

# Invitation to the 2022 Annual General Meeting of Shareholders (No.73)

**Allianz Ayudhya Capital Public Company Limited**  
Friday, April 29, 2022 at 09.00 hours

**Meeting Type :**  
**Electronic Meeting (E-AGM)**










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No. LorBor. 65/ 007

March 29, 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders (No. 73) via electronic method (E-AGM)

To: Shareholders  
Allianz Ayudhya Capital Public Company Limited

- Attachment:
1. Minutes of the 2021 Annual General Meeting of Shareholders (No. 72);
  2. The 2021 Annual Registration Statement/Annual Report (Form 56-1 One Report) in QR code, the Registration Form and QR Code Downloading procedures for the 2021 Form 56-1 One Report;
  3. Brief personal profiles of individuals nominated as Directors to replace Directors of the Company who are retired by rotation;
  4. Profile of nominated auditors for the year 2022;
  5. Profile of Independent Directors for proxy appointment of shareholders;
  6. The Company's Articles of Association in relation to the 2022 Annual General Meeting of Shareholders;
  7. Explanation on the appointment of proxy, registration process, registration documents, vote casting and counting, and meeting procedure (E-AGM);
  8. Proxy Form B and Form C
  9. Information Memorandum on the acquisition of assets in respect of the acquisition by the Company of shares in Aetna group companies in Thailand

Notice is hereby given by virtue of the resolution of the Board of Directors of Allianz Ayudhya Capital Public Company Limited ("the Company"), at its meeting No. 4/2022 held on March 23, 2022, to convene the 2022 Annual General Meeting of Shareholders via electronic method ("E-AGM") on **Friday, April 29, 2022 at 09.00 hours** according to laws and regulations relating to electronic meetings with live broadcast from the Head Office Building of the Company and to determine the list of shareholders who are entitled to attend the E-AGM (Record Date) on Thursday, April 7, 2022, and 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 2021 Annual General Meeting of Shareholders (No. 72), held on June 29, 2021**

Facts and Rationale: The Company prepared the Minutes of the 2021 Annual General Meeting of Shareholders, held on June 29, 2021, submitted them to the Stock Exchange of Thailand and published them on its website [www.ayud.co.th](http://www.ayud.co.th). The Minutes which were delivered to the Company's shareholders together with this Invitation to the 2022 Annual General Meeting of Shareholders according to **Attachment No. 1.**

Board of Directors' Opinion: Considers it appropriate to propose the Minutes of the 2021 Annual General Meeting of Shareholders (No. 72) be certified as true and correct records and be adopted by the 2022 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 the Company's operating results in 2021**

Facts and Rationale: The Board of Directors has summarized the Directors' Report on the Company's performance and significant changes for the year 2021, which forms part of the Company's 2021 Annual Registration Statement / Annual Report (Form 56-1 One Report) delivered to the Company's shareholders together with this Invitation to the 2022 Annual General Meeting and can be found in **Attachment No. 2.**

Board of Directors' Opinion: Considers it appropriate to propose to the 2022 Annual General Meeting for its acknowledgement the 2021 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, 2021, 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 and 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, 2021, the statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flow for the year 2021, which were approved by the Audit Committee and audited and certified by the Company's auditor, are presented in the 2021 Form 56-1 One Report delivered to all shareholders together with this Invitation to the 2022 Annual General Meeting according to **Attachment No. 2.**

Board of Directors' opinion: Considers it appropriate to propose that the 2022 Annual General Meeting of Shareholders consider and approve the financial statement for the year ended December 31, 2021, the statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flow for the year 2021, 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 Profits from the Company's Performance in 2021 and 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. Therefore, the Company can pay dividends to the 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. Such dividend payment is subject to the approval of the Shareholders' Meeting. The Board of Directors may decide to pay an interim dividend to its shareholders, however this must be reported to the shareholders in the next meeting of shareholders.

According to the Company's consolidated financial statements for the year ended December 31, 2021, the Company had net profit in the amount of THB 1,230,030,752 (One billion two hundred thirty million, thirty thousand, seven hundred fifty two Baht) or THB 3.16 Baht per share and in the separated financial statements of the company's net profit amounted to THB 767,975,141 (Seven hundred sixty seven million, nine hundred seventy five thousand, one hundred forty one Baht) or THB 1.97 per share. The Company's financial statement ended December 31, 2021 are presented in the 2021 Form 56-1 One Report/Annual Report delivered to all shareholders together with this Invitation to the 2022 Annual General Meeting of Shareholders (E-AGM) according to **Attachment No 2**.

### Information on Company's Dividend Payment

Comparison of divided distribution in the year 2021 with the previous years is summarized as follows:

Details of Dividend Payment	2021	2020	2019
1. Net profit from consolidated financial statements (Baht)	1,230,030,752	631,114,299	189,628,226
2. Number of ordinary shares			
2.1 Number of ordinary shares paid for interim dividend	389,266,931	389,266,931	384,910,061
2.2 Number of ordinary shares paid for Annual dividend	389,266,931	389,266,931	384,964,961
3. Total dividend payment for the performance of the year (Baht/share)	1.54	1.52	1.50
3.1 Interim Dividend	0.77	0.75	0.75
3.2 Additional Interim Dividend	-	0.77	-
3.3 Annual Dividend	0.77	-	0.75
4. Total Dividend Payment (Baht)	599,471,074	591,685,735	577,406,266
5. Proportion of dividend on consolidated net profit (Percent)	48.74	93.75	304.49

*Remark: Additional Interim Dividend was subject to the resolution of the Board of Directors' Meeting, held on April 26, 2021. In this regard, the Board of Directors approved the interim dividend and it was paid on May 13, 2021.*

**Board of Directors' opinion:** Considers it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the appropriation of profit from the Company's performance in 2021 and cash dividend for the year 2021 at the payment rate of THB 0.77 per share, amounting to THB 299,735,537 (Two hundred ninety-nine million seven hundred thirty-five thousand five hundred thirty-seven Baht) from net profit for the period January 1 to December 31, 2021.

The Company's Board of Directors approved a resolution on August 13, 2021 for an interim dividend payment of THB 0.77 per share, amounting to THB 299,735,537 (Two hundred ninety-nine million seven hundred thirty-five thousand five hundred thirty-seven Baht) which was paid on September 10, 2021 from net profit for the period January 1 to June 30, 2021. In compliance with the Company's dividend payment policy, the aggregate dividend payment for the whole year of 2021 was THB 1.54 per share or a total dividend payout ratio of 78.06 % of net profit for the year of separate financial statements.

Subject to Legal Reserve, the dividend was paid after consideration of the Company's investment, financial necessity and future expansion plan.

The record date of the shareholders who are entitled to receive the dividend is set for April 7, 2022.

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. Dr. Jamlong Atikul Chairman of the Board of Directors and Independent Director
2. Ms. Nopporn Tirawattanagool Director
3. Mr. Bryan James Smith Director
4. Mr. Jon-Paul Jones Director
5. Mr. Kitti Pintavirooj Director

The Company invited shareholders to nominate qualified candidates for a directorship and propose agenda items for the AGM from November 26, 2021 to January 31, 2022 through the Company's website. Despite the invitation, no proposals for qualified candidates or agenda items was proposed.

The Nomination and Remuneration Committee undertook nomination procedures by duly considering the qualifications of the directors according to the PLCA and the Notifications of the Office of Securities and Exchange Commission (the "SEC"), the Company's Fit and Proper Policy to ensure that the qualification, wisdom, talent, experience and expertise and appropriateness to be of utmost benefit of the Company to serve as the Company's Board of Directors. The NRC (excluding the Director having interests therein who shall abstain from voting) has duly reviewed and proposed to approve the reappointment of the 5 retiring Directors to be the Company's Directors for another term.

Information of individuals nominated as the Directors to replace Directors retired by rotation of the Company was delivered to the Company's shareholders together with this invitation to the 2022 Annual General Meeting of Shareholders according to **Attachment No. 3.**

Board of Directors' Opinion: The Board of Directors, excluding the 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 2022 Annual General Meeting of Shareholders to consider and reelect the following five (5) retiring Directors to serve as the Company's directors for another term:

1. Dr. Jamlong Atikul Chairman of the Board of Directors and Independent Director
2. Ms. Nopporn Tirawattanagool Director
3. Mr. Bryan James Smith Director
4. Mr. Jon-Paul Jones Director
5. Mr. Kitti Pintavirooj 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 2022**

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

The Company's Nomination and Remuneration Committee has thoroughly considered and determined the remuneration for the Directors is 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 2022 at amount not more than THB 11,000,000 same amount as previous year

Board of Directors' Opinion: Agreed to determine the remuneration of the Company's Directors and Sub-Committee members for the year 2022 at the amount not more than THB 11,000,000 (Eleven million Baht) as follows:

	2022* (year of proposal)	2021	2020	Remark
<b>Directors' Remuneration*</b>	Not more than THB 11,000,000	Not more than THB 11,000,000	Not more than THB 10,000,000	No change from previous year

**Directors' Remuneration consists of**

- 1) A monthly retainer fee:

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

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

All Directors	THB 20,000*
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*\*Remark: All members shall receive a maximum of 4 attendances a year and shall be paid quarterly.*

- 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	THB 22,500 / month
Member of Sub-committee	THB 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	THB 912,000
Vice Chairman of the Board	THB 866,400
Director of the Board	THB 433,000

- 5) Other benefits – None –

Members of Board who are also members of the Board of Management of the Company, the Company's subsidiary or affiliate 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 2022**

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; 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 Kamolchanokkul 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 2022 (third year) for the Company. In the event any of 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 2022 shall not be more than THB 2,276,500 (Two million two hundred seventy-six thousand and five hundred baht) excluding out of pocket expenses and non-audit fee. The proposed audit fee for the year 2022 was increase in total by 4% from the unchanged fee since 2020.

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 2022:
  - 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 2022 for the third year 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 2022 are delivered to the Company's shareholders together with this invitation to the 2022 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 2,276,500, excluding out of pocket expenses. The details of audit fee are as follows:

	<b>2022 proposed (PWC)</b>	<b>2021 (PWC)</b>
1. Annual Audit Fee	Baht 557,000	Baht 530,000
2. Quarterly Financial Statements Audit Fee (3 quarters)	Baht 409,500	Baht 390,000
3. Consolidated Financial Statement Audit Fee	Baht 336,000	Baht 320,000
4. Consolidated Financial Statement (3 quarters)	Baht 504,000	Baht 480,000
5. Equity taking of associated company	Baht 470,000	Baht 470,000
<b>Total</b>	<b>Baht 2,276,500</b>	<b>Baht 2,190,000</b>

**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 and Approve the Acquisition by the Company of 100% of the shares in the Aetna group companies in Thailand**

**Facts and Rationale:** The Board of Directors' Meeting No. 4/2022 convened on March 23, 2022 resolved to propose to the Annual General Meeting of Shareholders for the Year 2022 (No. 73) (the "2022 AGM") to consider and approve the acquisition by the Company of 100% of the shares of certain operating and holding companies in Thailand (the "Aetna Thai Companies") from Aetna Global Holding Limited, a company incorporated and registered in England and Wales (the "Seller") at the base purchase price of THB 3,140,000,000, subject to an adjustment mechanism based on the net asset value of Aetna Thai Companies around the time of the closing date (the "Proposed Acquisition"). The Aetna Thai Companies comprise the following companies: (i) two operating companies: (a) Aetna Health Insurance (Thailand) Public Company Limited ("AHI") which is a licensed non-life insurance company, and (b) Aetna Services (Thailand) Limited ("AST") which is a company providing physical clinical out-patient services; and (ii) three holding companies: (a) Aetna Holdings (Thailand) Company Limited ("AHL"), (b) Health Care Management Co., Ltd. ("HCM") and (c) Minor Health Enterprise Ltd. ("MHE").

The Company will be required to obtain approval from its shareholders' meeting to complete the Proposed Acquisition in compliance with Section 107 of the Public Limited Companies Act B.E. 2535 (as amended). The Company entered into the Share Purchase Agreement with the Seller on March 23, 2022 ("**Share Purchase Agreement**") under which the closing of the Proposed Acquisition is subject to the Company obtaining the approval with respect to the Proposed Acquisition from its shareholders' meeting.

The Proposed Acquisition is also regarded as an acquisition of assets under the Notification of the Capital Market Supervisory Board TorJor. No. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition or Disposal of Assets and the

Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (the “**Rules on Acquisition or Disposal of Assets**”) with the highest transaction size of 27.07% of the Net Operating Profit calculated based on: (i) the audited consolidated financial statements for the twelve-month period ended December 31, 2021 of the Company; (ii) the reviewed financial statements for the twelve-month period ended September 30, 2021 of AHI; and (iii) the audited financial statements for the twelve-month period ended December 31, 2020 of AHL, HCM, MHE and AST. The Company and/or its subsidiaries did not enter into any transaction involving the acquisition of assets during the past 6 months. Therefore, the Proposed Acquisition is classified as a Class 2 transaction with a transaction size of 15% or more but less than 50% pursuant to the Rules on Acquisition or Disposal of Assets. In this regard, the Company is required to disclose the information regarding the Proposed Acquisition to the Stock Exchange of Thailand (the “**SET**”) and send a circular notice to the shareholders within 21 days from the day that the Company has notified the SET.

The Proposed Acquisition does not constitute a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 (2003) dated 19 November 2003 (as amended) (the “**Rules on Connected Transactions**”).

Please refer to further details of the Proposed Acquisition in **Attachment No. 9**: Information Memorandum on the Acquisition of Assets in respect of the Acquisition by the Company of Shares in Aetna Group Companies in Thailand.

**Board of Directors’ Opinion:** The Board of Directors’ Meeting No. 4/2022 resolved that the acquisition by the Company of 100% of the shares in the Aetna Thai Companies at the base price of THB 3,140,000,000 is reasonable and appropriate and will be beneficial to the Company and its shareholders based on the reasons that the Proposed Acquisition will allow the Company to expand its customer base and sales channels for its insurance business as it will acquire the existing customers of AHI, increase its market share in health insurance industry and create synergies and economies of scale from the integration of AHI with Allianz Ayudhya General Insurance Public Company Limited, a licensed non-life insurance company which is a subsidiary of the Company.

