their votes, approve that Mr. Pasu Loharjun be an Independent Director

Agenda 6 To Consider and Approve the Directors' Remuneration for the Year 2020

The Chairman assigned Mr. Suwat Laicharoensup, the Chairman of Nomination and Remuneration Committee, to report this agenda item as follows:

In the 2019 Annual General Meeting held on April 26, 2019 approved the Directors and Committee Members' Remuneration and Bonus as follows:

1. Directors' Remuneration

- (1) Chairman of the Board at Baht 40,000.00 per month
- (2) Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee and Chairman of Corporate Governance Committee at Baht 38,000.00 per person each month
- (3) Chairman of Executive Committee at Baht 35,000.00 per month
- (4) Member of Audit Committee, Nomination and Remuneration Committee at Baht 35,000.00 per month
- (5) Other Directors at Baht 30,000.00 per person each month

2. Directors' Bonus

From the year 2019 onward, the bonus for the Company's directors was approved to be an amount of Baht 6,800,000 (six million eight hundred thousand baht) per year that would be accounted for as Company expense, which amount should be allocated to each director as appropriate. The remuneration specified above should be applied until the Board of Directors propose a change and received approval from the Shareholders' meeting.

In 2019, the Company paid remuneration to the Board of Directors and sub-committee members in the total amount of Baht 6,178,950, which was in accordance with the criteria approved by the 2019 Annual General Meeting (No. 70). The details of such remuneration are shown in the 2019 Annual Report of the Company under the section Management Structure, which was delivered to the Company's shareholders together with the invitation to the 2020 Annual General Meeting.

The Board of Directors considered as proposed by the Nomination and Remuneration Committee to amend the scheme of the Directors' Remuneration and Bonus to align with the Allianz Fit & Proper Policy that applies to all Allianz Global and Allianz's local

operating entities. Therefore, the proposed remuneration for members of Board and sub-Committees for the year 2020 is an amount of not more than 10,000,000 Baht, effective on August 1, 2020, the details of which are as follows:

Directors' Remuneration

- 1) A monthly retainer fee:
 - Chairman of the Board: 40,000 Baht
 - Director of the Board: 35,000 Baht
- 2) Attendance fee: paid on actual attendance; including via conference call or video conference:
 - Each Director: 20,000 Baht
- 3) In addition to monthly retainer fee, remuneration for sub-committee's members would be paid for all sub-committee positions including the Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee:
 - Chairman of Sub-committee: 22,500 Baht per month
 - Member of Sub-committee: 12,500 Baht per month
- 4) Annual Bonus (to be calculated in proportion to the period of each director's service):
 - Chairman of the Board: 912,000 Baht
 - Director of the Board: 433,000 Baht
- 5) No Other benefits

Any member of Board of Directors who is also a member of the Board of Management of the Company or a management member under Allianz Fit & Proper Policy will not be compensated to avoid a conflict of interest.

The Chairman then asked the Meeting if there were any questions or suggestions. There was no question or comment. The resolution for this agenda item requires a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting. The Chairman reported the result of the votes as follows:

Approved	308,780,999	Votes,	Equivalent to	100.00%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		
No right to vote	0	Vote		

Resolution: That the Meeting approved by a unanimous vote of the total number of votes of shareholders attending the meeting the Remuneration of 2020 Directors and Sub-committee Members.

Agenda 7 To Consider and Appoint the Auditors of the Company and Approve their Remuneration

The Chairman assigned Mr. Sorasit Soontornkes, the Chairman of Audit Committee, to report this agenda item to the Meeting as follows:

This proposal is in compliance with Section 120 of the PLCA, which prescribes that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year; and that in appointing the auditor, the former auditor may be re-appointed.

The Board of Directors consider the proposal of the Audit Committee to change the Company's auditors from Deloitte to PricewaterhouseCoopers ABS Ltd. (PwC) according to the Allianz Policy. As such, it is deemed appropriate to propose that the 2020 Annual General Meeting consider and approve the appointment of auditors from PwC as the auditor of the Company for the 2020 accounting and fiscal period and the audit fee for the year 2020 with the details as follow:

1. Appointment of the following auditors from PwC to be the auditors of the Company for the fiscal year 2020: Mrs. Anothai Leekitwattana Certified Public Accountant (Thailand) No. 3442
Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906
Mr. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298

Any one of them shall be authorized to conduct the audit and express an opinion on the financial statements of the Branch. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. to carry out the work.

It is noted that PwC and auditors named above are nominated as the Company's Auditor for the first time and that they are approved by the Office of the Securities and Exchange Commission, and have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the a manner which may affect their independent performance of auditing duties. Information of the proposed auditors for the year 2020 are delivered to the Company's shareholders together with the invitation to the 2020 Annual General Meeting.

The auditor of the Company and the auditor of its subsidiary and its affiliate are from the same auditing firm. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

2. Approval of the Company's audit fee in the amount of not more than Baht 2,190,000. The details of audit fee are as follows:

	2020 proposed (PWC)	2019 (Deloitte)
1. Annual Audit Fee	Baht 530,000	Baht 530,000
2. Quarterly Financial Statements Audit Fee (3 quarters)	Baht 390,000	Baht 390,000
3. Consolidated Financial Statement Audit Fee	Baht 320,000	Baht 320,000
4. Consolidated Financial Statement (3 quarters)	Baht 480,000	Baht 480,000
Total	Baht 1,720,000	Baht 1,720,000

Note: There is additional fee from auditing and reviewing the financial information of the Company's associate in the amount of Baht 470,000

The Chairman then asked the meeting if there were any questions or suggestions. There was no question or comment. The resolution for this agenda item requires a majority vote of shareholders attending the meeting and casting their votes. The Chairman reported the result of the votes as follows:

Approved	308,780,999	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

Resolution: That the Meeting approved by a unanimous vote of the total number of votes of shareholders attending the Meeting the appointment of the auditors and their remuneration as proposed.

Agenda 8 To Consider and Approve the Amendment to Clause 3 (Objectives) of the Company's Objectives in Memorandum of Association

The Chairman assigned Ms. Narissara Udomvongsa, Senior Vice President-Legal Department, to report this agenda item to the Meeting as follows:

In order to allow and provide for the Company's various investment activities, it is necessary to amend Clause 3 of Memorandum of Association (Objectives) of the Company. After the amendment approved by the shareholders, the Company's Objectives shall be 17 articles in total.

The Company's Objective to be amended:

The existing Company's Objective	The proposed amended Company's Objective
Article 1: To invest by holding shares, stocks or other securities in any limited company public limited company or limited partnership	Article 1: To invest for profits by holding shares, stocks or other securities in any limited company public limited company or limited partnership <u>by buying, taking ownership by transfer, providing or receiving ownership by any methods, and to sell, distribute, transfer shares, stocks or other financial instruments and any instruments</u>

The Company's Objective to be added:

Article 17: To purchase, sell, sell with discount or disposing of by any means in connection with bonds, subordinated bonds, financial bills, letter of credits, warrants, financial instruments, debt instruments, or any other financial instruments including stocks, debentures, convertible bonds, funds, all kinds and types of securities that companies or other companies issue, buy or provide by any methods, accept Avails or endorse bills as normal business

The Board of Directors considered it appropriate to propose that the Meeting consider and approve the amendment to Article 1 and the addition of Article 17 to the Company's Objectives in Memorandum of Association in order to further allow and provide for the Company's activities and to approve the authorization to the Board of Directors to make any amendment according to the order, recommendation or opinion of the Registrar of the Department of Business Development, Ministry of Commerce.

The Chairman then asked the meeting if there were any questions or suggestions. There was no question or comment. The resolution for this agenda item requires a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting. The Chairman reported the result of the votes as follows:

Approved	308,780,999	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

Resolution: That the Meeting approved by a unanimous vote of the total number of votes of shareholders attending the Meeting the amendment of the Company's Objectives as proposed.

Agenda 9 To Consider any Other Business

The Chairman informed that the Company had provided an opportunity for shareholders to send questions in advance after the Company had posted the invitation letter on its website, June 30, 2020. There was no question submitted. The Chairman then asked the meeting if there were any questions or suggestions, but none of the shareholders replied.

There being no other business, the Chairman expressed his sincere thanks to the shareholders for attending the 2020 Annual General Meeting of Shareholders. The Meeting was adjourned at 16.10 hours.



Dr. Jamlong Atikul

Chairman of the Board



Ms. Chawandhorn Muangmee
Company Secretary

The 2021 Annual Registration Statement / Annual Report (Form 56-1 One Report)

(The Form 56-1 One Report is in the form of QR code which attached with the invitation to the 2021 Annual General Meeting of Shareholders)

**QR Code Downloading Procedures for the 2021
Annual Registration Statement / Annual Report (Form 56-1 One Report)**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders' documents regarding the Annual General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment No.2) by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera
2. Turn the mobile camera to the QR Code to scan it
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting

Information of individuals nominated as directors to replace directors retiring by rotation

Name -Surname	Mr. Narong Chulajata	
Age	83 years	
Nationality	Thai	
Highest Education	<ul style="list-style-type: none">• Master of Public Administration, The Maxwell School of Citizenship and Public Affairs, Syracuse University, New York, USA• Master of Public Administration, Institute of Public Administration, Thammasat University• Bachelor's Degree in Political Science, Chulalongkorn University	
Training from IOD	Director Certification Program (DCP) Class 71/2006 Director Accreditation Program (DAP) Class 11/2004 Role of the Chairman Program (RCP) Class 6/2000	
Current Position (The Company)	Independent Director and Member of Audit Committee	
Date of Appointment	April 26, 2019	
Duration of Directorship (from the date of appointment)	2 years (as of AGM date)	
Shareholding (as of December 31 , 2020)	-None-	
Work Experience (last 5 years)	<p>Listed Company : 2 organizations</p> <p>2013 – 2017 Vice Chairman, SUSCO Pcl. 2003 – Present Chairman of the Board, Safari World Pcl.</p> <p>Non-Listed Company : 4 organizations</p> <p>2011 – Present Director, Siri Charoen Wattana Co., Ltd. 2008 - Present Director, SUSCO Retail Co.,Ltd. 2007-Present Independent Director and Chairman of Audit Committee, Allianz Ayudhya Assurance Pcl. 2012-Present Director, SUSCO Dealers Co.,Ltd.</p>	

Attend of Meeting at 2020	Board of Directors Meeting	6/6	(100%)
	Audit Committee Meeting	4/4	(100%)
	Shareholders Meeting	1/1	(100%)

Director Nomination Criteria Nomination and Remuneration Committee (NRC) considered their qualifications, knowledge, expertise, board diversity and valuable working experiences, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2021 held on February 25, 2021 for approval.

