

## Information of individuals nominated as directors to replace directors retired by rotation

## 1. Mr. Suwat Laicharoensup

<b>Proposed Position</b>	Independent Director		
<b>Age</b>	70 years		
<b>Nationality</b>	Thai		
<b>Date of Appointment</b>	April 20, 2018		
<b>Duration of Directorship in the Company</b>	2 years 3 months (from April 20, 2018 – July 31, 2020) and in the event that the 2020 Annual General Meeting approves the election of Mr. Suwat Laicharoensup as the Company's director for another term, the total duration of his directorship in the Company will be 5 years.		
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Bachelor's degree in Statistics, Chulalongkorn University</li> <li>- Project management Financial Control / Advanced Project Management / Business Continuity management / Effective skill for I/S Professionals /Capacity Planning for Management</li> <li>- Certified Information Security Manager (CISM)</li> <li>- Certificate in IT Infrastructure Library (ITIL)</li> </ul>		
<b>Director Training</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP) Class 280/2562</li> </ul>		
<b>Working Experiences (during the recent 5 years and/or Important Positions)</b>	2018-2019	Chairman of Nomination and Remuneration Committee Allianz Ayudhya General Insurance Public Company Limited	
	2009 -2016	Sub-committee member, Software Industry Promotion Agency (Public Organization) (SIPA)	
	2013-2017	President, ISACA Bangkok Chapter	
<b>Directorship/Other Executive Position in Other Organizations at Present</b>			
<b>Other Listed Company</b>	- None -		
<b>Other Non-Listed Companies</b> (7 organizations)	2018 – Present	Independent director and Audit Committee Member, Allianz Ayudhya General Insurance Public Company Limited (Formerly known as Sri Ayudhya General Insurance Public Company Limited)	
	2017 – Present	Advisor and Member of the Board, ISACA Bangkok Chapter	
	2017 - Present	Chairman, itSMF Thailand Association (ITIL for IT Service management)	
	2017 - Present	Sub-committee member of Digital Committee, Thailand Professional Qualification Institute (Public Organization)	
	2017 - Present	President, Subcommittee for People Driven of Information Technology and Communications and Digital Content, The Board of National Qualifications Framework, Office of the Education Council, Ministry of Education	
	2018 - Present	Advisor to Committee Counsel of Computer Engineering,	

Engineering Institute of Thailand  
2017 - Present    Advisor of Committee Counsel of Computer Engineering,  
Engineering Institute of Thailand

- **Other Companies that compete with/related to the Company** - None-

**Shareholding in the Company**                      Personal: -None-  
Spouse/Minor Child: - None-

**(as of December 31, 2019)**

**Meeting Attendance in 2019**    Board of Directors' Meeting:                      7 out of 8 meetings (87.5%)  
Audit Committee's Meeting:                      9 out of 9 meetings (100.0%)  
Nomination & Remuneration Committee's Meeting: 4 out of 4 meetings (100.0%)  
Shareholders' Meeting:                      1 out of 1 meeting (100.0%)

**Director Nomination Criteria**    Nomination and Remuneration Committee (NRC) considered their qualifications, knowledge, expertise, board diversity and valuable working experiences, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2020 held on February 21, 2020 for approval.

**Nomination Rationale**                      The Board of Directors, including NRC, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Suwat Laicharoensup and deemed it appropriate to propose the 2020 Annual General Meeting to consider and elect him as the Independent Director of the Company for another term as he possess all the required qualifications as prescribed in the Company's qualifications of the Independent Directors and the relevant regulations. In addition, he is neither nominated by the Company's major shareholders nor executive, and is able to express his opinion independently. He also has extensive experience and knowledge of Information Technology which will be beneficial to the Company's business.

**Legal disputes**                                      No cases in the last 5 years


**Additional requirements as an independent director**

Any conflict of interests with the Company, parent company, subsidiary, affiliate or any legal entities at the present or the past two years:

- Not being a director who participates in management, or being an employee or advisor who receives a regular salary or fee
- Not being a professional service provider (i.e., auditor or lawyer)
- Not having the business relations as a result, unable to act independently
- Not having close relation to executive/ major shareholder of the Company or subsidiary
- Not being Director/ Executive in other business as a result the conflict of interest to the company.

