

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

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

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

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

**1. Self-Attending**

**1.1 Natural Person**

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

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

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

**2. Proxy**

**2.1 Natural Person**

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

**2.2 Juristic Person**

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

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

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

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

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

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

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

#### **Remarks**

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

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

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

**Criteria for Vote Casting and Counting**

1. The Chairman of the Meeting or a person designated by the Company shall explain casting and counting vote procedure before commencement of the meeting. The Company shall count and sum up votes on each agenda item of shareholders or the proxy who attend the meeting and cast votes. Results on each agenda item shall be announced to the meeting before the meeting is adjourned. The Company will arrange to have the inspector for examine procedures on counting vote in the Meeting to ensure our transparency and compliance with the laws and the Company's Articles of Association.
2. In casting votes, one share carries one vote.
3. Prior to counting votes on each agenda item, the Company would suspend the registration. The registration would be resumed upon conclusion of the counting of votes on each agenda item. As for shareholders or proxies attending the meeting after the meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the meeting. As a result, the number of shareholders on each agenda item may vary.
4. In case that shareholders appointing their proxies have clearly voted for, voted against or abstained from voting on the respective agenda items and the Company has collected and recorded such votes for processing in advance in computer. Therefore, the proxies attending the meeting shall not receive the voting cards from the Company.
5. The Chairman of the Meeting or a person designated by the Company may request that any shareholders attending the meeting in person or proxies and intending to vote against or abstain from voting use voting system as provided by the Company, and such shareholders or proxies would be required to study **"Guidelines for attending the 2022 Annual General Meeting of Shareholders of Allianz Ayudhya Public Company Limited via electronic method (E-AGM)"** as indicated in next topic.
6. In counting of votes, resolutions shall be passed by votes as follows:

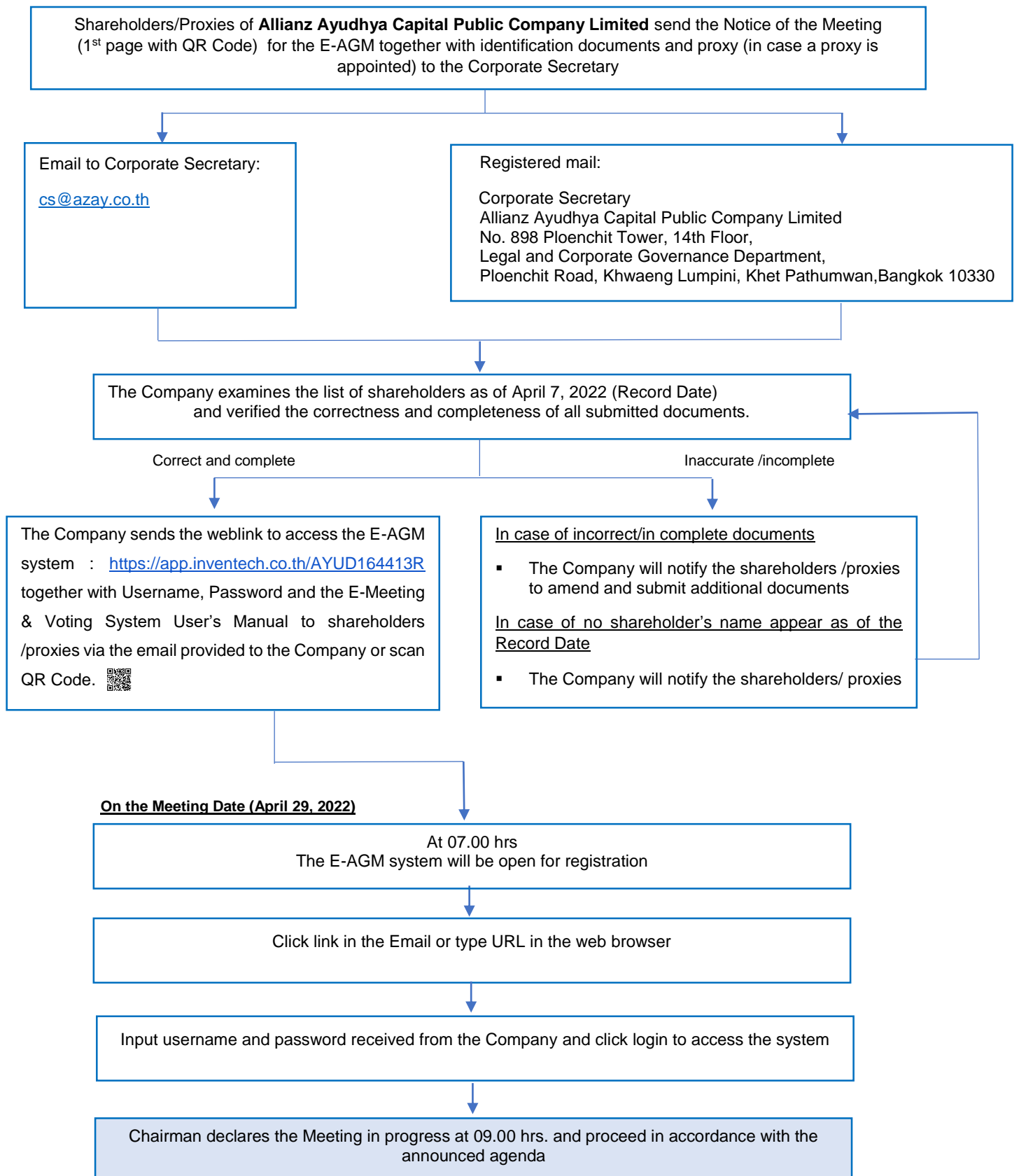
**Agenda No. 1 to No. 3 to No. 4 and No. 7** require the approval of the meeting by a majority of vote of shareholders attending and casting the votes at the meeting.