Nomination Rationale The Board of Directors, including NRC, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of *Mr. Narong Chulajata* and deemed it appropriate to propose the 2021 Annual General Meeting to consider and elect him as the Independent Director of the Company for another term as he possess all the required qualifications as prescribed in the Company's qualifications of the Independent Directors and the relevant regulations. In addition, he is neither nominated by the Company's major shareholders nor executive, and is able to express his opinion independently. He also has extensive experience and knowledge of accounting which will be beneficial to the Company's business.

**Legal disputes
(last 5 years)** -None-

Information for Consideration Appointing Person as Independent Director

Characteristic of Conflict of interests	Person to be Proposed for Nomination as Independent Director
	<i>Mr. Narong Chulajata</i>
Have /not have the following interest with the Company, its parent company, its subsidiary(s), its associated company(s) or any juristic person(s) with potential conflict of interest at present or in last two years.	
1. Be/ not be a controlling director, an employee or an advisor who given salary or regular compensation	None
2. Be/not be a professional service provider	None

3. Have/not have business relationship	None
4. Have/not have family relation between directors	None

The qualifications of the Company's independent directors are in line with those prescribed by the SEC and the SET. Nevertheless, as the Company would like its independent directors to actually act and express their opinion independently, it has prescribed additional qualifications for independent directors that are stricter than those as prescribed by the SEC and the SET. Such qualifications include:

- Hold shares not more than 0.5 % of all voting rights of the Company, any companies in the Allianz Group and its associated companies;
- Not being management, employee, staff member or advisor who receives a regular compensation from the Company, or controlling person of the Company, any company in the Allianz Group and its associated companies, or person with potential conflict of interest for at least one year prior to nomination;
- Having no business relationship or direct or indirect potential conflict of interest in terms of financial and general management of the Company, any company in the Allianz Group, its associated companies and other persons with potential conflict of interest that may interrupt his independent discretion or opinion on the Company's operations;
- Not being person who has legal registered relationship in the form of close relative, major shareholder or controlling person of the Company, any company in the Allianz Group, its associated companies, persons with potential conflict of interest, or persons who are nominated to take care of the interest of major shareholder.

Information of individuals nominated as directors to replace directors retiring by rotation

Name -Surname	Mr. Vichit Kornvityakoon	
Age	70 years	
Nationality	Thai	
Highest Education	<ul style="list-style-type: none">• Master of Business Administration, Thammasat University• Bachelor of Accountant, Chulalongkorn University• Bachelor of Law, Thammasat University	
Training from IOD	Director Certification Program (DCP) Class 172/2013 Advanced Audit Committee Program (AACP) Class 14/2014 Anti-Corruption for Executive Program (ACEP) Class 14/2015 Role of the Nomination & Governance (RNG) Class 7/2015 Risk Management Program for Corporate Leaders (RCL) Class 2/2015 Boards that Make a Difference (BMD) Class 1/2016 Board Matter & Trends (BMT) Class 2/2017 Ethical Leadership Program (ELP) Class 7/2017	
Current Position (The Company)	Independent Director and Member of Audit Committee	
Date of Appointment	January 28, 2013	
Duration of Directorship (from the date of appointment)	8 years 3 months (as of AGM date)	
Shareholding (as of December 31 , 2020)	-None-	
Work Experience (last 5 years)	<p>Listed Company: -None-</p> <p>None-Listed Company: 5 organizations</p> <p>2019- Present Independent Director and Member of Audit Committee Allianz Ayudhya General Insuranc Pcl.</p> <p>2013-2019 Chairman of Compliance Committee Allianz Ayudhya General Insuranc Pcl.</p>	

2013 - 2017	Member of IT and Systems Development Supervisory Sub-committee, Deposit Protection Agency
2012 -Present	Member of Executive Credit Committee, Sukhumvit Asset Management Co., Ltd.
2016 -Present	Member of Professional Ethics Committee, Federation of Accounting Professional under the Royal Patronage of his Majesty the King

Attend of Meeting at 2020	Board of Directors Meeting	6/6 (100%)
	Audit Committee Meeting	4/4 (100%)
	Corporate Governance Committee Meeting	4/4 (100%)
	Shareholders Meeting	1/1 (100%)

Director Nomination Criteria Nomination and Remuneration Committee (NRC) considered their qualifications, knowledge, expertise, board diversity and valuable working experiences, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/20201 held on February 25, 2021 for approval.

Nomination Rationale The Board of Directors, including NRC, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of *Mr. Vichit Kornvityakoon* and deemed it appropriate to propose the 2021 Annual General Meeting to consider and elect him as the Independent Director of the Company for another term as he possess all the required qualifications as prescribed in the Company's qualifications of the Independent Directors and the relevant regulations. In addition, he is neither nominated by the Company's major shareholders nor executive, and is able to express his opinion independently. He also has extensive experience and knowledge of accounting and law which will be beneficial to the Company's business.

**Legal disputes
(last 5 years)** -None-

Information for Consideration Appointing Person as Independent Director

Characteristic of Conflict of interests	Person to be Proposed for Nomination as Independent Director
	<i>Mr. Vichit Kornvityakoon</i>
Have /not have the following interest with the Company, its parent company, its subsidiary(s), its associated company(s) or any juristic person(s) with potential conflict of interest at present or in last two years.	
1. Be/ not be a controlling director, an employee or an advisor who given salary or regular compensation	None
2. Be/not be a professional service provider	None
3. Have/not have business relationship	None
4. Have/not have family relation between directors	None

The qualifications of the Company's independent directors are in line with those prescribed by the SEC and the SET. Nevertheless, as the Company would like its independent directors to actually act and express their opinion independently, it has prescribed additional qualifications for independent directors that are stricter than those as prescribed by the SEC and the SET. Such qualifications include:

- Hold shares not more than 0.5 % of all voting rights of the Company, any companies in the Allianz Group and its associated companies;
- Not being management, employee, staff member or advisor who receives a regular compensation from the Company, or controlling person of the Company, any company in the Allianz Group and its associated companies, or person with potential conflict of interest for at least one year prior to nomination;
- Having no business relationship or direct or indirect potential conflict of interest in terms of financial and general management of the Company, any company in the Allianz Group, its associated companies and other persons with potential conflict of interest that may interrupt his independent discretion or opinion on the Company's operations;
- Not being person who has legal registered relationship in the form of close relative, major shareholder or controlling person of the Company, any company in the Allianz Group, its associated companies, persons with potential conflict of interest, or persons who are nominated to take care of the interest of major shareholder.

Information of individuals nominated as directors to replace directors retiring by rotation

Name -Surname	Mrs. Claudia Salem	
Age	45 years	
Nationality	American	
Highest Education	<ul style="list-style-type: none">• Finance and Entrepreneurship, New York University, Stern School of Business, USA• Computer and Communication Engineering, American University of Beirut, Lebanon	
Training from IOD	-None-	
Current Position (The Company)	Director	
Date of Appointment	April 26, 2019	
Duration of Directorship (from the date of appointment)	2 years (as of AGM date)	
Shareholding (as of December 31 , 2020)	-None-	
Work Experience (last 5 years)	<p>Listed Company : -None-</p> <p>Non-Listed Company : 1 organization</p> <p>2019-Present Chairwoman of the Board of Directors Allianz Ayudhya General Insurance Pcl.</p>	
Attend of Meeting at 2020	Board of Directors Meeting	5/6 (83%)
	Shareholders Meeting	-/- (maternity leave)
Director Nomination Criteria	Nomination and Remuneration Committee (NRC) considered their qualifications, knowledge, expertise, board diversity and valuable working experiences, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC	

proposed the nominated directors to the Board of Directors' Meeting No. 1/20201 held on February 25, 2021 for approval.

Nomination Rationale

The Board of Directors, including NRC, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of *Mrs. Claudia Salem* and deemed it appropriate to propose the 2021 Annual General Meeting to consider and elect her as the director of the Company for another term as she possess all the required qualifications as prescribed in the Company's qualifications of the Directors and the relevant regulations. She also has extensive experience and knowledge of Management and insurance investment which will be beneficial to the Company's business.

**Legal disputes
(last 5 years)**

-None-

Information of individuals nominated as directors to replace directors retiring by rotation

Name -Surname Mr. Lars Heibutzki

Age 46 years

Nationality German



Highest Education

- Ph.D. in Economics and Statistical Science with Distinction, Friedrich Alexander University, Nuremberg, Germany
- Master of Business Administration, Major in Finance, Investment and Banking, University of Wisconsin-Madison, USA
- Business and Economics Degree with Distinction, University of Leipzig, Germany

Training from IOD -None-

Current Position (The Company) Director

Date of Appointment April 26, 2019

Duration of Directorship (from the date of appointment) 2 years (as of AGM date)

Shareholding (as of December 31 , 2020) -None-

Work Experience (last 5 years)

Listed Company : -None-

Non-Listed Company : 1 organization

2019-Present Director and Chief Executive Officer
Allianz Ayudhya General Pcl.