**Voting:** The resolution for this agenda requires a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending and having the right to vote at the meeting. (Article 39 of the Company’s Articles of Association and Section 107 of Public Company Limited Act)

## **Agenda 9      To Consider any Other Business (if any)**

During November 26, 2021, to January 31, 2022, the Company had granted the rights to the shareholders to propose any meeting agenda in advance under the Company’s criteria which were disseminated on the Company’s website ([www.ayud.co.th](http://www.ayud.co.th)), but no shareholder proposed any agenda item.

All shareholders are cordially invited to attend the 2022 Annual General Meeting of Shareholders via electronic method (E-AGM) on Friday, April 29, 2022 at 09.00 hours. Registration will open from April 11, 2022 until the date when the Meeting has ended.

The Company would like to seek the cooperation from the shareholders and/or proxies to study the conditions, the registration process, the preparation of identity documents as well as the voting process and vote counting procedures as set out in **Attachment No. 7**. (Explanation on the appointment of proxy, registration process, registration documents, vote casting and counting, and meeting procedure (E-AGM)). The shareholders or proxies shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) as set out in **Attachment No. 7**. (Explanation on the appointment of proxy, registration process, registration documents, vote casting and counting, and meeting procedure (E-AGM)) to the Corporate Secretary of Allianz Ayudhya Capital Public Company Limited, [cs@azay.co.th](mailto:cs@azay.co.th) within

April 28, 2022. Once the Company has verified the list of shareholders according to the latest Record Date, we will then send back Username and Password to the email that sent to the Company for log in the AGM program via electronic method (E-AGM). The Company would seek the cooperation from the shareholders to proxy the Company's Independent Directors to attend and vote on your behalf instead of attending the meeting themselves.

Any shareholder who is unable to attend the meeting via electronic method (E-AGM) 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](http://www.ayud.co.th). Alternatively, shareholder may authorize one of the Company's Independent Directors to attend and vote on his/her behalf. Details of the Independent Directors 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 Thursday, April 28, 2022 with attention to the Company Secretary of Allianz Ayudhya Capital Public Company Limited at No. 898 Ploenchit Tower, 14th Floor, Legal and Corporate Governance Department, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330 or to submit the form and accompanying documents to designated person of the Company prior to the commencement of the meeting via email at [cs@azay.co.th](mailto:cs@azay.co.th).

Please be informed to attend the meeting of shareholders via electronic method (E-AGM) 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 2022 Annual General Meeting (No. 73) via electronic method (E-AGM) and all related documents at the Company's website [www.ayud.co.th](http://www.ayud.co.th) from March 29, 2022. If any shareholders has a query regarding the agenda of the 2022 Annual General Meeting (E-AGM), please send the query within April 28, 2022 via email at [cs@azay.co.th](mailto: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 and Corporate Governance Department, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330.

Due to the Coronavirus Disease 2019 pandemic which has had an enormous global impact and led to airfreight forwarding service disruptions, the shareholders may not be able to receive rights to benefit information i.e. notification of the meeting, cheques/drafts for dividends payment and share certificate (s), etc., or there has been a delay in receiving original documents.

Individual shareholders both Thais and other nationalities whose mobile phone numbers are registered in Thailand and able to receive OTP verification, are encouraged to register for Investor Portal service by Thailand Securities Depository Co., Ltd. (TSD) in order to keep updated rights to benefit information through electronic channel.

For the shareholders who are interested in the service, please register via URL Link: <https://www.set.or.th/tsd/en/investorportal/investorportal.html> without charge. For any inquiries, please contact SETContactCenter at <https://www.set.or.th/contactcenter>.

**Minutes of the 2021 Annual General Meeting of Shareholders (No. 72)**

**via electronic method (E-AGM)**

**Allianz Ayudhya Capital Public Company Limited**

**On Tuesday, June 29, 2021**

Allianz Ayudhya Capital Public Company Limited (the “Company”) held its Annual General Meeting at 14.30 hours on Tuesday 29, 2021. The Meeting was held by electronic method (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and relevant laws with a live broadcast from the Company’s head office at 898 Ploenchit Tower, 7<sup>th</sup> floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330.

The Chairman of the Board of Directors and Chairman of the Meeting (the “Chairman”) presided over the Meeting, welcomed all shareholders and opened the Company’s 2021 Annual General Meeting of Shareholders via electronic method. He informed the Meeting that the Company has currently three sub-committees, Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee. He asked Ms. Kavida Wassanaruangdej, Corporate Secretary, to be the secretary of the AGM Meeting, to take the minutes and assigned her to introduce all directors, as well as the Company’s auditors, external legal advisor and the representative of shareholders’ right protection volunteer who were attending the Meeting, specifically:

**Directors attending the Meeting via electronic method**

- |                                 |  |
|---------------------------------|--|
| 1. Dr. Jamlong Atikul           | Chairman of the Board of Directors and Independent Director  |
| 2. Mr. Bryan James Smith        | Vice Chairman of the Board of Directors  |
| 3. Mr. Suwat Laicharoensup      | Independent Director and Chairman of Audit Committee   |
| 4. Mr. Vichit Kornvityakoon     | Independent Director, Member of Audit Committee and Chairman of Corporate Governance Committee         |
| 5. Mr. Pasu Loharjun            | Independent Director and Chairman of Nomination and Remuneration Committee                             |
| 6. Mr. Narong Chulajata         | Independent Director and Member of Audit Committee   |
| 7. Ms. Nopporn Tirawattanagool  | Director, Member of Nomination and Remuneration Committee and Member of Corporate Governance Committee |
| 8. Mr. Laksna Thongthai         | Director   |
| 9. Ms. Jarunee Chaisupakitsin   | Director, Member of Corporate Governance Committee and Chief Financial Officer                         |
| 10. Mr. Lars Heibutzki          | Director and Member of Nomination and Remuneration Committee   |
| 11. Mr. Thomas Charles Wilson   | Director, President & Chief Executive Officer  |
| 12. Mr. Jan-Christian Rosemeyer | Director   |
| 13. Mr. Robert Paul Gray        | Director   |
| 14. Mr. Jon-Paul Jones          | Director   |

### **Director who was absent due to important mission**

1. Mrs. Claudia Salem Director

### **Other participants via electronic method**

1. Mrs. Anothai Leekitwattana Representative of the Company's Auditor from PricewaterhouseCoopers ABAS Ltd.
2. Ms. Sakuna Yamsakul Representative of the Company's Auditor from PricewaterhouseCoopers ABAS Ltd.
3. Ms. Siriporn Tungsangwilai Representative of the Company's Auditor from PricewaterhouseCoopers ABAS Ltd.
4. Ms. Narissara Udomvongsa Senior Vice President, Head of Legal
5. Ms. Kavida Wassanaruangdej Corporate Secretary
6. Ms. Samata Masagee External Legal Advisor, DLA Piper (Thailand) Limited, acting as the voting inspector of the Meeting
7. Ms. Kritika Pathomkasikul Representative of Shareholders' right protection volunteer from Thailand Investors Association
8. Mr. Surin Suwanwongkij Simultaneous Translator

Ms. Kavida Wassanaruangdej, Corporate Secretary, acted as the Secretary to the AGM Meeting via electronic method. The Meeting started at 14.30 hours.

The Corporate Secretary introduced the 14 directors and management who attended the AGM Meeting via electronic method. The number of the attending directors represented 93% (ninety-three percent) of the Company's total number of directors. The total number of the members of the Board of Directors was at the time 15 (Fifteen). The Corporate Secretary also introduced the external auditors, external legal advisor who was the voting inspector of the AGM Meeting, a representative from Thai Investors Association, and technical team from Inventech System (Thailand) Company Limited who assisted on the electronic meeting system in accordance with the Emergency Decree on Electronic Meetings B.E. 2563. During the Meeting, the Company provided simultaneous translation to facilitate shareholders when the agenda was presented by foreign directors.

The Chairman assigned the Corporate Secretary to inform the Meeting the details of the Meeting and voting method.

The Corporate Secretary informed the Meeting that there were 3 shareholders attending in person, representing 209,800 shares, and 36 shareholders attending by proxies, representing 303,710,136 shares, which in total amounted to 39 shareholders representing 303,919,936 shares, equivalent to 78.0749 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.

This year, the Company provided an opportunity for shareholders to propose agenda items or to nominate qualified candidates for election as the Company's Directors during December 1, 2020 to January 31, 2021 pursuant to the criteria disclosed on the Company's website. However, no shareholders proposed any matter or agenda item for the 2021 Annual General Meeting to consider nor was a candidate nominated for the

Company's directorship. Moreover, the Company allowed the shareholders to submit any questions in advance regarding the AGM through the Company's email system from the day that the Company published the AGM Invitation on May 28, 2021 until the AGM Meeting date. However, there were no questions submitted by the shareholders in advance.

The Corporate Secretary informed the Meeting of the details of the Meeting and voting method specified in the Company's Articles of Association and relevant regulations as follows:

1. After consideration of each voting agenda item, the Chairman shall request the shareholders to vote. In casting votes, one (1) share shall have one (1) vote pursuant to Clause 39 of the Company's Article of Association.
2. Shareholders who wished to vote were directed to go to "Multimedia Viewer" menu, then click "Continue" in order to go to the e-Voting system. After that, to fill in the username and password, click "Sign In" and click "Select Agenda". The shareholders cast votes by pressing the green button for "Approve," red button for "Disapprove", orange button for "Abstain" or blue button for "Cancel your last vote".
3. If the shareholders or proxy holders wished to ask questions at the Meeting, they were directed to press the Q&A icon, then type their name, surname, and status of attending the Meeting as well as the questions and finally click send button. There would be no online audio questions.

The Company reserved its rights to consider answering only the important issues related to each agenda item at the Meeting. The questions that were not answered at the Meeting would be answered in the minutes of the Meeting as deemed appropriate.

- If the shareholders wished to make inquiries or express opinions relevant to the agenda item, the Company's officer would restate that is there any shareholder "Disapprove" or "Abstain".
  - E-Voting system would be used for the vote counting process. The vote counting will be done by deducting the number of "Disapprove" or "Abstain" ballots from the total number of shareholders and their proxies present at the Meeting.
  - Shareholders who wished to vote "Disapprove" or "Abstain" were requested to press the voting button in the e-voting system. The system would be open to cast the vote until the agenda item is closed for voting.
  - In the case that shareholders appointed a proxy holder and voted on all agenda items, the proxies who have already been tallied by the Company's share registrar officers shall not cast their votes again in the Meeting.
  - Proxies have to vote by way of the vote-casting procedures specified previously. Split voting is not allowed, except for the case of custodians.
4. Any vote can be changed until the end of the voting period. Each agenda item will have a period of 2 minutes for voting in the system.
  5. In case that the cancellation button was pressed or there was no vote until the end of voting period, it was deemed Approve as the Chairman proposed.
  6. On all general agenda items, the resolution shall be passed by a majority vote of shareholders attending the meeting and casting their votes.
  7. On special agenda items such as Agenda 7, Appointment of the Auditors and to Determine their Remuneration for the Year 2021, it shall be approved by a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting. This requirement shall be notified to the shareholders before voting.

8. The total number of votes may vary in each agenda item because the shareholders may not sign in to vote at the same time. The total number of the votes in each agenda item shall be final and reflect the votes of the shareholders who attend the meeting and cast their votes in each agenda.
9. If any shareholder leaves during the Meeting, the system will not count his/her vote for the rest of the Meeting.

### **The Meeting commenced**

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

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

The Chairman proposed that the shareholders adopt the Minutes of the 2020 Annual General Meeting (No. 71), held on July 31, 2020 . 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 the Attachment No. 1.

After that, the Chairman asked if any shareholder would like to ask a question or comment.

There was no question or comment from the shareholders and proxies.

**Resolution:** The Meeting considered and unanimously resolved to adopt the Minutes of the 2020 Annual General Meeting (No. 71), held on July 31, 2020 as proposed by the Board of Directors by majority votes of shareholders attending the Meeting and casting their votes as follows:

<b>Vote</b>	<b>Number of Votes (1 share = 1 vote)</b>	<b>% of the Total of the Shareholders present at the Meeting and casting their votes</b>
Approved	303,919,936	100.0000
Disapproved	0	0.0000
Abstained	0	-excluded from calculation base-
Voided ballot	0	-
<b>Total (39 shareholders)</b>	<b>303,919,936</b>	<b>100.0000</b>

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

The Chairman proposed the Meeting to acknowledge the Directors' Report on 2020 operating results of the Company's performance. He then informed the Meeting that the Company's operating results in the year of 2020 will be reported by Mr. Jan-Christian Rosemeyer, Director and Country Chief Financial Officer, Allianz Ayudhya Thailand, while subsidiary and associated company's operating results will be reported by the CEOs, Mr. Lars Heibutzki, Director and President & Chief Executive Officer of Allianz Ayudhya General Insurance (AAGI), and Mr. Thomas Charles Wilson, Director and President & Chief Executive Officer of Allianz Ayudhya Assurance (AZAY). The Company's operating results of Good Corporate Governance will be reported by the Chairman.

The Chairman invited Mr. Jan-Christian Rosemeyer, Director and Country Chief Financial Officer, to report to the Meeting on the Directors' Report on 2020 operating results of the Company's performance. The Directors' Report included the Company's performance and significant changes during the year 2020.

## **2020 The Company's Operating Results**

Mr. Jan-Christian Rosemeyer reported that the Company's performance in 2020 and significant changes during the year of 2020 had been summarized in the Management Discussion and Analysis (MD&A) which was submitted to the shareholders as a part of the Annual Report 2020 and which was delivered to the shareholders together with the invitation according to the Attachment No. 2.

The current shareholding structure of the Group is as follows.

- Allianz Ayudhya Capital or AAC (AYUD) has one subsidiary, Allianz Ayudhya General Insurance (AAGI), in which it holds 99.99% of shares and;
- One associate company, Allianz Ayudhya Assurance (AZAY), in which it holds 31.97% of shares.

