



Invitation to the 2024 Annual General Meeting of Shareholders (No.75)

Allianz Ayudhya Capital Public Company Limited
Monday, April 29, 2024 at 10.00 hours

Meeting Type:
Electronic Meeting (E-AGM)







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เคียงข้างคุณทุกเงื่อนไขชีวิต





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March 29, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders (No. 75) via Electronic Method (E-AGM)

To: Shareholders
Allianz Ayudhya Capital Public Company Limited

- Attachment:
1. Minutes of the 2023 Annual General Meeting of Shareholders (No. 74);
 2. 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) through QR code, and a copy of Audited Financial Statements for the Year Ended December 31, 2023;
 3. Brief personal profiles of individuals nominated as Directors to replace Directors of the Company who are retired by rotation;
 4. Profile of nominated auditors for the year 2024;
 5. Profile of Independent Directors for proxy holders;
 6. The Company's Articles of Association in relation to the 2024 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 resolution of the Board of Directors of Allianz Ayudhya Capital Public Company Limited ("the Company"), at its meeting No. 1/2024 held on February 29, 2024, to convene the 2024 Annual General Meeting of Shareholders via electronic method ("**E-AGM**") on **Monday, April 29, 2024 at 1000 hours** in accordance with the laws and regulations relating to electronic meetings with live broadcast from the Head Office Building of the Company, to determine the list of shareholders who are entitled to attend the E-AGM (Record Date) on March 14, 2024, and to consider the matters under the agenda together with the opinions of the Board of Directors as follows:

Agenda 1 To Consider Adopting the Minutes of the 2023 Annual General Meeting of Shareholders (No. 74), held on April 24, 2023

Facts and Rationale: The Company prepared the Minutes of the 2023 Annual General Meeting of Shareholders (No. 74), held on April 24, 2023, submitted them to the Stock Exchange of Thailand and published them on its website, www.ayud.co.th. The Minutes that were delivered to the Company's shareholders together with this Invitation to the 2024 Annual General Meeting of Shareholders are attached hereto as **Attachment No. 1**.

Board of Directors' Opinion: The Board considers it appropriate to propose the Minutes of the 2023 Annual General Meeting of Shareholders (No. 74) to be certified as true and correct records and to be adopted by the 2024 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 2023 Operating Results**

Facts and Rationale: The Board of Directors has summarized the Directors' Report on the Company's performance and significant changes for the year 2023, which forms part of the Company's 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) delivered to the Company's shareholders together with this Invitation to the 2024 Annual General Meeting and can be found in **Attachment No. 2.**

Board of Directors' Opinion: The Board considers it appropriate to propose to the 2024 Annual General Meeting for its acknowledgement the 2023 operating results and other information of the Company.

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

Agenda 3 **To Consider Approving the Audited Financial Statements for the Year Ended December 31, 2023, together with the Auditor's Report**

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 as of December 31, 2023, the statement of comprehensive income, statement of changes in equity, and statement of cash flow for the year 2023, which were approved by the Audit Committee and audited and certified by the Company's auditor, are presented in the 2023 Form 56-1 One Report delivered to all shareholders together with this Invitation to the 2024 Annual General Meeting and can be found in **Attachment No. 2.**

Board of Directors' opinion: The Board considers it appropriate to propose that the 2024 Annual General Meeting of Shareholders consider and approve the financial statement for the year ended December 31, 2023, the statement of comprehensive income, statement of changes in equity, and statement of cash flow for the year 2023, which were approved by the Audit Committee and audited and certified by the Company's auditor.

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

Agenda 4 **To Consider Approving the Appropriation of Profit from 2023 Operating Results and Dividend Payment**

Facts and Rationale: 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. Therefore, the Company can pay dividends to shareholders under Section 115 and Section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 44 of the Company's Articles of Association, which prohibit payment of dividends out of funds other than profit, and require the Company to allocate part of its annual net profit as reserve fund

until this reserve is not less than the rate specified by law. 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 that must be reported to the shareholders in the next meeting of shareholders.

According to the Company's consolidated financial statements for the year ended December 31, 2023, the Company had net profit in the amount of THB 933,001,998 (Nine hundred thirty three million, one thousand, nine hundred ninety eight Baht) or 2.40 Baht/share and in the separated financial statements the company's net profit amounted to THB 1,179,347,233 (One billion one hundred seventy nine million, three hundred forty seven thousand, two hundred thirty three Baht) or 3.03 Baht/share. The Company's financial statements ended December 31, 2023 are presented in the 2023 Form 56-1 One Report/Annual Report delivered to all shareholders together with this Invitation to the 2024 Annual General Meeting of Shareholders (E-AGM) and can be found in **Attachment No 2**.

Information on Dividend Payment

Comparison of divided distribution in the year 2023 with the previous years is summarized as follows:

Details of Dividend Payment	2023	2022	2021
1. Net profit from consolidated financial statements (Baht)	933,001,999	1,004,725,342	1,230,028,752
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 (Baht/share)	2.57	5.40	1.54
3.1 Interim Dividend	0.90	5.14	0.77
3.2 Annual Dividend	1.67	0.26	0.77
4. Total Dividend Payment (Baht)	1,000,416,013	2,102,041,427	599,471,074
5. Proportion of dividend on consolidated net profit (Percent)	107.22	209.22	48.74

Board of Directors' opinion: Approved to propose to the 2024 AGM of Shareholders to consider and approve the dividend payment for the year 2023 from the Company's net profits at the rate of THB 1.67 per share, amounting to THB 650,075,775. The total amount of the dividends for the 2023 net profits for the period January 1, 2023 to December 31, 2023 is THB 2.57 per share, amounting to THB 1,000,416,013 and the total dividend payout ratio is in line with the Company's dividend policy. Since the Company had paid the interim dividend on September 14, 2023, from net profit for the period January 1, 2023 to June 30, 2023 approved by Board of Directors' resolution on August 15, 2023 of THB 0.90 per share, amounting to THB 350,340,238. Therefore, the Company will pay the remaining dividend, subject to the approval by the 2024 AGM of Shareholders, at THB 1.67 per share, amounting to THB 650,075,775.

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 Electing the Directors to Replace those Retiring by Rotation

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

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

1. Mr. Vichit Kornvitayakoon Independent Director, Chairman of Corporate Governance Committee, and Member of Audit Committee
2. Mr. Narong Chulajata Independent Director and Member of Audit Committee
3. Mr. Lars Heibutzki Director
4. Mr. Aaron Mitchell Fryer Director
5. Ms. Napha Trirattanawongse Director

Mr. Narong Chulajata expressed his wish to resign from service on the Company's Board of Directors due to his personal reason. The Board of Directors, with the recommendation of the Nomination and Remuneration Committee, proposed that the Meeting consider Mrs. Wanna Thamsirisup to replace Mr. Narong Chulajata and appoint her to be a Director of the Company.

The Company invited shareholders to nominate a qualified candidate for a directorship and propose agenda items for the AGM from November 23, 2023 to January 31, 2024 through the Company's website and the Stock Exchange of Thailand channel. Despite the invitation, no proposals for qualified candidates or agenda items were proposed.

The Nomination and Remuneration Committee undertook nomination procedures by duly considering the qualifications of the directors according to the PLCA and the Notifications of the Office of Securities and Exchange Commission (the "SEC"), the Company's Fit and Proper Policy to ensure that the qualification, wisdom, talent, experience and expertise and appropriateness to be of utmost benefit of the Company to serve as the Company's Board of Directors. The NRC (excluding the Director having interests therein who shall abstain from voting) has duly reviewed and proposed to approve the reappointment of the 4 retiring Directors to be the Company's Directors for another term and to appoint Mrs. Wanna Thamsirisup to replace Mr. Narong Chulajata.

