



## Invitation to the 2023 Annual General Meeting of Shareholders (No.74)







**Allianz Ayudhya Capital Public Company Limited**  
**Monday, April 24, 2023 at 10.00 hours**

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

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March 24, 2023

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2023 (No. 74) via Electronic Method (E-AGM)

To: Shareholders  
Allianz Ayudhya Capital Public Company Limited

Attachment: 1. Copy of minutes of the 2022 Annual General Meeting of Shareholders (No. 73);  
2. 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) incorporating copy of the financial statements for the fiscal year ended December 31, 2022 through QR code;  
3. Brief personal profiles of individuals nominated as Directors to replace Directors of the Company who will retire by rotation;  
4. Profiles of nominated auditors for the year 2023;  
5. Profiles of Independent Directors for proxy appointment of shareholders;  
6. The Company's Articles of Association in relation to the 2023 Annual General Meeting of Shareholders;  
7. Explanation on the appointment of proxy holders, registration process, registration documents, vote casting and counting, and meeting procedure (E-AGM); and  
8. Proxy Form B and Form C

Notice is hereby given by virtue of the resolutions of the Board of Directors of Allianz Ayudhya Capital Public Company Limited (the "**Company**") (the "**Board of Directors**"), at its meeting No. 1/2023 held on February 28, 2023, (i) to convene the Annual General Meeting of Shareholders for the Year 2023 (the "**2023 Annual General Meeting of Shareholders**") via electronic method ("**E-AGM**") on **Monday, April 24, 2023 at 10.00 hours** in accordance with the laws and regulations relating to electronic meetings with live broadcast from the Head Office Building of the Company, to consider the matters under the following agenda together with the opinions of the Board of Directors and (ii) to fix the date for determining the list of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (the "**Record Date**") to be on March 15, 2023.

**Agenda 1 To Consider and Certify the Minutes of the 2022 Annual General Meeting of Shareholders (No. 73), held on April 29, 2022**

Facts and Rationale: The Company prepared the Minutes of the 2022 Annual General Meeting of Shareholders, held on April 29, 2022, submitted to the Stock Exchange of Thailand and published on its website, www.ayud.co.th. Copy of Minutes that were delivered to the

Company's shareholders together with this Invitation to the 2023 Annual General Meeting of Shareholders is attached hereto as **Attachment No. 1.**

**Board of Directors' Opinion:** The Board of Directors considers that the Minutes of the 2022 Annual General Meeting of Shareholders (No. 73) were correctly and completely recorded and considers it appropriate to propose the Minutes of the 2022 Annual General Meeting of Shareholders (No. 73) to be certified as true and correct records by the 2023 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 2022 Operating Results**

**Facts and Rationale:** The Board of Directors has summarized the Board of Directors' report on the Company's performance and significant changes for the year 2022 in the Company's 2022 Annual Registration Statement / Annual Report (Form 56-1 One Report) delivered to the Company's shareholders together with this Invitation to the 2023 Annual General Meeting of Shareholders and can be found in **Attachment No. 2.**

**Board of Directors' Opinion:** The Board considers it appropriate to propose to the 2023 Annual General Meeting to acknowledge the 2022 operating results and other information of the Company.

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

## **Agenda 3**      **To Consider and Approve the Statements of Financial Position, the Statement of Comprehensive Income, the Statement of Changes in Shareholders' Equity and Statement of Cash Flow for the Financial Year Ended December 31, 2022**

**Facts and Rationale:** Section 112 of the Public Limited Company Act B.E. 2535, as amended (the "**PLCA**"), prescribes that the Company shall prepare the annual financial statements as of the last day of the accounting period of the Company and that they have been audited by the auditor prior to submission to the Annual General Meeting for consideration and approval. The statement of financial position, the statement of comprehensive income, the statement of changes in shareholders' equity, and the statement of cash flow for the financial year ended December 31, 2022, which were audited by the auditor from PricewaterhouseCoopers ABS Ltd. ("**PwC**"), reviewed by the Audit Committee and approved by the Board of Directors, are presented in the 2022 Form 56-1 One Report delivered to all shareholders together with this

Invitation to the 2023 Annual General Meeting of Shareholders and can be found in **Attachment No. 2.**

**Board of Directors' opinion:** The Board of Directors considers it appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and approve the statement of financial position, the statement of comprehensive income, statement of changes in shareholders' equity, and the statement of cash flow for the financial year ended December 31, 2022, which were audited by the auditor from PwC, reviewed by the Audit Committee and approved by the Board of Directors.

**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 Annual Dividend Payment and to Acknowledge the Company's Interim Dividend Payment**

**Facts and Rationale:** According to Section 115 of the PLCA and Article 44 of the Company's Articles of Association, the Company shall not pay dividends other than out of profits, and dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution. Moreover, pursuant to Section 116 of the PLCA and Clause 45 of the Company's Articles of Association provide that, in the case where the Company incurs profit, it shall allocate no less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount of no less than 10 percent of the registered capital.

As of December 31, 2022, the Company has an accumulated legal reserve amounting THB 50,000,000 which meets the 10 percent of the Company's registered capital, as required by laws. Thus, the Company is not required to allocate additional amount as a reserve fund. Therefore, the Company can pay dividends to shareholders under Section 115 of the PLCA and Article 44 of the Company's Articles of Association. However, such dividend payment is subject to the approval of the Shareholders' Meeting. The Board of Directors may decide to pay interim dividend to its shareholders and after such interim dividend is paid it must be reported to the shareholders in the next meeting of shareholders.

The Company has a policy to pay dividends of not less than 60% of net profit each year based on the operating results set forth in the consolidated financial statements and the resolution at the shareholders' meeting.

According to the Company's consolidated financial statements for the year ended December 31, 2022, the Company had net profit in the amount of THB 1,004,725,342 (one billion four

million, seven hundred twenty-five thousand, three hundred forty-two Baht) or THB 2.58 per share and in the separated financial statements the company's net profit amounted to THB 1,190,396,011 (one billion one hundred ninety million, three hundred ninety-six thousand, eleven Baht) or THB 3.06 per share. The Company's financial statements ended December 31, 2022 are presented in the 2022 Form 56-1 One Report/Annual Report delivered to all shareholders together with this Invitation to the 2023 Annual General Meeting of Shareholders (E-AGM) and can be found in **Attachment No 2.**

### Information on Dividend Payment for the year 2022

Comparison of divided distribution in the year 2022 with the previous years is summarized as follows:

Details of Dividend Payment	2022	2021	2020
1. Net profit from consolidated financial statements (THB)	1,004,725,342	1,230,030,752	631,114,299
2. Number of ordinary shares			
2.1 Number of ordinary shares paid for interim dividend	389,266,931	389,266,931	389,266,931
2.2 Number of ordinary shares paid for Annual dividend	389,266,931	389,266,931	389,266,931
3. Total dividend payment for the performance of the year (THB/share)	5.40	1.54	1.52
3.1 Interim Dividend	5.14	0.77	0.75
3.2 Additional Interim Dividend	-	-	0.77
3.3 Annual Dividend	0.26	0.77	-
4. Total Dividend Payment (THB)	2,102,041,427	599,471,074	591,685,735
5. Proportion of dividend on consolidated net profit (Percent)	209.22	48.74	93.75

**Board of Directors' opinion:** The Board of Directors considers it appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and approve the dividend payment for the year 2022 at the rate of THB. 0.26 per share, amounting to the total of dividend payment of THB 101,209,402.06. The total amount of the dividends for the 2022 full year operating profits is at the rate of THB. 5.40 per share, amounting to THB 2,102,041,427.40 from the unappropriated retained earnings, and the total dividend payout ratio is in line with the Company's dividend policy, providing that dividend payment made will not be less than 60% of its net profit after deduction of all reserves. The Board of Directors approved a resolution on August 31, 2022 for the interim dividend payment of THB 5.14 per share from the

unappropriated retained earnings, which was paid on September 28, 2022, amounting to THB 2,000,832,025.34. Therefore, the Company will pay the remaining dividend, subject to the approval by the 2023 AGM of Shareholders at THB 0.26 per share, amounting to THB 101,209,402.06.