This structure results from changes in 2019 when the Company's subsidiary, AAGI (at that time named Sri Ayudhya General Insurance) bought the entire business of Allianz General Insurance (AZTH). In the year 2020, the corporate structure remained unchanged.

The Company's financial position for the year 2020 was strong:

- Net Income: In total, the consolidated Net Income of AAC for the Year 2020 was THB 631 million, an increase of 233% compared to prior year. This was supported by solid results compared to last year across all dimensions: Net Income of AAC of THB 425 million, AAGI standalone with THB -260 million and AZAY Net Income of THB. 3,383 million. While AAGI showed a net loss in 2020, this was in line with the business plan following the acquisition of AZTH in 2019 and the two-year integration plan thereafter to build a profitable entity AAGI, which is on track to be achieved in 2021.

In light of the Covid-19 situation, the results of the Group were very strong. The Group could continue business as usual. Only the Phuket branch had been temporarily closed from March to April 2020 according to the lockdown policy of the province. The Group had activated its Business Continuity Plan, used digital sales tools and implemented work from home of up to 80-90% of total staff.

- Revenue: The Company derived the majority of its revenue from Underwriting Income, 4.462 billion or 79.8% of total, followed by Investment Income 1.066 billion or 19.1%.

Underwriting income details were:

- 62.7% Motor insurance;
- 21.3% Miscellaneous (for example Engineering, Liability, Accident);
- 13.1% Fire;
- 2.9% Marine & Transport.

Mr. Jan-Christian Rosemeyer elaborated on the consolidated income statement of the Company as follows.

- THB 5.7 billion Gross Premium Written (GPW) – stable against last year, reflecting the headwind from Covid-19 on sales and stricter underwriting rules;
- THB 4.2 billion Net Premium Earned (NPE) – a significant increase due to the termination of reinsurance;



- THB 1.1 billion Investment Profit from AZAY, both an increase in participation & profitability of AZAY;
- THB 0.4 billion Underwriting Profit – a slight reduction from higher claims and acquisition expenses;
- THB 0.8 billion Operating Expenses – a solid reduction against last year from cost synergies and reduced full-time equivalent employees.

In total, this resulted in a Net Income of THB 631 million in 2020 compared to THB 190 million in 2019. Other Comprehensive Income was negative with THB -295 million due to valuation changes of assets held by AZAY which were classified as Available for Sales.

▪ Assets:

- THB 2.8 billion Cash & Cash Equivalent – a reduction due to the deployment of excess cash;
- THB 7.4 billion Investment in Securities – fairly stable;
- THB 11.3 billion Investment in Associate – an increase from last year due to AZAY earnings and asset valuation;
- THB 0.5 billion Goodwill – from the entire business transfer of AZTH in 2019

▪ Liabilities:

- THB 5.2 billion Insurance Contract Liabilities – a decrease from last year mainly due to unearned premium liabilities;
- THB 1.3 billion amounts due to Reinsurers – a decrease due to the termination of a large reinsurance contract;
- THB 0.5 billion Accrued Expenses – an increase due to AAGI outsourcing and service agreements.

▪ Equity:

- THB10.5 billion Share Capital – a slight increase due to the last execution of warrants
- THB 4.4 billion Other Comprehensive Income in Associate – a slight decrease due to lower unrealized gains of AZAY.

The Chairman invited Mr. Lars Heibutzki, Director and President & Chief Executive Officer of Allianz Ayudhya General Insurance (AAGI) to report on the 2020 operating results of AAGI.

### **Operating Results on Allianz Ayudhya General Insurance**

Mr. Lars Heibutzki reported that AAGI's focus in 2020 was to complete the business integration and improving its business risk mix while navigating a challenging market environment.

- AAGI market share in the insurance industry was 2.2%, ranked #13 in the market
- The economic impact from Covid-19 was visible particularly with the AAGI's motor leasing partners where insurance volumes contracted with the decline in car sales. That was one of the main drivers for AAGI's reduction in GWP in 2020 to THB 5.7 billion;
- At the same time Net Earned Premium (NEP) improved to THB 4.2 billion due to a more efficient reinsurance program and higher retention since the beginning of 2020;
- AAGI's strong focus on efficiency gains after the acquisition of AZTH helped to control expenses and deliver a reduced Net Loss of THB 260 million; and
- AAGI's capital position was very solid with a CAR of 356%

The Chairman invited Mr. Thomas Charles Wilson, Director and President & Chief Executive Officer of Allianz Ayudhya Assurance (AZAY) to report on the 2020 operating results of AZAY.

### **Operating Results of Allianz Ayudhya Assurance**

Mr. Thomas Charles Wilson reported that in 2020 AZAY achieved strong operating results and navigated a challenging market environment with a focus on containment of discretionary expenses. Because of the Covid-19 situation, fewer people visited hospitals, resulting in a positive technical margin for AZAY which roughly outweighed capital market losses. In the continued low-interest rate environment, AZAY was well positioned with its business focus on health and protection as well as participating products.

AZAY's focus in 2020 was on One Allianz Ayudhya platform where life & health as well as property & casualty products are offered under the same brand. In 2021, AZAY would continue to invest into its digital strategy, foster its leadership in health insurance and drive sales through further professionalizing its agency force and focus on customer centricity.

### **Operating Results of Good Corporate Governance**

The Chairman informed that, apart from conducting a high quality and profitable business, the Company's directors and its management placed utmost importance on operating within the Corporate Governance Code. To satisfy the needs of all its stakeholders the Company is committed to operate with transparency and fairness. Last year, the Company, its subsidiary and its associate company focused on their social responsibility. The Group launched a campaign to create awareness on environmental issues such as waste and recycling, encouraging all employees and the general public to separate waste.

In 2020, the Company received the renewal of its three-year membership certification for the Private Sector Collective Action Against Corruption (CAC) from the CAC Council, which has identified the Company as a good role model, adhering to anti-corruption policies in all aspects.

In 2020, the Group launched an ESG campaign and created environmental awareness with 1,205 participating staff members. So far, the Group reached a reduction in carbon footprint by 12,968kg CO<sub>2</sub> equivalent and a reduction of waste by 51%.

The Company's associate company AZAY received an award for Product of the Year 2020 for its "Cancer no Worries" and three awards related to the Allianz Customer Model.

AZAY was certified as a member of the Private Sector Collective Action Against Corruption (CAC) on May 21, 2019.

The Chairman then asked the Meeting if there were any questions or suggestions.

There was no comment or question from the shareholders and proxies.

This agenda item was for acknowledgement only; therefore, voting was not required.

**Resolution: The Meeting acknowledged the Board of Directors' Report on 2020 Operating Results as reported by the Director, the CEOs and the Chairman**

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

The Chairman informed the Meeting that the company is 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 financial statement for the year ended December 31, 2020 were audited and certified by auditors of PricewaterhouseCoopers ABAS Ltd. and reviewed by the Audit Committee as detailed in the 2020 Annual Report, which had been distributed to the shareholders in Attachment No. 2.

The Chairman assigned Mr. Jan-Christian Rosemeyer, Director and Country Chief Financial Officer, to report to the Meeting the details of the 2020 audited financial statements of the Company.

Mr. Jan-Christian Rosemeyer reported that the Company's operating result of the year 2020 had previously been reported to the Meeting under Agenda 2, including Director's Report, revenue, balance sheet and income statement for the year ended December 31, 2020. He explained that the Company's external auditor had audited the financial statements, discussed with the results with management and provided an unqualified audit opinion. The financial statements were sent along with the invitation letter to the Meeting as part of the Annual Report.

The Chairman then asked the Meeting if there were any questions or suggestions.

There was no comment or question from the shareholders and proxies.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve the Audited Financial Statements for the Year Ended December 31, 2020, together with the Auditor's Report by a majority vote of shareholders attending the meeting and casting their votes as follows:

<b>Vote</b>	<b>Number of Votes (1 share = 1 vote)</b>	<b>% of the Total of the Shareholders present at the Meeting and casting their votes</b>
Approved	303,919,936	100.0000
Disapproved	0	0.0000
Abstained	0	-excluded from calculation base-
Voided ballot	0	-
<b>Total (39 shareholders)</b>	<b>303,919,936</b>	<b>100.0000</b>

### **Agenda 4 To Consider and Approve No Annual Dividend Payment for the year 2020**

The Chairman assigned Mr. Jan-Christian Rosemeyer, Director and Country Chief Financial Officer, to report to the Meeting.

Mr. Jan-Christian Rosemeyer reported to the Meeting that for the year 2020, the Company had paid interim dividend two times from Company's consolidated net profit and retained earnings. The total interim dividend payment per share for the year 2020 was THB 1.52, totalling THB 591,685,735 and equivalent to a pay-out

ratio of 93.75% of the consolidated net profit, which was higher than the Company's dividend payment policy to pay dividends at a rate of not less than 60% of each year's consolidated net profit:

- **1<sup>st</sup> payment:** The Board of Directors resolved that the interim dividend payment of THB 0.75 per share be paid to the shareholders and that the interim dividend payment date was September 11, 2020;
- **2<sup>nd</sup> payment:** The Board of Directors resolved that the interim dividend payment of THB 0.77 per share be paid and that the interim dividend payment date was May 13, 2021.

The Company had already appropriated profits as legal reserve equal to the rate specified by law. Therefore, the Company was no longer required to further allocate its annual net profit as a legal reserve.

The Board recommended for the shareholders to approve no annual dividend payment for the year 2020 and to acknowledge the second interim dividend payment for the Company's performance of the year 2020 of THB 0.77 per share, totalling THB 299,735,536.87. No further interim dividends shall be paid for the Company's performance of the year 2020.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve no annual dividend payment for the year 2020 and acknowledge of interim dividend payment for the Company's performance of the year 2020 as proposed by the Board of Directors by a majority vote of shareholders attending the meeting and casting their votes as follows:

Vote	Number of Votes (1 share = 1 vote)	% of the Total of the Shareholders present at the Meeting and casting their votes
Approved	303,919,936	100.0000
Disapproved	0	0.0000
Abstained	0	-excluded from calculation base-
Voided ballot	0	-
<b>Total (39 shareholders)</b>	<b>303,919,936</b>	<b>100.0000</b>

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

The Chairman assigned Mr. Pasu Loharjun, the Chairman of Nomination and Remuneration Committee, to report this agenda item.

The Chairman of NRC 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 AGM one-third of the directors or, if their number is not a multiple of three, then the number nearest to one-third, shall retire from office. A retiring director may be re-elected by the meeting of the shareholders. The following five directors were due to retire this year:

1. Mr. Narong Chulajata Independent Director and Member of the Audit Committee
2. Mr. Vichit Kornvityakoon Independent Director and Member of the 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 had proposed a candidate for nomination for the Company's directorship at the Annual General Meeting.

Four of the retiring directors left the discussion and muted their microphone until the end of this agenda item. The fifth director (Mrs. Claudia Salem) was not participating in the AGM.

The Chairman of NRC stated that the Nomination and Remuneration Committee, excluding the nominated directors who abstained from voting, was of the opinion that the above-mentioned five directors were qualified in accordance with the Public Company Limited Act ("the PLCA"), the Securities and Exchange Act and knowledgeable and capable with a strong determination in performing their duties as the Company's director. During the past period, their performance demonstrated good faith and was in the best interest of the Company and the shareholders. The independent directors were capable of giving opinions independently and were qualified in accordance with the relevant regulations.

Therefore, the Nomination and Remuneration Committee agreed to re-appoint the five retiring directors to be the Company's director for another term. In this regard, the Board of Directors resolved with the recommendation made by the Nomination and Remuneration Committee to propose this agenda item to the shareholders.

Details of age, percentage of shareholding, educational background, work experience, and the meeting attendance of the nominated directors were included in the invitation letter as Attachment No. 3.

The Chairman then asked the Meeting if there were any questions or suggestions.

There was no comment or question from the shareholders and proxies. The Chairman then called for voting for each director individually.

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Mr. Narong Chulajata for another term according to the Board of Directors' proposal by a majority vote of shareholders attending the meeting and casting their votes as follows:

Name of Director (Type of Director)	Vote	Number of Votes (1 share = 1 vote)	% of the Total of the Shareholders present at the Meeting and casting their votes
1. Mr. Narong Chulajata  (Independent Director)	Approved	303,919,936	100.0000
	Disapproved	0	0.0000
	Abstained	0	-excluded from calculation base-
	Voided ballot	0	-
	<b>Total (39 shareholders)</b>	<b>303,919,936</b>	<b>100.0000</b>

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Mr. Vichit Kornvityakoon for another term according to the Board of Directors' proposal by a majority vote of shareholders attending the meeting and casting their votes as follows:

Name of Director (Type of Director)	Vote	Number of Votes (1 share = 1 vote)	% of the Total of the Shareholders present at the Meeting and casting their votes
2. Mr. Vichit Kornvityakoon  (Independent Director)	Approved	303,919,936	100.0000
	Disapproved	0	0.0000
	Abstained	0	-excluded from calculation base-
	Voided ballot	0	-
	<b>Total (39 shareholders)</b>	<b>303,919,936</b>	<b>100.0000</b>

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Mrs. Claudia Salem for another term according to the Board of Directors' proposal by a majority vote of shareholders attending the meeting and casting their votes as follows:

Name of Director (Type of Director)	Vote	Number of Votes (1 share = 1 vote)	% of the Total of the Shareholders present at the Meeting and casting their votes
3. Mrs. Claudia Salem  (Director)	Approved	303,919,936	100.0000
	Disapproved	0	0.0000
	Abstained	0	-excluded from calculation base-
	Voided ballot	0	-
	<b>Total (39 shareholders)</b>	<b>303,919,936</b>	<b>100.0000</b>

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Mr. Lars Heibutzki for another term according to the Board of Directors' proposal by a majority vote of shareholders attending the meeting and casting their votes as follows:

Name of Director (Type of Director)	Vote	Number of Votes (1 share = 1 vote)	% of the Total of the Shareholders present at the Meeting and casting their votes
4. Mr. Lars Heibutzki (Director)	Approved	303,914,736	99.9982
	Disapproved	5,200	0.0017
	Abstained	0	-excluded from calculation base-
	Voided ballot	0	-
	<b>Total (39 shareholders)</b>	<b>303,919,936</b>	<b>100.0000</b>

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Ms. Jarunee Chaisupakitsin for another term according to the Board of Directors' proposal by a majority vote of shareholders attending the meeting and casting their votes as follows:

Name of Director (Type of Director)	Vote	Number of Votes (1 share = 1 vote)	% of the Total of the Shareholders present at the Meeting and casting their votes
5. Ms. Jarunee Chaisupakitsin (Director)	Approved	303,919,936	100.0000
	Disapproved	0	0.0000
	Abstained	0	-excluded from calculation base-
	Voided ballot	0	-
	<b>Total (39 shareholders)</b>	<b>303,919,936</b>	<b>100.0000</b>

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

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

Mr. Pasu reported to the Meeting that the Company's Nomination and Remuneration Committee had thoroughly considered and determined the remuneration for the directors in compliance with the Allianz Fit & Proper Policy that applied to all Allianz operating entities and by comparing the proposed remuneration rates with the rates of other companies in the same industry, taking into account the duty and responsibility of each director including business expansion and growth in the Company's profit.