Information of individuals nominated as the Directors to replace Directors retired by rotation of the Company was delivered to the Company's shareholders together with this invitation to the 2024 Annual General Meeting of Shareholders and can be found in **Attachment No. 3.**

Board of Directors' Opinion: Considers it appropriate to propose that the Board of Directors, excluding the Directors with conflict of interest in the agenda, has deliberately considered

qualifications of each candidate and approved as proposed by the Nomination and Remuneration Committee to propose to the 2024 Annual General Meeting of Shareholders to consider and re-elect the following four (4) retiring Directors to serve as the Company's Directors for another term and appoint Mrs. Wanna Thamsirisup as a Director and replacement for Mr. Narong Chulajata:

1. Mr. Vichit Kornvitayakoon Independent Director, Chairman of Corporate Governance Committee, and Member of Audit Committee (re-election)
2. Mrs. Wanna Thamsirisup Independent Director and Member of Audit Committee (in replacement of Mr. Narong Chulajata)
3. Mr. Lars Heibutzki Director (re-election)
4. Mr. Aaron Mitchell Fryer Director (re-election)
5. Ms. Napha Trirattanawongse Director (re-election)

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 Approving the Directors' Remuneration for the Year 2024**

Fact and Rationale: According to Section 90 of Public Limited Company Act and Article 24 of the Company's Articles of Association that the director's remuneration must be approved by the resolution of the shareholders meeting, the Board has a policy to determine the remuneration for the Directors and Sub-Committee members at the appropriate rate, taking into account various factors as follows:

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

The Company's Nomination and Remuneration Committee has thoroughly considered and determined 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 has considered as proposed by the Nomination and Remuneration Committee 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 and other Sub-Committees for the year 2024 at amount not more than THB 11,000,000 same amount as previous year. Besides the cash remuneration proposed herein, the Directors shall not receive any other remuneration whether it is benefits or in-kind remuneration, as follows:

Directors' Remuneration	2024* (year of proposal)	2023	2022
	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 and no other remuneration whether it is benefits or in-kind remuneration

Directors' Remuneration consists of

- 1) A monthly retainer fee:

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

- 2) Attendance fee:

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

- 3) In addition to monthly retainer fee, remuneration for Sub-Committee's members would be paid for all positions of Sub-Committee's members including the Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee:

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

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

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

- 5) Other benefits – None –

Members of the Board who are also members of the Board of Management of the Company, or employee of Allianz, 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: approved to propose the 2024 Annual General Meeting of Shareholders (No.75) to consider the remuneration of the Company's Directors and Sub-Committee members for the year 2024 at the amount not more than Baht 11,000,000 (Eleven million Baht), as the same amount as previous year.

Voting: The resolution for this Agenda requires a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

(Article 38 of the Company's Articles of Association and Section 90 of Public Limited Company Act)

Agenda 7

To Consider Approving the Auditors, and Determining the Auditors' Remuneration for the Year 2024

Facts and Rationale: In compliance with Section 120 of the PLCA which prescribes that the Annual General Meeting of shareholders shall appoint an auditor and determine the

remuneration of the auditor of the Company every year; in appointing the auditor, the former auditor may be re-appointed.

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

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

be appointed as the Company's auditor for the year 2024 (fifth (5th) year) for the Company. In the event any of those auditors are unable to perform their duties, PricewaterhouseCoopers ABS Ltd. (PwC) is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's financial statements in his/her place.

The auditor's fee for the Year 2024 shall not be more than THB 2,426,500 (Two million four hundred twenty-six thousand, five hundred Baht) excluding out of pocket expenses and non-audit fee.

	2024 proposed (PWC)	2023 (PWC)
1. Annual Audit Fee, including Consolidated Financial statement	Baht 1,183,500	Baht 1,183,500
2. Quarterly Financial Statements Audit Fee (3 quarters) including Consolidated Financial statement	Baht 1,243,000	Baht 1,243,000
Total	Baht 2,426,500	Baht 2,426,500

It is noted that PricewaterhouseCoopers ABS Ltd. (PwC) and the auditors named above are the auditors approved by the Office of the Securities and Exchange Commission, and have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in a manner which may have affected their independent performance of auditing duties. Information of the proposed auditors for the year 2024 are delivered to the Company's shareholders together with this invitation to the 2024 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.

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

- Appointment of the following auditors from PwC to be the auditors of the Company for the 2024 fiscal year:
 - Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906 or;
 - Mr. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298 or;
 - Mr. Boonlert Kamolchanokkul Certified Public Accountant (Thailand) No. 5339 or;
 - Ms. Sinsiri Tangsombat Certified Public Accountant (Thailand) No. 7352

Be appointed as the Company's auditor for the year 2024 for the fifth (5th) year for the Company. In the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABS Ltd. (PwC) is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's consolidated financial statement in his/her place.

2. Approval of the Company's 2024 audit fee of not more than Baht 2,426,500, excluding out of pocket expenses. The 2024 audit fees proposed by PricewaterhouseCoopers ABAS Ltd. will remain the same as per 2023 fees, excluding excluding out of pocket expenses and non-audit fee.

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

Agenda 8 **To Consider any Other Business (if any)**

During November 23, 2023 to January 31, 2024, 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), but no shareholder proposed any agenda item.

All shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders via electronic method (E-AGM) on Monday, April 29, 2024 at 1000 hours. Registration will open from April 11, 2024 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. 8**. (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@allianz.co.th within April 26, 2024. 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. 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. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the meeting.

In this regard, any shareholder wishing to appoint another person or directors proposed by the Company as his/her proxy to attend and vote at the meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents, to the Company by Friday, April 26, 2024 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@allianz.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 2024 Annual General Meeting (No. 75) via electronic method (E-AGM) and all related documents at the Company's website www.ayud.co.th from Friday, March 29, 2024. If any shareholders has a query regarding the agenda of the 2024 Annual General Meeting (E-AGM), please send the query within April 26, 2024 via email to cs@allianz.co.th or via registered mail to the Company Secretary of Allianz Ayudhya Capital Public Company Limited at No. 898 Ploenchit Tower, 14th Floor, 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 SETContactCenter at <https://www.set.or.th/contactcenter> .



Minutes of the 2023 Annual General Meeting of Shareholders (No. 74)

via electronic method (E-AGM)

Allianz Ayudhya Capital Public Company Limited

On Monday, April 24, 2023

Allianz Ayudhya Capital Public Company Limited (the “Company”) held its Annual General Meeting at 1000 hours on Monday, April 24, 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. The Meeting is also recorded with a live broadcast from the Company’s head office at 898 Ploenchit Tower, 7th 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 2023 Annual General Meeting of Shareholders via electronic method. He informed the Meeting that the Company currently has three sub-committees, Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee. He asked Ms. Soontaree Sanpachudakorn, Senior Associate Director, to be the Secretary of the 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’ rights 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
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. Kittti Pintavirooj Director
14. Mr. Aaron Mitchell Fryer Director
15. Mr. Poh Heon Eng Director

Management and other participants

1. Ms. Acchara Kulrattanak Chief Financial Officer, Allianz Ayudhya Capital
2. Mr. Lars Schmid Chief Financial Officer, Allianz Ayudhya General Insurance
3. Ms. Sakuna Yamsakul Representative of the Company's Auditor from PricewaterhouseCoopers ABAS Ltd.
4. Ms. Natthanit Litkasitpong Representative of the Company's Auditor from PricewaterhouseCoopers ABAS Ltd.
5. Ms. Narissara Udomvongsa Senior Director, Head of country Legal and Corporate Governance
6. Ms. Soontaree Sanpachudakorn Senior Associate Director, Secretary of the Meeting
7. Mr. Sutthipong Koohasaneh External Legal Advisor, Linklaters (Thailand) Company Limited, acting as the voting inspector of the Meeting

8. Mr. Surin Suwanwongkij Simultaneous Translator

Ms. Soontaree Sanpachudakorn acted as the Secretary to the Meeting via electronic method.

The Meeting started at 1000 hours.

The Secretary introduced the 15 directors and members of the Management who attended the Meeting. The number of the attending directors represented 100% (one hundred percent) of the Company's total number of Directors. The 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 Secretary to inform the Meeting of the logistical details of the Meeting and voting method.

The Secretary informed the Meeting that there were 6 shareholders attending in person, representing 3,394,237 shares, and 31 shareholders attending by proxies, representing 304,778,311 shares, which in total amounted to 37 shareholders representing 308,172,548 shares, equivalent to 79.1674 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 candidate(s) for election as the Company's Directors during the period November 23, 2022 to January 31, 2023 pursuant to the criteria disclosed on the Company's website. However, no shareholder proposed any matter or agenda item for the 2023 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, 2023 until the Meeting date. However, there were no questions submitted by any shareholders in advance.