The record date for specifying the names of shareholders to receive dividends will be May 2, 2023. However, the right to receive the dividend is uncertain and subject to the 2023 AGM of Shareholders' approval and the dividend payment date will be May 24, 2023.

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 Approve the Appointment of the Directors to Replace those Retiring by Rotation**

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

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

1. Mr. Suwat Laicharoensup Independent Director, Chairman of Audit Committee
2. Mr. Laksna Thongthai Director
3. Mr. Pasu Loharjun Independent Director, Chairman of Nomination and Remuneration Committee
4. Mr. Thomas Charles Wilson Director, President and Chief Executive Officer
5. Mr. Jan-Christian Rosemeyer Director

Mr. Jan-Christian Rosemeyer was appointed to take an advisor role and took responsibility for the African Continent since 2022. Therefore, he expressed his wish to resign from service on the Board of Directors. The Board of Directors, with the recommendation of the Nomination and Remuneration Committee (the "NRC"), proposed that the Meeting consider Mr. Jochen Alexander Haug to replace Mr. Jan-Christian Rosemeyer and appoint him to be a director of the Company.

The NRC 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 (SEC), the Company's Fit and Proper Policy to ensure that the qualification, wisdom, talent, experience and expertise and appropriateness of the Directors be of utmost

benefit of the Company to serve as the 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 4 retiring Directors (excluding Mr. Jan-Christian Rosemeyer) to be the Company's Directors for another term and to appoint Mr. Jochen Alexander Haug to replace Mr. Jan-Christian Rosemeyer.

The Company invited shareholders to nominate qualified candidates for a directorship and propose agenda items for the AGM from November 23, 2022 to January 31, 2023 through the Company's website. Despite the invitation, no proposals for qualified candidates or agenda items were proposed.

Information of individuals nominated as the Directors to replace those Directors retiring by rotation was delivered to the Company's shareholders together with this invitation to the 2023 Annual General Meeting of Shareholders and can be found in **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 with a recommendation from the NRC, and deems appropriate to propose to the 2023 Annual General Meeting of Shareholders to approve (i) the re-appointment of the four (4) retiring Directors to serve as the Directors for another term and (ii) the appointment of Mr. Jochen Alexander Haug as a director to replace Mr. Jan-Christian Rosemeyer:

- |                              |   |
|------------------------------|---|
| 1. Mr. Suwat Laicharoensup   | Independent Director, Chairman of Audit Committee                       |
| 2. Mr. Laksana Thongthai     | Director  |
| 3. Mr. Pasu Loharjun         | Independent Director, Chairman of Nomination and Remuneration Committee |
| 4. Mr. Thomas Charles Wilson | Director, President and Chief Executive Officer                         |
| 5. Mr. Jochen Alexander Haug | Director  |

**Voting:** The resolution for this Agenda requires that each of the individuals nominated as Director to replace the Directors who retire by rotation and new Director Candidate receive 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 2023**

**Fact and Rationale:** According to Section 90 of the PLCA and Article 24 of the Company's Articles of Association, the remuneration of the directors of the company must be determined by the shareholders' meeting.



The Board of Directors has a policy to determine the remuneration payment of the members of the Board of Directors and the members of the sub-committees 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 NRC has thoroughly considered and determined that 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.

The Board of Directors has considered as proposed by the NRC the amendment of 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 of Directors and other sub-committees for the year 2023 at amount not more than THB 11,000,000 same amount as previous year. Details are as follows:

	2023* (year of proposal)	2022	2021
<b>Directors' Remuneration</b>	Not more than THB 11,000,000	Not more than THB 11,000,000	Not more than THB 11,000,000

*\* No change from previous year*

#### **Directors' Remuneration consists of**

- 1) A monthly retainer fee:

Chairman of the Board of Directors	THB 40,000/ month
Vice Chairman of the Board of Directors	THB 38,000/ month
Director of the Board of Directors	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, NRC 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 of Directors	THB 912,000
Vice Chairman of the Board of Directors	THB 866,400
Director of the Board of Directors	THB 433,000

- 5) Other benefits – None –

Members of the Board of Directors 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.

Board of Directors' Opinion: The Board of Directors deems appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the determination of the remuneration payment of the members of the Board of Directors and the members of the sub-committees for the year 2023 in the amount not exceeding THB 11,000,000 (eleven million Baht), which is the same total amount as approved last year, as per abovementioned details.

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 39 of the Company's Articles of Association and Section 90 of Public Company Limited Act)

**Agenda 7**      **To Consider and Approve the Appointment of the Auditors, the Determination of Auditors' Remuneration for the Year 2023, and the Ratification of the Additional Audit Fees for the Year 2022**

Facts and Rationale: According to Section 120 of the PLCA, the Annual General Meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every fiscal year, and the existing auditor may be re-appointed.

Further to the proposal by the Audit Committee, the Board of Directors has recommended that the following auditors from PwC:

Ms. Sakuna Yamsakul Certified Public Accountant Registration No. 4906;  
 Mr. Paiboon Tunkoon Certified Public Accountant Registration No. 4298;  
 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 2023 (forth year) for the Company. In the event any of those auditors are unable to perform their duties, 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 2023 shall not be more than THB 2,426,500 (two million four hundred twenty-six thousand and five hundred Baht) excluding out of pocket expenses and non-audit fees.

The 2023 audit fees proposed by PwC will remain the same as per 2022 fees, excluding non-recurring or one-off scope changes which is decreased by 77%. The details of the audit fee are as follows:

	<b>2023 proposed (PWC)</b>	<b>2022 (PWC)</b>
1. Annual Audit Fee, including Consolidated Financial statement	THB 1,302,995	THB 1,302,995
2. Quarterly Financial Statements Audit Fee (3 quarters), including Consolidated Financial statement	THB 973,505	THB 973,505
3. One- off: Scope changes	THB 150,000	THB 650,000
<b>Total</b>	<b>THB 2,426,500</b>	<b>THB 2,926,500</b>

In consideration of the selection of auditors and determination of auditor fee as mentioned above, the Audit Committee of the Company determined the auditors by considering on the qualification and the experience of each auditor and has an opinion that PwC is independent, skillful in auditing and the audit fee is propriety. Moreover, such 4 auditors do not have any relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in a manner which may have affected their independent performance of auditing duties. Information of the proposed auditors for the year 2023 are delivered to the Company's shareholders together with this invitation to the 2023 Annual General Meeting of Shareholders and can be found in **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.

In addition, there is an additional audit fee for the Year 2022 of THB 650,000 due to the scope of service changes to include new operating entities (2 operating entities and 3 holding entities) in the Company's Consolidated Financial Statement as the result of Business acquisition. The details of audit fee are as follows:

	2022 Additional Fee (PWC)
1. Consolidated financial statement year end audit	THB 430,000
2. Consolidated financial statement quarterly review	THB 220,000
<b>Total</b>	<b>THB 650,000</b>

Board of Directors' Opinion: The Board of Directors deems appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve:

- Appointment of the following auditors from PwC to be the auditors of the Company for the fiscal year 2023:
  - Ms. Sakuna Yamsakul Certified Public Accountant Registration No. 4906;
  - Mr. Paiboon Tunkoon Certified Public Accountant Registration No. 4298;
  - Mr. Boonlert Kamolchanokkul Certified Public Accountant Registration No.5339 or;
  - Ms. Sinsiri Tangsombat Certified Public Accountant Registration No.7352
- Approval of the Company's 2023 audit fee of not more than THB 2,426,500, excluding out of pocket expenses. The 2023 audit fees proposed by PricewaterhouseCoopers ABAS Ltd. will remain the same as per 2022 fees, excluding non-recurring or one-off scope changes which is decreased by 77%. The details of the audit fee are as follows:

	2023 proposed (PWC)	2022 (PWC)
1. Annual Audit Fee, including Consolidated Financial statement	THB 1,302,995	THB 1,302,995
2. Quarterly Financial Statements Audit Fee (3 quarters), including Consolidated Financial statement	THB 973,505	THB 973,505
3. One- off: Scope changes	THB 150,000	THB 650,000
<b>Total</b>	<b>THB 2,426,500</b>	<b>THB 2,926,500</b>