The proposed total remuneration for members of the Board and other sub-Committees for the year 2021 was at an amount of not more than THB 11,000,000 and increased from THB 10,000,000 for the previous year due to the remuneration of the Vice Chairman.

The proposed 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 the Board of Directors who are also members of the Board of Management of the Company or in another management role under the Allianz Fit & Proper Policy are not compensated to avoid a conflict of interest.

The Chairman then asked the Meeting if there were any questions or suggestions.

There was no comment or question from the shareholders and proxies.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve the remuneration of the Company's directors and sub-committee members for the year 2021 as proposed by the Board of Directors, by no less than two-third (2/3) of the total number of votes of shareholders present at the meeting as follows.

Vote	Number of Votes (1 share = 1 vote)	% of the Total Votes of the Shareholders present at the Meeting
Approved	303,919,936	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided ballot	0	0.0000
<b>Total (39 shareholders)</b>	<b>303,919,936</b>	<b>100.0000</b>

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

The Chairman assigned Mr. Suwat Laicharoensup, the Chairman of the Audit Committee, to report to the Meeting.

The Chairman of Audit Committee reported that the proposal for this agenda item 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.

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 (Thailand) No. 4906
- Mr. Paiboon Tunkoon, Certified Public Accountant (Thailand) No. 4298
- Mr. Boonlert Kamolchanokkul, Certified Public Accountant (Thailand) No 5339 or
- Ms. Sinsiri Thangsombat, Certified Public Accountant (Thailand) No. 7352

be appointed as the Company's auditors for the year 2021 for the second year of their 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.

The audit fee for the Year 2021 shall not be more than THB 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 of PricewaterhouseCoopers ABS Ltd. (PwC) as the Company's audit firm.

- 2) Reputation as auditor and track record of providing audit services to other companies in the same industry of insurance/financial services.
- 3) Appropriate and comparable audit fee rate with other listed companies.
- 4) No other business relationship with the Company and controlling person which might give rise to a conflict of interest.

It is noted that PricewaterhouseCoopers ABS Ltd. (PwC) and the auditors named above 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 a manner which may affect their independent performance of auditing duties.

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

Information of the proposed auditors for the year 2021 were provided to the Company's shareholders together with the invitation to the 2021 Annual General Meeting of Shareholders as Attachment No. 4.

It was proposed to approve the Company's audit fee of not more than THB 2,409,000, excluding out of pocket expenses with the details 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	-
<b>Total</b>	<b>Baht 2,409,000</b>	<b>Baht 2,190,000</b>

Note: Fees to the Company from auditing and reviewing the financial information of the Company's associate for consolidation amount to Baht 470,000.

The Chairman then asked the Meeting if there were any questions or suggestions.

There was no comment or question from the shareholders and proxies.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve the Auditors of the Company and their remuneration as proposed by the Board of Directors by a majority vote of shareholders attending the meeting and casting their votes as follows:

Vote	Number of Votes (1 share = 1 vote)	% of the Total of the Shareholders present at the Meeting and casting their votes
Approved	303,919,936	100.0000
Disapproved	0	0.0000
Abstained	0	-excluded from calculation base-
Voided ballot	0	-
<b>Total (39 shareholders)</b>	<b>303,919,936</b>	<b>100.0000</b>

#### Agenda 8 To Consider any Other Business

The Chairman informed that no shareholders propose any topic for the meeting to consider.

The Chairman asked if the shareholders have any questions or suggestions. There were no further questions.

The Chairman expressed his sincere thanks to the shareholders for attending the 2021 Annual General Meeting of Shareholders (E-AGM). The Meeting was adjourned at 16.20 hours.



Dr. Jamlong Atikul  
Chairman of the Board

Recorded by:



Ms. Kavida Wassanaruangdej  
Corporate 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 2022 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**

<b>Name -Surname</b>	Dr. Jamlong Atikul	
<b>Age</b>	73 years	
<b>Proposed Position</b>	Director	
<b>Nationality</b>	Thai	
<b>Highest Education</b>	<ul style="list-style-type: none"><li>• Ph.D. in City and Regional Planning, Cornell University, USA</li><li>• Master of Commerce in Economics, University of Auckland, New Zealand</li><li>• Bachelor of Commerce and Administration in Economics, Victoria University of Wellington, New Zealand</li></ul>	
<b>Training from IOD</b>	Director Certification Program (DCP) Class 77/2006 Director Accreditation Program (DAP) Class 55/2006 Role of the Chairman Program (RCP) Class 26/2001	
<b>Current Position (The Company)</b>	Chairman of the Board of Directors and Independent Director	
<b>Date of Appointment</b>	June 13, 2019	
<b>Duration of Directorship (from the date of appointment)</b>	2 years 10 months (as of AGM date)	
<b>Shareholding (as of December 31 , 2021)</b>	-None-	
<b>Work Experience (last 5 years)</b>	<p><b><i>Listed Company : 2 organizations</i></b></p> <p><u><i>Bank of Ayudhya</i></u></p> <p>2019 – Present Chairman of Nomination and Remuneration Committee, Bank of Ayudhya Pcl.</p> <p>2018 –Present Independent Director and Member of Audit Committee, Bank of Ayudhya Pcl.</p> <p>2018-2019 Member of Nomination and Remuneration Committee, Bank of Ayudhya Pcl.</p> <p><u><i>RCL</i></u></p> <p>2013 – Present Chairman of the Board (Authorized Director) , Regional Container Lines Pcl.</p>	

***Non-Listed Company : -None-***

**Attend of Meeting at 2021**

Board of Directors Meeting	5/5	(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. 2/2022 held on February 28, 2022 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 *Dr. Jamlong Atikul* and deemed it appropriate to propose the 2022 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 economics and corporate planning 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**

<b>Name -Surname</b>	Mr. Bryan James Smith	
<b>Age</b>	63 years	
<b>Proposed Position</b>	Director	
<b>Nationality</b>	Australian	
<b>Highest Education</b>	<ul style="list-style-type: none"><li>• Master of Business Administration, Australian Graduate School of Management, The University of New South Wales, Sydney, Australia</li><li>• Bachelor of Commerce / Bachelor of Laws, The University of New South Wales Sydney, Australia</li></ul>	
<b>Training from IOD</b>	Director Certification Program (DCP) Class 207/2015 Director Diploma Examination Program - Fellow Member Year 2015	
<b>Current Position (The Company)</b>	Vice-Chairman of the Board of Directors	
<b>Date of Appointment</b>	November 4, 2014	
<b>Duration of Directorship (from the date of appointment)</b>	7 years 5 months (as of AGM date)	
<b>Shareholding (as of December 31 , 2021)</b>	-None-	
<b>Work Experience (last 5 years)</b>	<p><b>Listed Company : -None-</b></p> <p><b>Non-Listed Company : 2 organization</b></p> <p>2014 – 2019 Director, Member of Nomination and Remuneration Committee, Allianz Ayudhya General Insurance Pcl. <u>AZAY</u></p> <p>2011- 2021 Director (Authorized Signatory), President and Chief Executive Officer, Allianz Ayudhya Assurance Pcl.</p> <p>2019 – 2020 Country Manager-Allianz Ayudhya Thailand, , Allianz Ayudhya Assurance Pcl.</p>	

<b>Attend of Meeting at 2021</b>	Board of Directors Meeting	5/5 (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. 2/2022 held on February 28, 2022 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. Bryan James Smith* and deemed it appropriate to propose the 2022 Annual General Meeting to consider and elect him as the Director of the Company for another term as he possess 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, insurance investment, marketing and legal 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**

<b>Name -Surname</b>	Miss Nopporn Tirawattanagool	
<b>Age</b>	67 years	
<b>Proposed Position</b>	Director	
<b>Nationality</b>	Thai	
<b>Highest Education</b>	<ul style="list-style-type: none"><li>• Master of Accounting, Faculty of Commerce and Accountancy, Thammasat University</li><li>• Bachelor of Business Administration (in Accounting), Thammasat University</li></ul>	
<b>Training from IOD</b>	Role of the Compensation Committee (RCC) in 2009 Audit Committee Program (ACP) in 2010 Director Certification Program (DCP) in 2010 Financial Institution Governance Program in 2011 Anti-Corruption for Executive Program (ACEP) in 2013 Risk Management Program for Corporate Leaders (RCL) in 2015	
<b>Current Position (The Company)</b>	Director, Nomination and Remuneration Committee Member and Corporate Governance Committee Member	
<b>Date of Appointment</b>	April 22, 2013	
<b>Duration of Directorship (from the date of appointment)</b>	9 years (as of AGM date)	
<b>Shareholding (as of December 31 , 2021)</b>	-None-	
<b>Work Experience (last 5 years)</b>	<p><b>Listed Company: 4 organizations</b></p> <p><u>Grand Canal</u></p> <p>2016 – Present Director, Grand Canal Land Pcl.</p> <p>2015 – 2016 Director (Authorized Signatory), Grand Canal Land Pcl.</p> <p><u>Bank of Ayudhya</u></p> <p>2015 – Present Risk and Compliance Committee Member, Bank of Ayudhya Pcl.</p> <p>2014 – Present Director (Authorized Signatory),</p>	



	Bank of Ayudhya Pcl.
2010 – Present	Director ,Nomination and Remuneration Committee Member, Bank of Ayudhya Pcl. <u>Srivichai</u>
2014 – Present	Director, Srivichaivejvivat Pcl. <u>Siam City Cement</u>
2014 – Present	Member of Nomination and Compensation Committee, Siam City Cement Pcl.
2012- Present	Director, Siam City Cement Pcl.

***None-Listed Company: 23 organizations***

2019 – Present	Director and Secretary Krungsri Foundation
2017 – Present	Director (Authorized Signatory) , BBTV Asset Management Co., Ltd.
2015 – Present	Director (Authorized Signatory) ,CKS Holding Co., Ltd.
2015 – Present	Director (Authorized Signatory), Super Assets Co., Ltd.
2015 – Present	Director (Authorized signatory), C.K.R Co., Ltd
2015 – Present	Director (Authorized Signatory) , The Bangkok Lighters Co., Ltd.
2015 – Present	Director (Authorized Signatory) , The Thai Tapioca Flour Produce Co., Ltd.
2015 – Present	Director (Authorized Signatory), Cyber Venture Co., Ltd.
2015 – Present	Director (Authorized Signatory), Khao Kheow Country Club Co., Ltd.
2015 – Present	Director (Authorized Signatory) , Siam Purimongkol Co., Ltd.
2014 – Present	Director (Authorized Signatory) Grand Fortune Co., Ltd.
2014 – Present	Director, Bangkok Broadcasting & TV Co., Ltd.
2014 – Present	Director (Authorized Signatory), BBTV Satelvision Co., Ltd.
2014 – Present	Director (Authorized Signatory), GL Asset Co., Ltd.
2014 – Present	Director (Authorized Signatory), Mahakij Holdings Co., Ltd.
2014 – Present	Director (Authorized Signatory), BBTV Productions Co., Ltd.
2014 – Present	Director (Authorized Signatory), BBTV Alliance Ltd.
2014 – Present	Director (Authorized Signatory) , BBTV Bond Street Building Ltd.

2012 – Present Director (Authorized Signatory),  
ITBC Business Consultant Group Co., Ltd.  
2011 – Present Director (Authorized Signatory),  
Exclusive Senior Care International Co., Ltd.  
2010 – Present Director (Authorized Signatory),  
BBTV International Holdings Co., Ltd.  
2010 – Present Director (Authorized Signatory), Sunrise Equity Co., Ltd.  
2010 – Present Director (Authorized Signatory), BBTV Equity Co., Ltd.

**Attend of Meeting at 2021**

Board of Directors Meeting	5/5	(100%)
Nomination and Remuneration Committee Meeting	4/4	(100%)
Corporate Governance Committee Meeting	3/3	(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. 2/2022 held on February 28, 2022 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 Nopporn Tirawattanagool* and deemed it appropriate to propose the 2022 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 life insurance accounting and corporate governance 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**

<b>Name -Surname</b>	Mr. Jon-Paul Jones	
<b>Age</b>	51 years	
<b>Proposed Position</b>	Director	
<b>Nationality</b>	British	
<b>Highest Education</b>	<ul style="list-style-type: none"><li>• Bachelor of Science in Computer Science (Honors), University of Warwick, England, UK</li></ul>	
<b>Training from IOD</b>	-None-	
<b>Current Position (The Company)</b>	Director	
<b>Date of Appointment</b>	February 25, 2021	
<b>Duration of Directorship (from the date of appointment)</b>	1 year 2 months (as of AGM date)	
<b>Shareholding (as of December 31 , 2021)</b>	-None-	
<b>Work Experience (last 5 years)</b>	<p><b>Listed Company : -None-</b></p> <p><b>Non-Listed Company : 5 organizations</b></p> <p>2021 – Present     Director , Allianz Asia Holding Pte. Ltd.</p> <p>2021 – Present     Director, Allianz Advisory Pte. Ltd.</p> <p>2021 – Present     Commissioner, PT Asuransi Allianz Life Indonesia</p> <p>2020 – Present     Regional Chief Operating Officer, Allianz Asia Pacific <u>AIG</u></p> <p>2020                    Chief Information Officer, AIG Operations, Singapore</p> <p>2018 – 2020        Global Head of Infrastructure Modernization &amp; International Infrastructure Operations, AIG Operations, Singapore</p> <p>2017-2018         Technology Transformation Lead, AIG Japan Holdings KK Tokyo, Japan</p>	

2016 CEO & Chief Agency Officer, APAC,  
AIG Insurance (Indonesia)  
2014 – 2016 President & CEO, AIG Insurance (Indonesia)

<b>Attend of Meeting at 2021</b>	Board of Directors Meeting	3/3 (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. 2/2022 held on February 28, 2022 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. Jon-Paul Jones* and deemed it appropriate to propose the 2022 Annual General Meeting to consider and elect him as the director of the Company for another term as he possess 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 digital infrastructure which will be beneficial to the Company's business.