Attend of Meeting at 2020	Board of Directors Meeting	6/6 (100%)
	Nomination and Remuneration Committee Meeting	4/4 (100%)
	Shareholders Meeting	1/1 (100%)

Director Nomination Criteria

Nomination and Remuneration Committee (NRC) considered their qualifications, knowledge, expertise, board diversity and valuable working experiences, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/20201 held on February 25, 2021 for approval.

Nomination Rationale

The Board of Directors, including NRC, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of *Mr. Lars Heibutzki* and deemed it appropriate to propose the 2021 Annual General Meeting to consider and elect him as the director of the Company for another term as he possesses all the required qualifications as prescribed in the Company's qualifications of the Directors and the relevant regulations. He also has extensive experience and knowledge of Management and insurance investment which will be beneficial to the Company's business.

Information of individuals nominated as directors to replace directors retiring by rotation

Name -Surname Miss Jarunee Chaisupakitsin

Age 59 years

Nationality Thai



Highest Education

- Master of Business Administration, Thammasat University
- Graduate Diploma in Translation, Thammasat University
- Graduate Diploma, English for Careers, Thammasat University
- Bachelor of Accounting, Thammasat University
- Bachelor of Economics, Sukhothai Thammathirat Open University

Training from IOD -None-

Current Position (The Company) Director

Date of Appointment August 1, 2020

Duration of Directorship (from the date of appointment) 8 months (as of AGM date)

Shareholding (as of December 31 , 2020) -None-

Work Experience (last 5 years)

Listed Company : -None-
Non-Listed Company: 2 organizations

2020 – Present Director, Country Chief Accounting Officer & Head of P&C Accounting
Allianz Ayudhya General Insurance Pcl.

2003 – Present Senior Vice President, Accounting
Allianz Ayudhya Assurance Pcl.

2003 - 2019 Director ,Senior Vice President, Accounting
Allianz Ayudhya General Insurance Pcl.

Attend of Meeting at 2020	Board of Directors Meeting	2/2 (100%)
	Corporate Governance Committee Meeting	4/4 (100%)
	Shareholders Meeting	1/1 (100%)

Director Nomination Criteria Nomination and Remuneration Committee (NRC) considered their qualifications, knowledge, expertise, board diversity and valuable working experiences, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/20201 held on February 25, 2021 for approval.

Nomination Rationale The Board of Directors, including NRC, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of *Miss Jarunee Chaisupakitsin* and deemed it appropriate to propose the 2021 Annual General Meeting to consider and elect her as the director of the Company for another term as she possess all the required qualifications as prescribed in the Company's qualifications of the Directors and the relevant regulations. She also has extensive experience and knowledge of Management Accounting which will be beneficial to the Company's business.

Person to be Proposed for Nomination as Director	Listed Company*		Other Company (Non-Listed)*	Director in Competing / Related Company
	Amount	Type of Director		
Mr. Narong Chulajata	2	Independent Director	4	-None-
Mr. Vichit Kornvityakoon	-	Independent Director	5	-None-
Mrs. Claudia Salem	-	Director	1	-None-
Mr. Lars Heibutzki	-	Director	1	-None-
Miss Jarunee Chaisupakitsin	-	Director	2	-None-

Remark: * Base in Thailand only and important position as Director in listed Company

Definition & Qualifications of Independent Directors

An independent director is a director who can express his/her opinions freely with an aim to improve the organization's management and to lead it towards progress, transparency, and good governance. The qualifications of an independent director are stricter than requirements of Securities and Exchange Commission and the Capital Market Supervisory as follows:

1. Holding shares not exceeding 0.5 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, principal shareholder, or controlling person of the Company, including shares held by related persons of the independent director.
2. Neither being nor having been an executive director, employee, staff, or adviser who receives a salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, principal shareholder, or controlling person of the Company, unless the foregoing status has ended not less than two years prior to the date of Company filing with the SEC and the SET; however, the prohibition excludes independent directors who were government officers or advisers to government agencies that are major shareholders or controlling persons of the Company.
3. Not being a person related by blood or registration under the law, such as father, mother, spouse, sibling, or child, including spouse of the children to executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary.
4. Not having a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, in a manner which may interfere with his/her independent judgment, and neither being nor having been a principal shareholder or controlling person with any business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, unless the foregoing relationship has ended not less than two years prior to the date of the Company filing with the SEC and the SET. The term "business relationship" aforementioned includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or a counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower. The amount of such indebtedness will be calculated according to the calculation method for valuing connected transactions under the Notification of the Capital Market Supervisory Board concerning rules on connected transactions, *mutatis mutandis*. The combination of such indebtedness will include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences.
5. Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, and not being a principal shareholder or controlling person or partner of an audit firm which audits the Company, its parent company, subsidiary, affiliate, major shareholders, or controlling person of the Company unless

the foregoing relationship has ended not less than two years from the date of the Company filing with the SEC and the SET.

6. Neither being nor having been any professional adviser including legal adviser or financial adviser who receives an annual service fee exceeding two million baht from the Company, its parent company, subsidiary, affiliate, major shareholders, or controlling person of the Company, and neither being nor having been a principal shareholder, controlling person, or partner of the professional adviser unless the foregoing relationship has ended not less than two years from the date of the Company filing with the SEC and the SET.
7. Not being a director who has been appointed as a representative of the Company's director, a major shareholder, or shareholders who are related to the major shareholder.
8. Not operating any business which has the same nature as and is in significant competition with the business of the Company or its subsidiary; not being a principal competition in any partnership; not being an executive director, employee, staff, or adviser who receives salary; or not holding shares exceeding 0.5 percent of the total number of voting rights of any other company operating a business which has the same nature as and is in significant competition with the business of the Company or its subsidiary.
9. Not having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

Remark: This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one (1) percent.

**Information of the proposed auditors for the year 2021
PricewaterhouseCoopers ABS Ltd.**

1. Ms. Sakuna Yamsakul

Certificated Public Account (Thailand) No. 4906

(signed the Company's Consolidated Financial Statements for a year starting from year 2021)

Name of Firm PricewaterhouseCoopers ABS Ltd.



Education

- Bachelor's degree (Second class honors) –Thammasat University
- Member – Federation of Accounting Professions (FAP)
- Member of Ethics subcommittee - FAP
- Authorized Auditor of the Office of the Securities and Exchange Commission

Experiences

Ms. Sakuna has 27-year experience working with PwC Financial Services Industrial Practice, specializing in capital market and insurance industry. She has extensive experience in providing audit and business advisory services to a wide range of local and multinational clients. She is also responsible for a portfolio of clients including companies listed on the Stock Exchange of Thailand and subsidiaries of top-tier multinational clients in various industry sectors including banking, broker, insurance, and leasing.

In addition to audit assignments, Ms. Sakuna has been actively involved in due diligence, acquisition process and special assignments. She also has an extensive experience working with regulated entities and addressing complex contractual accounting issues. She has a good connection with regulatory especially in Bank of Thailand. Her experience of working with regulator, has provided her with a strong understanding of the regulatory environment in the region and in particular the issues facing developing markets in Thailand.

In term of firm management, Ms. Sakuna actively involved in mentoring and developing staff members to ensure their personal development is addressed. She has skilled in staff recruiting, mentoring and leading in some particular course for develop PwC.

Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons

- None-

Information for Consideraiton

- | | |
|---|------|
| 1. Family relationship with the executives or major shareholders of the Company or Subsidiary companies; | -No- |
| 2. Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present; | -No- |
| 3. Significant business relationship that may affect the independence of the auditor; | -No- |
| 4. Relationship as a director, staff or employee or position held in the Company or subsidiary companies | -No- |

2. Mr. Paiboon Tunkoon

Certificated Public Account (Thailand) No. 4298

(never signed the Company's Consolidated Financial Statements)



Name of Firm PricewaterhouseCoopers ABS Ltd.

Education

- Master of Business Administration, Chulalongkorn University
- Bachelor's degree in Business Administration (Accounting), Thammasart University
- Authorized Auditor of the Office of the Securities and Exchange Commission

Experiences

- 2007 – Present : Partner, PricewaterhouseCoopers ABAS Ltd.
- 2003 – 2007 : Director, PricewaterhouseCoopers ABAS Ltd.
- 1995 – 2002 : Senior Consultant to Associate Director, PricewaterhouseCoopers FAS Ltd.
- 1990 – 1995 : Audit Assistant to Audit Manager, Pricewaterhouse Ltd.

Types of audited business: Insurance and Non-life Insurance, Transportation, Distribution and Warehouse, Manufacturing, Mine, Services & Hospitality and Property

Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons

-None-

Information for Consideration

1. Family relationship with the executives or major shareholders of the Company or Subsidiary companies; -No-
2. Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present; -No-
3. Significant business relationship that may affect the independence of the auditor; -No-
4. Relationship as a director, staff or employee or position held in the Company or subsidiary companies -No-

3. Mr. Boonlert Kamolchanokkul

Certificated Public Account (Thailand) No. 5339

(never signed the Company's Consolidated Financial Statements)

Name of Firm PricewaterhouseCoopers ABS Ltd.