The 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 item, 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 1 minute for voting in the system.
 5. In case that the cancellation button was pressed or there was no vote until the end of the voting period, the resolution was deemed Approved as the Chairman proposed.

6. Except for Agenda 6, to consider the Directors' Remuneration for year 2023, the resolutions on other general agenda items shall be passed by a majority vote of shareholders attending the meeting and casting their votes. Agenda 6 requires an affirmative vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.
7. The total number of votes may vary for each agenda item because the shareholders may not sign in to vote at the same time. The total number of the votes for each agenda item shall be final and reflect the votes of the shareholders who attend the meeting and cast their votes for each agenda item.
8. 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 2022 Annual General Meeting of Shareholders (No. 73), held on April 29, 2022

The Chairman proposed that the shareholders adopt the Minutes of the 2022 Annual General Meeting of Shareholders (No. 73), held on April 29, 2022. 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 set out in 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 2022 Annual General Meeting of Shareholders (No. 73), held on April 29, 2022 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	308,172,548	100.0000
Disapproved	-	0.0000
Abstained	-	-
Total (37 shareholders)	308,172,548	100.0000

Agenda 2 To Acknowledge the Board of Directors' Report on the Company's Operating Results in 2022

The Chairman proposed that the Meeting acknowledge the Directors' Report on 2022 operating results of the Company's performance. He then informed the Meeting that the Company's operating results for the year 2022 will be reported by Mr. Poh Heon Eng, Director and Chief Country Financial Officer, while subsidiary and associated companies' strategies will be reported by the respective 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. Poh Heon Eng, Director and Chief Country Financial Officer, to report to the Meeting on the Directors' Report on 2022 operating results of the Company's performance. The Directors' Report included the Company's performance and significant changes during the year 2022.

The Company's 2022 Operating Results

The Chief Country Financial Officer reported that the Company's performance in 2022 and significant changes during the year of 2022 had been summarized in the Management Discussion and Analysis (MD&A) that was submitted to the shareholders as a part of the 2022 Annual Report Registration Statement/Annual Report (Form 56-1 One Report) and delivered to the shareholders together with the invitation according to the Attachment No. 2.

The Board of Directors is responsible for the financial statements of the Company and its subsidiaries, the financial information appearing in the annual report and on the Company's website.

Summary of 2022 Operating Results

Because of the sale and purchase transaction of Aetna Thailand entities in May 2022, the Company has 6 subsidiaries: Allianz Ayudhya General Insurance (“AAGI”), in which it directly and indirectly holds 99.99% of the shares and 5 Aetna Thailand entities, which the company acquired at a final adjusted purchase price of THB 3,128 million. The Company has one affiliated company, Allianz Ayudhya Assurance (“AZAY”), in which it holds 31.97% of the shares.

On the Company’s 2022 Statement of Profit and Loss, the Company’s total consolidated Net Income was THB 1,005 million, which was an 18% decrease compared to 2021. On the financial Statement (Separate), the Company’s Net Income was THB. 1,190 million. It reflected AAGI’s Net Income of 69 million, Aetna Thailand entities of minus THB 27 million (for the 8-months May – December 2022) and AZAY’s Net Income of THB 3,071 million (AAC’s shares of 982 million).

The Company derived its majority of revenue from Underwriting Income of THB 6,819 million, which was about 87% of total income, followed by Investment Income, which was THB 973 million or 12% of total income. The underwriting income breakdown was 42% Motor Insurance, 47% Miscellaneous (increased significantly from PY of 25% due to Aetna Health), 8% Fire and 4% Marine & Transport Insurance. The motor business revenue increased in volume, which is mainly attributable to additional leasing business.

For the consolidated Balance Sheet of the Company are as follows:

- Cash & Equivalents of THB 1,660 million, mainly from a higher short-term investments,
- Investment in Securities of THB 6,963 million. The Investment portfolio was reduced because of the sale of investment assets to raise funds for business acquisition;
- Investment in Associate of THB 6,481 million, decreasing from the previous year (2021) due to the valuation of AZAY’s FVOCI assets;
- Goodwill of THB 1,926 million. About THB 500 million was from the entire business transfer of Allianz General Insurance Public Company Limited to Sri Ayudhya General Public Company Limited in 2019 and THB 1.4 billion from acquisition of Aetna Thailand Entities in 2022;
- Insurance Contract Liabilities of THB 7232 million due to the strong business growth;
- Reinsurance of THB 968 million;
- Accrued expenses of THB 522 million;
 - All increased due to acquiring of Aetna Thailand Entities
- The Share Capital was THB 10,456 million, which remained unchanged from 2021, and the OCI share in associate company was THB 1,167 million, which was lower than 2021 because of the valuation of AZAY’s assets.

The consolidated income statement showed that the Gross Written Premiums was THB 8,302 million, which increased 43.82% because of the growth in motor insurance section driven by additional leasing business and the premiums from Aetna Health (Thailand). The Net Earned Premiums was THB 6,352 million and the Investment Profit was THB 973 million, which reflected a decrease due to the reduction of the investment portfolio and loss of THB 88 million from the sales of investment assets to fund the acquisition and lower share of profit on investment in an associated, driven predominantly by large one-off capital gain realization from the sale of private equity in Q2 2021. Operating Expenses was THB 998 million due to the acquisition of Aetna Health (Thailand) and amalgamation costs.

The Company's subsidiary has grown substantially to 12th place in the P&C insurance market ranking. Aetna Health (Thailand) remains at 2nd place in the health market ranking but the net income was decreased due to the increase of claims and cost of the amalgamation. AZAY, the Company's affiliate, continues to grow strongly from contributions of Agency and Bancassurance channels. Even though the Net Income was lower than 2021 due to the one-off capital gain realization from the sale of private equity in 2021, the Net Income remains very strong through effective management of return in a year of significant economic uncertainty as well as effective management of expense.

Strategies of Allianz Ayudhya Assurance

The President and CEO of AZAY reported to the Meeting that in 2022, AZAY has steadily grown in all distribution channels by mainly focusing on the three following aspects:

- Growth: AZAY aimed to grow faster than the life and health insurance market with contributions from all distribution channels;
- Products: AZAY aims to be a leader in Health insurance business through the synergy with Allianz Ayudhya General Insurance and by reinvigorating investment and savings; and
- Operating Profits: AZAY focuses on technical excellence to manage the health business margin and rigorous expense management and digital to support the customer's journey.

Strategies of Allianz Ayudhya General Insurance

The President and CEO of AAGI reported to the Meeting that in 2022 AAGI significantly grew in all motor and non-motor distribution channels and health after the acquisition of Aetna Health (Thailand) in May 2022. The company completed the amalgamation of Aetna Health (Thailand) on March 1, 2023. The following are the areas where the company focuses on:

- Growth: AAGI to expand the recruitment in agency and broker channel and focus more on the growth of partnerships and commercial lines and health;
- Business Platform: It is the company's intention to provide the best services and to focus more on digitalization;
- Future Positioning through direct channel and branch synergies;

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 Environmental, Social and Governance (ESG) and encourages all employees and the general public to embrace ESG as follows:

- Environmental:

The Company and its affiliate and subsidiary have focused on the water and energy reduction by encouraging all employees and others to participate in the campaign called Waste Reduction and Recycle. The Campaign will not only bring environmental concern awareness to all employees and others but also create actual reduction in the greenhouse gas effect. Another campaign called Cloud Food Bank, where excessive food waste will be donated to food needy communities, non-profit organizations and the underprivileged will also run simultaneously to support the Waste Reduction and Recycle campaign.

- Social:

The Company, together with its subsidiary and affiliate, created a platform called Cloud Food Bank that links food donors and underprivileged or food-needed community with SOS (Thailand) as a "delivery man". As of today, the Company has delivered more than 2 million meals to communities that needed the food all over Bangkok. The Company also organized a movable kitchen where the food was cooked in the community at least 4 times a year and given away to people in the community.

The Company, together with its subsidiary and affiliate, also implemented regular campaigns such as blood donations to the Red Cross, Employee's Food Fun Fair Day and Waste Excessive Reduction.

- Governance:

It is in the Company's vision that good corporate governance cannot be compromised while the business and operation is moving forward. The Company has been a member of Private Sector Collective Action against Corruption (CAC) certified since 2019. Besides, the affiliate, Allianz Ayudhya Assurance, received the Prime Minister Award 2022 Outstanding Development from the Office of Insurance Commission (OIC). More details are specified in the 56-1 One 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.