## Information of individuals nominated as directors to replace directors retired by rotation

## 2. Mr. Laksna Thongthai

<b>Proposed Position</b>	Non-executive director	
<b>Age</b>	65 years	
<b>Nationality</b>	Thai	
<b>Date of Appointment</b>	March 21, 1994	
<b>Duration of Directorship in the Company</b>	26 years 2 months (from March 21, 1994– July 31, 2020) and in the event that the 2020 Annual General Meeting approves the election of Mr. Laksna Thongthai as the Company's director for another term, the total duration of his directorship in the Company will be 28 years 11 months.	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Ph.D. in Industrial and Systems Engineering, University of Southern California, Los Angeles, USA</li> <li>- Master of Science in Systems Engineering, UCLA, Los Angeles, USA</li> <li>- Bachelor of Science in Industrial Engineering, Chulalongkorn University</li> <li>- Reinsurance and Insurance Management Training Courses from France, Germany, and England</li> </ul>	
<b>Director Training</b>	<ul style="list-style-type: none"> <li>- Boards that Make a difference (BMD) Class 1/2016, Thai Institute of Director Association</li> <li>- Diploma Examination Assigned from Graduate Member to become Fellow Member, Thai Institute of Director Association, Year 2000</li> </ul>	
<b>Working Experiences (during the recent 5 years and/or Important Positions)</b>	1994 – 2019 Director (Authorized Signatory), Allianz Ayudhya Capital Public Company Limited 1994 –2014 Director and Assistant Managing Director (Authorized Signatory), Allianz Ayudhya Capital Public Company Limited (Formerly known as Sri Ayudhya Capital Public Company Limited)	
<b>Directorship/Other Executive Position in Other Organizations at Present</b>		
<ul style="list-style-type: none"> <li>• <b>Other Listed Company</b></li> <li>• <b>Other Non-Listed Companies</b> (3 companies)</li> <li>• <b>Other Companies that compete with/related to the Company</b></li> </ul>	<ul style="list-style-type: none"> <li>- None-</li> <li>2011–Present Director (Authorized Signatory), Triple Prime Team Holding Co., Ltd.</li> <li>2001–Present Director, Nirvana Co., Ltd.</li> <li>1990–Present Director, Thongthai Water Pipe &amp; Chemical Co., Ltd.</li> <li>- None-</li> </ul>	
<b>Shareholding in the Company (as of December 31, 2019)</b>	Personal: 6,241,050 shares or 1.621% Spouse/Minor Child: - None-	

<b>Meeting Attendance in 2019</b>	Board of Directors' Meeting: 8 out of 8 (100.0%) Shareholders' Meeting: 1 out of 1 (100.0%)
<b>Director Nomination Criteria</b>	Nomination and Remuneration Committee (NRC) considered their qualifications, knowledge, expertise, board diversity and valuable working experiences, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2020 held on February 21, 2020 for approval.
<b>Other Companies that compete with/related to the Company</b>	The Board of Directors, including NRC, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Laksna Thongthai and deemed it appropriate to propose the 2020 Annual General Meeting to consider and elect him as the director of the Company for another term as he possess all the required qualifications as prescribed in the Company's qualifications of the Directors and the relevant regulations. He also has extensive experience and knowledge of Management which will be beneficial to the Company's business.
<b>Legal disputes</b>	No cases in the last 5 years

## Information of individuals nominated as directors to replace directors retired by rotation

## 3. Mrs. Wanna Thamsirisup

<b>Proposed Position</b>	Director	
<b>Age</b>	63 years	
<b>Nationality</b>	Thai	
<b>Date of Appointment</b>	June 13, 2019	
<b>Duration of Directorship in the Company</b>	1 year 1 month (from June 13, 2019– July 31, 2020) and in the event that the 2020 Annual General Meeting approves the election of Mrs. Wanna Thamsirisup as the Company's director for another term, the total duration of his directorship in the Company will be 3 years 10 months.	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Higher Diploma in Auditing, Thammasat University</li> <li>- B.A. in Accounting, Thammasat University</li> <li>- Certificated Public Accountant, Federation of Accounting Professions</li> <li>- Mini MBA by Thai Finance Association, Thammasat University</li> </ul>	
<b>Director Training</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP)</li> <li>- Director Certification Program (DCP)</li> <li>- Role of the Chairman Program (RCP)</li> <li>- Financial Institutions Governance Program (FGP)</li> <li>- Risk Management Committee Program (RMP)</li> <li>- Corporate Governance for Capital Market Intermediaries (CGI)</li> <li>- Driving Company Success with IT Governance (ITG)</li> <li>- Audit Committee Program (ACP)</li> <li>- Advance Audit Committee Program (AACP)</li> <li>- Board that Make a Difference (BMD)</li> </ul>	
<b>Working Experiences (during the recent 5 years and/or Important Positions)</b>	<p>2017 – 2019 Director (Authorized Signatory), PPN S Associate Company Limited</p> <p>2015 - 2016 Chief Information and Operation Officer, Bank of Ayudhya Public Company Limited</p> <p>2007 - 2016 First Executive Vice President, Bank of Ayudhya Public Company Limited</p> <p>2015 - 2016 Director, National ITMX Co., Ltd.</p> <p>2009 -2015 Director, Siam Reality and Services Securities Co., Ltd.</p> <p>2008 - 2015 Head of Operations, Bank of Ayudhya Public Company Limited</p> <p>2009 – 2015 Director, Ayudhya Capital Services Co., Ltd.</p>	
<b>Directorship/Other Executive Position in Other Organizations at Present</b>	<ul style="list-style-type: none"> <li>• <b>Other Listed Company</b>      2017–Present    Advisor, Bank of Ayudhya Public Company Limited (1 organization)</li> <li>• <b>Other Non-Listed</b>            2018– Present    Member of Audit Committee National ITMX Co., Ltd.</li> </ul>	