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

<b>Name -Surname</b>	Mr. Kittu Pintavirooj	
<b>Age</b>	66 years	
<b>Proposed Position</b>	Director	
<b>Nationality</b>	Thai	
<b>Highest Education</b>	<ul style="list-style-type: none"><li>• Master of Law in Admiralty, Tulane University, USA</li><li>• Master of Comparative Laws, University of Miami, USA</li><li>• Barrister-at-law, Institute of Legal Education, Thailand</li><li>• Bachelor of Laws, Thammasat University</li></ul>	
<b>Training from IOD</b>	Director Certificated Program (DCP) Class 17/2002	
<b>Current Position (The Company)</b>	Director	
<b>Date of Appointment</b>	November 15, 2021	
<b>Duration of Directorship (from the date of appointment)</b>	5 months (as of AGM date)	
<b>Shareholding (as of December 31 , 2021)</b>	-None-	
<b>Work Experience (last 5 years)</b>	<p><b>Listed Company : 1 organization</b></p> <p>2019 – 2021      Independent Director /Audit Committee Member, Solatron Pcl.</p> <p>2019                Director, Allianz Ayudhya Capital Pcl.</p> <p><b>Non-Listed Company: 3 organizations</b></p> <p>2019 – 2021      Director /Country Chief Legal &amp; Compliance Officer, Allianz Ayudhya Assurance Pcl.</p> <p>2019 – Present    Director , Allianz Ayudhya General Insurance Pcl.</p> <p>2012- Present     Secretary-General, Thai Life Assurance Association</p>	

<b>Attend of Meeting at 2021*</b>	Board of Directors Meeting	-/-
	Shareholders Meeting	-/-

*\*His appointment date was on November 15, 2021\**

**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. 2/2022 held on February 28, 2022 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. Kitti Pintavirooj* and deemed it appropriate to propose the 2022 Annual General Meeting to consider and elect him as the Director of the Company for another term as he possess 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 legal and compliance 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		
Dr. Jamlong Atikul	2	Director	-	-None-
Miss Nopporn Tirawattanagool	4	Director	23	-None-
Mr. Bryan James Smith	-	Director	2	-None-
Mr. Jon-Paul Jones	-	Director	5	-None-
Mr. Kitti Pintavirooj	1	Director	3	-None-

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

**Information of the nominated auditors for the year 2022  
PricewaterhouseCoopers ABS Ltd.**

**1. Ms. Sakuna Yamsakul**

**Certificated Public Account (Thailand) No.** 4906

(signed the Company's Consolidated Financial Statements for a second 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 28-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 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-



**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 22 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 proposed by the Company  
as proxy of shareholders**

	<b>1. Mr. Suwat Laicharoensup</b>		
	<b>Age</b>	72 years	
	<b>Nationality</b>	Thai	
	<b>Position</b>	Independent Director and Chairman of the Audit Committee	
	<b>Date of Appointment</b>	April 20, 2018	
<b>Shareholding (As of December 31, 2021)</b>	-None-	<b>Duration of Directorship</b>	4 years (as of AGM date)
<b>Attendance of Meeting 2021</b>	- Board of Directors Meeting	5/5	(100%)
	- Audit Committee Meeting	4/4	(100%)
<b>Business Address</b>	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
<b>Conflict of interest in the Meeting</b>	<ul style="list-style-type: none"> <li>Agenda 6-To Consider and Approve the Directors' Remuneration for the Year 2022</li> </ul>		
Remark: <ul style="list-style-type: none"> <li>Agenda 6 on the directors' remuneration may cause conflict of interest for all directors without special stake in such agenda.</li> <li>No special interest which is different from other directors in all agenda proposed in the 2022 Annual General Meeting of Shareholders</li> </ul>			

	<b>2. Mr. Pasu Loharjun</b>		
	<b>Age</b>	62 years	
	<b>Nationality</b>	Thai	
	<b>Position</b>	Independent Director and Chairman of the Nomination and Remuneration Committee	
	<b>Date of Appointment</b>	July 31, 2020	
<b>Shareholding (As of December 31, 2021)</b>	-None-	<b>Duration of Directorship</b>	1 year 8 months (as of AGM date)
<b>Attendance of Meeting 2021</b>	- Board of Directors Meeting	5/5	(100%)
	- Nomination and Remuneration Committee Meeting	4/4	(100%)
<b>Business Address</b>	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
<b>Conflict of interest in the Meeting</b>	<ul style="list-style-type: none"> <li>Agenda 6-To Consider and Approve the Directors' Remuneration for the Year 2022</li> </ul>		

## Remark:

- 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 2022 Annual General Meeting of Shareholders

	<b>3. Mr. Vichit Kornvityakoon</b>		
	<b>Age</b>	71 years	
	<b>Nationality</b>	Thai	
	<b>Position</b>	Independent Director , Audit Committee Member and Chairman of the Corporate Governance Committee	
	<b>Date of Appointment</b>	January 28, 2013	
<b>Shareholding (As of December 31, 2021)</b>	-None-	<b>Duration of Directorship</b>	9 years 3 months (as of AGM date)
<b>Attendance of Meeting 2021</b>	- Board of Directors Meeting	5/5	(100%)
	- Audit Committee Meeting	4/4	(100%)
	- Corporate Governance Committee Meeting	5/5	(100%)
<b>Business Address</b>	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
<b>Conflict of interest in the Meeting</b>	<ul style="list-style-type: none"> <li>• Agenda 6-To Consider and Approve the Directors' Remuneration for the Year 2022</li> </ul>		
Remark:			
<ul style="list-style-type: none"> <li>- Agenda 6 on the directors' remuneration may cause conflict of interest for all directors without special stake in such agenda.</li> <li>- No special interest which is different from other directors in all agenda proposed in the 2022 Annual General Meeting of Shareholders</li> </ul>			

**The Company's Article of Association in relation to the 2022 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 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**

Allianz Ayudhya Capital Public Company Limited (“The Company”) will hold the 2022 Annual General Meeting of Shareholders on Friday, April 29, 2022 at 09.00 hrs. via electronic method (E-AGM) according to laws and regulations relating to electronic meeting with live broadcast from the Head Office Building of the Company.

**Verification of the identity of shareholders or proxies (within April 28, 2022)**

The shareholders or proxies shall deliver the identity documents as specified below to Corporate Secretary, cs@azay.co.th **within April 28, 2022**.

**1. Self-Attending**

**1.1 Natural Person**

- (1) Notice of the Meeting, which is signed by the shareholder
- (2) A copy of official documents, which is issued by government authorities i.e. the identification card, government officer identification card, driving license or passport certified true copy by the shareholders, including the evidence of name or last name’s change (if any).

**1.2 Juristic Person by Shareholders Representative (Authorized Director)**

- (1) Notice of the Meeting, which is signed by the shareholder representative (Authorized Director)
- (2) Certified true copy of the shareholder’s Affidavit (issued not later than one year) showing that the shareholder representative (Authorize Director attending the meeting) has the authority to act on behalf of the juristic person shareholder
- (3) Certified true copy of official documents issued by government authorities of the shareholder representative (Authorized Director) as specified in item 1.1 (2)

**2. Proxy**

**2.1 Natural Person**

- (1) Notice of the Meeting, which is signed by the proxy
- (2) The Proxy Form as attached in the Notice of the Meeting (Proxy Form B), completely filled in and signed by the shareholder and the proxy
- (3) A copy of official documents, which is issued by government authorities of the shareholder as specified in item 1.1 (2) which is certified true by the shareholder
- (4) Certified true copy of official documents issued by government authorities of the proxy as specified in item 1.1 (2)

**2.2 Juristic Person**

- (1) Notice of the Meeting, which is signed by the proxy
- (2) The Proxy Form as attached in the Notice of the Meeting (Proxy Form B), completely filled in and signed by the authorized person of the juristic person shareholder and the proxy
- (3) A copy of the shareholder’s Affidavit (issued not later than one year) certified true by the authorized person of the juristic person shareholder and a Power of Attorney (if any) showing that the person who sign the Proxy Form has the authority to act on behalf of the juristic person shareholder

- (4) A copy of an official document issued by government authorities of the authorized person as specified in item 1.1 (2) which is certified true by said authorized person
- (5) Certified true copy of official documents issued by government authorities of the proxy as specified in item 1.1 (2)

### **2.3 Granting Proxy to the Company's Independent Directors as listed in Attachment 5**

- (1) Notice of the Meeting
- (2) The Proxy Form as attached in the Notice of the Meeting (Proxy Form B), which is marked in front of only one of the name of the Independent Directors specified in the Proxy Form to be your proxy, completely filled in and signed by the shareholder
- (3) In case the shareholder is a natural person, documents as specified in item 2.1 (3)
- (4) In case the shareholder is a juristic person, document as specified in item 2.2 (3) and 2.2 (4)

### **3. For Foreign Investor appointing the Custodian in Thailand**

- (1) Notice of the Meeting, which is signed by the proxy
- (2) The Proxy Form (Form C) as attached in the Notice of the Meeting, completely filled in and signed by the shareholder and the proxy
- (3) Documents as specified in item 1.2 or 2.2
- (4) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf
- (5) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business

The foreign institutional investors who are nominated by their commercial banks as custodian shall provide Know Your Customer (KYC) and Customer Due Diligence (CDD) to be complied with rules and regulation from Bank of Thailand as well as Ministerial Regulation prescribing rules and procedures for Customer Due Diligence B.E. 2556 (2013) by the Anti-Money Laundering Act B.E. 2542 (1999) to identify, prove and scrutinize nature of such investors and to reduce risk whether such investors are not the natural person. However, the Company considers such investors as proxy of shareholders to cast voting rights.

#### **Remarks**

1. The shareholder or proxy shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) to Corporate Secretary, [cs@azay.co.th](mailto:cs@azay.co.th) within April 28, 2022. Once the Company has verified the list of shareholder according to the latest Record Date, the Company will then send back Username and Password to the email that sent to the Company for log in the AGM program via electronic method (E-AGM). The Company would seek the cooperation from the shareholder to proxy the Company's Independent Directors to attend and vote on your behalf instead of attending the meeting themselves.
2. Allocation of shares to several proxies to vote in the Meeting is not allowed. Shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by Foreign Investor in accordance with Proxy Form C.
3. Please affix THB 20 stamp duty and specify the date of Proxy Form across such stamp duty. In addition, the Company will facilitate in affixing the stamp duty when the shareholder requires for registering to attend the meeting.

4. In case of juristic person shareholders, if the person who sign in the POA or Proxy Form is not an authorized director as specified in the Affidavit, the attendee shall prepare the POA showing that the attendee has authority to attend the meeting and cast the vote on behalf of the juristic person shareholder. All complete POAs must be made uninterruptedly.

For more details about the Company's privacy notice, please visit <https://www.ayud.co.th/en/privacy-notice-2/>

### **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 system as provided by the Company, and such shareholders or proxies would be required to study "**Guidelines for attending the 2022 Annual General Meeting of Shareholders of Allianz Ayudhya Public Company Limited via electronic method (E-AGM)**" as indicated in next topic.
6. In counting of votes, resolutions shall be passed by votes as follows:

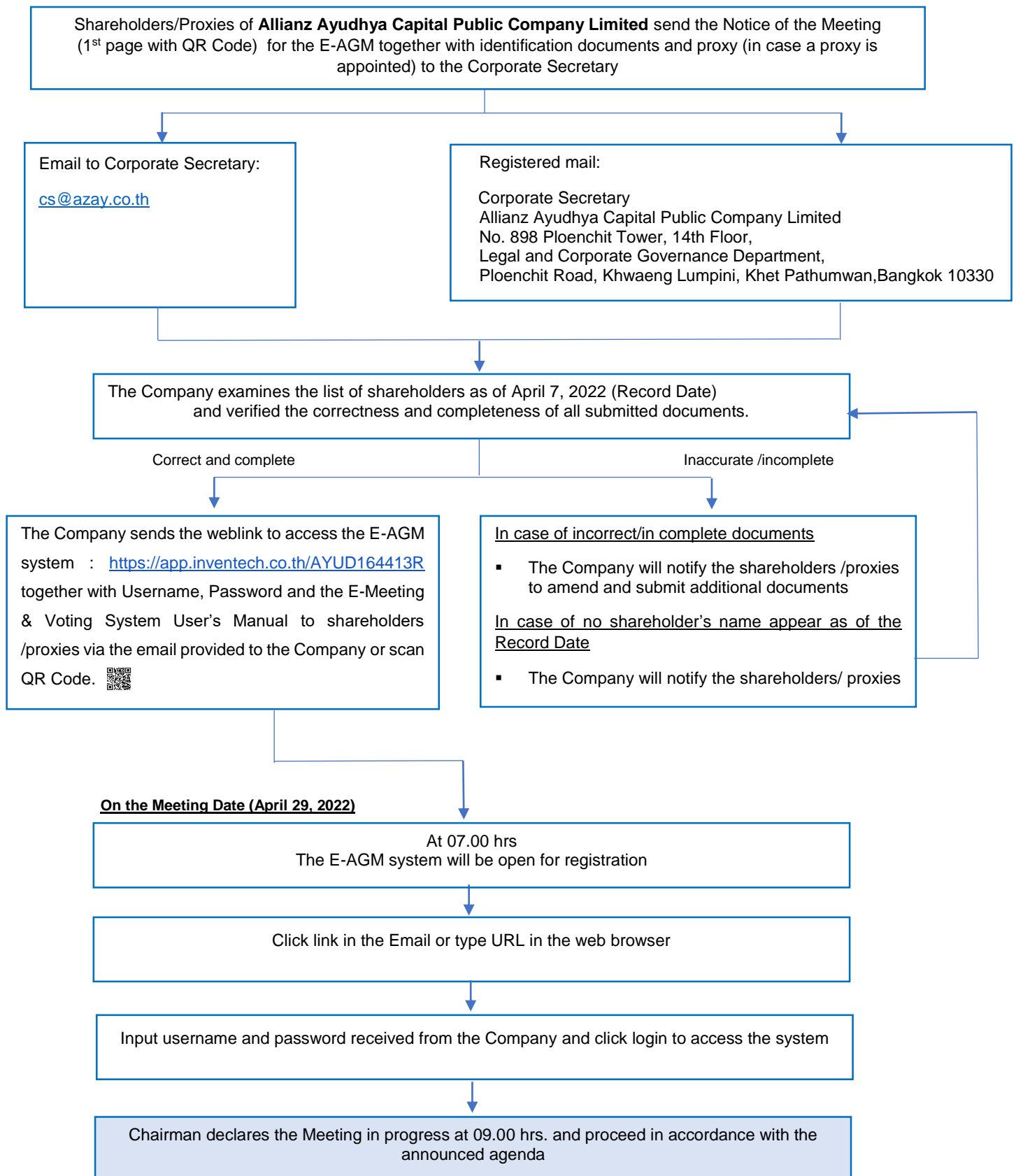
**Agenda No. 1 to No. 3 to No. 4 and No. 7** require the approval of the meeting by a majority of vote of shareholders attending and casting the votes at the meeting.