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 2022 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, 2022, 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 statements for the year ended December 31, 2022 were audited and certified by auditors of PricewaterhouseCoopers ABAS Ltd. and reviewed by the Audit Committee as detailed in the 2022 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. Poh Heon Eng, Director and Chief Country Financial Officer, to report to the Meeting the details of the 2022 audited financial statements of the Company.

The Chief Country Financial Officer reported that the Company's operating result for the year 2022 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, 2022. He explained that the Company's external auditor, Ms. Sakuna Yamsakul, Certified Public Accountant in Thailand, registration no. 4906 of PricewaterhouseCoopers ABAS Ltd, had audited the financial statements, discussed the results with management and provided an unqualified audit opinion. The Financial Statements were reviewed by the Audit Committee and

approved by the Board of Directors of AAC on February 28th, 2023, sent to the shareholders with the Invitation and subsequently disclosed via the SET system.

The Chief Country Financial Officer further reported to the Meeting that since the numbers for the consolidated Financial Statements were reported to the Meeting in the previous agenda, the following were the differences between the consolidated and separate Financial Statement. The Company is a holding investment company, which mainly invests in two insurance companies (subsidiaries): AAGI and Aetna Health Thailand for P&C and one associated: AZAY for life insurance and 4 Aetna Thailand entities. AZAY's share of profits of THB 1,288 million in 2021 was partly paid as a shareholder's dividend and contributed to the separate Net Investment Income of THB 1,292 million in 2022, of which THB 810 million was from AZAY and THB 442 million was from Aetna Thailand Entities. In total, the 2022 Revenue on the consolidated Financial Statements was THB 7,826 million and THB 1,299 million on the separate Financial Statements. The expense for the separate financial statements were at THB 71m. This led to a separate profit before tax of THB 1,229m and a separate net income of THB 1,190m.

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 approve the Audited Financial Statements for the Year Ended December 31, 2022, together with the Auditor's Report 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	308,172,548	100.0000
Disapproved	-	0.0000
Abstained	-	-
Total (37 shareholders)	308,172,548	100.0000

Agenda 4 To Consider and Approve the Appropriation of Profits from the Company's Performance in 2022 and Dividend Payment

The Chairman assigned Mr. Poh Heon Eng, Director and Chief Country Financial Officer, to report to the Meeting. The Chief Country Financial Officer states that according to the Company's consolidated Financial Statements for the year ended Dec. 31, 2022, the Company had a consolidated Net Profit after tax in the amount of THB 1,005bn. The Company can pay dividends to shareholders by Sections 115 and 116 of the Public Limited Companies Act and

Article 44 of the Company's Article of Association, which prohibit payments of dividend out of funds other than profit, and require the Company to allocate part of its annual net profit as reserve fund until this reserve is not less than the rate specified by the law.

The Chief Country Financial Officer reported to the Meeting that the Company planned to pay the dividend for the full year 2022 of 5.40 Baht per share and the Board of Directors had its resolution on August 31, 2022 for the approval of the interim dividend payment of THB 5.14 per share from unappropriated retained earnings, which was paid on September 28, 2022, amounting to THB 2,000,832,025.34. As a result, the Board of Directors proposed that the dividend payment of THB 0.26 per share, amounting to the total of dividend payment of THB 101,209,402.06, be paid from the unappropriated retained earnings.

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 the Invitation to the 2023 Annual General Meeting of Shareholders (E-AGM) and can be found in Attachment No 2.

Information on Dividend Payment

Comparison of dividend 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

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)

Resolution: The Meeting considered and unanimously resolved to approve the appropriation of profits from the Company’s performance in 2022, distribution of annual cash dividend payment for the year 2022 of THB 0.26 per share, totaling THB 101,209,402.06 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	308,172,548	100.0000
Disapproved	-	0.0000
Abstained	-	-
Total (37 shareholders)	308,172,548	100.0000

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

The Chairman informed the Meeting that for purposes of good corporate governance, all five (5) directors, including Mr. Pasu Loharjun, the Chairman of the Nomination and Remuneration Committee, whose term was completed, leave the Meeting room during the discussion of this Agenda item. The Chairman assigned Mr. Lars Heibutzki, Member of Nomination and Remuneration Committee, to report this agenda item.

All five retiring Directors left the discussion and muted their microphones until the end of this agenda item.

Mr. Lars Heibutzki reported to 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 (5) Directors were 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

The Company had provided an opportunity for shareholders to nominate qualified candidates for election as the Company's Director from the period November 23, 2022 to January 31, 2023 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 of Shareholders.

Mr. Lars Heibutzki further informed the Meeting that Mr. Jan-Christian Rosemeyer was appointed to take an advisory 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 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 Directors. During the past period, their performance demonstrated good faith and was in the best interests 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 Board of Directors agreed to re-appoint the four retiring Directors to be the Company's Directors for another term and to appoint Mr. Jochen Alexander Haug to replace Mr. Jan-Christian Rosemeyer.

Details of age, percentage of shareholding, educational background, work experience and meeting attendance of the nominated Directors in the board meeting and sub-committee meeting in the previous year were included in the invitation letter as Attachment No. 3 and 56-1 One 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. The Chairman then called for voting for each Director individually.

Resolution: The Meeting considered and unanimously resolved to re-appoint Mr. Suwat Laicharoensup for another term 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
Mr. Suwat Laicharoensup (Director)	Approved	308,172,548	100.0000
	Disapproved	-	-
	Abstained	-	-
	Total (37 shareholders)	308,172,548	100.0000

Resolution: The Meeting considered and unanimously resolved to re-appoint Mr. Pasu Loharjun for another term 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
Mr. Pasu Loharjun (Director)	Approved	308,172,548	100.0000
	Disapproved	-	-
	Abstained	-	-
	Total (37 shareholders)	308,172,548	100.0000

Resolution: The Meeting considered and unanimously resolved to re-appoint Mr. Laksna Thongthai or another term 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
Mr. Laksna Thongthai (Director)	Approved	308,172,548	100.0000
	Disapproved	-	-
	Abstained	-	-
	Total (37 shareholders)	308,172,548	100.0000

Resolution: The Meeting considered and unanimously resolved to re-appoint Mr. Thomas Charles Wilson for another term 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
Mr. Thomas Charles Wilson (Director)	Approved	308,172,548	100.0000
	Disapproved	-	-
	Abstained	-	-
	Total (37 shareholders)	308,172,548	100.0000

Resolution: The Meeting considered and unanimously resolved to appoint Mr. Jochen Alexander Haug as a new Director 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
Mr. Jochen Alexander Haug (Director)	Approved	308,172,548	100.0000
	Disapproved	-	-
	Abstained	-	-
	Total (37 shareholders)	308,172,548	100.0000

(Five 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 2023

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

The Chairman of Nomination and Remuneration Committee 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 duties and

responsibilities 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 2023 was at an amount of not more than THB 11,000,000, the same amount as the 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 fees, 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 informed the Meeting that this Agenda item require no less than two-thirds (2/3) of the total number of votes of shareholders present at the Meeting and 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 approve the remuneration of the Company’s Directors and sub-Committee members for the year 2023 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	308,172,548	100.0000
Disapproved	-	-
Abstained	-	-
Total (37 shareholders)	308,172,548	100.0000

Agenda 7 To Consider and Appoint the Auditors and the determination of Auditors’ Remuneration for the Year 2023

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 and
- Ms. Sinsiri Thangsombat, Certified Public Accountant (Thailand) No. 7352

be appointed as the Company’s auditors for the year 2023 for the fourth 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 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, with the details as follows:

	2023 Proposed (PwC)	2022 (PwC)
1. Annual Audit Fee	557,000	557,000
2. Quarterly Financial Statements Audit Fee (3 quarters)	409,500	409,500
3. Consolidated Financial Statements Audit Fee	336,000	336,000
4. Consolidated Financial Statements (3 quarters)	504,000	504,000
5. Equity taking of associated company	470,000	470,000
Total	2,276,500	2,276,500
6. One-off: Scope changes	150,000	650,000
Grand Total	2,426,500	2,926,500

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
Total	THB 650,000

The proposed audit fee for the year 2023 is the same as the audit fee (except One-off: Scope changes) approved last year recognizing 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 the 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 2023 is the fourth 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 rates with other listed companies.
- 4) No other business relationship with the Company and controlling person that 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 that 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 2023 were provided to the Company's shareholders together with the invitation to the 2023 Annual General Meeting of Shareholders as Attachment No. 4.