Educational Qualifications

- Master of Business Administration Heriot-Watt University, U.K
- Bachelor of Arts (First Class Honors) Accounting and Finance De Montfort University, U.K
- Authorized Auditor of the Office of the Securities and Exchange Commission

Experiences

- 2004 – Present : Partner PricewaterhouseCoopers ABAS Limited, Bangkok
- 2012 - 2016 : Office Managing Partner PwC Cambodia
- 1997 - 1998 : Manager PricewaterhouseCoopers, Sydney, Australia

Types of audited business: Insurance and Non-life Insurance and Financial services

Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons

-None-

Information for Consideraiton

- | | |
|---|------|
| 1. Family relationship with the executives or major shareholders of the Company or Subsidiary companies; | -No- |
| 2. Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present; | -No- |
| 3. Significant business relationship that may affect the independence of the auditor; | -No- |
| 4. Relationship as a director, staff or employee or position held in the Company or subsidiary companies | -No- |

4. Miss Sinsiri Tangsombat

Certificated Public Account (Thailand) No. 7352

(never signed the Company's Consolidated Financial Statements)



Name of Firm PricewaterhouseCoopers ABS Ltd.

Education

- Master of Business Administration - Thammasat University
- Bachelor of Accounting (First Class Honors) English Program, Thammasat University
- Member of the Subcommittee of the Monitoring the Development IFRS, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Authorized Auditor of the Office of the Securities and Exchange Commission

Experiences

Miss Sinsiri is a partner in the Assurance practice of the firm. She has worked for 21 years' experiences in auditing practice. She has more than 20 years of experience working in financial services and hospitality business. She specialized in treasury and derivative products and extensive experience in providing audit and business advisory services to a wide range of local and multinational clients and also has experience auditing clients in Jardine group and provided technical advice on accounting issues within the context of International Financial Reporting Standards (IFRS 9, IAS 32, and IFRS 7), particularly on financial instruments and derivatives to financial institutions both local and overseas. She is an instructor both in-house and public seminars on foreign exchange accounting, accounting for financial instruments, financial derivatives and treasury risks and controls, recent development in financial reporting standards, etc.

Types of audited business: Insurance and Non-life Insurance and hospitality business.


Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons


-None-

Information for Consideraiton


1. Family relationship with the executives or major shareholders of the Company or Subsidiary companies; -No-
2. Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present; -No-
3. Significant business relationship that may affect the independence of the auditor; -No-
4. Relationship as a director, staff or employee or position held in the Company or subsidiary companies -No-

Information of the Independent Directors and Director proposed by the Company as proxy of shareholders

	1. Mr. Suwat Laicharoensup		
	Age	71 years	
	Nationality	Thai	
	Position	Independent Director and Chairman of Audit Committee	
	Date of Appointment	April 20, 2018	
Shareholding (As of December 31, 2020)	-None-	Duration of Directorship	3 years (as of AGM date)
Attendance of Meeting 2020	- Board of Directors Meeting	6/6	(100%)
	- Audit Committee Meeting	3/4	(75%)
Business Address	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
Conflict of interest in the Meeting	<ul style="list-style-type: none"> Agenda 6-To Consider and Approve the Directors' Remuneration for the Year 2021 		
Remark: <ul style="list-style-type: none"> Agenda 6 on the directors' remuneration may cause conflict of interest for all directors without special stake in such agenda. No special interest which is different from other directors in all agenda proposed in the 2021 Annual General Meeting of Shareholders 			

	2. Mr. Pasu Loharjun		
	Age	61 years	
	Nationality	Thai	
	Position	Independent Director and Chairman of Nomination and Remuneration Committee	
	Date of Appointment	July 31, 2020	
Shareholding (As of December 31, 2020)	-None-	Duration of Directorship	8 months (as of AGM date)
Attendance of Meeting 2020	- Board of Directors Meeting	2/2	(100%)
	- Audit Committee Meeting	-Nil-	
	- Nomination and Remuneration Committee Meeting	1/1	(100%)
Business Address	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		

Conflict of interest in the Meeting	<ul style="list-style-type: none"> Agenda 6-To Consider and Approve the Directors' Remuneration for the Year 2021
Remark: <ul style="list-style-type: none"> Agenda 6 on the directors' remuneration may cause conflict of interest for all directors without special stake in such agenda. No special interest which is different from other directors in all agenda proposed in the 2021 Annual General Meeting of Shareholders 	

	3. Miss Nopporn Tirawattanagool		
	Age	66 years	
	Nationality	Thai	
	Position	Director and Nomination and Remuneration Committee Member	
	Date of Appointment	April 22, 2013	
Shareholding (As of December 31, 2020)	-None-	Duration of Directorship	8 years (as of AGM date)
Attendance of Meeting 2020	<ul style="list-style-type: none"> Board of Directors Meeting 6/6 (100%) Audit Committee Meeting -Nil- Nomination and Remuneration Committee Meeting 4/4 (100%) 		
Business Address	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
Conflict of interest in the Meeting	<ul style="list-style-type: none"> Agenda 6-To Consider and Approve the Directors' Remuneration for the Year 2021 		
Remark: <ul style="list-style-type: none"> Agenda 6 on the directors' remuneration may cause conflict of interest for all directors without special stake in such agenda. No special interest which is different from other directors in all agenda proposed in the 2021 Annual General Meeting of Shareholders 			

The Company's Article of Association in relation to the 2021 Annual General Meeting

Chapter 4: Directors

- Clause 16 The Company shall have a Board of Directors comprising at least five Directors to conduct the business of the Company, not less than half of whom shall reside within the Kingdom.
- Clause 17 The Directors shall be natural persons and shall:
- (1) Be sui juris
 - (2) Not be bankrupt, incompetent or quasi-incompetent
 - (3) Have never been imprisoned on the final judgment of a court for an offense related to the property committed with dishonest intent
 - (4) Have never been dismissed or removed from government service, or a government organization or a government agency in punishment for dishonesty in performing their duties
 - (5) Not be disqualified by the law.
- Clause 18 The Directors shall be elected at the shareholders' meeting in accordance with the following rules and procedures:
- (1) Each shareholder shall have a number of votes equal to the number of shares held.
 - (2) In electing the Director, one or more than one Director may be elected at a time, as the shareholders' meeting may deem fit. For each resolution, however, the shareholder shall exercise all the votes it has under (1) and shall not allot its votes to any person in any number.
 - (3) The election of the Director shall be made by majority votes. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
- Clause 19 At each annual general meeting of the Company, one-third of the Directors, or, if their numbers cannot be divided by three, then the number nearest to one-third must retire from the office. After the effective date of this Articles of Association, the drawing lots shall select the retirement under the first paragraph for the first and second year. In subsequent years, the Director who has held office the longest shall retire.
- Clause 20 Apart from retirement by rotation, the Director shall vacate office upon:
- (1) Death;
 - (2) Resignation;
 - (3) Loss of qualifications or disqualification by Laws;
 - (4) the resolution of the shareholders' meeting passed by the vote of not less than three quarters of the number of the shareholders attending the meeting who have the right to vote and who have the shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote; and
 - (5) Removal order by the court
- Clause 22 In case where vacancy among the members of the Board of Directors occurs otherwise than by rotation, the Board of Directors shall appoint a person who has the qualifications and who is not disqualified by the Law as the replacement Director in the following meeting of the Board of Directors, unless the remaining term in office of the retired Director is less than two months.
- The resolution of the board of directors under paragraph one must be supported by votes of not less than three-fourths of the number of the remaining directors.
- The replacing director under paragraph one shall hold office only for the remaining term of the replaced director
- Clause 24 Directors are entitled to receive remuneration from the Company in form of prize, allowance, traveling expense, bonus, or other compensation pursuant to Articles of Association or resolution of the shareholder meeting. The amount of such remuneration may be an exact amount calculated based on the designated rules and may be enforceable for a specified period or until it is amended. Apart from the abovementioned, any per diem and welfare shall be paid in accordance with the rules of the company.

The right to receive remuneration in the foregoing paragraph shall not affect the right of an employee who is elected to be the Director to receive remuneration as the employee of the Company.

Chapter 6: Shareholders' Meeting

Clause 31 The Annual General Meeting of Shareholders shall be held within four months after the end of the fiscal year in the Company.

All other general meetings are called "Extraordinary General Meetings". The board of Directors may summon the Extraordinary General Meetings whenever they deem fit.

Clause 32 The business to be considered at the Annual General Meeting of the Shareholders is as follows:

- (1) To consider report of the Board of Directors showing the business operation of the Company during the past year;
- (2) To consider and approve the balance sheet and the statement of profit and loss;
- (3) To consider distribution of profits;
- (4) To elect the Director
- (5) To elect the auditors and determine the auditing fee
- (6) Other business (if any)

Clause 34 In calling a shareholders' meeting, the Board of Directors shall prepare a written notice, specifying place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the Board of Directors in the said matters (if any), and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice shall also be published in a newspaper at least three consecutive days prior to the date of the meeting at least three days.

Clause 35 Shareholders are entitled to attend and vote at the shareholders' meeting but they may authorize other sui juris persons as proxies to attend and vote at any meeting on their behalf. The appointment shall be made in writing pursuant to the proxy form specified by the Registrar and signed by the principal and proxy. The proxy shall be submitted to the Chairman on the Board or to the person designated by the Chairman of the Board at the place, which the meeting is held before the meeting starts.

Clause 36 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is lesser and either case such shareholders shall hold in an aggregate amount of not less than one-third of the total number of shares sold by the Company, unless otherwise specified by the law.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for the quorum as defined in the first paragraph, and if such shareholders' meeting is called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders at least seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Clause 37 The Chairman of the Board shall be the Chairman of the shareholders' meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a vice-Chairman, the vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no vice-Chairman or there is a vice-Chairman but cannot perform his duty, the shareholders present at them meeting shall elect one of the shareholders present at the meeting to act as the Chairman of the meeting.