3. Ratification of the additional audit fee for the Year 2022 of THB 650,000 due to the scope of service changes to include new operating entities (2 operating entities and 3 holding entities) in the Company's Consolidated Financial Statement as the result of Business acquisition. The details of audit fee are as follows:

	<b>2022 Additional Fee (PWC)</b>
1. Consolidated financial statement year end audit	THB 430,000
2. Consolidated financial statement quarterly review	THB 220,000
<b>Total</b>	<b>THB 650,000</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**      **Other Business (if any)**

During November 23, 2022 to January 31, 2023, the Company honored the right of the shareholders to propose any meeting agenda in advance under the Company's criteria which were solicited 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 2023 Annual General Meeting of Shareholders via electronic method (E-AGM) on Monday, April 24, 2023 at 10.00 hours. Registration will open from April 11, 2023 until the time 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 21, 2023. 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 provided to the Company for logging into the AGM program via electronic method (E-AGM). The Company would seek the cooperation from the shareholders to provide their proxy to the Company's Independent Directors to attend and vote on their 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 another 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 in **Attachment No. 8** or download Proxy Form B or Form C. (Form C. is applicable only to foreign shareholders as registered in the registration book who have a custodian in Thailand) from the Company's website at [www.ayud.co.th](http://www.ayud.co.th). Alternatively, a 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 holders for shareholders can be found in **Attachment No. 5** as enclosed herewith.

In this regard, any shareholder wishing to appoint another person or directors proposed by the Company as his/her proxy to attend and vote at the meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents, to the Company by Friday, April 21, 2023 for the attention of 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 Chairman of the Board of Directors  
Allianz Ayudhya Capital Public Company Limited

Note: All shareholders can access the Invitation to the 2023 Annual General Meeting of Shareholders 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 24, 2023. If any shareholders has a query regarding the agenda of the 2023 Annual General Meeting (E-AGM), please send the query within April 21, 2023 via email to [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.

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 SET Contact Center at <https://www.set.or.th/contactcenter>.

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

### via electronic method (E-AGM)

### Allianz Ayudhya Capital Public Company Limited

On Friday, April 29, 2022

Allianz Ayudhya Capital Public Company Limited (the “Company”) held its Annual General Meeting at 09.00 hours on Friday 29, 2022. 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 2022 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. Kitti Pintavirooj       | Director   |

### **Directors who were absent due to important mission**

1. Mr. Aaron Mitchell Fryer Director
2. Mr. Jon-Paul Jones Director

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

1. Ms. Sakuna Yamsakul Representative of the Company's Auditor from PricewaterhouseCoopers ABAS Ltd.
2. Ms. Siriporn Tungsangwilai Representative of the Company's Auditor from PricewaterhouseCoopers ABAS Ltd.
3. Ms. Narissara Udomvongsa Senior Director, Head of Legal and Corporate Governance
4. Ms. Kavida Wassanaruangdej Corporate Secretary
5. Mr. Sutthipong Koohasaneh External Legal Advisor, Linklaters (Thailand) Company Limited, acting as the voting inspector of the Meeting
6. Ms. Laksina Phrommachot Representative of Shareholders' right protection volunteer from Thailand Investors Association
7. 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 09.00 hours.

The Corporate Secretary introduced the 13 directors and management who attended the AGM Meeting via electronic method. The number of the attending directors represented 87% (eighty-seven 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 the 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 logistic details of the Meeting and voting method.

The Corporate Secretary informed the Meeting that there were 6 shareholders attending in person, representing 210,001 shares, and 35 shareholders attending by proxies, representing 304,245,221 shares, which in total amounted to 41 shareholders representing 304,455,222 shares, equivalent to 78.2124 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 November 26, 2021 to January 31, 2022 pursuant to the criteria disclosed on the Company's website. However, no shareholders proposed any matter or agenda item for the 2022 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 March 29, 2022 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.

- For each agenda, shareholders will be given an opportunity to ask questions relevant to the agenda and ask shareholders if any shareholders disapprove or abstain from voting.
  - 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 was 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, To Consider and Appoint the Auditors and the determination of Auditors' Remuneration for the Year 2022, 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. Agenda 8, To Consider and Approve the Acquisition by the Company of 100% of the shares in the Aetna group companies in Thailand, shall be approved by a vote of not less than three-fourths (3/4) of the total number of votes

of shareholders attending the meeting and having the right to cast their votes. These requirements were 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 2021 Annual General Meeting of Shareholders (No. 72), held on June 29, 2021**

The Chairman proposed that the shareholders adopt the Minutes of the 2021 Annual General Meeting of Shareholders (No. 72), held on June 29, 2021. 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 2021 Annual General Meeting of Shareholders (No. 72), held on June 29, 2021 as proposed by the Board of Directors 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	304,455,723	100.0000
Disapproved	0	0.0000
Abstained	1	-
Voided ballot	0	-
<b>Total (44 shareholders)</b>	<b>304,455,724</b>	<b>100.0000</b>

#### **Agenda 2 To Acknowledge the Board of Directors' Report on the Company's operating results in 2021**

The Chairman proposed the Meeting to acknowledge the Directors' Report on 2021 operating results of the Company's performance. He then informed the Meeting that the Company's operating results in the year of 2021 will be reported by Mr. Jan-Christian Rosemeyer, Director and Chief Country 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 Chief Country Financial Officer, to report to the Meeting on the Directors' Report on 2021 operating results of the Company's performance. The Directors' Report included the Company's performance and significant changes during the year 2021.

## 2021 The Company's Operating Results

Mr. Jan-Christian Rosemeyer reported that the Company's performance in 2021 and significant changes during the year of 2021 had been summarized in the Management Discussion and Analysis (MD&A) which was submitted to the shareholders as a part of the 2021 Annual Report Registration Statement/Annual Report (Form 56-1 One Report) 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 2021, the corporate structure remained unchanged.

As regards significant changes and developments in 2021, the Company's subsidiary AAGI issued subordinated debentures of THB 200 million on August 30, 2021.

The Company's financial position for the year 2021 was strong:

- Net Income: In total, the consolidated Net Income of AAC for the Year 2021 was THB 1.230 billion, an increase of 95% compared to prior year. This was supported by solid results compared to last year across all dimensions: Separate financials of AAC with a Net Income of plus THB 768 million, AAGI standalone with THB -67 million and AZAY Net Income with plus THB. 3.862 billion.

In light of the Covid-19 situation, the results of the Group were very strong. The Group could continue business as usual and achieve a positive margin in spite of substantial payments to our policyholders for Covid claims. Our Covid-related claims in 2021 exceeded THB 900 million. All of these were payments under our comprehensive insurance policies. Neither AZAY nor AAGI issued any COVID policies with stand-alone coverage or lump-sum payments.

- Revenue: The Company derived the majority of its revenue from Underwriting Income, 4.218 billion or 74% of total, followed by Investment Income 1.420 billion or 25%.

Underwriting revenue details were:

- 59% Motor insurance;
- 25% Miscellaneous (for example Engineering, Liability, Accident);
- 11% Fire;
- 5% Marine & Transport.

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

- THB 5.6 billion Gross Premium Written (GPW) and THB 3.9 billion Net Premium Earned (NPE) – slightly below last year, reflecting the headwind from Covid-19 on sales;
- THB 1.4 billion Investment Profit from AZAY and improved performance of AAGI & AAC assets;
- 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 1.230 billion in 2021 compared to THB 631 million in 2020. Other Comprehensive Income in Associate was negative with THB -2.0 billion due to the valuation of AZAY's assets, which decreased due to higher interest rates.