<b>Companies</b> (4 organizations)	2017–Present Independent Director and Member of the Audit Committee, Allianz Ayudhya Assurance Public Company Limited
	2017- Present Director and Chairman of Audit Committee, Krungsri Asset Management Public Company Limited
	2011- Present Director and Chairman of the Audit Committee, Krungsri Securities Public Company Limited
<ul style="list-style-type: none"> <li>• <b>Other Companies that compete with/related to the Company</b></li> </ul>	- None--
<b>Shareholding in the Company</b> (as of December 31, 2019)	Personal: -None- Spouse/Minor Child: - None-
<b>Meeting Attendance in 2019</b>	Board of Directors' Meeting: 2 out of 2 meetings (100.0%) Corporate Governance Committee Meeting: 1 out of 1 meeting (100%) Shareholders' Meeting: 0 out of 0 meeting (be appointed as the Company's director on June 13, 2019)
<b>Director Nomination Criteria</b>	Nomination and Remuneration Committee (NRC) considered their qualifications, knowledge, expertise, board diversity and valuable working experiences, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2020 held on February 21, 2020 for approval.
<b>Other Companies that compete with/related to the Company</b>	The Board of Directors, including NRC, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mrs. Wanna Thamsirisup and deemed it appropriate to propose the 2020 Annual General Meeting to consider and elect her as the Director of the Company for another term as he possess all the required qualifications as prescribed in the Company's qualifications of the Directors and the relevant regulations. She also has extensive experience and knowledge of accounting which will be beneficial to the Company's business.
<b>Legal disputes</b>	No cases in the last 5 years

## Information of individuals nominated as directors to replace directors retired by rotation

## 4. Mr. Jan-Christian Rosemeyer

<b>Proposed Position</b>	Director	
<b>Age</b>	42 years	
<b>Nationality</b>	German	
<b>Date of Appointment</b>	November 13, 2019	
<b>Duration of Directorship in the Company</b>	8 months (from November 13, 2019– July 31, 2020) and in the event that the 2020 Annual General Meeting approves the election of Mr. Jan-Christian Rosemeyer as the Company's director for another term, the total duration of his directorship in the Company will be 3 years 5 months.	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Wirtschaftsmathematik, specialization in Mathematical Finance &amp; Actuarial Science</li> <li>- Degree: Dipl.-Math. oec., with distinction, all exams and thesis with grade 1.0</li> <li>- Scholarship by Studienstiftung des deutschen Volkes since 1997</li> <li>- 2015 Practising Certificate by SAS for Appointed Actuaries &amp; Certifying Actuaries</li> <li>- Associate of the Singapore Actuarial Society since 2013 (ASAS)</li> <li>- Fellow of the German Actuarial Society since 2006 (Aktuar DAV)</li> </ul>	
<b>Director Training</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP) Class 241/2016</li> </ul>	
<b>Working Experiences (during the recent 5 years and/or Important Positions)</b>	2018 - 2019	Chief Financial Officer, Allianz General Insurance Public Company Limited
	2012 - 2016	Chief Financial Officer, Allianz SE Reinsurance Branch Asia Pacific, Singapore
	2010 - 2012	Chief Financial Officer, Allianz Taiwan Life Insurance Ltd, Taipei
<b>Directorship/Other Executive Position in Other Organizations at Present</b>		
<b>• Other Listed Company</b>	- None-	
<b>• Other Non-Listed Companies (10 organizations)</b>	2019 – Present	Country Chief Financial Officer, Allianz Ayudhya General Insurance Public Company Limited
	2016 – Present	Chief Financial Officer, Allianz Ayudhya Assurance Public Company Limited
	Present	Director, JCR Intertrade Co., Ltd.
	Present	Director, BSMC (Thailand) Limited
	Present	Director, CPRN (Thailand) Limited
	Present	Director, SOFE One Limited
	Present	Director, SOFE Two Limited
	Present	Managing Director, HaHo Unregistered Ordinary Partnership
	Present	Chairman, Japanese-German Young Leaders Forum Alumni e.V
	Present	Advisor, ShoutOutz Pte. Ltd.