- Clause 38 The Chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence in the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.
- Clause 39 Unless otherwise specified in this Articles of Association or by the Law, any decision or passing of the resolution of the shareholders' meeting requires a majority vote by the shareholders who attend the meeting and vote. In exercising their votes, the shareholder shall have one vote per one share. In the event of a tie, the Chairman shall have a casting vote.

Chapter 7: Accounting Finance and Auditing

- Clause 40 The fiscal year of the Company shall start from January 1 and end on December 31 of every year.
- Clause 42 The Board of Directors shall submit the balance sheet and the statement of profit and loss as the last day of the fiscal year which has been audited and certified by the auditor to the Annual General Meeting of the shareholders for approval.
- Clause 43 The Board of Directors shall deliver the following documents to the shareholders along with the written notice calling for an Annual General Meeting;
- (1) Copies of the audited balance sheet and the statement of profit and loss together with the audit report prepared by the auditor
 - (2) The annual report of the Board of Directors
- Clause 44 Dividends shall not be paid other than our profits and the Company shall appropriate to a reserve fund annual net profit at least in an amount specified by the Law. The company may distribute the profit which remains after such appropriation other reserve as they deem fit, provided that this approved by shareholders' meeting.
- The Board of Directors may pay interim dividends to the shareholder from time to time if the Board of Directors believes that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholders' meeting.
- Payment of dividends shall be made within the period specified by the Law after the date of the resolution of the shareholders' meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.
- Clause 46 The auditor shall not be a Director, staff member, employee or person holding any position or having any duty in the Company.
- Clause 47 The auditor has the power to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard, the auditor shall also have the power to question the Directors, staff members, employees, persons holding any position or having any duty in the Company, and agents of the Company, including directing them to clarify any matters or to deliver documents or evidence in connection with the operation of the business of the Company.
- Clause 48 The auditor has the right to present a written explanation to the shareholders' meeting and has the duty to attend every shareholder's meeting at which the balance sheet, the statement of profit and loss, and the problems relating to the accounts of the Company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders in that shareholders' meeting.
- Clause 49 The company shall deliver to the Registrar the annual report together with copies of the audited balance sheet and the statement of profit and loss which have already been a approved by the

shareholders' meeting and a copy of the minutes of the shareholders' meeting, only the part concerning the approval of the balance sheet, the allocation of profit and the distribution of dividends, certified to be true by a person authorized to sign on behalf of the Company. The Company shall also publish the balance sheet for public information in a newspaper for a period of at least one day within one month from the date of the shareholders' meeting at which the approval of the balance sheet is granted.

Chapter 9: The Final Chapter

Clause 54 All the rules and regulations or the approval of the Board of Directors or the shareholders' meetings which have been prescribed or given to the Board of Directors before the date this Articles of Association become effective and as well as not against or in conflict with this Articles of Association and law, remain valid and effective until the changes are occurred.

Clause 57 The Company may change or additional amend of the Memorandum and Articles of Association of the Company only when the shareholders' meeting has passed a resolution by a vote of no less than three-fourths of the total votes of shareholders attending the meeting and having voting rights, provided that the Company shall apply to register such resolution within 14 days from the date of the resolution.

Explanation on the Appointment of Proxy, Registration Process, Registration Documents, Vote Casting and Counting and Meeting Procedure

Registration Process

For the purpose of registration of shareholders eligible to attend the Annual General Meeting of Shareholders for the Year 2021, the Company will commence the registration process and review completeness of documents including proxy forms for registration to confirm eligibility of the shareholders to attend the meeting at the meeting venue from 12:30 hrs. on Friday, April 30, 2021.

The Company employs the identification barcode system for the registration purpose, and to ensure convenience and smooth process, shareholders or their respective proxies are requested to bring and present to the registration desk on the meeting date the Registration Form as per Attachment No. 2. To promote transparency and fairness, as well as provide benefits and convenience to shareholders, the Company deems it appropriate to set forth relevant procedures as follows:

1. Shareholders who attend the meeting in person

1.1 Contact the registration desk and submit the Registration Form (as per Attachment No. 2) that comes with the identification barcode together with the following documents to confirm eligibility of the shareholders.

Category	Thai Shareholders	Non- Thai Shareholders
Natural Person	An original identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as: <ul style="list-style-type: none">- Thai national ID card- Driving license- Thai civil servant ID card- Thai state enterprise officer ID card- card- Passport- Any other photographed identification document issued by relevant Thai government authority (Collectively as “ ID Document ”)	A passport which must still be valid and not be damaged or in a condition that cannot identify the holder
Juristic Person (This is for the case where an authorized director(s) wishes to attend the meeting in person. If any juristic person has more than one authorized director and wishes to appoint	<ul style="list-style-type: none">- Either Proxy Form A or Form B in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made))	<ul style="list-style-type: none">- Either Proxy Form A or Form B in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made))

Category	Thai Shareholders	Non- Thai Shareholders
one of the directors or any other person as proxy to attend the meeting on its behalf, please follow the guideline set out in Clause 2 below.)	<ul style="list-style-type: none">- Copy of an affidavit, issued no longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))- Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) together with an original of such ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder	<ul style="list-style-type: none">- Copy of an affidavit or equivalent document which demonstrates at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))- Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) together with an original of such ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

- 1.2 Receive voting cards for voting in each agenda (except for the case of a juristic person which has prepared the Proxy Form in which the grantor has explicitly specified its vote in each agenda whether to vote for, vote against or abstain from voting)

2. Shareholders who wish to appoint a proxy to attend the meeting on their behalf

2.1 Appointment of Proxy

The Company has prepared Proxy Form A, Form B and Form C as stipulated in an announcement of the Department of Business Development, Ministry of Commerce, for shareholders who cannot attend the meeting in person. A proxy may be appointed to the following persons to attend the meeting on their behalf:

- (1) any other person who has reached the legal age (sui juris); or
- (2) any of the independent directors of the Company whose profiles are set out in *Attachment No. 5*

Shareholder must authorize a person as you wish or an independent director whose profile is attached to the invitation to this meeting to attend, and cast a vote at the meeting on your behalf by specifying the name and details of a person to be your proxy. Only one proxy can be appointed.

In this connection, the Company has delivered Proxy Form A and Form B together with this invitation as per *Attachment No. 8*. Alternatively, shareholders may also download either Proxy Form A, Form B or Form C (i.e. Form C is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping) from the Company's website www.azaycapital.co.th Shareholder must use only one of such Proxy Forms. Each shareholder must appoint only one proxy and may not split the number of voting rights to several proxy holders. In addition, in casting a vote in each agenda item, shareholder must choose to either cast a vote for or against or abstain from voting, and not combination thereof. Shareholder shall grant the proxy all the voting rights held. Authorization of vote less than the total number of holding shares is not allowed except for the custodian appointed by the foreign investor in accordance with Proxy Form C. Shareholder may select one of the following Proxy Forms as applicable:

- Proxy Form A, which is a general simple form (for all shareholders)
- Proxy Form B, which is a form specifying details in granting the proxy (for all shareholders)
- Proxy Form C, which is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping

2.2 Contact the registration desk and submit the following documents:

- The Registration Form (as per Attachment No. 2) that comes with the identification barcode
- The Proxy Form (choose either one) in which all required information is completed together with signatures of the grantor and the proxy (with the corporate seal affixed (if any)) and affix Baht 20 stamp duty crossed and dated as of the date the proxy is made
- The following documents to confirm eligibility of the shareholders:

Category	Thai Shareholders	Non- Thai Shareholders
<u>Natural Person</u>	<ul style="list-style-type: none">- An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder- Copy of any of the ID Document of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder	<ul style="list-style-type: none">- An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder- Copy of any of the passport of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the passport which must still be valid and not be damaged or in a condition that cannot identify the holder
<u>Juristic Person</u>	<ul style="list-style-type: none">- An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder- Copy of an affidavit, issued no longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))- Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder	<ul style="list-style-type: none">- An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder- Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))- Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document or passport which must still be valid and not be

Category	Thai Shareholders	Non- Thai Shareholders
		damaged or in a condition that cannot identify the holder
<u>Foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping</u>		<ul style="list-style-type: none">- Documents for juristic person shall be prepared by selecting one of any Proxy Form (either Form A, Form B or Form C)- A power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy- A confirmation letter that signatory has been licensed to engage in custodian business

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

2.3 Contact the registration desk and submit the documents as per Clause 2.1 and Clause 2.2 above

2.4 Receive voting cards for voting in each agenda (except for the case that the grantor has prepared the Proxy Form in which the grantor has explicitly specified its vote in each agenda item whether to vote for, vote against or abstain from voting)

Criteria for Vote Casting and Counting

1. The Chairman of the Meeting or a person designated by the Company shall explain casting and counting vote procedure before commencement of the meeting. The Company shall count and sum up votes on each agenda item of shareholders or the proxy who attend the meeting and cast votes. Results on each agenda item shall be announced to the meeting before the meeting is adjourned. The Company will arrange to have the inspector for examine procedures on counting vote in the Meeting to ensure our transparency and compliance with the laws and the Company's Articles of Association.
2. In casting votes, one share carries one vote.
3. Prior to counting votes on each agenda item, the Company would suspend the registration. The registration would be resumed upon conclusion of the counting of votes on each agenda item. As for shareholders or proxies attending the meeting after the meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the meeting. As a result, the number of shareholders on each agenda item may vary.
4. In case that shareholders appointing their proxies have clearly voted for, voted against or abstained from voting on the respective agenda items and the Company has collected and recorded such votes for processing in advance in computer. Therefore, the proxies attending the meeting shall not receive the voting cards from the Company.
5. The Chairman of the Meeting or a person designated by the Company may request that any shareholders attending the meeting in person or proxies and intending to vote against or abstain from voting use voting cards as provided by the Company, and such shareholders or proxies would be required to raise their hand for officers to collect only the voting cards that vote against or abstain from voting. Therefore, all remaining votes shall be deemed as to vote for.
6. In counting of votes, resolutions shall be passed by votes as follows:

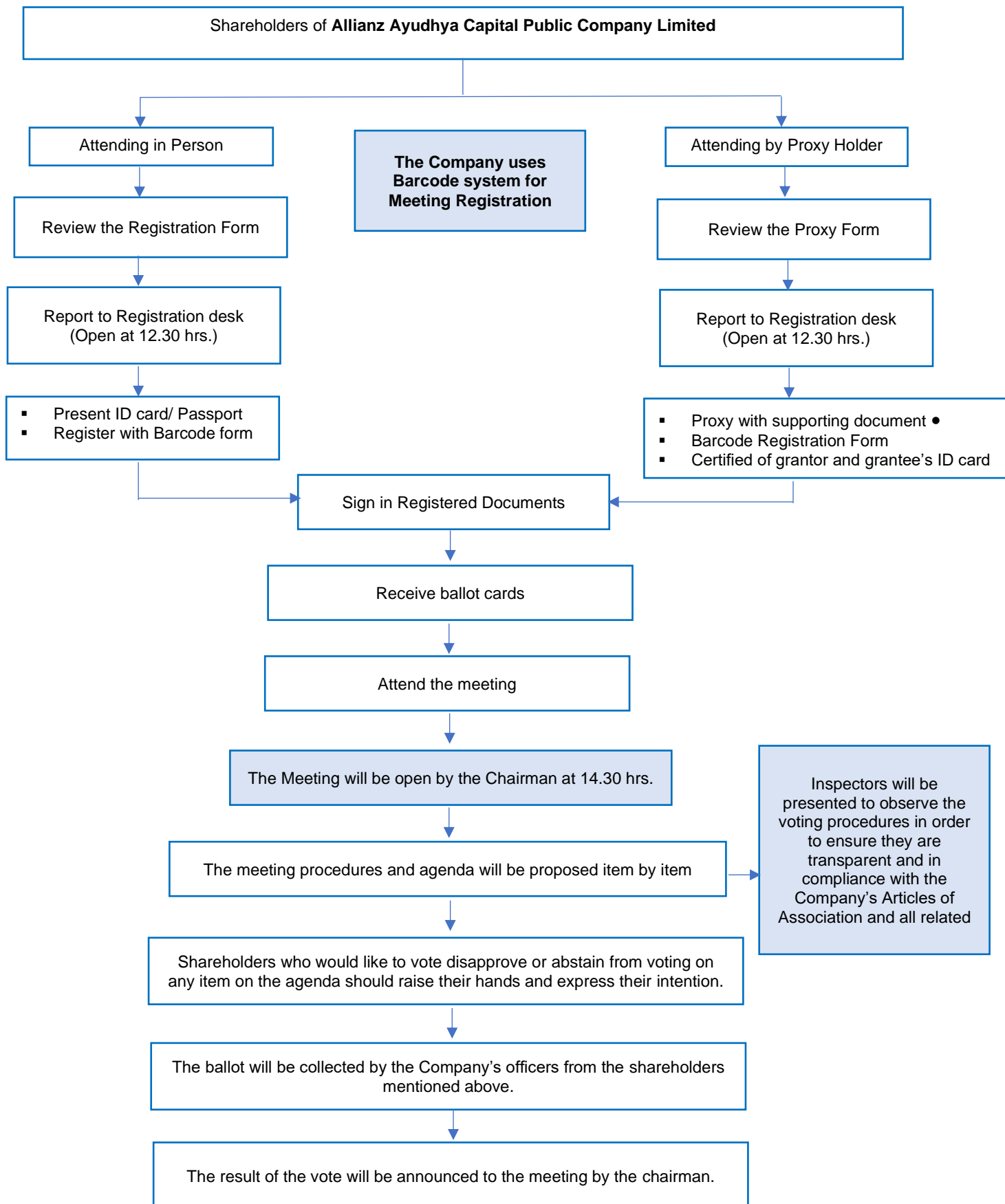
Agenda No. 1 to No. 3 to No. 4 and No. 7 require the approval of the meeting by a majority of vote of shareholders attending and casting the votes at the meeting.

Except for:

- Agenda 2 which is for acknowledge the Board of Directors' report on 2020 operating results and thus voting is not required.
- Agenda 6 which is for consider and approve the Directors' remuneration for the year 2021 and requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.
7. In connection with the **Agenda 5** which is for the consideration and approval of the appointment of the directors to replace those retired by rotation in accordance with the criteria set out in Article 18 of the Company's Articles of Association as follows.
 - (1) Each shareholder shall have a number of votes equal to the number of shares held.
 - (2) In electing the Director, one or more than one Director may be elected at a time, as the shareholders' meeting may deem fit. For each resolution, however, the shareholder shall exercise all the votes it has under (1) and shall not allot its votes to any person in any number.
 - (3) The election of the Director shall be made by majority votes. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

For the purpose of casting a vote on this agenda item, the Company would collect the voting cards form all shareholders attending the meeting to ensure the transparency in counting votes which may be requested for review at a later date. As for shareholders appointing proxies, the Company will examine the casting of votes in their proxy forms.

**Procedures for attending of the Annual General Meeting of Shareholders 2021
Allianz Ayudhya Capital Public Company Limited
On April 30, 2021**



**Please return all unused ballot cards to the Company's officer when the meeting is adjourned.*

หนังสือมอบฉันทะ (แบบ ข.) (แบบที่กำหนดรายการต่างๆ ที่มอบฉันทะที่ละเอียดและชัดเจน)

Proxy Form (Form B.) (Specific Details Form)

ติดอากรแสตมป์

20 บาท

Affix duty stamp

THB 20

เขียนที่ (Written at).....

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า (I/We)..... สัญชาติ (Nationality).....

อยู่บ้านเลขที่ (Residing at)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Kwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code).....

(2) เป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ ออยุธยา แคปปิตอล จำกัด (มหาชน)

Being a shareholder of Allianz Ayudhya Capital Public Company Limited

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Holding the total amount of ordinary shares shares and has the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระและกรรมการที่ไม่เป็นผู้บริหารของบริษัท โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วยลำดับที่ 5)

Hereby appoint (the shareholder may appoint the independent director or non-executive director of the Company of which details as in Attachment 5)

 (1) ชื่อ (Name)..... อายุ (Age)..... ปี (Years)

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Residing at Road Tambol/Kwaeng..... Amphur/Khet..... Province Postal code or

 (2) ชื่อ (Name)..... นายสุวัฒน์ หลายเจริญทรัพย์ (Mr. Suwat Laicharoensup)..... อายุ (Age) 71 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit, Tambol/Khwaeng, Lumpini

Amphur/Khet Pathumwan, Province Bangkok, Postal code 10330 or

 (3) ชื่อ (Name)..... นายพสุ โลหารชุน (Mr. Pasu Loharjun)..... อายุ (Age) 61 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit, Tambol/Khwaeng, Lumpini

Amphur/Khet Pathumwan, Province Bangkok, Postal code 10330 or

The independent directors have no special stake in all the agenda.

(ทั้งนี้ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในการพิจารณารายละเอียดในทวาระในการประชุมครั้งนี้)

 (4) ชื่อ (Name)..... นางสาวนพพร ทิรวัดมนกุล (Miss Nopporn Tirawattanagool)..... อายุ (Age) 66..... ปี (Years)

ในฐานะกรรมการที่ไม่เป็นผู้บริหาร (Non-Executive Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี

อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit

Tambol/Khwaeng, Lumpini, Amphur/Khet Pathumwan, Province Bangkok, Postal code 10330

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 (ครั้งที่ 72) ในวันศุกร์ที่ 30 เมษายน 2564 เวลา 14.30 น. ณ ห้องพาร์ควิว 1 ชั้น 4 โรงแรมบลิสตัน สุวรรณ พาร์ควิว เลขที่ 9 ซอยตันสน ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders on Friday, April 30, 2021 at 14.30 hrs., at Park View 1, 4th floor, Bliston Suwan Park View Hotel, 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/We grant my/our proxy to vote on my/our behalf as follows:



วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563 (ครั้งที่ 71) เมื่อวันที่ 31 กรกฎาคม 2563
Agenda 1 To Consider and Adopt the Minutes of the 2020 Annual General Meeting (No. 71), held on July 31, 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 รับทราบรายงานประจำปี 2563 ของคณะกรรมการ
Agenda 2 To Acknowledge the Board of Directors' Report on 2020 Operating Results

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2563 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปี 2563
Agenda 3 To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2020, together with the Auditor's Report

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณาอนุมัติจัดสรรกำไรประจำปี 2563 และรับทราบการจ่ายเงินปันผลระหว่างกาล
Agenda 4 To Consider and Approve the Appropriation of Profit from the Company's Performance in 2020 and Dividend Payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
Agenda 5 To Consider and Elect the Directors to Replace those Retiring by Rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

การเลือกตั้งกรรมการเป็นรายบุคคล / Election of the following directors:

5.1 ชื่อกรรมการ นายณรงค์ จุลชาติ / Name of director Mr. Narong Chulajata

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

5.2 ชื่อกรรมการ นายวิชิต กรวิทยาคุณ /Name of director Mr. Vichit Kornvityakoon

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

5.3 ชื่อกรรมการ นางคลอเดีย ซาเลม / Name of director Mrs. Claudia Salem

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

5.4 ชื่อกรรมการ นายลาร์ส ไฮบูทสกี / Name of director Mr. Lars Heibutzki

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

5.5 ชื่อกรรมการ นางสาวจรรุณี ชัยศุกกิจสินธ์ / Name of the director Ms. Jarunee Chaisupakitsin

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2564

Agenda 6 To Consider the Approve the Directors' Remuneration for the Year 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2564

Agenda 7 To Consider and Appoint the Auditors and the Determination of Auditors' Remuneration for the Year 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To Consider any Other Business (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Where any vote taken by the Proxy does not conform to those specified herein, it shall be deemed that such vote is invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify my/our voting intention in any agenda items or not clearly specify or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(7) กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the Proxy in this meeting shall be deemed to be the action performed by myself/ourselves, except for the case that the Proxy does not cast the vote as specified herein.