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 approve the Auditors of the Company and their remuneration and ratification of additional fee 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	308,172,548	100.0000
Disapproved	-	-
Abstained	-	-
Total (37 shareholders)	308,172,548	100.0000

Agenda 8 To Consider any Other Business

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

Additionally, the Secretary informed the Meeting that the Company would reserve the right to consider any additional questions from shareholders that 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.

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 2023 Annual General Meeting of Shareholders (E-AGM). The Meeting was adjourned at 12.07 hours.

Dr. Jamlong Atikul
Chairman of the Meeting

Recorded by:

Ms. Soontaree Sanpachudakorn
Secretary of the Meeting

The 2023 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 2024 Annual General Meeting of Shareholders)



**QR Code Downloading Procedures for the 2023
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. Vichit Kornvityakoon

Age (years): 73

Independent Director, Member of Audit Committee and Chairman of Corporate Governance Committee

Date of Appointment: January 28, 2013

- Appointed as Chairman of Corporate Governance as of January 28, 2013

Education

- Master of Business Administration, Thammasat University
- Bachelor of Accountant, Chulalongkorn University
- Bachelor of Law, Thammasat University
- Director Certification Program (DCP) Class 172/2013, Thai Institute of Directors
- Advanced Audit Committee Program (AACP) Class 14/2014, Thai Institute of Directors
- Anti-Corruption for Executive Program (ACEP) Class 14/2015, Thai Institute of Directors
- Role of the Nomination & Governance (RNG) Class 7/2015, Thai Institute of Directors
- Risk Management Program for Corporate Leaders (RCL) Class 2/2015, Thai Institute of Directors
- Boards that Make a Difference (BMD) Class 1/2016, Thai Institute of Directors
- Board Matter & Trends (BMT) Class 2/2017, Thai Institute of Directors
- Ethical Leadership Program (ELP) Class 7/2011 Thai Institute of Directors
- Climate Governance 2/2023 Thai Institute of Directors

No. of share held (as of December 31, 2023)

Personal -None-
Spouse /Minor Child -None-

Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

Work Experiences (last 5 years)

Listed Companies*

2013 – Present Independent Director, Member of Audit Committee and Chairman of Corporate Governance Committee, Allianz Ayudhya Capital Pcl.

Non-Listed Companies

2019 – 2023 Independent Director and Member of Audit Committee, Allianz Ayudhya General Insurance Pcl.
2013 – 2019 Chairman of Compliance Committee, Allianz Ayudhya General Insurance Pcl.
2013 – 2017 Member of IT and Systems Development Supervisory Sub-committee, Deposit Protection Agency
2012 – 2020 Member of Executive Credit Committee, Sukhumvit Asset Management Co., Ltd.
2016 – 2022 Member of Professional Ethics Committee, Federation of Accounting Professional under the Royal Patronage of his Majesty the King

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

Mrs. Wanna Thamsirisup

Age (years): 68

(Independent Director)

Date of Appointment: April, 2024

Education

- Certified Public Accountant, Federation of Accounting Professions, Thailand
- Mini M.B.A by Thai Finance Association, Thammasart University
- Higher Diploma In Auditing, Thammasart University
- B.A in Accounting, Thammasart University

No. of share held (as of December 31, 2023)

Personal -None-

Spouse /Minor Child -None-

Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

Work Experiences (last 5 years)

Listed Companies*

Dec 2021 – Present	Independent Director, Member of Audit Committee and Member of Numeration and Compensation Committee, Eastern Star Real estate Pcl
2019 – Feb 2021	Director and Member of CG committee, Allianz Ayudhya Capital Pcl
2017 – 2020	Advisor – Building Construction Project for Ploenchit and Rama 3 riverside, Bank of Ayudhya Public Company Limited

Non-Listed Companies

Mar 2023 - Present	Director and Chairman to the BOD, Krungsri Securities Public Company Limited
2022 – Present	Independent Director and Chairman of Audit Committee, Allianz Ayudhya Assurance Public Company Limited
2017 – Present	Independent Director and Chairman of Audit Committee, Krungsri Asset Management Company Limited
Apr 2022 - Feb 2023	Independent Director and Chairman of Audit Committee, Aetna Health Insurance (Thailand) Public Company Limited
2018 – Apr 2023	Member of Audit Committee, National ITMX company limited
2018 – 2021	Independent Director and Member of Audit Committee, Allianz Ayudhya Assurance Public Company Limited
2011 – Mar 2023	Independent Director and Chairman of Audit Committee, Krungsri Securities Public Company Limited

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

Mr. Aaron Mitchell Fryer

Age (years): 49

Director

(Non-Executive Director)

Date of Appointment: January 21, 2022

Education

- Bachelor of Civil Engineering (Honors) Newcastle University (1993 - 1997)
- Fellow of the Institute of Actuaries of Australia (FIAA), Executive Certification Directorship Singapore Management University 2020

No. of share held (as of December 31, 2023)

Personal -None-

Spouse /Minor Child -None-

Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

Work Experiences (last 5 years)

Listed Companies*

2022 - Present Director, Allianz Ayudhya Capital Pcl.

Non-Listed Companies

2019 – Present Regional Chief Financial Officer, Allianz SE, Singapore Branch, Asia
2018 Deputy Regional Chief Financial Officer, Allianz SE, Singapore Branch, Asia
2017 Chief Financial Officer, PT Prudential Life Assurance Indonesia
2013 – 2016 Chief Financial Officer & Chief Actuary, Prudential Vietnam Assurance

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

Mr. Lars Heibutzki

Age (years): 49

Director

(Authorized Director)

Date of Appointment: April 26, 2019

Education

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

No. of share held (as of December 31, 2023)

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.

Non-Listed Companies

2022 – Present Director and Authorized Director, Aqua Holdings (Thailand) Ltd.

2019 – Present Director and Chief Executive Officer, Allianz Ayudhya General Insurance Pcl.

2018 – 2019 Chief Business Officer P&C and Member of Allianz Asia Board, Allianz SE Singapore Branch

2015 – 2018 Chief Distribution Officer and Member of Allianz Asia Board, Allianz SE Singapore Branch

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

Ms. Napha Trirattanawongse

Age (years): 54

(Authorized Director)

Date of Appointment: November 14, 2023

Education

- Master of Business Administration (International Business), Chulalongkorn University
- Bachelor of Science (Mathematics), Chulalongkorn University

No. of share held (as of December 31, 2023)

Personal -None-
Spouse /Minor Child -None-

Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

Work Experiences (last 5 years)

Listed Companies*

2024 – Present Director and Authorized Director, Allianz Ayudhya Capital Pcl.

Non-Listed Companies

2024 – Present Director and Authorized Director, Allianz Ayudhya General Insurance Public Company Limited

2023 – Present Director and Authorized Director, My Health Services (Thailand) Ltd.

2022 – Present Chief Country Health Officer, Allianz Ayudhya Assurance Pcl and Allianz Ayudhya General Insurance Pcl.

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

**Information of the nominated auditors for the year 2024
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 in Accounting (Second class honours) from Thammasat University

Professional member

- Member - Federation of Accounting Professions (FAP)
- Member of Subcommittee on Code of Ethics - FAP
- Member of Subcommittee on Monitoring and Study of Impacts of Financial Reporting Standards on Insurance contract
- Authorized Auditor of the Office of the Securities and Exchange Commission

Experiences

Khun Sakuna has an experience working with PwC Financial Services Industrial Practice, specialising 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.

She also supports as instructor for Master's degree for Thammasat University and the office of the Securities and Exchange Commission.

She is representative of PricewaterhouseCoopers ABAS Ltd. in meeting and work with Office of Insurance Commission (OIC).

Note The auditor has no relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons.

