

**Information of individuals nominated as directors to replace directors retiring by rotation**

<b>Name -Surname</b>	Mr. Narong Chulajata	
<b>Age</b>	83 years	
<b>Nationality</b>	Thai	
<b>Highest Education</b>	<ul style="list-style-type: none"><li>• Master of Public Administration, The Maxwell School of Citizenship and Public Affairs, Syracuse University, New York, USA</li><li>• Master of Public Administration, Institute of Public Administration, Thammasat University</li><li>• Bachelor's Degree in Political Science, Chulalongkorn University</li></ul>	
<b>Training from IOD</b>	Director Certification Program (DCP) Class 71/2006 Director Accreditation Program (DAP) Class 11/2004 Role of the Chairman Program (RCP) Class 6/2000	
<b>Current Position (The Company)</b>	Independent Director and Member of Audit Committee	
<b>Date of Appointment</b>	April 26, 2019	
<b>Duration of Directorship (from the date of appointment)</b>	2 years (as of AGM date)	
<b>Shareholding (as of December 31 , 2020)</b>	-None-	
<b>Work Experience (last 5 years)</b>	<p><b>Listed Company : 2 organizations</b></p> <p>2013 – 2017 Vice Chairman, SUSCO Pcl. 2003 – Present Chairman of the Board, Safari World Pcl.</p> <p><b>Non-Listed Company : 4 organizations</b></p> <p>2011 – Present Director, Siri Charoen Wattana Co., Ltd. 2008 - Present Director, SUSCO Retail Co.,Ltd. 2007-Present Independent Director and Chairman of Audit Committee, Allianz Ayudhya Assurance Pcl. 2012-Present Director, SUSCO Dealers Co.,Ltd.</p>	

<b>Attend of Meeting at 2020</b>	Board of Directors Meeting	6/6	(100%)
	Audit Committee Meeting	4/4	(100%)
	Shareholders Meeting	1/1	(100%)

**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. 1/2021 held on February 25, 2021 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. Narong Chulajata* and deemed it appropriate to propose the 2021 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 accounting which will be beneficial to the Company's business.

**Legal disputes  
(last 5 years)** -None-

**Information for Consideration Appointing Person as Independent Director**

<b>Characteristic of Conflict of interests</b>	<b>Person to be Proposed for Nomination as Independent Director</b>
	<b><i>Mr. Narong Chulajata</i></b>
Have /not have the following interest with the Company, its parent company, its subsidiary(s), its associated company(s) or any juristic person(s) with potential conflict of interest at present or in last two years.	
1. Be/ not be a controlling director, an employee or an advisor who given salary or regular compensation	None
2. Be/not be a professional service provider	None

3. Have/not have business relationship	None
4. Have/not have family relation between directors	None

The qualifications of the Company's independent directors are in line with those prescribed by the SEC and the SET. Nevertheless, as the Company would like its independent directors to actually act and express their opinion independently, it has prescribed additional qualifications for independent directors that are stricter than those as prescribed by the SEC and the SET. Such qualifications include:

- Hold shares not more than 0.5 % of all voting rights of the Company, any companies in the Allianz Group and its associated companies;
- Not being management, employee, staff member or advisor who receives a regular compensation from the Company, or controlling person of the Company, any company in the Allianz Group and its associated companies, or person with potential conflict of interest for at least one year prior to nomination;
- Having no business relationship or direct or indirect potential conflict of interest in terms of financial and general management of the Company, any company in the Allianz Group, its associated companies and other persons with potential conflict of interest that may interrupt his independent discretion or opinion on the Company's operations;
- Not being person who has legal registered relationship in the form of close relative, major shareholder or controlling person of the Company, any company in the Allianz Group, its associated companies, persons with potential conflict of interest, or persons who are nominated to take care of the interest of major shareholder.