Except for:

- |          |  |
|----------|--|
| Agenda 2 | which is for acknowledge the Board of Directors' report on 2021 operating results and thus voting is not required.   |
| Agenda 6 | which is for consider and approve the Directors' remuneration for the year 2022 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.  |
| Agenda 8 | which is for consider and approve the acquisition by the Company of 100% of the shares in the Aetna group companies in Thailand and requires the approval of the meeting with the votes of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote at 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 retiring 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 results from 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 2022 Annual General Meeting of Shareholders (E-AGM)  
Allianz Ayudhya Capital Public Company Limited  
On April 29, 2022**



**Guidelines for attending the 2022 Annual General Meeting of Shareholders of Allianz Ayudhya Public Company Limited via electronic method (E-AGM)**

- 1) The Shareholders or proxy holders who wish to attend the Meeting via electronic method (E-AGM) must submit a request form for attending the Meeting via Web Browser by clicking the link <https://app.inventech.co.th/AYUD164413R> or scan the QR Code below for logging in to the system. The system would be available from Monday, April 11, 2022 until the date when the Meeting has ended.



- 2) Once logged in, the shareholders or proxy holders are requested to complete all fields and attach additional documents according to the system requirement such as
  - Identification Card Number/Passport Number (in case of a foreigner)
  - Shareholders Registration Number
  - Name and Surname
  - Number of shares
  - E-Mail Address
  - Mobile Number
  - Additional Attachments
    - For shareholders who wish to attend the Meeting via electronic media by themselves, please attach the photocopy of identification card or the photocopy of valid identification document bearing the photograph of document owner issued by the state agency or the photocopy of passport (in case of a foreigner), which is certified a true copy.
    - In case of appointing a proxy holder, please attach the proxy form with required documents specified in the Invitation Letter for the 2022 Annual General Meeting of Shareholders.
- 3) After completely fill-in all required information, please select “I have read and agreed to comply with Meeting attendance requirements, and Meeting attendance requirements through Inventech Connect” by checking the box to “accept on the term of service”. Then click to submit the documents through the system.
- 4) After all documents are verified and the request is approved, the shareholders will receive an email informing the detailed information of the Meeting which is divided into 4 parts as follows:
  - Link for registration of the Meeting
  - Username and Password for e-Voting
  - Link for downloading and installing of Cisco WebEx Meeting Application
  - Link for user manualIn case the request is rejected, shareholders will receive an email to notifying the reason for rejection. The shareholders can resubmit additional information through the system.

- 5) Shareholders or proxy holders can submit the Meeting attendance request form from Monday, April 11, 2022 until the Meeting has ended. Also, shareholders can register to attend the Meeting on Friday, April 29, 2022 at 07.00 hours until the Meeting has ended.

Service information for shareholders or proxy holders to submit request form to attend E-AGM Inventech Call center : Tel . (662) 931-9133 (2 lines, on the meeting date)	
Business Days	Service Time
▪ Monday , April 11, 2022 –Thursday, April 28, 2022	08.30 hrs to 17.30 hrs (1 line)
▪ Friday, April 29, 2022	07.00 hrs until the Meeting has ended (2 lines)
<i>Remark : Provided service time during business days ONLY and end of service time will be available until the Meeting has ended.</i>	

- 6) In relation to registration for the Meeting, shareholders or proxy holders must enter the username and password received from 4) to sign in. Then, the shareholders or proxy holders can go to the registration page for watching live broadcast through Cisco Webex Meeting Application by filling your email address (This step is only for shareholders or proxy holders who have registered for attending the Meeting).

- 7) If the shareholders or proxy holders wish to ask questions at the Meeting, you can press Q&A icon, then type your name, surname, and your status of attending the Meeting as well as your questions and click send button. There is no online audio question.

*(The Company would like to reserve its rights to consider answering only the important issues related to each agenda item. The questions that are not answered at the Meeting will be collected to keep in the minutes of the Meeting as deemed appropriate.)*

- 8) Voting procedures:

- Please go to “Multimedia Viewer” menu, then click “Continue” in order to go to the e-Voting system. After that, fill in the username and password, then click “Sign In” and click “Select Agenda”.
  - In case of voting “Agree”, do not press any button.
  - In case of “Disagree”, press red button.
  - In case of “Abstain from voting”, press orange button.

- 9) For solving registration problems, shareholders can contact administrators at (662) 931-9133 (1 line) on business days and hours from 08.30 – 17.30 hours as from Monday, April 11, 2022 until the Meeting has ended.

- 10) For shareholders who appoint proxy holders

- If any shareholder wishes to change the proxy appointment from the one that the shareholder has already submitted to the Company, please inform the change to the Company within Thursday, April 28, 2022.
- For proxy appointment, please use the proxy forms that have been attached with the Invitation Letter for the 2022 Annual General Meeting of Shareholders of which are sent to all shareholders.

- Shareholders can appoint the proxy to attend the Meeting via electronic media on their behalf and the proxy holder is required to follow the above steps 1) to 4 ) or
- 11) Shareholders can appoint one of the Company's Independent Directors as their proxy. Please find the details of the appointment of Independent Directors as a proxy holder which are specified in the Invitation Letter for the 2022 Annual General Meeting of Shareholders. Please complete a proxy form and send it back to "Corporate Secretary (Legal and Corporate Governance Department)" of Allianz Ayudhya Capital Public Company Limited, 14th Floor, Ploenchit Tower, No. 898 Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330.
  - 12) The Meeting on Friday, April 29, 2022 would be conducted by electronic method only and the Company does not prepare the Meeting room for shareholders. If the shareholders are unable to attend the Meeting via electronic method, the Company would like to request you to appoint the Company's Independent Director or any other person to attend the Meeting on your behalf or submit the form to attend the Meeting via electronic method only.
  - 13) In using the Meeting system, please study the details of INVENTECH CONNECT system user guideline at <https://www.ayud.co.th/en/investor-relations-information-2/shareholder-meeting/>

For solving registration problems, shareholders or proxy holders please contact Inventech call center at

Tel. (662) 931-9133 (1 line) from April 11-April 28, 2022 from 08.30-17.30 hrs (*business days only*)

Tel. (662) 931-9133 (2 lines) on April 29, 2022 from 07.00 hrs until the Meeting has ended.



@inventechconnect



## หนังสือมอบฉันทะ (แบบ ข.) (แบบที่กำหนดรายการต่างๆ ที่มอบฉันทะที่ละเอียดและชัดเจน)

## Proxy Form (Form B.) (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/Khwaeng).....

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 (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วยลำดับที่ 5)

Hereby appoint (the shareholder may appoint the independent 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/Khwaeng..... Amphur/Khet..... Province ..... Postal code .....

or

 (2) ชื่อ (Name)..... นายสุวัฒน์ หลายเจริญทรัพย์ (Mr. Suwat Laicharoensup)..... อายุ (Age) 72 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารพลินจิตทาวเวอร์ ชั้น 7 ถนน เพชรเกษม 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) 62 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารพลินจิตทาวเวอร์ ชั้น 7 ถนน เพชรเกษม 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

 (4) ชื่อ (Name)..... นายวิจิต กรวิทยาคุณ (Mr. Vichit Kornvityakoon)..... อายุ (Age) 71 ปี (Years)

ในฐานะกรรมการที่ไม่เป็นผู้บริหาร (Non-Executive Director) อยู่บ้านเลขที่ 898 อาคารพลินจิตทาวเวอร์ ชั้น 7 ถนน เพชรเกษม 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

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

(ทั้งนี้ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในการพิจารณารายละเอียดในทวาระในการประชุมครั้งนี้)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 73) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 09.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2022 Annual General Meeting of Shareholders (No. 73) via electronic method (E-AGM) on Friday, April 29, 2022 at 09.00 hrs. with live broadcast from the Head Office Building of the Company, or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ได้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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



**วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564 (ครั้งที่ 72) เมื่อวันที่ 29 มิถุนายน 2564**

**Agenda 1 To Consider and Adopt the Minutes of the 2021 Annual General Meeting (No. 72), held on June 29, 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 2 รับทราบรายงานผลการดำเนินงานของคณะกรรมการบริษัท สำหรับรอบปี 2564**

**Agenda 2 To Acknowledge the Board of Directors' Report on the Company's operating results in 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 3 พิจารณาอนุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2564 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของเจ้าของ และงบกระแสเงินสดสำหรับปี 2564**

**Agenda 3 To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2021, 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 พิจารณาอนุมัติการจัดสรรกำไรจากผลการดำเนินงานของบริษัทฯ ในปี 2564 และการจ่ายเงินปันผล**

**Agenda 4 To Consider and Approve the Appropriation of Profit from the Company's Performance in 2021 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 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

**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 **ดร. จำลอง อติกุล** / Name of director Dr. Jamlong Atikul  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.2 ชื่อกรรมการ **นางสาวนพพร ตีรวัดมนกุล** /Name of director Ms. Nopporn Tirawattanagool  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.3 ชื่อกรรมการ **นายไบรอัน เจมส์ สมิธ** / Name of director Mr. Bryan James Smith  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.4 ชื่อกรรมการ **นายจอห์น-พอล โจนส์** / Name of director Mr. Jon-Paul Jones  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.5 ชื่อกรรมการ **นายกิตติ ปิณฑวิรุจน์** / Name of the director Mr. Kitti Pintavirooj  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain

**วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2565**

**Agenda 6 To Consider the Approve the Directors' Remuneration for the Year 2022**

- (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 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2565**

**Agenda 7 To Consider and Appoint the Auditors and the Determination of Auditors' Remuneration for the Year 2022**

- (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 พิจารณานุมัติการเข้าซื้อหุ้นในกลุ่มบริษัทเอเทน่าในประเทศไทย**

**Agenda 8 To Consider and Approve the Acquisition by the Company of 100% of the shares in the Aetna group companies in Thailand**

- (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 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 9 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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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/Signed .....ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed .....ผู้รับมอบฉันทะ/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 ออยุธยา แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 (ครั้งที่ 73) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 09.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2022 Annual General Meeting via electronic method (E-AGM) on Friday, April 29, 2022 at 09.00 hrs., with live broadcast from the Head Office Building of the Company, 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:

- (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  
(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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- (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                             |

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/Signed .....ผู้มอบฉันทะ/Grantor  
( )

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

ลงนาม/Signed .....ผู้รับมอบฉันทะ/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)

Proxy Form (Form C.) (For Foreign shareholders who have custodians in Thailand only) (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/Khwaeng).....