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

Professional member

- Member - Federation of Accounting Professions (FAP)

Experiences

- Khun Paiboon was admitted as partner in 2007. He is specialised in
 - i) auditing and financial reporting especially International financial reporting standards (IFRS) and Thai Financial Reporting Standard (TFRS) applicable for both public companies and small and medium size companies
 - ii) Initial Public Offering (IPO) across 3 countries (Thailand, Lao and Cambodia) and doing business in Lao and Cambodia. He also have some working experiences in Vietnam and Myanmar
 - iii) Internal controls, risk management and governance
 - iv) Sustainability reporting and corporate responsibility
 - v) Financial advisory in case of merger&acquisition and business rehabilitation
- Khun Paiboon has been appointed and worked as the corporate responsibility (sustainability – CR) leader for all PwC offices. PwC CR has focused on skill-based volunteering activities such as financial literacy improvement for communities (partnering with UNESCO –Education and Ministry of Education) and environment (internal and external programs aiming to promote awareness to our staff and develop a set of integrated actions to reduce the impact to the environment from PwC businesses)

Note The auditor has no relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons.

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

Professional member

- Member - Federation of Accounting Professions (FAP)

Experiences

- Boonlert has started his career with Price Waterhouse in Thailand since 1993. During 1997 – 1998, Boonlert was seconded to Price Waterhouse. (now PricewaterhouseCoopers) in Sydney primarily in the investment banking sector.
- Currently, Boonlert is a partner of PricewaterhouseCoopers ABAS Limited in Thailand and has over 28 years of experience in providing auditing and technical advisory services, specialising in financial services industry. His main areas of technical advice on accounting issues are within the context of Thai and International Financial Reporting Standards, particularly on financial instruments for banks and other financial institutions.
- He was the Financial Services Leader of PwC Thailand and was the leader of our Risk Management and Quality function for all offices in Laos, Cambodia, Malaysia, Thailand and Vietnam responsible for the oversight of proper application and implementation of audit and ethical standards, compliance with policies and procedure of our risk management policies and quality control procedures. He was also a member of Management Board and Assurance Management Team during 2004 – 2020, and the Office Managing Partner of PwC Cambodia during 2012 – 2016.
- Types of audited business: Insurance and Non-life Insurance and Financial services

Note The auditor has no relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons.

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

Professional member

- 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

- More than 24 years of experience working in financial services and hospitality business. Specialise in treasury and derivative products
- Extensive experience in providing audit and business advisory services to a wide range of local and multinational clients
- Experience auditing clients in Jardine group.
- 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
- Instructed 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.
- Previously a member of the Subcommittee of the Monitoring the Development IFRS, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- PwC's representative to work closely with IFRS team from the Bank of Thailand and Thai Banker Association (via IFRS Club) on the adoption of IFRS in Thai banking and capital markets environment
- Types of audited business: Insurance and Non-life Insurance and hospitality business.


Note The auditor has no relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons.




**Information of the Independent Directors proposed by the Company
as proxy of 2024 Annual General Meeting of Shareholders (No. 75)**

	1. Dr. Jamlong Atikul		
	Age	76 years	
	Nationality	Thai	
	Position	Independent Director and Chairman of the Board of Directors	
	Date of Appointment	June 13, 2019	
Shareholding (As of December 31, 2023)	-None-	Duration of Directorship	4 years 10 months (as of AGM date)
Attendance of Meeting 2023	- Board of Directors Meeting	4/4	(100%)
Business Address	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
Conflict of interest in the Meeting	-NONE-		
Remark: No special interest, which is different from other directors in all agenda proposed in the 2024 Annual General Meeting of Shareholders			

**Information of the Independent Directors proposed by the Company
as proxy of 2024 Annual General Meeting of Shareholders (No. 75)**

	2. Mr. Suwat Laicharoensup		
	Age	75 years	
	Nationality	Thai	
	Position	Independent Director and Chairman of Audit Committee	
	Date of Appointment	April 20, 2018	
Shareholding (As of December 31, 2023)	-None-	Duration of Directorship	6 years (as of AGM date)
Attendance of Meeting 2023	- Board of Directors Meeting - Audit Committee Meeting	4/4 4/4	(100%) (100%)
Business Address	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
Conflict of interest in the Meeting	-NONE-		
Remark: No special interest which is different from other directors in all agenda proposed in the 2024 Annual General Meeting of Shareholders			

**Information of the Independent Directors proposed by the Company
as proxy of 2024 Annual General Meeting of Shareholders (No. 75)**

	3. Mr. Pasu Loharjun		
	Age	65 years	
	Nationality	Thai	
	Position	Independent Director and Chairman of the Nomination and Remuneration Committee	
	Date of Appointment	July 31, 2020	
Shareholding (As of December 31, 2023)	-None-	Duration of Directorship	3 years 9 months (as of AGM date)
Attendance of Meeting 2023	- Board of Directors Meeting - Nomination and Remuneration Committee Meetings	4/4 4/4	(100%) (100%)
Business Address	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
Conflict of interest in the Meeting	-NONE-		
Remark: 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 2024 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 56 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 2024 Annual General Meeting of Shareholders on Monday, April 29, 2024 at 10.00 hrs. via electronic method (E-AGM) according to laws and regulations relating to electronic meeting with live broadcast from the Head Office Building of the Company.

Verification of the identity of shareholders or proxies

The shareholders or proxies shall deliver the identity documents as specified below to Corporate Secretary, cs@allianz.co.th

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.

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@allianz.co.th. 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 [Privacy Notice \(ayud.co.th\)](http://ayud.co.th)

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 2024 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:

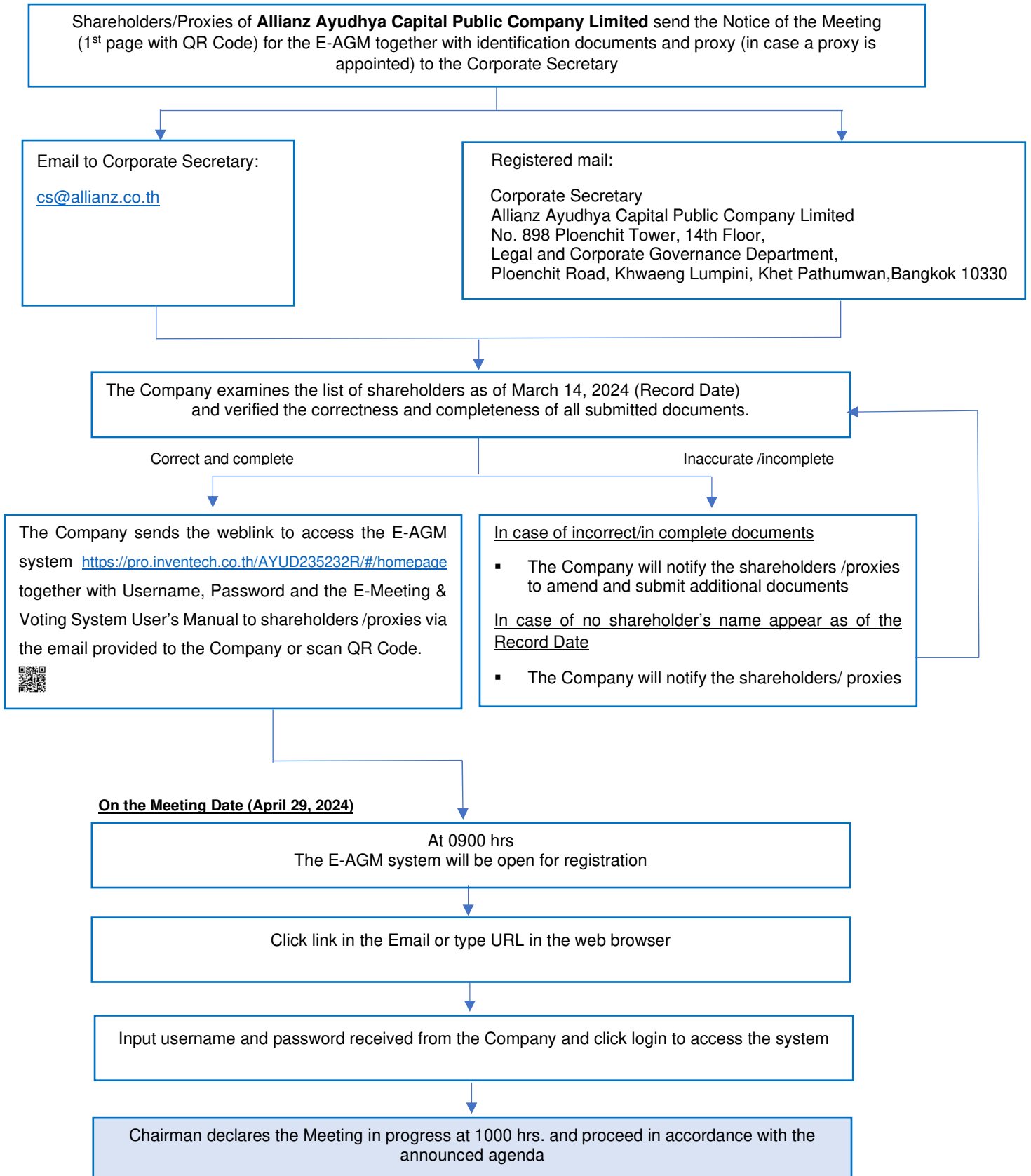
Agenda No. 1, No. 3, No. 4 and No. 7 require the approval of the meeting by a majority of vote of shareholders attending and casting the votes at the meeting.