▪ Assets:

- THB 1.3 billion Cash & Cash Equivalent – a reduction due to the deployment of excess cash;
- THB 8.8 billion Investment in Securities – fairly stable;
- THB 9.5 billion Investment in Associate – a decrease from last year due to the valuation of AZAY's fixed income assets, which decreased due to higher interest rates;
- THB 0.5 billion Goodwill – from the entire business transfer of AZTH (Allianz General Insurance) in 2019

▪ Liabilities:

- THB 5.1 billion Insurance Contract Liabilities – slightly decreased from last year mainly due to unearned premium liabilities;
- THB 1.2 billion amounts due to Reinsurers – remained unchanged from last year due to the termination of a large reinsurance contract;
- THB 0.4 billion Accrued Expenses – remained unchanged from last year due to AAGI outsourcing and service agreements.

▪ Equity:

- THB10.5 billion Share Capital – unchanged
- THB 2.0 billion Other Comprehensive Income in Associate – a decrease due to the valuation of AZAY's fixed income assets, which decreased due to higher interest rates.

The Chairman invited Mr. Lars Heibutzki, Director and President & Chief Executive Officer of Allianz Ayudhya General Insurance (AAGI) to report on the 2021 operating results of AAGI.

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

Mr. Lars Heibutzki reported that AAGI's focus in 2021 was improving its business risk mix while navigating a challenging market environment.

Particularly in the first 6 months of 2021 saw an impact from weaker sales due to COVID in areas like our new car leasing business or branch sales in bancassurance. This sales trend reverted in the second half of 2021 with return to growth if we look at the stand-alone quarters for Q3 and Q4.

AAGI focus has been to mitigate the lower volume developments with very tight expense control and improvements in our claims result. As such, we have improved our net income position substantially

versus 2020, bringing the company close to break even in 2021. We do not have any exposure on loss-making COVID-19 policies which were a significant market issue. The strong capital position definitely put us into a good starting point for 2022 and beyond.

- AAGI market share in the insurance industry was 2.0%, ranked #14 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 2021 to THB 5.6 billion;
- At the same time Net Earned Premium (NEP) decreased to THB 3.9 billion due to reinsurance program and higher retention since the beginning of 2020; and
- AAGI's capital position was very solid with a CAR of 452.10%.

The Chairman invited Mr. Thomas Charles Wilson, Director and President & Chief Executive Officer of Allianz Ayudhya Assurance (AZAY) to report on the 2021 operating results of AZAY.

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

Mr. Thomas Charles Wilson reported that in 2021 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, significant Covid-19 claims were paid amounting to THB 906 million, yet health underwriting margin remained profitable. As such, AZAY was well positioned with its business focus on health and protection as well as participating products.

In 2021, AZAY market share in the insurance industry was 5.5 % ranked #7 in the market and #4 in the Life & Health sector in terms of health business and 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.

### **One Allianz Strategy (1+1+1 be more than 3)**

Mr. Thomas Charles Wilson briefly reported the shareholders regarding to the acquisition of Aetna Thailand. Firstly, Allianz Ayudhya as a country is very strong in health, with experienced skilled resources, and Aetna is very strong in health; together, we will be even stronger as a country, a case of 1+1+1 adding up to more than 3. Secondly, once integrated, the acquisition of Aetna gives the needed scale for AAGI, positioning AAGI now into the top 10 of the Thai general insurance companies and improving return on equity to shareholders. Finally, this acquisition prepares Allianz Ayudhya in Thailand as a Group into the #2 rank for health insurance across all life & health as well as property and casualty insurance segments combined. More information was reported under Agenda item No.8.

### **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. Since last year, the Company, its subsidiary and its associate company focused on their social responsibility. The Group launched a campaign to create awareness and commitment on ESG (Environmental, Social and Governance) and encourages all employees and the general public to ESG as follows.

- Environmental:
  - Clear targets for all, for example, energy, waste, water, paper and etc.;
  - Action plans defined, focused on changing employee behavior;
  - Currently better than target on energy and water
  
- Social:
  - Sponsored 1 million meals for communities in need in 2021 and 2 million meals in 2022 expected;
  - Sponsored Cloud Food Bank, a digital platform for connecting food donors and communities in need;
  - High employee engagement, for example, staffing community kitchens 4 times a year, blood donation drive, charity food fun fair, waste management, etc.
  
- Governance:
  - AZAY awarded HR Asia Best 2021 as employer of choice;
  - AZAY awarded Prime Minister Award 2021, Outstanding Development from the Office of Insurance Commission (OIC);
  - The Private Sector Collective Action Against Corruption (CAC) certified 2019, renewal date expected May 2022.

The Chairman then asked the Meeting if there were any questions or suggestions. The shareholders asked questions through the meeting system which were summarized as follows.

- **Mr. Piyapong Prasaththong (Shareholder)** asked as follows
  - (1) How much did it cost for the total net claims of Covid-19 paid from Allianz Ayudhya?

**Mr. Jan-Christian Rosemeyer (Director and Chief Country Financial Officer)** clarified as follows.

  - (1) In 2021, significant Covid-19 claims exceeded THB 906 million: THB 726 million for Health claims, THB 10 million for Covid vaccine side effect claims and THB 170 million for Covid related death benefits, all paid by AZAY, whereas AAGI payments were immaterial.
  
- **Mr. Nithipong Durongwattana (Shareholder)** asked as follows
  - (1) AZAY's profits in Q2/2021 included around THB 2 billion from a reversed item. Were these relevant to high bond yield and able to reverse such profits back in 2022?
  - (2) For AZAY, what about net claims in 2021 and 2022?
  - (3) AAGI's profits in 2016 to 2018 before merger and acquisition (M&A) gained between THB 100 million to THB 200 million while AAGI's profit after M&A were loss in profits. Can the management please illustrate the future profit expectations?

**Mr. Jan-Christian Rosemeyer (Director and Chief Country Financial Officer)** clarified as follows.

  - (1) The high profit of the first half year was related to the realization of gains from selling equity. The second half of the year was impacted by a change of the reserving methodology for some of our

products. This is a one-time change. It does not expose us to further profit impact from rising interest rates.

- (2) AZAY's net claims in 2021 were already answered from the prior question. AZAY's 2022 results for Q1 have not yet been published. It is, however, already visibly that there is a decrease for the average cost per claim for Covid-19 in 2022.

**Mr. Lars Heibutzki (Director and President & Chief Executive Officer of AAGI)** clarified as follows.

- (3) Regarding AAGI's performance in 2021, we already commented in the earlier presentation. For the first few months of 2022, our strategy is working very well, AAGI with strong start into 2022 growing above market and profitability ahead of plan. Underwriting performance is at a very attractive combined ratio below 100%. The actual financial results for Q1 2022 will be published soon..

The Chairman then asked the Meeting if there were questions or comments from the shareholders and proxies; there were none.

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

**Resolution: The Meeting acknowledged the Board of Directors' Report on the Company's operating results in 2021 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, 2021, 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, 2021 were audited and certified by auditors of PricewaterhouseCoopers ABAS Ltd. and reviewed by the Audit Committee as detailed in the 2021 Annual Report Registration Statement/Annual Report (Form 56-1 One Report), which had been distributed to the shareholders in Attachment No. 2.

The Chairman assigned Mr. Jan-Christian Rosemeyer, Director and Chief Country Financial Officer, to report to the Meeting the details of the 2021 audited financial statements of the Company.

Mr. Jan-Christian Rosemeyer reported that the Company's operating result of the year 2021 had previously been reported to the Meeting under Agenda 2, including Director's Report as well as revenue, balance sheet and income statement for the year ended December 31, 2021. He explained that the Company's external auditor had audited the financial statements, discussed 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 comments.