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 (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วยลำดับที่ 5)

Hereby appoint (the shareholder may appoint the independent 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/Khwaeng..... Amphur/Khet..... Province ..... Postal code .....

or

 (2) ชื่อ (Name)..... นายสุวัฒน์ หลายเจริญทรัพย์ (Mr. Suwat Laicharoensup)..... อายุ (Age) 72 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารพหลินจิตทาวเวอร์ ชั้น 7 ถนน เพชรเกษม 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) 62 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารพหลินจิตทาวเวอร์ ชั้น 7 ถนน เพชรเกษม 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

 (4) ชื่อ (Name)..... นายวิจิต กรวิทยาคุณ (Mr. Vichit Kornvityakoon)..... อายุ (Age) 71 ปี (Years)

ในฐานะกรรมการที่ไม่เป็นผู้บริหาร (Non-Executive Director) อยู่บ้านเลขที่ 898 อาคารพหลินจิตทาวเวอร์ ชั้น 7 ถนน เพชรเกษม 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

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

(ทั้งนี้ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในการพิจารณารายละเอียดในทวาระในการประชุมครั้งนี้)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 73)

ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 09.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึง

เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2022 Annual General Meeting of Shareholders (No. 73) via electronic method (E-AGM) on Friday, April 29, 2022 at 09.00 hrs. with live broadcast from the Head Office Building of the Company, or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ได้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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



**วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564 (ครั้งที่ 72) เมื่อวันที่ 29 มิถุนายน 2564**

**Agenda 1 To Consider and Adopt the Minutes of the 2021 Annual General Meeting (No. 72), held on June 29, 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 2 รับทราบรายงานผลการดำเนินงานของคณะกรรมการบริษัท สำหรับรอบปี 2564**

**Agenda 2 To Acknowledge the Board of Directors' Report on the Company's operating results in 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 3 พิจารณาอนุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2564 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของเจ้าของ และงบกระแสเงินสดสำหรับปี 2564**

**Agenda 3 To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2021, 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 พิจารณาอนุมัติการจัดสรรกำไรจากผลการดำเนินงานของบริษัทฯ ในปี 2564 และการจ่ายเงินปันผล**

**Agenda 4 To Consider and Approve the Appropriation of Profit from the Company's Performance in 2021 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 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

**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 **ดร. จำลอง อติกุล** / Name of director Dr. Jamlong Atikul  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.2 ชื่อกรรมการ **นางสาวนพพร ตีรวัดมนกุล** /Name of director Ms. Nopporn Tirawattanagool  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.3 ชื่อกรรมการ **นายไบรอัน เจมส์ สมิธ** / Name of director Mr. Bryan James Smith  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.4 ชื่อกรรมการ **นายจอห์น-พอล โจนส์** / Name of director Mr. Jon-Paul Jones  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.5 ชื่อกรรมการ **นายกิตติ ปิณฑวิรุจน์** / Name of the director Mr. Kitti Pintavirooj  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain

**วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2565**

**Agenda 6 To Consider the Approve the Directors' Remuneration for the Year 2022**

- (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 พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2565**

**Agenda 7 To Consider and Appoint the Auditors and the Determination of Auditors' Remuneration for the Year 2022**

- (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 พิจารณาอนุมัติการเข้าซื้อหุ้นในกลุ่มบริษัทเอเทน่าในประเทศไทย**

**Agenda 8 To Consider and Approve the Acquisition by the Company of 100% of the shares in the Aetna group companies in Thailand**

- (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 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 9 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/Signed .....ผู้มอบฉันทะ/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

## **Attachment No. 8**

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.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมด 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.

5. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 ออยุธยา แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 73) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 09.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2022 Annual General Meeting via electronic method (E-AGM) on Friday, April 29, 2022 at 09.00 hrs., with live broadcast from the Head Office Building of the Company, 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:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <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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|-----------------------------------|--------------------------------------|-------------------------------------|
| <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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- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <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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- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <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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- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <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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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
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- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <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/Signed .....ผู้มอบฉันทะ/Grantor  
( )

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

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

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

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

## **Information Memorandum on the Acquisition of Assets in respect of the Acquisition by the Company of Shares in Aetna Group Companies in Thailand**

Allianz Ayudhya Capital Public Company Limited (the “**Company**”) would like to inform that the Board of Directors’ Meeting No. 4/2022 convened on March 23, 2022 resolved to propose to the Annual General Meeting of Shareholders for the Year 2022 (No. 73) (the “**2022 AGM**”) to consider and approve the acquisition by the Company of 100% of the shares of certain operating and holding companies in Thailand (the “**Aetna Thai Companies**”) from Aetna Global Holding Limited, a company incorporated and registered in England and Wales (the “**Seller**”) at the base purchase price of THB 3,140,000,000, subject to an adjustment mechanism based on the net asset value of Aetna Thai Companies around the time of the closing date (the “**Proposed Acquisition**”). The Aetna Thai Companies comprise the following companies:

- (i) two operating companies:
  - (a) Aetna Health Insurance (Thailand) Public Company Limited (“**AHI**”) which is a licensed non-life insurance company, and
  - (b) Aetna Services (Thailand) Limited (“**AST**”) which is a company providing physical clinical out-patient services,
- (ii) three holding companies:
  - (a) Aetna Holdings (Thailand) Company Limited (“**AHL**”),
  - (b) Health Care Management Co., Ltd. (“**HCM**”), and
  - (c) Minor Health Enterprise Ltd. (“**MHE**”).

The Company will be required to obtain approval from its shareholders’ meeting to complete the Proposed Acquisition in compliance with Section 107 of the Public Limited Companies Act B.E. 2535 (as amended). The Proposed Acquisition is also regarded as an acquisition of assets under the Notification of the Capital Market Supervisory Board TorJor. No. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (the “**Rules on Acquisition or Disposal of Assets**”) with the highest transaction size of 27.07% of the Net Operating Profit calculated based on: (i) the audited consolidated financial statements for the twelve-month period ended December 31, 2021 of the Company; (ii) the reviewed financial statements for the twelve-month period ended September 30, 2021 of AHI; and (iii) the audited financial statements for the twelve-month period ended December 31, 2020 of AHL, HCM, MHE and AST. The Company and/or its subsidiaries did not enter into any transaction involving the acquisition of assets during the past 6 months. Therefore, the Proposed Acquisition is classified as a Class 2 transaction with a transaction size of 15% or more but less than 50% pursuant to the Rules on Acquisition or Disposal of Assets. In this regard, the Company is required to disclose the information regarding the Proposed Acquisition to the Stock Exchange of Thailand (the “**SET**”) and send a circular notice to the shareholders within 21 days from the day that the Company has notified the SET.

The Proposed Acquisition does not constitute a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies

Concerning the Connected Transaction B.E. 2546 (2003) dated 19 November 2003 (as amended) (the “**Rules on Connected Transactions**”).

The details of the Proposed Acquisition are set out below.

**1 Information Memorandum disclosed on the website of the Stock Exchange of Thailand on March 24, 2022 according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004)**

**1.1 Date of the transaction**

The Company entered into the Share Purchase Agreement with the Seller on March 23, 2022 (“**Share Purchase Agreement**”).

The Proposed Acquisition is subject to the Company obtaining the approval with respect to the Proposed Acquisition from its shareholders’ meeting. In this regard, the Board of Directors’ Meeting No. 4/2022 resolved to propose to the 2022 AGM to be held on April 29, 2022 to consider and approve the Proposed Acquisition.

The Company expects to complete the Proposed Acquisition within June 2022.

**1.2 The involved parties and relationship with the Company**

**Buyer** : The Company

The Company is an investment holding company with its primary investment in Allianz Ayudhya General Insurance Public Company Limited (“**AAGI**”), a subsidiary operating non-life insurance businesses. The Company also invests in Allianz Ayudhya Assurance Public Company Limited, an associate company operating life and health insurance businesses.

**Seller** : Aetna Global Holding Limited

**Nature of relationship** : None.

The Proposed Acquisition is not a transaction entered into between the Company and its connected persons. Therefore, the Proposed Acquisition is not considered a connected transaction pursuant to the Rules on Connected Transactions.

**1.3 General characteristics and transaction size**

**1.3.1 General characteristics**

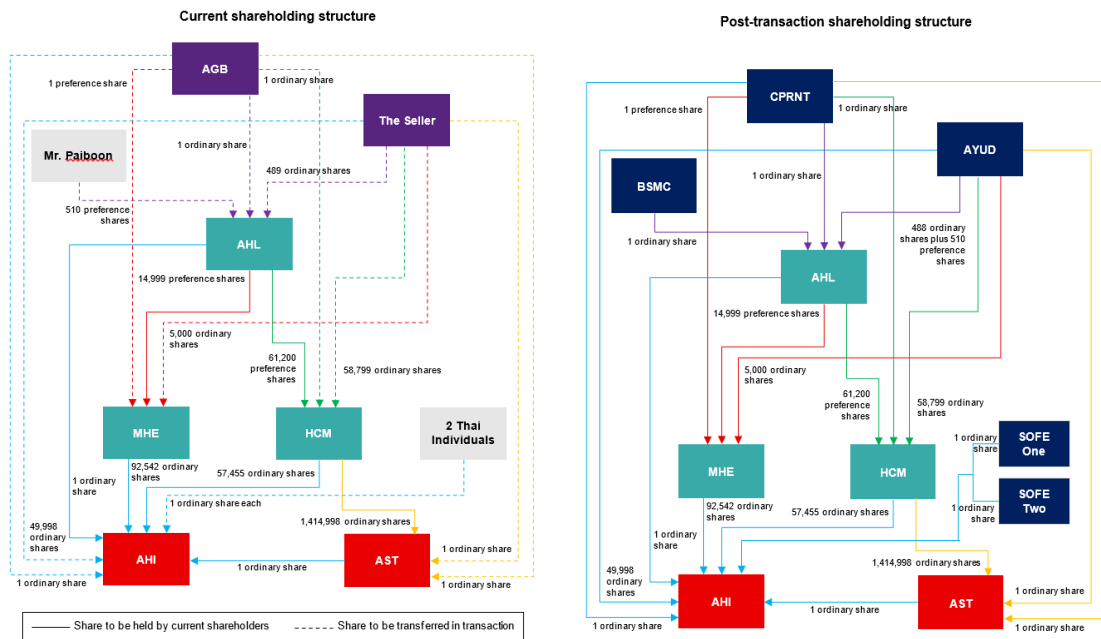
The Proposed Acquisition will involve the direct and indirect acquisition by the Company of shares in Aetna Thai Companies and will involve the transfer of the following shares to the Company:

- (i) 50,001 ordinary shares in AHI (which represents approximately 25% of the total issued shares of AHI) from the Seller (49,998 ordinary shares), Aetna Global Benefits (Bermuda) Limited (“**AGB**”) (1 ordinary share), Ms. Wiriya Bhuksamrit (1 ordinary share) and Mrs. Pornthip Chulajata (1 ordinary share);

- (ii) 510 preference shares and 490 ordinary shares in AHL (which represents 100% of the total issued shares of AHL) from the Seller (489 ordinary shares), AGB (1 ordinary share) and Mr. Paiboon Sutuntivorakoon (510 preference shares);
- (iii) 5,000 ordinary shares and 1 preference share in MHE (which represents approximately 25% of the total issued shares of MHE) from the Seller and AGB, respectively;
- (iv) 58,800 ordinary shares in HCM (which represents approximately 49% of the total issued shares of HCM) from the Seller (58,799 ordinary shares) and AGB (1 ordinary share); and
- (v) 2 ordinary shares in AST from the Seller and AGB.

In this regard, (i) CPRN (THAILAND) Co., Ltd. (“**CPRNT**”) will hold one share in each of MHE, HCM, AHI, AST and AHL, (ii) BSMC (THAILAND) Ltd. (“**BSMC**”) will hold one share in AHL, (iii) SOFE One Limited (“**SOFE One**”) will hold one share in AHI, and (iv) SOFE Two Limited (“**SOFE Two**”) will hold one share in AHI. CPRNT, BSMC, SOFE One and SOFE Two are related persons to ALLIANZ SE, the major shareholder of the Company, pursuant to the Rules on Connected Transactions.

Following closing of the Proposed Acquisition, the Company will directly and indirectly hold 100% of Aetna Thai Companies, as detailed below:



To ensure continuity of business of the Aetna Thai Companies after closing, the Company will also procure the entry into a transitional services agreement and a trademark license agreement with the Seller as part of the Proposed Acquisition.



### 1.3.2 Calculation of the transaction size

The details of the calculation of the transaction size are as follows:

Method	Calculation details	Transaction size
Net tangible asset (NTA)	$\frac{\% \text{ NTA of the acquired entity} \times 100}{\text{NTA of the company}}$	$\frac{THB1,681.5m \times 100}{THB14,135.1m} = 11.90\%$
Net Profit	$\frac{\% \text{ Net Profit of the acquired entity} \times 100}{\text{Net profit of the Company}}$	$\frac{THB332.9m \times 100}{THB1230.0m} = 27.07\%$
Consideration paid	$\frac{\text{Total consideration paid} \times 100}{\text{Total assets of the Company}}$	$\frac{THB3,140,0m \times 100}{THB24,140.2m} = 13.01\%$
Equity value	$\frac{\text{Number of new shares issued in return of the asset acquisition} \times 100}{\text{Number of issued and paid – up shares of the Company}}$	Not applicable as there are no shares to be issued in return of the asset acquisition

Based on the above calculation details, the Proposed Acquisition constitutes an acquisition of assets under the Rules on Acquisition or Disposal of Assets with the highest transaction size of 27.07% of Net Operating Profit calculated based on (i) the audited consolidated financial statements for the twelve-month period ended December 31, 2021 of the Company; (ii) the reviewed financial statements for the twelve-month period ended September 30, 2021 of AHI; and (iii) the audited financial statements for the twelve-month period ended December 31, 2020 of AHL, HCM, MHE and AST. The Company and/or its subsidiaries did not enter into any transaction involving the acquisition of assets during the past 6 months. Therefore, the Proposed Acquisition is considered a Class 2 transaction with a transaction size of 15% or more but lower than 50% under the Rules on Acquisition or Disposal of Assets. Accordingly, the Company is required to disclose the information regarding the Proposed Acquisition to the SET and send a circular notice to the shareholders within 21 days from the day that the Company has notified the SET.

### 1.4 Details of the assets to be acquired

The details of Aetna Thai Companies are as provided below:

#### 1.4.1 Aetna Health Insurance (Thailand) Public Company Limited

Company	Aetna Health Insurance (Thailand) Public Company Limited
Nature of business	Non-life insurance
Company Number	0107555000503
Date and Place of Incorporation	November 15, 2012, Thailand
Registered Office	Head office: 98, Sathorn Square Office Tower, 14th – 15th Floor, North Sathorn Road, Silom, Bangrak, Bangkok, Thailand With 15 branches located in Bangkok and other provinces
Registered Capital	THB 20,000,000
Paid-up Capital	THB 20,000,000

Shareholders	Name	No. of shares	%	
	1. Minor Health Enterprise Co., Ltd.	92,542	46.2710%	
	2. Health Care Management Co., Ltd.	57,455	28.7275%	
	3. Aetna Global Holdings Limited <sup>1</sup>	49,998	24.9990%	
	4. Aetna Holdings (Thailand) Company Limited	1	0.0005%	
	5. Aetna Services (Thailand) Limited	1	0.0005%	
	6. Aetna Global Benefits (Bermuda) Limited <sup>2</sup>	1	0.0005%	
	7. Ms. Wiriya Pha Bhudsamrit	1	0.0005%	
	8. Mrs. Pornthip Chulajata	1	0.0005%	
	<b>Total</b>	<b>200,000</b>	<b>100%</b>	
Board of Directors	1. Mr. Damian James Delaney 2. Mr. Thiti Kamnerddee 3. Mr. Pravit Wiphusirikupt 4. Ms. Nittayarat Namprempre 5. Ms. Lapakorn Chatapat 6. Ms. Ketkaew Mukbunditpong			
<b>As of</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021<sup>3</sup></b>
<b>Financial Data (THB million)</b>				
Assets	2,792.53	3,091.68	3,652.01	4,086.16
Liabilities	1,887.71	2,046.58	2,204.51	2,372.03
Equity	904.82	1,045.10	1,447.54	1,714.13
Revenue	2,959.26	2,825.80	3,285.40	3,236.39
Net Profit	90.53	134.15	402.44	361.66
<b>Financial Ratios</b>				
ROA(%)	3.24%	4.34%	11.02%	8.85%
ROE(%)	10.01%	12.84%	27.80%	21.10%
Net Profit Margin(%)	3.06%	4.75%	12.25%	11.17%

Source: The Department of Business Development, Ministry of Commerce

Note: <sup>1</sup> Aetna Global Holdings Limited, incorporated in England and Wales

<sup>2</sup> Aetna Global Benefits (Bermuda) Limited, incorporated in Bermuda

<sup>3</sup> Information based on the reviewed financial statements for the twelve-month period ended September 30, 2021 of AHI.