Except for:

- Agenda 2 which is for acknowledge the Board of Directors' report on 2023 operating results and thus voting is not required.
 - Agenda 6 which is for consider and approve the Directors' remuneration for the year 2024 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 2024 Annual General Meeting of Shareholders (E-AGM)
Allianz Ayudhya Capital Public Company Limited
On April 29, 2024**

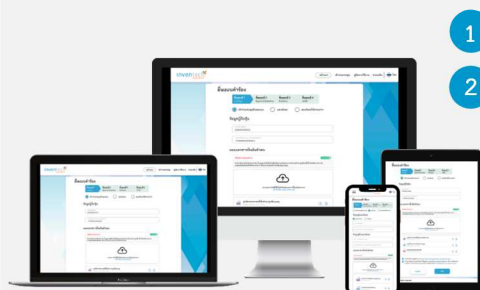


Guidelines for attending of Electronic Meeting of Annual General Meeting of Shareholder of Allianz Ayudhya Capital Public Company Limited

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/AYUD172268R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 steps.
Step 1 Fill in the information shown on the registration
Step 2 Fill in the information for verify
Step 3 Verify via OTP
Step 4 Successful transaction, the system will display information again to verify the exactitude of the information.
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from April 18, 2024, at 8:30 a.m. and shall be closed on April 29, 2024 Until the end of the meeting.

3. The electronic conference system will be available on April, 29 2024 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 26 April 2024 at 5.00 p.m.

Company Name: Allianz Ayudhya Capital Public Company Limited

Department: Corporate Secretary Department

Address: 898 Ploenchit Tower, 14th Floor, Ploenchit Road, Pathumwan, Bangkok 10330

If you have any problems with the software, please contact Inventech Call Center

 02-931-9130

 @inventechconnect

The system available during 18 – 29 April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

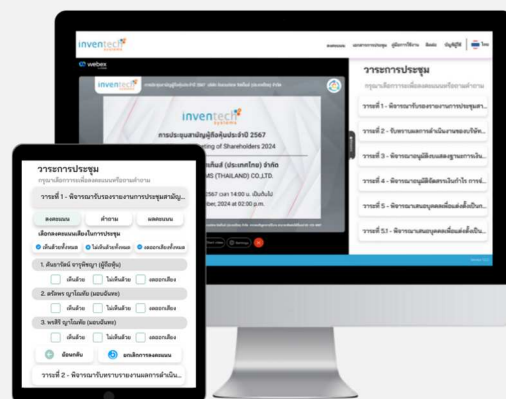


Report a problem

@inventechconnect

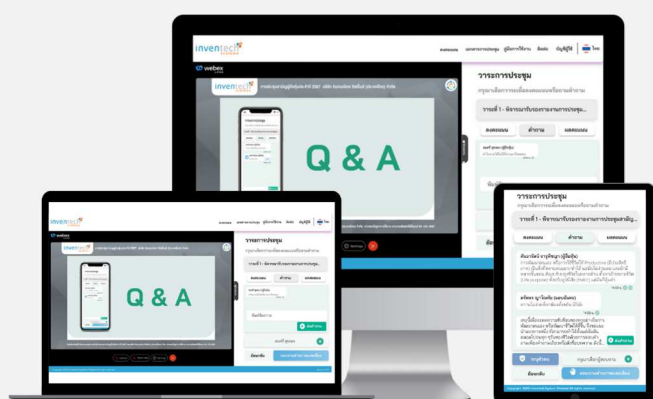
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open the microphone and camera.

How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

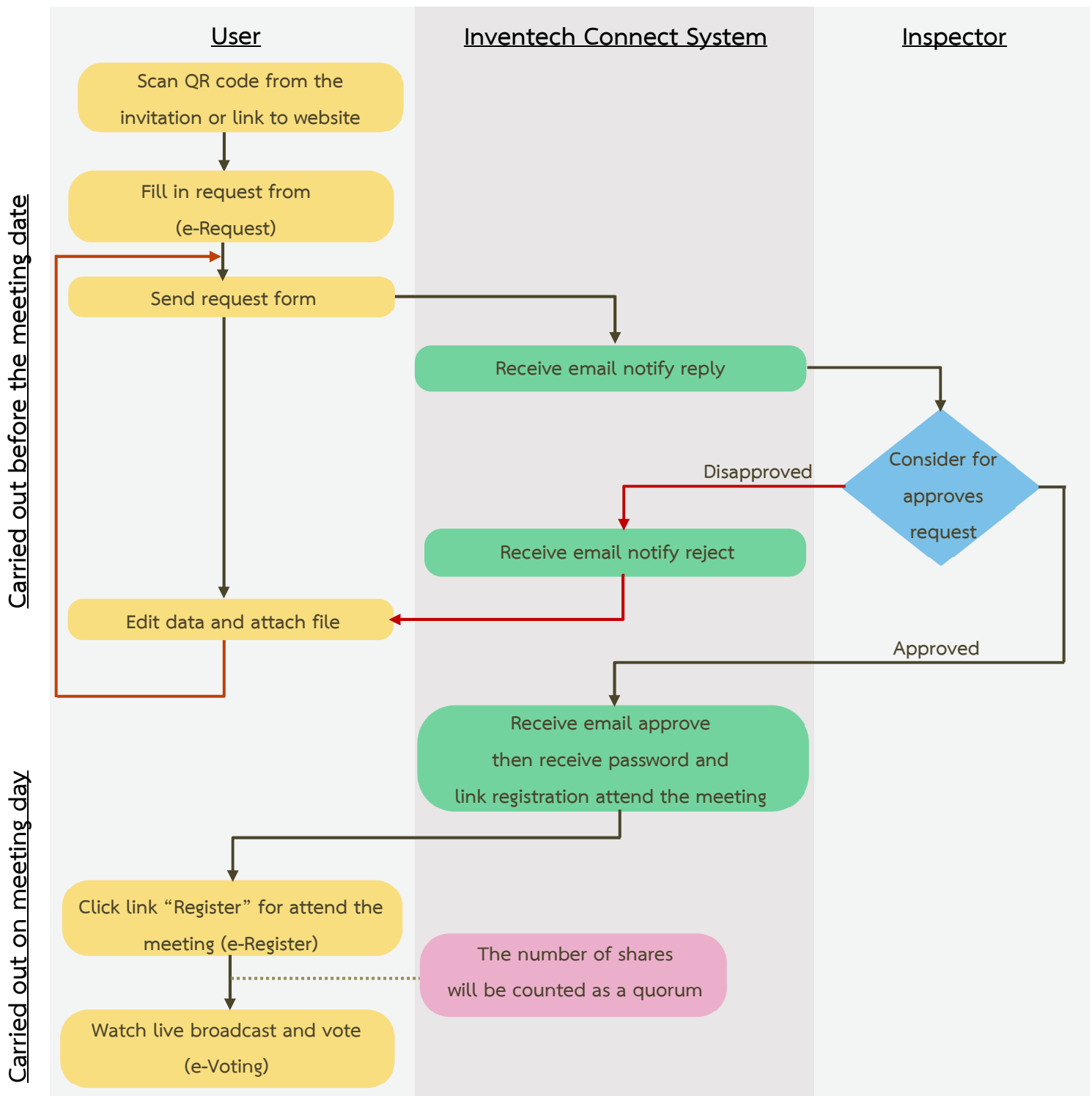


Video of using Inventech Connect

* 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 support internet explorer.**

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

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 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) 76 ปี (Years) ในฐานะกรรมการอิสระของบริษัท

(Independent Director) อยู่บ้านเลขที่ 898 อาคารพหลินจิตทาวเวอร์ 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)..... นายสุวัฒน์ หลายเจริญทรัพย์ (Mr. Suwat Laicharoensup)..... อายุ (Age) 75 ปี (Years) ในฐานะกรรมการ

อิสระของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารพหลินจิตทาวเวอร์ 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)..... นายพสุ โลหารชุน (Mr. Pasu Loharjun)..... อายุ (Age) 65..... ปี (Years)

ในฐานะกรรมการอิสระของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารพหลินจิตทาวเวอร์ 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 agenda.