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, 2021, together with the Auditor's Report by a majority vote of shareholders attending the meeting who cast 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	304,708,623	100.0000
Disapproved	0	0.0000
Abstained	1	-
Voided ballot	0	-
<b>Total (49 shareholders)</b>	<b>304,708,624</b>	<b>100.0000</b>

#### **Agenda 4 To Consider and Approve the Appropriation of Profits from the Company's Performance in 2021 and Dividend Payment**

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

Mr. Jan-Christian Rosemeyer reported to the Meeting that for the year 2021, the Board recommended for the shareholders to approve the distribution of annual cash dividend payment of THB 0.77 per share from net profit for the period January 1 to December 31, 2021, totaling THB 299,735,537. The Company had previously approved and paid an interim cash dividend of THB 0.77 per share from the net profit of the first half year of 2021, totaling THB 299,735,537, on September 10, 2022. As such, the total dividend payment per share for the year 2021 is THB 1.54, totaling THB 599,471,074 or a payout ratio of 78.06% of separate net profit. 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 record date for the shareholders entitled to receive the dividend was set as of April 7, 2022. The dividend payment shall be made on May 17, 2022.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve the appropriation of profits from the Company's performance in 2021, distribution of annual cash dividend payment for the year 2021 of THB 0.77 per share, totaling THB 299,735,537 and acknowledge of interim cash dividend payment for the Company's performance from net profit of the first half year of 2021 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	304,708,623	99.9999
Disapproved	1	0.0000
Abstained	0	-
Voided ballot	0	-
<b>Total (49 shareholders)</b>	<b>304,708,624</b>	<b>99.9999</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. Dr Jamlong Atikul           | Chairman of the Board of Directors and Independent Director |
| 2. Mr. Bryan James Smith       | Director  |
| 3. Ms. Nopporn Tirawattanagool | Director  |
| 4. Mr. Jon-Paul Jones          | Director  |
| 5. Mr. Kitti Pintavirooj       | Director  |

The Company had provided an opportunity for shareholders to nominate qualified candidates for election as the Company’s Director during November 26, 2021 to January 31, 2022 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 fourth Director (Mr. Jon-Paul Jones) 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 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 comments.

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 Dr Jamlong Atikul 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. Dr Jamlong Atikul  (Director)	Approved	304,708,623	99.9999
	Disapproved	1	0.0000
	Abstained	0	-
	Voided ballot	0	-
	<b>Total (49 shareholders)</b>	<b>304,708,624</b>	<b>99.9999</b>

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Mr. Bryan James Smith 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. Bryan James Smith  (Director)	Approved	304,708,623	99.9999
	Disapproved	1	0.0000
	Abstained	0	-
	Voided ballot	0	-
	<b>Total (49 shareholders)</b>	<b>304,708,624</b>	<b>99.9999</b>

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Ms. Nopporn Tirawattanagool 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. Ms. Nopporn Tirawattanagool  (Director)	Approved	304,708,623	99.9999
	Disapproved	1	0.0000
	Abstained	0	-
	Voided ballot	0	-
	<b>Total (49 shareholders)</b>	<b>304,708,624</b>	<b>99.9999</b>

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Mr. Jon-Paul Jones 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. Jon-Paul Jones  (Director)	Approved	304,708,623	99.9999
	Disapproved	1	0.0000
	Abstained	0	-
	Voided ballot	0	-
	<b>Total (49 shareholders)</b>	<b>304,708,624</b>	<b>99.9999</b>

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Mr. Kitti Pintavirooj 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. Mr. Kitti Pintavirooj (Director)	Approved	304,708,623	99.9999
	Disapproved	1	0.0000
	Abstained	0	-
	Voided ballot	0	-
	<b>Total (49 shareholders)</b>	<b>304,708,624</b>	<b>99.9999</b>

(Four of the retiring directors came back to the discussion and unmuted their microphone.)

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

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 2022 was at an amount of not more than THB 11,000,000 same amount as previous year.

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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*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	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 comments.

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 2022 as proposed by the Board of Directors, by no less than two-thirds (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 attending the Meeting and having the right to cast their votes
Approved	304,708,623	99.9999
Disapproved	1	0.0000
Abstained	0	0.0000
Voided ballot	0	0.0000
<b>Total (49 shareholders)</b>	<b>304,708,624</b>	<b>100.0000</b>

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

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 2022 for the third 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 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. The proposed audit fee for the year 2022 slightly increases by THB 86,500 from the audit fee approved last year recognizing 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 2022 is the third 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 2022 were provided to the Company's shareholders together with the invitation to the 2022 Annual General Meeting of Shareholders as Attachment No. 4.

It was proposed to approve the Company's audit fee of not more than THB 2,276,500, excluding out of pocket expenses with the details as follows:

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

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

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	304,708,623	99.9999
Disapproved	1	0.0000
Abstained	0	-
Voided ballot	0	-
<b>Total (49 shareholders)</b>	<b>304,708,624</b>	<b>99.9999</b>

**Agenda 8 To consider and approve the acquisition by the Company of 100% of the shares in the Aetna group companies in Thailand**

The Chairman assigned Mr. Jan-Christian Rosemeyer, Director, to report to the Meeting.

Mr. Jan-Christian Rosemeyer reported that the Board of Directors, at the 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”), a licensed non-life insurance company, and (b) Aetna Services (Thailand) Limited (“AST”), 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.

The Chairman then asked the Meeting if there were any questions or comments. The shareholders asked questions through the meeting system which were summarized as follows.

- **Mr. Nithipong Durongwattana (Shareholder)** asked as follows

- (1) Aetna's profitability in 2020-2021 during the Covid-19 situation was well-performing. Can Management summarize whether such profits represent abnormal profits and /or identify normalized profit for the deal valuation?
- (2) What is the target profitability of AAGI and AZAY in 2022, including impact from the increase of bond yield and the Aetna acquisition?

**Mr. Jan-Christian Rosemeyer (Director and Chief Country Financial Officer)** clarified as follows.

- (1) The shareholder's understanding is right for the profit of Aetna and Aetna Health Insurance in 2020 and 2021 to be "abnormally" positive. Because Aetna is a pure health insurance company, it benefited significantly from positive Covid-19 impacts to social distancing causing a lower frequency of medical claims, because people did not go to the hospitals as often as they used to before Covid-19. For 2022, we expected the profit of Aetna to reverse back to a normal level, meaning comparable to the year before Covid-19. Of course, we still expect Aetna to be profitable in 2022 and that profitability will grow in the future as per the 10-year projection we normally consider for such a transaction. Over the 10 year horizon, we have seen our key performance indicators (KPIs) internal rate of return (IRR) and return on equity (ROE) exceed 10%. For the shareholders, that means an attractive investment because the returns are higher than what AAC would otherwise expect from investing into securities in the capital market.
- (2) The impact of the Aetna acquisition has a low direct impact on the business of AAGI and AZAY. First of all, because our intention is to continue running the business of Aetna for the next year without any change. As regards the business plan of AAGI and AZAY, what I can share is our revenue target for 2022. As the CEOs already explained, we expect both companies to grow above market. For AAGI, we expect for 2022 gross written premium of THB 6.2 billion, which is equivalent to 10% growth. For AZAY, we look at annualised new premium (ANP) of THB 6.4 billion, which is equivalent to 8% growth. The last point of the question related to interest rates, where we would need to look at the different businesses separately. For AZAY, as a life insurance company, we have a clear asset liability management policy (ALM) with duration matching of our assets and liabilities to protect us economically from changing interest rates. For the other two entities, which are both property and casualty insurance companies AAGI and Aetna, fixed income investments are only in short-term fixed income instruments which have limited exposure to interest rates.

The Chairman then asked the Meeting if there were any further questions or comments; there were no further comments or questions from the shareholders and proxies.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve the acquisition by the Company of 100% of the shares of certain operating and holding companies of Aetna group companies in Thailand (the "Aetna Thai Companies") from Aetna Global Holding Limited, a company incorporated and registered in England and Wales, 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 Aetna Thai Companies comprise the following companies: (i) two operating companies: (a) Aetna Health Insurance (Thailand) Public Company Limited, a licensed non-life insurance company, and (b) Aetna Services (Thailand)

Limited, a company providing physical clinical out-patient services; and (ii) three holding companies: (a) Aetna Holdings (Thailand) Company Limited, (b) Health Care Management Co., Ltd., and (c) Minor Health Enterprise Ltd. as proposed by the Board of Directors, by no less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to cast their votes as follows.