Except for:

- |          |   |
|----------|---|
| Agenda 2 | which is for acknowledge the Board of Directors' report on 2021 operating results and thus voting is not required.  |
| Agenda 6 | which is for consider and approve the Directors' remuneration for the year 2022 and requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.   |
| Agenda 8 | which is for consider and approve the acquisition by the Company of 100% of the shares in the Aetna group companies in Thailand and requires the approval of the meeting with the votes of not less than three-fourth (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote at the meeting. |
7. In connection with the **Agenda 5** which is for the consideration and approval of the appointment of the directors to replace those retiring by rotation in accordance with the criteria set out in Article 18 of the Company's Articles of Association as follows.
    - (1) Each shareholder shall have a number of votes equal to the number of shares held.
    - (2) In electing the Director, one or more than one Director may be elected at a time, as the shareholders' meeting may deem fit. For each resolution, however, the shareholder shall exercise all the votes it has under (1) and shall not allot its votes to any person in any number.
    - (3) The election of the Director shall be made by majority votes. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

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

**Procedures for attending of the 2022 Annual General Meeting of Shareholders (E-AGM)  
Allianz Ayudhya Capital Public Company Limited  
On April 29, 2022**



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

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



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

In case the request is rejected, shareholders will receive an email to notifying the reason for rejection. The shareholders can resubmit additional information through the system.

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

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

- 6) In relation to registration for the Meeting, shareholders or proxy holders must enter the username and password received from 4) to sign in. Then, the shareholders or proxy holders can go to the registration page for watching live broadcast through Cisco Webex Meeting Application by filling your email address (This step is only for shareholders or proxy holders who have registered for attending the Meeting).
- 7) If the shareholders or proxy holders wish to ask questions at the Meeting, you can press Q&A icon, then type your name, surname, and your status of attending the Meeting as well as your questions and click send button. There is no online audio question.  
*(The Company would like to reserve its rights to consider answering only the important issues related to each agenda item. The questions that are not answered at the Meeting will be collected to keep in the minutes of the Meeting as deemed appropriate.)*
- 8) Voting procedures:
- Please go to “Multimedia Viewer” menu, then click “Continue” in order to go to the e-Voting system. After that, fill in the username and password, then click “Sign In” and click “Select Agenda”.
    - In case of voting “Agree”, do not press any button.
    - In case of “Disagree”, press red button.
    - In case of “Abstain from voting”, press orange button.
- 9) For solving registration problems, shareholders can contact administrators at (662) 931-9133 (1 line) on business days and hours from 08.30 – 17.30 hours as from Monday, April 11, 2022 until the Meeting has ended.
- 10) For shareholders who appoint proxy holders
- If any shareholder wishes to change the proxy appointment from the one that the shareholder has already submitted to the Company, please inform the change to the Company within Thursday, April 28, 2022.

- For proxy appointment, please use the proxy forms that have been attached with the Invitation Letter for the 2022 Annual General Meeting of Shareholders of which are sent to all shareholders.
- Shareholders can appoint the proxy to attend the Meeting via electronic media on their behalf and the proxy holder is required to follow the above steps 1) to 4 ) or

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

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

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

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



@inventechconnect