<b>• Other Companies that compete with/related to the Company</b>	- None-
<b>Shareholding in the Company (as of December 31, 2019)</b>	Personal: - None- Spouse/Minor Child: - None-
<b>Meeting Attendance in 2019</b>	Board of Directors' Meeting 0 out of 0 meeting Shareholders' Meeting 0 out of 0 meeting (be appointed as the Company's director on November 13, 2019)
<b>Director Nomination Criteria</b>	Nomination and Remuneration Committee (NRC) considered their qualifications, knowledge, expertise, board diversity and valuable working experiences, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting for approval.
<b>Other Companies that compete with/related to the Company</b>	The Board of Directors, including NRC, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Jan-Christian Rosemeyer and deemed it appropriate to propose the 2020 Annual General Meeting to consider and elect him as the Director of the Company for another term as he possess all the required qualifications as prescribed in the Company's qualifications of the Directors and the relevant regulations. He also has extensive experience and knowledge of Finance and Insurance which will be beneficial to the Company's business.
<b>Legal disputes</b>	No cases in the last 5 years



## Information of individuals nominated as directors to replace directors retired by rotation

## 5. Mr. Pasu Loharjun

**Proposed Position** Independent Director  
**Age** 60 years  
**Nationality** Thai



**Education/ Training**

- Ph.D. in Industrial Engineering and Operations research, Virginia Polytechnic Institute and State University, USA
- Master of Industrial Engineering, Polytechnic Institute of New York, USA (NYU Poly)
- Bachelor in Electrical Engineering, Chulalongkorn University
- Top Executive Program, Capital Market Academy
- CG Code Update Program, PricewaterhouseCoopers ABAS Ltd.
- COSO ERM Program (Knowledge Sharing among Directors and Management, by Prof. Dr. Anya Khanthavit, independent director)

**Working Experiences (during the recent 5 years and/or Important Positions)**

2017 – 2019	Permanent Secretary Ministry of Industry
2016	Director General Department of Industrial Promotion
2017-2019	Chairman, General Environmental Conservation PCL
2017-2019	Chairman, Thai Sugar and Cane Co., Ltd.

**Directorship/Other Executive Position in Other Organizations at Present**

- **Other Listed Company** (1 organization) 2018-Present Independent Director, Chairman of Corporate Governance and Social Responsibility Committee and Member of Nomination and Remuneration Committee, Electricity Generating Public Company Limited
- **Other Non-Listed Companies** (4 organizations)
  - 2019- Present Chairman, Thailand Institute of Scientific and Technological Research (TISTR)
  - 2019-Present Member, Council of State
  - 2019- Present Director, Thai-German Institute
  - 2019- Present Director, Foundation for Industrial Development
- **Other Companies that compete with/related to the Company** - None-

**Shareholding in the Company (as of December 31, 2019)**

Personal: - None -  
 Spouse/Minor Child: - None -

**Director Nomination Criteria**

Nomination and Remuneration Committee (NRC) considered their qualifications, knowledge, expertise, board diversity and valuable working

experiences, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting for approval.

**Other Companies that compete with/related to the Company**

The Board of Directors, including NRC has jointly and delectably considered the qualifications of Mr. Pasu Loharjun and deemed it appropriate to propose the 2020 Annual General Meeting to consider and elect him as the Independent Director of the Company, to replace Mr. Sorasit Soontornkes who retired by rotation, as he possess all the required qualifications as prescribed in the Company's qualifications of the Independent Directors and the relevant regulations. In addition, he is neither nominated by the Company's major shareholders nor executive, and is able to express his opinion independently. He also has extensive experience and knowledge of Management which will be beneficial to the Company's business.

**Legal disputes**

No cases in the last 5 years

**Additional requirements as an independent director**

Any conflict of interests with the Company, parent company, subsidiary, affiliate or any legal entities at the present or the past two years:

- Not being a director who participates in management, or being an employee or advisor who receives a regular salary or fee
- Not being a professional service provider (i.e., auditor or lawyer)
- Not having the business relations as a result, unable to act independently
- Not having close relation to executive/ major shareholder of the Company or subsidiary
- Not being Director/ Executive in other business as a result the conflict of interest to the company.

### Definition & Qualifications of Independent Directors

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

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

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

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

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

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