Vote	Number of votes (1 share = 1 vote)	% of the Total Votes of the Shareholders attending the Meeting and having the right to cast their votes
Approved	304,359,623	99.8854
Disapproved	349,001	0.1145
Abstained	0	0.0000
Voided ballot	0	0.0000
<b>Total (49 shareholders)</b>	<b>304,708,624</b>	<b>100.0000</b>

#### Agenda 9 To Consider any Other Business

The Chairman informed that no shareholders proposed any topic for the Meeting to consider.

Additionally, the Corporate Secretary informed the shareholders that the Company would reserve the right to consider any additional questions from shareholders which were not given in the Meeting by publishing answers on the Company's website as deemed appropriate or shareholders can also send inquiries after the meeting adjourned via email to [cs@azay.co.th](mailto:cs@azay.co.th).

The Chairman asked if the shareholders had any questions or comments. There were no further questions or comments.

The Chairman expressed his sincere thanks to the shareholders for attending the 2022 Annual General Meeting of Shareholders (E-AGM). The Meeting was adjourned at 12.12 hours.



Dr Jamlong Atikul  
Chairman of the Board

Recorded by:



Ms. Kavida Wassanaruangdej  
Corporate Secretary



**The 2022 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 2023 Annual General Meeting of Shareholders)

**QR Code Downloading Procedures for the 2022  
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**

**Mr. Suwat Laicharoensup**

Age (years): 73

Independent Director, Chairman of Audit Committee

**Date of Appointment:** April 20, 2018

- Appointed as Chairman of Audit Committee with effective on August 14, 2020

**Education**

- Bachelor's degree in Statistics, Chulalongkorn University
- Project Management Financial Control / Advanced Project Management / Business Continuity
- Management/Effective Skill for I/S Professionals / Capacity Planning for Management
- Certified Information Security Manager (CISM)
- Certificate in IT Infrastructure Library (ITIL)
- Director Certification Program (DCP) Class 280/2019, Thai Institute of Directors
- AACP Advanced Audit Committee Program (AACP) Class 38/2020, Thai Institute of Directors

**No. of share held (as of December 31, 2022)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)**

**Listed Companies\***

2020 – Present	Independent Director, Chairman of the Audit Committee, Allianz Ayudhya Capital Pcl.
2019 – 2020	Independent Director, Chairman of Nomination and Remuneration Committee, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2018 – Present	Advisor of Committee Counsel of Computer Engineering, Engineering Institute of Thailand
2018 – Present	Independent Director, Chairman of the Audit Committee, Allianz Ayudhya General Insurance Pcl.
2018 – Present	Advisor and Member of the Board, ISACA Bangkok Chapter
2017 – Present	Chairman, itSMF Thailand Association (ITIL for IT Service management)
2017 – Present	President, Subcommittee for People Driven of Information Technology and Communications and Digital Content, The Board of National Qualifications Framework, Office of the Education Council, Ministry of Education
2017 – Present	Associate Judge, Central Intellectual Property and International Trade Court
2013 – Present	Sub-committee member of Digital Committee, Thailand Professional Qualification Institute (Public Organization)

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

**Mr. Pasu Loharjun**

Age (years): 63

Independent Director and Chairman of the Nomination and Remuneration Committee

**Date of Appointment:** July 31, 2020

- Appointed as Chairman of Nomination and Remuneration Committee with effective on August 14, 2020

**Education**

- Ph.D. in Industrial Engineering and Operations research, Virginia Polytechnic Institute and State University, USA
- Master of Industrial Engineering, Polytechnic Institute of New York, USA (NYU Poly) Australia
- Bachelor in Electrical Engineering, Chulalongkorn University
- Capital Market Academy Program Class 22
- CG Code Update Program, PricewaterhouseCoopers ABAS Ltd.
- COSO ERM Program (Knowledge Sharing among Directors and Management), by Prof. Dr. Anya Khanthavit, Thammasat University
- Director Certification Program (DCP) Class 213/2015, Thai Institute of Directors
- Financial Statements for Directors Class FSD/2009, Thai Institute of Directors

**No. of share held (as of December 31, 2022)**

-None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)**

**Listed Companies\***

2020 – Present	Independent Director and Chairman of Nomination and Remuneration Committee, Allianz Ayudyha Capital Pcl.
2018 – Present	Independent Director, Chairman of Corporate Governance and Social Responsibility Committee and Member of Nomination and Remuneration Committee, Electricity Generating Pcl.
2017 – 2018	Chairman, General Environmental Conservation PCL

**Non-Listed Companies**

2021 – Present	Independent Director, Thai Beverage Plc.
2021 – Present	Chairman of the Board of Directors, Export-Import Bank of Thailand
2019 – Present	Chairman, Thailand Institute of Scientific and Technological Research (TISTR)
2019 – Present	Member, Council of State
2019 – Present	Director, Thai-German Institute
2019 – Present	Director, Foundation for Industrial Development
2017 – 2019	Permanent Secretary Ministry of Industry
2017 – 2019	Chairman, Thai Sugar and Cane Co., Ltd.
2016	Director General Department of Industrial Promotion

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

**Mr. Laksna Thongthai**

Age (years): 68

Director

**Date of Appointment:** March 21, 1994

**Education**

- Ph.D. in Industrial and Systems Engineering, University of Southern California, Los Angeles, USA
- Master of Science in Systems Engineering, UCLA, Los Angeles, USA
- Bachelor of Science in Industrial Engineering, Chulalongkorn University
- Reinsurance and Insurance Management Training Courses from France, Germany, and England
- Boards that Make a difference (BMD) Class 1/2016, Thai Institute of Directors
- Diploma Examination Assigned from Graduate Member to become Fellow Member, Thai Institute of Directors Association, Year 2000

**No. of share held (as of December 31, 2022)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)**

**Listed Companies\***

2019 – Present	Director, Allianz Ayudhya Capital Pcl.
1994 – 2019	Director (Authorized Signatory), Allianz Ayudhya Capital Pcl.
1994 – 2014	Director (Authorized Signatory) and Assistant Managing Director, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2011 – Present	Director (Authorized Signatory), Triple Prime Team Holdings Co., Ltd.
2001 – Present	Director, Nirvana Co., Ltd.
1990 – Present	Director, Thongthai Water Pipe & Chemical Co., Ltd.

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

**Mr. Thomas Charles Wilson**

Age (years): 62

Director, President and Chief Executive Officer  
(Authorized Director)

**Date of Appointment:** February 25, 2021

**Education**

- PhD. in Economic ,Stanford University, Stamford, California Emphasis in Microeconomic
- Bachelor of Science in Business Administration, University of California, Berkeley, California Emphasis in Finance, Real Estate and Accounting Graduated with honor
- Director Certification Program (DCP) Class 313/2021

**No. of share held (as of December 31, 2022)**

Personal -None-  
Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)**

**Listed Companies\***

2021 – Present Director, President and Chief Executive Officer, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2022 – Present Chairman of the Board of Director and Authorized Director, Aetna Health Insurance (Thailand) Pcl.

2022 – Present Chairman of the Board of Director and Authorized Director, Aqua Holdings (Thailand) Ltd.

2020 – Present Director, President and Chief Executive Officer, Allianz Ayudhya Assurance Pcl.

2020 Deputy CEO & Head of Distribution, Allianz Ayudhya Assurance Pcl.

2008 – 2020 Chief Risk Officer, Allianz SE, Munich, Germany Committee, Allianz Alternative Risk Transfer

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

**Mr. Jochen Alexander Haug**

Age (years): 48

(Non-Executive Director)

**Education**

- Advanced Management Program (AMP 192), Harvard Business School, Cambridge Boston, USA
- HKU Global Executive MBA, London Business School, Columbia University
- Pepperdine University School of Law (Straus Institute) Dispute Resolution Asia (Hong Kong / Beijing)
- LLM, University of Michigan Law School, Ann Arbor, USA Ross School of Business, Ann Arbor, USA

**No. of share held (as of December 31, 2022)**

Personal *-None-*  
Spouse /Minor Child *-None-*

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

*-None-*

**Work Experiences (last 5 years)**

**Non-Listed Companies**

2022 – Present	Allianz SE Insurance Management Asia Pacific – Singapore Member of the Board of Management P/C (UW & TEX), Legal & Compliance & HR & Comms
2018 – 2022	Allianz Germany (AZ Versicherungs-AG) – Munich Member of the Board of Management
2015 – 2017	Allianz SE / Central & Eastern Europe (CEE) – Munich Regional Chief Business Officer / Head of Technical Excellence
2014 – 2015	Allianz Germany – Berlin, Cologne, Hamburg Member of the Regional Board of Management Head of P/C Operations North Germany (LBL)

**Information of the nominated auditors for the year 2023  
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, PricewaterhouseC
- 1990 – 1995 : Audit Assistant to Audit Manager, Pricewaterhouse Ltd.