## 1.4.2 Aetna Services (Thailand) Limited

Company	Aetna Services (Thailand) Limited		
Nature of business	Providing physical clinical out-patient service business		
Company Number	0105561037365		
Date and Place of Incorporation	February 27, 2018, Thailand		
Registered Office	Head office: 98, Sathorn Square Office Tower, 14th – 15th Floor, North Sathorn Road, Silom, Bangrak, Bangkok, Thailand Branch: Nonthaburi, Thailand		
Registered Capital	THB 141,500,000		
Paid-up Capital	THB 141,500,000		
<b>Shareholders</b>	<b>Name</b>	<b>No. of shares</b>	<b>%</b>
	1. Health Care Management Co., Ltd.	1,414,998	99.9998%
	2. Aetna Global Holdings Limited <sup>1</sup>	1	0.0001%
	3. Aetna Global Benefits (Bermuda) Limited <sup>2</sup>	1	0.0001%
	<b>Total</b>	<b>1,415,000</b>	<b>100%</b>
Board of Directors	1. Mr. Hemal Desai 2. Mr. Damian James Delaney 3. Mr. Lapakorn Chatapat		
<b>As of</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
<b>Financial Data (THB million)</b>			
Assets	48.42	37.47	33.73
Liabilities	24.33	12.52	21.91
Equity	24.09	24.95	11.82
Revenue	3.40	6.97	12.34
Net Profit	-11.41	-29.14	-29.13
<b>Financial Ratios</b>			
ROA(%)	-23.56%	-77.77%	-86.35%
ROE(%)	-47.36%	-116.79%	-246.35%
Net Profit Margin(%)	-335.41%	-418.19%	-236.09%

Source: The Department of Business Development, Ministry of Commerce

Note: <sup>1</sup> Aetna Global Holdings Limited, incorporated in England and Wales<sup>2</sup> Aetna Global Benefits (Bermuda) Limited, incorporated in Bermuda

## 1.4.3 Aetna Holdings (Thailand) Limited

Company	Aetna Holdings (Thailand) Limited		
Nature of business	Holding company		
Company Number	0105555146280		
Date and Place of Incorporation	October 1, 2012, Thailand		
Registered Office	Head office: 98, Sathorn Square Office Tower, 14th Floor, North Sathorn Road, Silom, Bangrak, Bangkok, Thailand		
Registered Capital	THB 100,000		
Paid-up Capital	THB 100,000		
<b>Shareholders</b>	<b>Name</b>	<b>No. of shares</b>	<b>%</b>
	1. Mr. Paiboon Sutuntivorakoon <sup>1</sup>	510	51.0000%
	2. Aetna Global Holdings Limited <sup>2</sup>	489	48.9000%
	3. Aetna Global Benefits (Bermuda) Limited <sup>3</sup>	1	0.1000%
	<b>Total</b>	<b>1,000</b>	<b>100%</b>
Board of Directors	1. Mr. Damian James Delaney 2. Mr. Derek Seth Goldberg		
<b>As of</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
<b>Financial Data (THB million)</b>			
Assets	3.14	3.14	3.14
Liabilities	0.68	0.81	0.91
Equity	2.46	2.33	2.23
Revenue	0.00	0.00	0.00
Net Profit	-0.14	-0.13	-0.10
<b>Financial Ratios</b>			
ROA(%)	-4.62%	-4.13%	-3.08%
ROE(%)	-5.90%	-5.57%	-4.33%
Net Profit Margin(%)	-308359.57%	-185282.86%	-371750.00%

Source: The Department of Business Development, Ministry of Commerce

Note: <sup>1</sup> Mr. Paiboon Sutuntivorakoon holds 510 preference shares in AHL.

<sup>2</sup> Aetna Global Holdings Limited, incorporated in England and Wales

<sup>3</sup> Aetna Global Benefits (Bermuda) Limited, incorporated in Bermuda

## 1.4.4 Minor Health Enterprise Co., Ltd.

Company	Minor Health Enterprise Co., Ltd.		
Nature of business	Holding company		
Company Number	0105537093994		
Date and Place of Incorporation	August 11, 1994, Thailand		
Registered Office	Head office: 98, Sathorn Square Office Tower, 14th Floor, North Sathorn Road, Silom, Bangrak, Bangkok, Thailand		
Registered Capital	THB 2,000,000		
Paid-up Capital	THB 1,250,000		
<b>Shareholders</b>	<b>Name</b>	<b>No. of shares</b>	<b>%</b>
	1. Aetna Holdings (Thailand) Limited <sup>1</sup>	14,999	74.9950%
	2. Aetna Global Holdings Limited <sup>2</sup>	5,000	25.0000%
	3. Aetna Global Benefits (Bermuda) Limited <sup>3</sup>	1	0.0050%
	<b>Total</b>	<b>20,000</b>	<b>100%</b>
Board of Directors	1. Mr. Damian James Delaney 2. Mr. Derek Seth Goldberg		
<b>As of</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
<b>Financial Data (THB million)</b>			
Assets	10.34	10.35	10.35
Liabilities	2.06	2.19	2.29
Equity	8.28	8.15	8.06
Revenue	9.38	0.00	0.00
Net Profit	7.48	-0.13	-0.09
<b>Financial Ratios</b>			
ROA(%)	72.36%	-1.22%	-0.88%
ROE(%)	90.40%	-1.55%	-1.13%
Net Profit Margin(%)	79.76%	-6490.36%	-1855.83%

Source: The Department of Business Development, Ministry of Commerce

Note: <sup>1</sup> Preference shares

<sup>2</sup> Aetna Global Holdings Limited, incorporated in England and Wales

<sup>3</sup> Aetna Global Benefits (Bermuda) Limited, incorporated in Bermuda

## 1.4.5 Health Care Management Co., Ltd.

Company	Health Care Management Co., Ltd.		
Nature of business	Holding company		
Company Number	0105539101471		
Date and Place of Incorporation	September 12, 1996, Thailand		
Registered Office	Head office: 98, Sathorn Square Office Tower, 14th Floor, North Sathorn Road, Silom, Bangrak, Bangkok, Thailand		
Registered Capital	THB 12,000,000		
Paid-up Capital	THB 8,175,000		
<b>Shareholders</b>	<b>Name</b>	<b>No. of shares</b>	<b>%</b>
	1. Aetna Holdings (Thailand) Limited <sup>1</sup>	61,200	51.0000%
	2. Aetna Global Holdings Limited <sup>2</sup>	58,799	48.9992%
	3. Aetna Global Benefits (Bermuda) Limited <sup>3</sup>	1	0.0008%
	<b>Total</b>	<b>120,000</b>	<b>100%</b>
Board of Directors	1. Mr. Damian James Delaney 2. Mr. Derek Seth Goldberg		
<b>As of</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
<b>Financial Data (THB million)</b>			
Assets	216.86	246.64	252.25
Liabilities	50.08	77.94	82.98
Equity	166.78	168.69	169.27
Revenue	1.75	3.95	1.36
Net Profit	1.18	1.91	0.57
<b>Financial Ratios</b>			
ROA(%)	0.54%	0.77%	0.23%
ROE(%)	0.70%	1.13%	0.34%
Net Profit Margin(%)	67.19%	48.36%	42.21%

Source: The Department of Business Development, Ministry of Commerce

Note: <sup>1</sup> Preference shares

<sup>2</sup> Aetna Global Holdings Limited, incorporated in England and Wales

<sup>3</sup> Aetna Global Benefits (Bermuda) Limited, incorporated in Bermuda

**1.5 Total value of consideration**

The base purchase price is THB 3,140,000,000 which is agreed with the Seller based on the net asset value of Aetna Thai Companies as at December 31, 2021 and will be paid in cash on the closing date. The final purchase price will be subject to an adjustment after the closing date to reflect the net asset value of Aetna Thai Companies around the time of the closing date according to the adjustment mechanism set out in the Share Purchase Agreement.

**1.6 Value of acquired assets**

The purchase price is subject to an adjustment mechanism based on the net asset value of Aetna Thai Companies around the time of the closing date.

**1.7 Basis to determine the value of consideration**

The basis of determination of the value of consideration of the Aetna Thai Companies is the price as negotiated and mutually agreed between the Company and the Seller whereby the Company determined the value of the Aetna Thai Companies primarily based on the appraised value by using the Dividend Discount Model Approach. Expected benefits to the Company

The Company foresees that the Proposed Acquisition will be beneficial to the Company and its shareholders as follows:

- To expand the client base and sales channels by acquiring the existing customers of AHI which include corporates, SME, and individuals.
- To increase its market share in health insurance business in Thailand.
- To create synergies and achieve economies of scale for its non-life insurance business. In this regard and subject to receipt of relevant regulatory approvals, the Company intends to integrate AHI with AAGI within 2 years following the completion of the Proposed Acquisition.

**1.8 Source of funds**

The Company expects to fund the Proposed Acquisition entirely from its internal funds.

**1.9 Condition precedent for the transaction**

The closing of the Proposed Acquisition is subject to the Company obtaining approval from its shareholders' meeting pursuant to Section 107 of the Public Limited Companies Act B.E. 2535 (1992) as amended.

**1.10 Descriptions of related party and potential conflicts of interest**

-None-

**1.11 Directors with conflict of interest**

-None-

**1.12 Opinion of the Board of Directors on the transaction**

The Board of Directors' Meeting No. 4/2022 convened on March 23, 2022 resolved that the acquisition by the Company of 100% of the shares in the Aetna Thai Companies at the base price of THB 3,140,000,000 is reasonable and appropriate and would be beneficial to the Company and its shareholders. This is because the Proposed Acquisition would allow the

Company to expand the client base and sales channels for its insurance business as it would acquire the existing customers of AHI, increase its market share in health insurance industry and create synergies and economies of scale from the integration of AHI with AAGI.

**1.13 Opinion of Audit Committee and/or of the Company's director(s) which is different from the Board of Directors' opinion in Section 1.12**

There is no director of the Company whose opinion is different from the opinion of the Board of Directors in Section 1.12.

**1.14 Distribution of circular notice in relation to the Proposed Acquisition to the shareholders**

As the Proposed Acquisition will be proposed to the meeting of shareholders for consideration and approval, the Board of Directors' Meeting No. 4/2022 convened on March 23, 2022 resolved to (i) include the Proposed Acquisition for consideration and approval at the 2022 AGM to be held on Friday, April 29, 2022 and (ii) cancel the Record Date, which was originally fixed on Friday, April 1, 2022 and fix the new Record Date for determining the shareholders who have the right to attend the 2022 AGM and to receive dividends to be on Thursday, April 7, 2022.

In this regard, the Company will prepare the circular notice in relation to the Proposed Acquisition and distribute to the shareholders as part of the invitation letter to attend the 2022 AGM. In any event, the circular notice in relation to the Proposed Acquisition will be distributed to the shareholders within 21 days from the day that the Company notified the SET of the entry into the Proposed Acquisition pursuant to the Rules on Acquisition or Disposal of Assets.

**2 Responsibilities of the Board of Directors for information in the Information Memorandum sent to the shareholders**

The Board of Directors hereby certifies that the information contained in this Information Memorandum is correct and not misleading in all material respects, and no material information, which should be disclosed, is omitted.

**3 Opinion of an independent expert (if any)**

- None -

**4 Financial projections in the present year of the Company and its subsidiary and affiliate (if any), including assumptions on trade, economics, industry and review of the figures by a certified public auditor and opinion of an independent financial advisor that the projects have been carefully prepared**

- None -

**5 Pending material lawsuits or claims**

The Company has no litigation with material risks which will have a significant negative impact on the operating performance and financial position of the Company more than 5% of shareholder equity based on audited consolidated financial statements for the twelve-month period ended December 31, 2021.



**6 Interests or connected transactions between the Company and its directors, executives and shareholders directly or indirectly holding shares amounting to 10% or more of the total issued shares of the Company**

For the twelve-month period ended December 31, 2021, the Company had significant transactions with its connected persons, as defined under the Rules on Connected Transactions, as follows:

Connected Person	Nature of Relationship	2021 (Million Baht)	Transactions
Allianz SE (DEUTSCHE BANK AG)	Shareholding (38.93%)	30.42	Net investment in securities: investment in long-term benefit plans for executive personnel in the form of restricted stock units, managed by Allianz SE
		5.46	Accrued management fee: management fee is agreed by both parties which are determined based on estimated time spent and cost incurred
		8.69	Management fee: management fee is agreed by both parties which are determined based on estimated time spent and cost incurred
		233.39	Paid dividends: According to shareholder's resolution

Details of other connected transactions of the Company and its subsidiary can be found in Note 35 of the audited consolidated financial statements for the twelve-month period ended December 31, 2021 of the Company.

Please be informed accordingly.

Yours Sincerely,



(Mr. Thomas Charles Wilson)

President and CEO

Allianz Ayudhya Capital Public Company Limited



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