ลงนาม/Signedผู้มอบฉันทะ/Grantor
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

Remark:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. The shareholder may grant the power to the proxy for all of the shares specified in Clause (3) or grant only a portion of the shares less than those specified in Clause (3) to the proxy.
3. For the election of directors, the vote may elect some or all of the nominees.
4. If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting. He/she may mark the statement as identified in (7).

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplemental Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ อยูดhya แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 (ครั้งที่ 72) ในวันศุกร์ที่ 30 เมษายน 2564 เวลา 14.30 น. ณ ห้องพาร์ควิว 1 ชั้น 4 โรงแรมบลิสตัน สุวรรณ พาร์ควิว เลขที่ 9 ซอยตันสน ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2021 Annual General Meeting on Friday, April 30, 2021 at 14.30 hrs., at Park View 1, 4th floor, Bliston Suwan Park View Hotel, 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof to any other date, time and venue.

วาระที่ _____ เรื่อง _____

Agenda

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงนาม/Signedผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
()

แบบหนังสือมอบฉันทะ ตามที่กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ กำหนด
Proxy Forms as specified by Department of Business Development, Ministry of Commerce

หนังสือมอบฉันทะ (แบบ ค.) (สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งโดยคัสโตเดียนในประเทศไทยเท่านั้น)

ติดอากรแสตมป์
20 บาท
Affix duty stamp
THB 20

Proxy Form (Form C.) (For Foreign shareholders who have custodians in Thailand only) (Specific Details Form)

เขียนที่ (Written at).....

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า (I/We)..... สัญชาติ (Nationality).....

อยู่บ้านเลขที่ (Residing at)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Kwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code).....

(2) เป็นผู้ถือหุ้นของ **บริษัท อลิอันซ์ ออยุธยา แคปปิตอล จำกัด (มหาชน)**

Being a shareholder of **Allianz Ayudhya Capital Public Company Limited**

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Holding the total amount of ordinary shares shares and has the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระและกรรมการที่ไม่เป็นผู้บริหารของบริษัท โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วยลำดับที่ 5)

Hereby appoint (the shareholder may appoint the independent director or non-executive director of the Company of which details as in Attachment 5)

(1) ชื่อ (Name)..... อายุ (Age)..... ปี (Years)

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Residing at Road Tambol/Kwaeng..... Amphur/Khet..... Province Postal code or

(2) ชื่อ (Name)..... นายสุวัฒน์ หลายเจริญทรัพย์ (Mr. Suwat Laicharoensup)..... อายุ (Age) 71 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit, Tambol/Khwaeng, Lumpini Amphur/Khet Pathumwan, Province Bangkok Postal code 10330 or

(3) ชื่อ (Name)..... นายพสุ โลหารชุน (Mr. Pasu Loharjun)..... อายุ (Age) 61 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit, Tambol/Khwaeng, Lumpini Amphur/Khet Pathumwan, Province Bangkok Postal code 10330 or

The independent directors have no special stake in all the agenda.

(ทั้งนี้ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในการพิจารณารายละเอียดในทวาระในการประชุมครั้งนี้)

(4) ชื่อ (Name)..... นางสาวนพพร ทิรวัตตนกุล (Miss Nopporn Tirawattanagool)..... อายุ (Age) 66 ปี (Years)

ในฐานะกรรมการที่ไม่เป็นผู้บริหาร (Non-Executive Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit, Tambol/Khwaeng, Lumpini Amphur/Khet Pathumwan, Province Bangkok Postal code 10330

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 (ครั้งที่ 72) ในวันศุกร์ที่ 30 เมษายน 2564 เวลา 14.30 น. ณ ห้องพาร์ควิว 1 ชั้น 4 โรงแรมบลิสตัน สุวรรณ พาร์ควิว เลขที่ 9 ซอยตันสน ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders on Friday, April 30, 2021 at 14.30 hrs., at Park View 1, 4th floor, Bliston Suwan Park View Hotel, 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/We grant my/our proxy to vote on my/our behalf as follows:



วาระที่ 1 **รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563 (ครั้งที่ 71) เมื่อวันที่ 31 กรกฎาคม 2563**

Agenda 1 **To Consider and Adopt the Minutes of the 2020 Annual General Meeting (No. 71), held on July 31, 2020**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 **รับทราบรายงานประจำปี 2563 ของคณะกรรมการ**

Agenda 2 **To Acknowledge the Board of Directors' Report on 2020 Operating Results**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 **พิจารณาอนุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2563 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปี 2563**

Agenda 3 **To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2020, together with the Auditor's Report**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 **พิจารณาอนุมัติจัดสรรกำไรประจำปี 2563 และรับทราบการจ่ายเงินปันผลระหว่างกาล**

Agenda 4 **To Consider and Approve the Appropriation of Profit from the Company's Performance in 2020 and Dividend Payment**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**

Agenda 5 **To Consider and Elect the Directors to Replace those Retiring by Rotation**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

การเลือกตั้งกรรมการเป็นรายบุคคล / Election of the following directors:

5.1 ชื่อกรรมการ นายณรงค์ จุลชาติ / Name of director Mr. Narong Chulajata

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

5.2 ชื่อกรรมการ นายวิชิต กรวิทยาคุณ /Name of director Mr. Vichit Kornvityakoon

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

5.3 ชื่อกรรมการ นางคลอเดีย ซาเลม / Name of director Mrs. Claudia Salem

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

5.4 ชื่อกรรมการ นายลาร์ส ไฮบูทสกี / Name of director Mr. Lars Heibutzki

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

5.5 ชื่อกรรมการ นางสาวจรรุณี ชัยศุกกิจสินธ์ / Name of the director Ms. Jarunee Chaisupakitsin

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2564

Agenda 6 To Consider the Approve the Directors' Remuneration for the Year 2021

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2564

Agenda 7 To Consider and Appoint the Auditors and the Determination of Auditors' Remuneration for the Year 2021

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To Consider any Other Business (if any)

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Where any vote taken by the Proxy does not conform to those specified herein, it shall be deemed that such vote is invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify my/our voting intention in any agenda items or not clearly specify or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(7) กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the Proxy in this meeting shall be deemed to be the action performed by myself/ourselves, except for the case that the Proxy does not cast the vote as specified herein.

ลงนาม/Signedผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C
- หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ
Evidences to be enclosed with the Proxy Form are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder may not split number of shares and appoint more than one proxy in order to split votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือ เลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ
In case there is any further agenda apart from specified above brought into consideration in meeting, the shareholders may use the Attachment to Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Supplemental Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ อยูดhya แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 (ครั้งที่ 72) ในวันศุกร์ที่ 30 เมษายน 2564 เวลา 14.30 น. ณ ห้องพาร์ควิว 1 ชั้น 4 โรงแรมบลิสตัน สุวรรณ พาร์ควิว เลขที่ 9 ซอยตันสน ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2021 Annual General Meeting on Friday, April 30, 2021 at 14.30 hrs., at Park View 1, 4th floor, Bliston Suwan Park View Hotel, 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof to any other date, time and venue.

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

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| Approve | Disapprove | Abstain |

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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

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| Approve | Disapprove | Abstain |

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงนาม/Signedผู้มอบฉันทะ/Grantor
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

แบบหนังสือมอบฉันทะ ตามที่กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ กำหนด
Proxy Forms as specified by Department of Business Development, Ministry of Commerce

แผนที่สถานที่จัดประชุมสามัญผู้ถือหุ้นประจำปี 2564

(Venue of 2021 Annual General Meeting of Shareholders)

โรงแรม บลิสตัน สุวรรณ พาร์ควิว

Bliston Suwan Park View Hotel



ห้องพาร์ควิว 1 ชั้น 4 เลขที่ 9 ซอยตันสัน ถนนเพลินจิต
แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330

Park View 1, 4th floor, 9 Soi Tonson, Ploenchit Road,
Lumpini, Pathumwan, Bangkok 10330

โทร. 02-658-7979 แฟกซ์ 02 658 7999

Tel. 02-658-7979 Fax. 02 658 7999

- ท่านผู้ถือหุ้นสามารถสอบถามสถานที่จัดประชุมผู้ถือหุ้น
โทร. 1373 และ 1292 (ศูนย์บริการลูกค้าออนไลน์)

- Shareholders to inquire the meeting venue
Tel. 1373 and 1292 (Customer Care)

การเดินทาง

Transportation

- รถไฟฟ้าบีทีเอส : สถานีชิดลม ทางออกที่ 4
- รถประจำทาง : ได้แก่ สาย 2 สาย 17 สาย 25 สาย 40 สาย 48 (ใกล้ปากซอยตันสัน) สาย 501 สาย 508 สาย 511 และสาย 513
- รถยนต์ส่วนตัว:
มุ่งหน้าไปยังถนนเพลินจิตฝั่งซ้าย จากนั้นจะพบอาคารต้นสน ทาวเวอร์ อยู่ด้านซ้ายมือ ให้เลี้ยวซ้ายเข้าซอยตันสัน ประมาณ 300 เมตร จะพบโรงแรมบลิสตัน สุวรรณ พาร์ควิว