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

**Relationship or interest with the Company, its subsidiary, executives, major 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 of year 2023 (No. 74)**

	<b>1. Dr. Jamlong Atikul</b>		
	<b>Age</b>	73 years	
	<b>Nationality</b>	Thai	
	<b>Position</b>	Independent Director and Chairman of the Board of Directors	
	<b>Date of Appointment</b>	June 13, 2019	
<b>Shareholding (As of December 31, 2022)</b>	-None-	<b>Duration of Directorship</b>	3 years 10 months (as of AGM date)
<b>Attendance of Meeting 2022</b>	- Board of Directors Meeting	8/8	(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>	-NONE-		
Remark:  No special interest, which is different from other directors in all agenda proposed in the 2023 Annual General Meeting of Shareholders			

**Information of the Independent Directors proposed by the Company  
as proxy of shareholders of year 2023 (No. 74)**

	<b>2. Mr. Narong Chulajata</b>		
	<b>Age</b>	85 years	
	<b>Nationality</b>	Thai	
	<b>Position</b>	Independent Director and Audit Committee Member	
	<b>Date of Appointment</b>	April 26, 2019	
<b>Shareholding (As of December 31, 2022)</b>	-None-	<b>Duration of Directorship</b>	4 years (as of AGM date)
<b>Attendance of Meeting 2022</b>	- Board of Directors Meeting	8/8	(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>	-NONE-		
Remark:  No special interest which is different from other directors in all agenda proposed in the 2023 Annual General Meeting of Shareholders			

**Information of the Independent Directors proposed by the Company  
as proxy of shareholders of year 2023 (No. 74)**

	<b>3. Mr. Vichit Kornvityakoon</b>		
	<b>Age</b>	72 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>	10 years 3 months (as of AGM date)
<b>Attendance of Meeting 2021</b>	- Board of Directors Meeting	8/8	(100%)
	- Audit Committee Meeting	4/4	(100%)
	- Corporate Governance 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>	-NONE-		
<b>Remark:</b> No special interest which is different from other directors in all agenda proposed in the 2023 Annual General Meeting of Shareholders			

**The Company's Article of Association in relation to the 2023 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 2023 Annual General Meeting of Shareholders on Monday, April 24, 2023 at 1000 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 21, 2023)**

The shareholders or proxies shall deliver the identity documents as specified below to Corporate Secretary, cs@azay.co.th **within April 21, 2023**.

**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 21, 2023. 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.
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 2023 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, No. 3, 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:

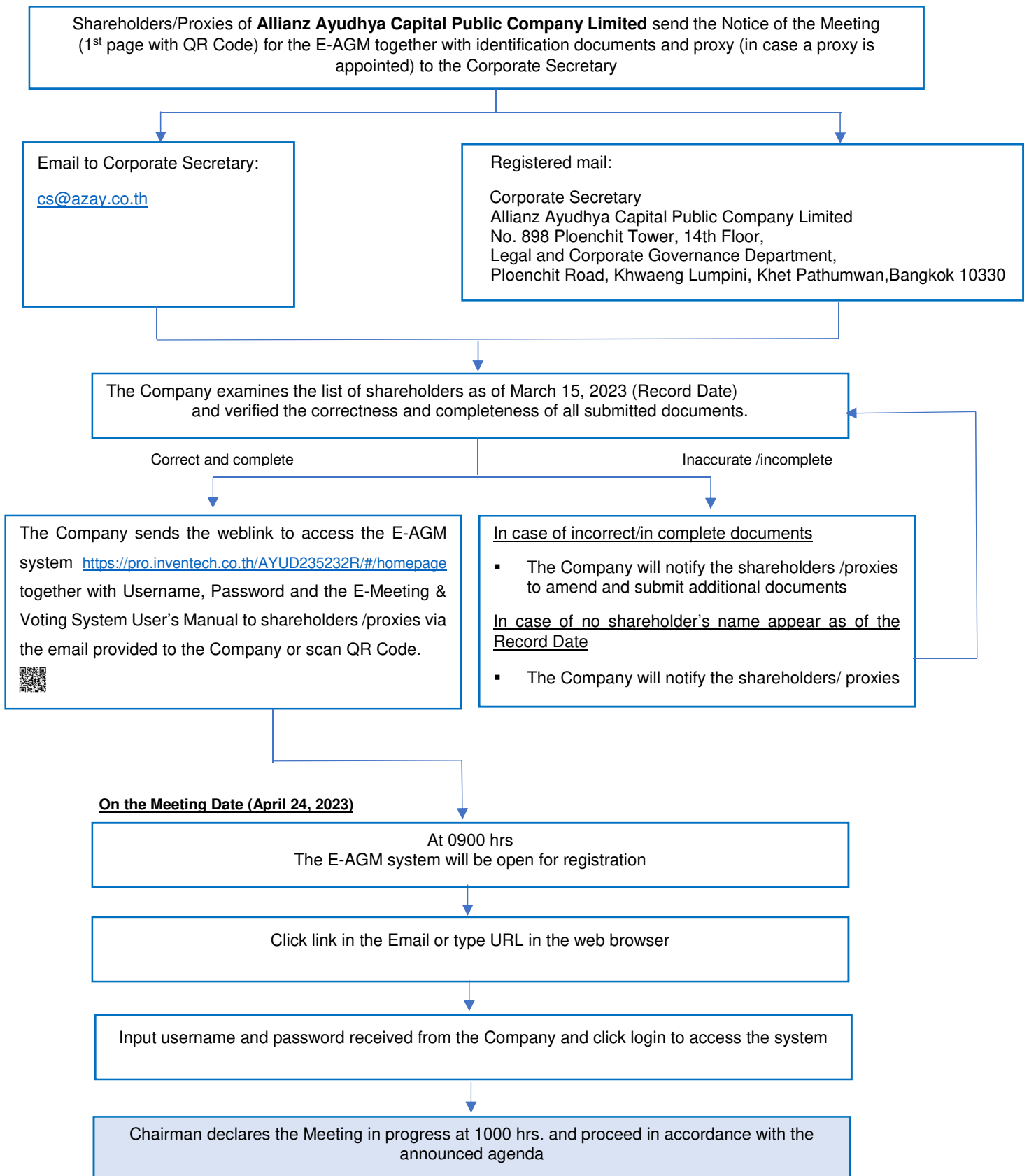
- Agenda 2 which is for acknowledge the Board of Directors' report on 2021 operating results and thus voting is not required.
  - Agenda 6 which is for consider and approve the Directors' remuneration for the year 2022 and requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.
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 2023 Annual General Meeting of Shareholders (E-AGM)**

**Allianz Ayudhya Capital Public Company Limited**

**On April 24, 2023**



**Guidelines for attending the 2023 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://pro.inventech.co.th/AYUD235232R/#/homepage> 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 2023 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 manual

In 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 Tuesday, April 11, 2022 until the Meeting has ended. Also, shareholders can register to attend the Meeting on Monday, April 24, 2023 at 0900 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
<ul style="list-style-type: none"><li>▪ Tuesday, April 11, 2023 -, April 21, 2023</li><li>▪ Monday, April 24, 2023</li></ul>	08.30 hrs to 17.30 hrs (1 line) 0800 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 Friday, April 21, 2023.
  - For proxy appointment, please use the proxy forms that have been attached with the Invitation Letter for the 2023 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 2023 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 Monday, April 24, 2023 will 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 21, 2023 from 08.30-17.30 hrs (*business days only*)  
Tel. (662) 931-9133 (2 lines) on April 24, 2023 from 0800 hrs until the Meeting has ended.