(ทั้งนี้ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในการพิจารณารายละเอียดในทุกวาระในการประชุมครั้งนี้)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ครั้งที่ 75)

ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 10.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึง

เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2024 Annual General Meeting of Shareholders (No. 75) via electronic method (E-AGM) on Monday,

April 29, 2024 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 2566 (ครั้งที่ 74) เมื่อวันที่ 24 เมษายน 2566

Agenda 1 To Consider and Adopt the Minutes of the 2023 Annual General Meeting (No. 74), held on April 24, 2023

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของคณะกรรมการบริษัท สำหรับรอบปี 2566

Agenda 2 To Acknowledge the Board of Directors' Report on the Company's operating results in 2023

(ไม่มีการลงคะแนนเสียงในวาระนี้/No casting of votes in this agenda)

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2566 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปี 2566

Agenda 3 To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2023, together with the Auditor's Report

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณาอนุมัติจ่ายเงินปันผลของบริษัทฯ

Agenda 4 To Consider and Approve to Pay Dividends

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

การเลือกตั้งกรรมการเป็นรายบุคคล / Election of the following directors:

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

5.2 ชื่อกรรมการ นายแอรอน มิชเชล ไพร์เชอร์/Name of director Mr. Aaron Mitchell Fryer

เห็นด้วย ไม่เห็นด้วย จดออกเสียง

Approve Disapprove Abstain

5.3 ชื่อกรรมการนายลาร์ส ไฮบูทสกี / Name of director Mr. Lars Heibutzki

เห็นด้วย ไม่เห็นด้วย จดออกเสียง

Approve Disapprove Abstain

5.4 ชื่อกรรมการ นางสาวนภา ตริรัตน์วงศ์ / Name of director Ms. Napha Tirattanawongse

เห็นด้วย ไม่เห็นด้วย จดออกเสียง

Approve Disapprove Abstain

5.5 ชื่อกรรมการ นางวรรณภา ธรรมศิริทรัพย์/ Name of the director Mrs. Wanna Thamsirisup

เห็นด้วย ไม่เห็นด้วย จดออกเสียง

Approve Disapprove Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2567

Agenda 6 To Consider the Approve the Directors' Remuneration for the Year 2024

(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 2567

Agenda 7 To Consider and Appoint the Auditors and the Determination of Auditors' Remuneration for the Year 2024

(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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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) กิจกรรมใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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/Signedผู้มอบอำนาจ/Grantor
()

ลงนาม/Signed.....ผู้รับมอบอำนาจ/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 อยุธยา แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 (ครั้งที่ 75) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 10.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2024 Annual General Meeting via electronic method (E-AGM) on Monday, April 29, 2024 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

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ .เรื่อง _____

Agenda Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ .เรื่อง _____

Agenda Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ .เรื่อง _____

Agenda

Re:

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

วาระที่ _____ .เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(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/Signedผู้มอบฉันทะ/Grantor
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

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

ติดอากรแสตมป์
20 บาท
Affix duty stamp
THB 20

เขียนที่ (Written at).....
วันที่ เดือน พ.ศ.....
Date Month Year.....

(1) ข้าพเจ้า (I/We)..... สัญชาติ (Nationality).....
อยู่บ้านเลขที่ (Residing at)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....
อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code).....

(2) เป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ ออยุธยา แคปปิตอล จำกัด (มหาชน)
Being a shareholder of Allianz Ayudhya Capital Public Company Limited
โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Holding the total amount of ordinary shares shares and has the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วยลำดับที่ 5)
Hereby appoint (the shareholder may appoint the independent director of the Company of which details as in Attachment 5)

(1) ชื่อ (Name)..... อายุ (Age)..... ปี (Years)
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
Residing at Road Tambol/Khwaeng Amphur/Khet
Province Postal code or

(2) ชื่อ (Name)..... นายจำลอง อติกุล (Mr. Jamlong Atikul)..... อายุ (Age) 76 ปี (Years) ในฐานะกรรมการอิสระของบริษัท
(Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน จังหวัด
กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng, Lumpini Amphur/Khet
Pathumwan, Province Bangkok Postal code 10330 or

(3) ชื่อ (Name)..... นายสุวัฒน์ หลายเจริญทรัพย์ (Mr. Suwat Laicharoensup)..... อายุ (Age) 75 ปี (Years) ในฐานะกรรมการ
อิสระของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng, Lumpini
Amphur/Khet Pathumwan, Province Bangkok Postal code 10330 or

(4) ชื่อ (Name)..... นายพสุ โลหารชุน (Mr. Pasu Loharjun)..... อายุ (Age) 65 ปี (Years)
ในฐานะกรรมการอิสระของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี
อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit
Tambol/Khwaeng, Lumpini Amphur/Khet Pathumwan, Province Bangkok Postal code 10330

The independent directors have no special stake in all agenda.
(ทั้งนี้ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในการพิจารณารายละเอียดในทุกวาระในการประชุมครั้งนี้)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ครั้งที่ 75)
ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 10.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2024 Annual General Meeting of Shareholders (No. 75) via electronic method (E-AGM) on Friday,
April 29, 2024 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ครั้งที่ 74) เมื่อวันที่ 24 เมษายน 2566

Agenda 1 To Consider and Adopt the Minutes of the 2023 Annual General Meeting (No. 74), held on April 24, 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

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของคณะกรรมการบริษัท สำหรับรอบปี 2566

Agenda 2 To Acknowledge the Board of Directors' Report on the Company's operating results in 2023

(ไม่มีการลงคะแนนเสียงในวาระนี้/No casting of votes in this agenda)

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2566 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปี 2566

Agenda 3 To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2023, 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 2566 และการจ่ายเงินปันผล

Agenda 4 To Consider and Approve the Appropriation of Profit from the Company's Performance in 2023 and Dividend Payment

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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



การเลือกตั้งกรรมการเป็นรายบุคคล / Election of the following directors:

- 5.1 ชื่อกรรมการ นายวิชิต กรวิทยาคุณ / Name of director Mr. Vichit Kornvityakoon
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 5.2 ชื่อกรรมการ นายแอรอน มิชเชล ไพรเออร์/Name of director Mr. Aaron Mitchell Fryer
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 5.3 ชื่อกรรมการนายลาร์ส ไฮบูทสกี / Name of director Mr. Lars Heibutzki
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 5.4 ชื่อกรรมการ นางสาวนภา ตรีรัตนวงษ์ / Name of director Ms. Napha Trirattanawongse
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 5.5 ชื่อกรรมการ นางวรรณภา ธรรมศิริทรัพย์/ Name of the director Mrs. Wanna Thamsirisup
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2567

Agenda 6 To Consider the Approve the Directors' Remuneration for the Year 2024

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

วาระที่ 7 พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567

Agenda 7 To Consider and Appoint the Auditors and the Determination of Auditors' Remuneration for the Year 2024

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

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To Consider any Other Business (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(7) กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงนาม/Signedผู้มอบฉันทะ/Grantor
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Supplemental Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ อายูทยา แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 (ครั้งที่ 75) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 10.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2024 Annual General Meeting via electronic method (E-AGM) on Monday, April 29, 2024 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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(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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(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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(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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(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

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

วาระที่ _____ เรื่อง _____

Agenda

Re:

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

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงนาม/Signedผู้มอบฉันทะ/Grantor
()

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

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

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



Allianz Ayudhya Capital Public Company Limited
898 Ploenchit Tower, 7th Floor, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330
Tel : 02-305-7461 | Email : cs@allianz.co.th | Website : www.ayud.co.th