- BTS Skytrain : Chid Lom Station (exit no. 4)
- Public Bus : No. 2 No. 17 No. 25 No. 40 No. 48 (Near Soi Tonson) No. 501 No. 508 No. 511 and No, 513
- Car:
Drive on the left-hand side of Ploenchit Road, passing by Tonson Tower and turn left at Soi Tonson then around 300 meters will find the Hotel

Safety Measures and Guidelines for the 2021 Annual General Meeting of Shareholders during the outbreak of the Coronavirus Disease 2019

Due to the ongoing pandemic of the Coronavirus Disease 2019 (COVID-19), Allianz Ayudhya Capital Public Company Limited (the “Company”) has a deep concern about the health and safety of shareholders and would like to inform the shareholders of the Measures and Guidelines for the 2021 Annual General Meeting of Shareholders to protect against the outbreak of the COVID-19 as follows:

1. Following the government measures regarding the meeting arrangement with the restriction to maximum of 200 seats, **the Company, therefore, request the shareholders’ cooperation to grant a proxy to the Company’s Independent Director or Non-Executive Director to attend and vote at the meeting** by sending the proxy form at least 3 business days prior to the meeting date to:

Corporate Secretary (Legal Department)

Allianz Ayudhya Capital Public Company Limited,
14th Floor, Ploenchit Tower, No. 898 Ploenchit Road,
Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330.

2. **Shareholders are welcomed to submit any questions** regarding the agenda items prior to the meeting via the following channels:

- Email address: cs@azay.co.th ; or
- Registered mail to :

Corporate Secretary (Legal Department)

Allianz Ayudhya Capital Public Company Limited,
14th Floor, Ploenchit Tower, No. 898 Ploenchit Road,
Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330

3. **In case shareholders still wish to attend the meeting in person**, the Company would like to request for cooperation from shareholders to strictly comply with the Measures and Guidelines to protect against the outbreak of the Coronavirus Disease 2019 as follows:

3.1 Shareholders / proxy holders must clear screening by having their body temperature measured and completing the COVID-19 screening questionnaire. The Company shall arrange for the Company’s officer to screen all the attendees before they enter the meeting venue. If the Company has found that attendees have any of the following exposures:

- having body temperature of 37.5 degrees Celsius or higher, or
- coughing, sore throat, runny nose, lost sense of smell or taste and shortness of breath or difficulty breathing, or
- Any individual who has traveled to or from countries or provinces affected by the COVID-19 outbreak during in the period of 14 days prior to the meeting date or has been in contact with a confirmed COVID- 19 patient, or been to a public space or place where people are gathered, which have been confirmed cases of COVID-19 in the past 1 month.

The Company reserves the right to not allow such shareholders / proxy holders to attend the meeting. However, shareholders can appoint the Company’s independent director or non-executive director as proxy holders to attend the meeting on their behalf. For information of Company’s independent director and/or non-executive director is as Attachment No. 5 of the 2021 AGM invitation Letter.

- 3.2 The Company shall allow only registered shareholders / proxy holders to attend the meeting. **Any accompanying person shall not be allowed to enter the meeting room.**
- 3.3 The Company shall organize physical distance of at least 1 meter to reduce attendees’ congestion in relevant areas e.g. screening points, document-checking points and registration counter, as well as having limited the number of shareholders for elevator usage in each round.



- 3.4 The Company shall arrange the seats in the meeting room with physical distance between each seat of at least 1.5 meters. Each registered attendee will be assigned a specific seat number and must strictly occupy the assigned seat to facilitate the disease-control tracking in an event that any attendees are infected with COVID-19.
- 3.5 Attendees who pass the screening process shall be put on a registration sticker. Attendees must wear a face mask at all times.
- 3.6 The Company shall not serve tea and coffee, but bottles of water and snack will be provided in the complimentary snack boxes. The Company kindly requests all attendees not to eat food or snack in the meeting room and meeting venue areas.
- 3.7 The Company shall provide attendees with hand sanitizer gel at the screening points, registration counter and in front of the entrance to the meeting room.
- 3.8 For sanitary reasons, the Company will not provide microphone to shareholders during Q&A sessions. The Company requests that shareholders, who wish to ask questions, write down on the slips of paper and drop these into the question box.
- 3.9 The Company shall not provide the Annual Registration Statement / Annual Report 2020 (Form 56-1 One Report) in printed format at the meeting for sanitation and in order to minimize personal direct contact, and to reduce any environmental impact. Shareholders may download the Form 56-1 One Report via QR Code displayed in the Notification of Meeting of which distributed to the Shareholders or download via QR Code provided at registration counter area on the meeting date.

In case there are any changes in the situation or additional AGM-related measures that come from the government, the Company shall inform the shareholders via the Company's website (www.ayud.co.th). In the event that there are many attendees or the meeting venue is crowded by attendees who arrive at the same time, a delay in screening and registration for the meeting might occur. The Company hereby apologizes for any such inconvenience that may arise.

Sincerely yours,

Allianz Ayudhya Capital Public Company Limited

**แบบสอบถามเพื่อคัดกรอง COVID-19
(COVID-19 Screening Questionnaire)**

บริษัทจะประมวลผลข้อมูลตามแบบสอบถามฉบับนี้ เพื่อวัตถุประสงค์ในการป้องกันความเสี่ยงที่อาจเกิดขึ้นจากโรคโควิด-19 สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2564

(The Company processes this questionnaire to prevent the risks and outbreak of COVID-19 in the 2021 AGM)

ชื่อ-นามสกุล (ภาษาไทยตรงกับบัตรประชาชน)

(Name-Surname must be spelled as shown in your ID card/passport)

โทร. (Tel.) _____

ตัวท่านเอง (Yourself)

1. มีการเดินทางไปหรือกลับจากต่างประเทศ/ต่างจังหวัดที่มีการระบาดของโรคโควิด-19 ในช่วง 14 วันที่ผ่านมาหรือไม่
(Did you travel to or from other countries or provinces affected by the COVID-19 outbreak in last 14 days?)

- เดินทาง (Yes) ไม่เดินทาง (No)

2. มีอาการดังนี้หรือไม่ (Do you have any of these Symptoms?)

- มีไข้สูง ตั้งแต่ 37.5 องศาเซลเซียส (High fever 37.5 °C or more)
 ไอ เจ็บคอ มีน้ำมูก ไม่ได้กลิ่น ลิ้นไม่รับรส หายใจเร็ว หายใจเหนื่อย หรือหายใจลำบาก
(coughing, sore throat, runny nose, lost sense of smell or taste and shortness of breath or difficulty breathing)
 ไม่มีอาการดังกล่าว (None of these symptoms)

บุคคลใกล้ชิด (บุคคลที่พักอาศัยอยู่ร่วมกับท่าน หรือ บุคคลที่ท่านพบปะคลุกคลีด้วย)

(Someone close to you (Your family or contact))

1. มีการเดินทางไปหรือกลับจากต่างประเทศ/ต่างจังหวัดที่มีการระบาดของโรคโควิด-19 ในช่วง 14 วันที่ผ่านมาหรือไม่
(Did you travel to or from other countries or provinces affected by the COVID-19 outbreak in last 14 days?)

- เดินทาง (Yes) ไม่เดินทาง (No)

2. มีอาการดังนี้หรือไม่ (Do you have any of these Symptoms?)

- มีไข้สูง ตั้งแต่ 37.5 องศาเซลเซียส (High fever 37.5 °C or more)
 ไอ เจ็บคอ มีน้ำมูก ไม่ได้กลิ่น ลิ้นไม่รับรส หายใจเร็ว หายใจเหนื่อย หรือหายใจลำบาก
(coughing, sore throat, runny nose, lost sense of smell or taste and shortness of breath or difficulty breathing)
 ไม่มีอาการดังกล่าว (None of these symptoms)

สำหรับเจ้าหน้าที่ (For the officer)

- ไม่เข้าข่ายต้องสงสัย (No suspicion)
 มีเหตุอันควรสงสัยว่าติดเชื้อไวรัส โควิด-19 แนะนำให้ผู้ประชุมงดการเข้าร่วมกิจกรรม และทำการมอบฉันทะให้กับกรรมการอิสระ/กรรมการที่ไม่เป็นผู้บริหารที่บริษัทเสนอเป็นผู้รับมอบฉันทะจากผู้ถือหุ้น

(Reasonable suspicion of infection with COVID-19. Recommend patients refrain from participating in activities and appoint a the Independent Director/Non-Executive Director as proxy of shareholders)

ลงชื่อเจ้าหน้าที่ (For Officer signature) _____



แบบฟอร์มขอรับแบบ 56-1 One Report ประจำปี 2563
Requisition Form for the Printed Copy of 2020 Form 56-1 One Report

(กรุณารอกรายละเอียดด้านล่าง หรืออีเมล cs@azay.co.th)

(Please fill in the form or email to cs@azay.co.th)

เรียน เลขานุการบริษัท

Dear Company Secretary

ข้าพเจ้า

I, (name)

ที่อยู่

Address

เมือง/จังหวัด

City/Province

ประเทศ

Country

รหัสไปรษณีย์

Postcode

มีความประสงค์ขอรับแบบ 56-1 One Report ประจำปี 2563 ในรูปแบบหนังสือ

Would like to receive a printed copy of the 2020 Form 56-1 One Report