 @inventechconnect

Installation Guide for Webex Meetings and How to use Inventech Connect



User Manual e-Request



User Manual e-Vote

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).

- High Quality Video: Must be have internet speed at 1.0 Mbps.

- Standard Quality Video : Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.

- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**\*\* The system does not supported internet explorer.**

You can check the supported device versions at <https://help.webex.com/en-us/article/nki3xrq/Webex-Meetings-Suite-System-Requirements> or scan the QR Code



หนังสือมอบฉันทะ (แบบ ข.) (แบบที่กำหนดรายการต่างๆ ที่มอบฉันทะที่ละเอียดและชัดเจน)

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

ติดอากรแสตมป์

20 บาท

Affix duty stamp

THB 20

เขียนที่ (Written at).....

วันที่ ..... เดือน ..... พ.ศ. ....

Date ..... Month ..... Year .....

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

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

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

(2) เป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ ออยุธยา แคปิตอล 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)..... นายจำลอง อติกุล (Mr. Jamlong Atikul)..... อายุ (Age) 73 ปี (Years) ในฐานะกรรมการอิสระของบริษัท

(Independent Director) อยู่บ้านเลขที่ 898 อาคารพลินจิตทาวเวอร์ ชั้น 7 ถนน เพชรบุรี 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)..... นายณรงค์ จุลชาติ (Mr. Narong Chulajata)..... อายุ (Age) 85 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารพลินจิตทาวเวอร์ ชั้น 7 ถนน เพชรบุรี 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) 72 ปี (Years)

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ครั้งที่ 74)

ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึง

เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2023 Annual General Meeting of Shareholders (No. 74) via electronic method (E-AGM) on Monday,

April 24, 2023 at 1000 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) ข้าพเจ้าขอมอบฉันทะให้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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



วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 73) เมื่อวันที่ 29 เมษายน 2565

Agenda 1 To Consider and Adopt the Minutes of the 2022 Annual General Meeting (No. 73), held on April 29, 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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของคณะกรรมการบริษัท สำหรับรอบปี 2565

Agenda 2 To Acknowledge the Board of Directors' Report on the Company's operating results in 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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2565 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปี 2565

Agenda 3 To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2022, 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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 4 พิจารณาอนุมัติจ่ายเงินปันผลของบริษัทฯ

Agenda 4 To Consider and Approve to Pay Dividends

(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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

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 ชื่อกรรมการนายสุวัฒน์ หลายเจริญทรัพย์ / Name of director Mr. Suwat Laicharoensup  
 เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.2 ชื่อกรรมการ นายพสุ โลหารชุน /Name of director Mr. Pasu Loharjun  
 เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.3 ชื่อกรรมการ นายลักษณณ์ ทองไทย / Name of director Mr. Laksna Thongthai  
 เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.4 ชื่อกรรมการ นายโทมัส ชาร์ลส วิลสัน / Name of director Mr. Thomas Charles Wilson  
 เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.5 ชื่อกรรมการ นายโยเฮิน อเล็กซานเดอร์ ฮาก / Name of the director Mr.Jochen Alexander Haug  
 เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain

วาระที่ 6      พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2566

Agenda 6      To Consider the Approve the Directors' Remuneration for the Year 2023

- (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                   จดออกเสียง  
Approve                          Disapprove                          Abstain

วาระที่ 7      พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566

Agenda 7      To Consider and Appoint the Auditors and the Determination of Auditors' Remuneration for the Year 2023

- (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                   จดออกเสียง  
Approve                          Disapprove                          Abstain

วาระที่      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                   จดออกเสียง  
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 หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ยกขึ้นไว้ข้างต้น 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  
( )

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 2566 (ครั้งที่ 74) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2023 Annual General Meeting via electronic method (E-AGM) on Monday, April 24, 2023 at 10.00 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  
(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  
(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.) (สำหรับผู้ถือหุ้นต่างประเทศที่ตั้งโดยคัสโตเดียนในประเทศไทยเท่านั้น)

ติดอากรแสตมป์  
20 บาท  
Affix duty stamp  
THB 20

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

เขียนที่ (Written at).....

วันที่ ..... เดือน ..... พ.ศ. ....

Date ..... Month ..... Year .....

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

อยู่บ้านเลขที่ (Residing at)..... ถนน (Road)..... ตำบล/แขวง (Tambol/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)..... นายจำลอง อติกุล (Mr. Jamlong Atikul)..... อายุ (Age) 73 ปี (Years) ในฐานะกรรมการอิสระของบริษัท

(Independent Director) อยู่บ้านเลขที่ 898 อาคารพลินจิตทาวเวอร์ ชั้น 7 ถนน เพชรบุรี 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)..... นายณรงค์ จุลชาติ (Mr. Narong Chulajata)..... อายุ (Age) 85 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารพลินจิตทาวเวอร์ ชั้น 7 ถนน เพชรบุรี 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)..... นายวิชิต กรวิทยาคุณ (Mr. Vichit Kornvityakoon)..... อายุ (Age) 72 ปี (Years)

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ครั้งที่ 74)

ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึง

เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2023 Annual General Meeting of Shareholders (No. 74) via electronic method (E-AGM) on Friday,

April 24, 2023 at 10.00 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) ข้าพเจ้าขอมอบฉันทะให้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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



วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 73) เมื่อวันที่ 29 เมษายน 2565

Agenda 1 To Consider and Adopt the Minutes of the 2022 Annual General Meeting (No. 73), held on April 29, 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 2 รับทราบรายงานผลการดำเนินงานของคณะกรรมการบริษัท สำหรับรอบปี 2565

Agenda 2 To Acknowledge the Board of Directors' Report on the Company's operating results in 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 3 พิจารณาอนุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2565 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปี 2565

Agenda 3 To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2022, 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 2565 และการจ่ายเงินปันผล

Agenda 4 To Consider and Approve the Appropriation of Profit from the Company's Performance in 2022 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 ชื่อกรรมการนายสุวัฒน์ หลายเจริญทรัพย์ / Name of director Mr. Suwat Laicharoensup  
 เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.2 ชื่อกรรมการ นายพสุ โลหารชุน /Name of director Mr. Pasu Loharjun  
 เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.3 ชื่อกรรมการ นายลักษณณ์ ทองไทย / Name of director Mr. Laksna Thongthai  
 เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.4 ชื่อกรรมการ นายโทมัส ชาร์ลส วิลสัน / Name of director Mr. Thomas Charles Wilson  
 เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- 5.5 ชื่อกรรมการ นายโยเฮิน อเล็กซานเดอร์ ฮาก / Name of the director Mr.Jochen Alexander Haug  
 เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain

วาระที่ 6      พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2566

Agenda 6      To Consider the Approve the Directors' Remuneration for the Year 2023

- (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                   จดออกเสียง  
Approve                          Disapprove                          Abstain

วาระที่ 7      พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566

Agenda 7      To Consider and Appoint the Auditors and the Determination of Auditors' Remuneration for the Year 2023

- (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                   จดออกเสียง  
Approve                          Disapprove                          Abstain

วาระที่ 8      พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8      To Consider any Other Business (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ยกขึ้นไว้ข้างต้น 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 เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ 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
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
Evidences to be enclosed with the Proxy Form are:
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder may not split number of shares and appoint more than one proxy in order to split votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือ เลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 อายูทยา แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 (ครั้งที่ 74) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2023 Annual General Meeting via electronic method (E-AGM) on Monday, April 24, 2023 at 10.00 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:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ .เรื่อง \_\_\_\_\_

Agenda

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ .เรื่อง \_\_\_\_\_

Agenda

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ไม่เห็นด้วย

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Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ .เรื่อง \_\_\_\_\_

Agenda

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

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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  
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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

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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



Worldwide Olympic and Paralympic  
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บริษัทอลิอันซ์ ออยุธยา แคปปิตอล จำกัด (มหาชน)

898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330

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