**Information of individuals nominated as directors to replace directors retiring by rotation**

<b>Name -Surname</b>	Mr. Vichit Kornvityakoon	
<b>Age</b>	70 years	
<b>Nationality</b>	Thai	
<b>Highest Education</b>	<ul style="list-style-type: none"><li>• Master of Business Administration, Thammasat University</li><li>• Bachelor of Accountant, Chulalongkorn University</li><li>• Bachelor of Law, Thammasat University</li></ul>	
<b>Training from IOD</b>	Director Certification Program (DCP) Class 172/2013 Advanced Audit Committee Program (AACP) Class 14/2014 Anti-Corruption for Executive Program (ACEP) Class 14/2015 Role of the Nomination & Governance (RNG) Class 7/2015 Risk Management Program for Corporate Leaders (RCL) Class 2/2015 Boards that Make a Difference (BMD) Class 1/2016 Board Matter & Trends (BMT) Class 2/2017 Ethical Leadership Program (ELP) Class 7/2017	
<b>Current Position (The Company)</b>	Independent Director and Member of Audit Committee	
<b>Date of Appointment</b>	January 28, 2013	
<b>Duration of Directorship (from the date of appointment)</b>	8 years 3 months (as of AGM date)	
<b>Shareholding (as of December 31 , 2020)</b>	-None-	
<b>Work Experience (last 5 years)</b>	<p><b>Listed Company: -None-</b></p> <p><b>None-Listed Company: 5 organizations</b></p> <p>2019- Present    Independent Director and Member of Audit Committee Allianz Ayudhya General Insuranc Pcl.</p> <p>2013-2019        Chairman of Compliance Committee Allianz Ayudhya General Insuranc Pcl.</p>	

2013 - 2017	Member of IT and Systems Development Supervisory Sub-committee, Deposit Protection Agency
2012 -Present	Member of Executive Credit Committee, Sukhumvit Asset Management Co., Ltd.
2016 -Present	Member of Professional Ethics Committee, Federation of Accounting Professional under the Royal Patronage of his Majesty the King

<b>Attend of Meeting at 2020</b>	Board of Directors Meeting	6/6 (100%)
	Audit Committee Meeting	4/4 (100%)
	Corporate Governance Committee Meeting	4/4 (100%)
	Shareholders Meeting	1/1 (100%)

**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. 1/20201 held on February 25, 2021 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. Vichit Kornvityakoon* and deemed it appropriate to propose the 2021 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 accounting and law which will be beneficial to the Company's business.

**Legal disputes  
(last 5 years)** -None-

**Information for Consideration Appointing Person as Independent Director**

<b>Characteristic of Conflict of interests</b>	<b>Person to be Proposed for Nomination as Independent Director</b>
	<b><i>Mr. Vichit Kornvityakoon</i></b>
Have /not have the following interest with the Company, its parent company, its subsidiary(s), its associated company(s) or any juristic person(s) with potential conflict of interest at present or in last two years.	
1. Be/ not be a controlling director, an employee or an advisor who given salary or regular compensation	None
2. Be/not be a professional service provider	None
3. Have/not have business relationship	None
4. Have/not have family relation between directors	None

The qualifications of the Company's independent directors are in line with those prescribed by the SEC and the SET. Nevertheless, as the Company would like its independent directors to actually act and express their opinion independently, it has prescribed additional qualifications for independent directors that are stricter than those as prescribed by the SEC and the SET. Such qualifications include:

- Hold shares not more than 0.5 % of all voting rights of the Company, any companies in the Allianz Group and its associated companies;
- Not being management, employee, staff member or advisor who receives a regular compensation from the Company, or controlling person of the Company, any company in the Allianz Group and its associated companies, or person with potential conflict of interest for at least one year prior to nomination;
- Having no business relationship or direct or indirect potential conflict of interest in terms of financial and general management of the Company, any company in the Allianz Group, its associated companies and other persons with potential conflict of interest that may interrupt his independent discretion or opinion on the Company's operations;
- Not being person who has legal registered relationship in the form of close relative, major shareholder or controlling person of the Company, any company in the Allianz Group, its associated companies, persons with potential conflict of interest, or persons who are nominated to take care of the interest of major shareholder.

