

No. LorBor. 65/ 007

March 29, 2022

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

To: Shareholders  
Allianz Ayudhya Capital Public Company Limited

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

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

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

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

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

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

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

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

Board of Directors' Opinion: Considers it appropriate to propose to the 2022 Annual General Meeting for its acknowledgement the 2021 operating results and other information of the Company.

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

**Agenda 3**      **To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2021, together with the Auditor's Report**

Facts and Rationale: In compliance with Section 112 of the Public Limited Company Act B.E. 2535 as amended (the "PLCA"), which prescribes that the Company shall prepare the annual financial statements as of the last day of accounting period of the Company and have been audited by the auditor prior to submission to the Annual General Meeting for consideration and approval. The statement of financial position as of December 31, 2021, the statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flow for the year 2021, which were approved by the Audit Committee and audited and certified by the Company's auditor, are presented in the 2021 Form 56-1 One Report delivered to all shareholders together with this Invitation to the 2022 Annual General Meeting according to **Attachment No. 2.**

Board of Directors' opinion: Considers it appropriate to propose that the 2022 Annual General Meeting of Shareholders consider and approve the financial statement for the year ended December 31, 2021, the statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flow for the year 2021, which were approved by the Audit Committee and audited and certified by the Company's auditor.

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

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

Facts and Rationale: The Company has a policy to pay dividend of not less than 60% of net profit each year based on the operating results and the resolution at the shareholders' meeting. Therefore, the Company can pay dividends to the shareholders by Section 115 and Section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 44 of the Company's Articles of Association, which prohibit payment of dividends out of funds other than profit, and require the Company to allocate part of its annual net profit as reserve fund until this reserve is not less than the rate specified by law. Such dividend payment is subject to the approval of the Shareholders' Meeting. The Board of Directors may decide to pay an interim dividend to its shareholders, however this must be reported to the shareholders in the next meeting of shareholders.

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

### Information on Company's Dividend Payment

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Board of Directors' Opinion: The Board of Directors, excluding the Directors with conflict of interest in the agenda, has deliberately considered qualifications of each candidate and approved as proposed by the Nomination and Remuneration Committee to propose to the 2022 Annual General Meeting of Shareholders to consider and reelect the following five (5) retiring Directors to serve as the Company's directors for another term:

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

Voting: The resolution for this Agenda requires that each of the individuals nominated as Director to replace the Directors who retire by rotation receives the approval of the meeting by a majority vote of shareholders attending the meeting and casting their votes. (Article 39. of the Company's Articles of Association)

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

Fact and Rationale: The Board has a policy to determine the remuneration for the Directors and Sub-Committee members at the appropriate rate, taking into account various factors as follows:

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

The Company's Nomination and Remuneration Committee has thoroughly considered and determined the remuneration for the Directors is in compliance with Allianz Fit & Proper Policy that applies to all Allianz Global and Allianz's operating entities and by comparing the above-mentioned rate with the rate of other companies in the same industry taking into account the duty and responsibility of each Director including business expansion and growth in company's profit.

Considered as proposed by the Nomination and Remuneration Committee to amend the scheme of the Directors' Remuneration and Bonus to align with Allianz Fit & Proper Policy that applies to all Allianz Global and Allianz's operating entities. Therefore, the proposed remuneration for members of Board and other Sub-Committees for the year 2022 at amount not more than THB 11,000,000 same amount as previous year

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

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

**Directors' Remuneration consists of**

- 1) A monthly retainer fee:

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

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

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

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

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

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

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

- 5) Other benefits – None –

Members of Board who are also members of the Board of Management of the Company, the Company's subsidiary or affiliate or under Management under Allianz Fit & Proper Policy are not compensated to avoid a conflict of interest.

Voting: The resolution for this Agenda requires a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting. (Article 38. of the Company's Articles of Association and Section 90 of Public Company Limited Act)

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

Facts and Rationale: In compliance with Section 120 of the PLCA which prescribes that the Annual General Meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year; in appointing the auditor, the former auditor may be re-appointed.

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

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

be appointed as the Company's auditor for the year 2022 (third year) for the Company. In the event any of those auditors are unable to perform their duties, PricewaterhouseCoopers ABS Ltd. (PwC) is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's financial statements in his/her place.

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

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

1. Appointment of the following auditors from PwC to be the auditors of the Company for the fiscal year 2022:
  - Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906 or;
  - Mr. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298 or;
  - Mr. Boonlert Kamolchanokkul Certified Public Accountant (Thailand) No.5339 or;
  - Ms. Sinsiri Tangsombat Certified Public Accountant (Thailand) No.7352

Be appointed as the Company's auditor for the year 2022 for the third year for the Company. In the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABS Ltd. (PwC) is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's consolidated financial statement in his/her place.

It is noted that PricewaterhouseCoopers ABS Ltd. (PwC) and the auditors named above are the auditors approved by the Office of the Securities and Exchange

Commission, and have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties. Information of the proposed auditors for the year 2022 are delivered to the Company's shareholders together with this invitation to the 2022 Annual General Meeting of Shareholders according to **Attachment No. 4**.

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

2. Approval of the Company's audit fee of not more than Baht 2,276,500, excluding out of pocket expenses. The details of audit fee are as follows:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

Any shareholder who is unable to attend the meeting via electronic method (E-AGM) and wishes to appoint other person as his/her proxy and vote at the meeting on his/her behalf must fill in and sign as appropriate Proxy Form B. as enclosed herewith **Attachment No. 8** or download Proxy Form A or Form B or Form C. (Form C. is applicable only to foreign shareholders as registered in the registration book who have custodian in Thailand) from the Company's website at [www.ayud.co.th](http://www.ayud.co.th). Alternatively, shareholder may authorize one of the Company's Independent Directors to attend and vote on his/her behalf. Details of the Independent Directors proposed by the Company as proxy of shareholders can be found in **Attachment No. 5** as enclosed herewith. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the meeting.

In this regard, any shareholder wishing to appoint another person or directors proposed by the Company as his/her proxy to attend and vote at the meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents to the Company by Thursday, April 28, 2022 with attention to the Company Secretary of Allianz Ayudhya Capital Public Company Limited at No. 898 Ploenchit Tower, 14th Floor, Legal and Corporate Governance Department, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330 or to submit the form and accompanying documents to designated person of the Company prior to the commencement of the meeting via email at [cs@azay.co.th](mailto:cs@azay.co.th).

Please be informed to attend the meeting of shareholders via electronic method (E-AGM) on the date and time mentioned above accordingly.

Yours sincerely,



(Mr. Thomas Charles Wilson)  
Director and President & CEO  
On behalf of the Board of Directors  
Allianz Ayudhya Capital Public Company Limited

Note: All shareholders can access the Invitation to the 2022 Annual General Meeting (No. 73) via electronic method (E-AGM) and all related documents at the Company's website [www.ayud.co.th](http://www.ayud.co.th) from March 29, 2022. If any shareholders has a query regarding the agenda of the 2022 Annual General Meeting (E-AGM), please send the query within April 28, 2022 via email at [cs@azay.co.th](mailto:cs@azay.co.th) or via registered mail to the Company Secretary of Allianz Ayudhya Capital Public Company Limited at No. 898 Ploenchit Tower, 14th Floor, Legal and Corporate Governance Department, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330.

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

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

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