**Information of individuals nominated as directors to replace directors retiring by rotation**

<b>Name -Surname</b>	Mrs. Claudia Salem	
<b>Age</b>	45 years	
<b>Nationality</b>	American	
<b>Highest Education</b>	<ul style="list-style-type: none"><li>• Finance and Entrepreneurship, New York University, Stern School of Business, USA</li><li>• Computer and Communication Engineering, American University of Beirut, Lebanon</li></ul>	
<b>Training from IOD</b>	-None-	
<b>Current Position (The Company)</b>	Director	
<b>Date of Appointment</b>	April 26, 2019	
<b>Duration of Directorship (from the date of appointment)</b>	2 years (as of AGM date)	
<b>Shareholding (as of December 31 , 2020)</b>	-None-	
<b>Work Experience (last 5 years)</b>	<p><b>Listed Company : -None-</b></p> <p><b>Non-Listed Company : 1 organization</b></p> <p>2019-Present      Chairwoman of the Board of Directors Allianz Ayudhya General Insurance Pcl.</p>	
<b>Attend of Meeting at 2020</b>	Board of Directors Meeting	5/6 (83%)
	Shareholders Meeting	-/- (maternity leave)
<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. 1/20201 held on February 25, 2021 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 *Mrs. Claudia Salem* and deemed it appropriate to propose the 2021 Annual General Meeting to consider and elect her as the director of the Company for another term as she 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 Management and insurance investment which will be beneficial to the Company's business.

**Legal disputes  
(last 5 years)**

-None-



**Information of individuals nominated as directors to replace directors retiring by rotation**

**Name -Surname** Mr. Lars Heibutzki

**Age** 46 years

**Nationality** German



**Highest 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

**Training from IOD** -None-

**Current Position (The Company)** Director

**Date of Appointment** April 26, 2019

**Duration of Directorship (from the date of appointment)** 2 years (as of AGM date)

**Shareholding (as of December 31 , 2020)** -None-

**Work Experience (last 5 years)**

**Listed Company : -None-**

**Non-Listed Company : 1 organization**

2019-Present Director and Chief Executive Officer  
Allianz Ayudhya General Pcl.

<b>Attend of Meeting at 2020</b>	Board of Directors Meeting	6/6 (100%)
	Nomination and Remuneration Committee Meeting	4/4 (100%)
	Shareholders Meeting	1/1 (100%)

**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. 1/20201 held on February 25, 2021 for approval.

**Nomination Rationale**

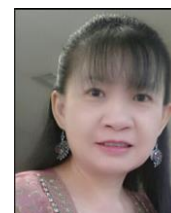
The Board of Directors, including NRC, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of *Mr. Lars Heibutzki* and deemed it appropriate to propose the 2021 Annual General Meeting to consider and elect him as the director of the Company for another term as he possesses 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 and insurance investment which will be beneficial to the Company's business.

**Information of individuals nominated as directors to replace directors retiring by rotation**

**Name -Surname** Miss Jarunee Chaisupakitsin

**Age** 59 years

**Nationality** Thai



**Highest Education**

- Master of Business Administration, Thammasat University
- Graduate Diploma in Translation, Thammasat University
- Graduate Diploma, English for Careers, Thammasat University
- Bachelor of Accounting, Thammasat University
- Bachelor of Economics, Sukhothai Thammathirat Open University

**Training from IOD** -None-

**Current Position  
(The Company)** Director

**Date of Appointment** August 1, 2020

**Duration of Directorship  
(from the date of appointment)** 8 months (as of AGM date)

**Shareholding  
(as of December 31 , 2020)** -None-

**Work Experience  
(last 5 years)**

**Listed Company : -None-**

**Non-Listed Company: 2 organizations**

2020 – Present     Director, Country Chief Accounting Officer & Head of P&C Accounting  
Allianz Ayudhya General Insurance Pcl.

2003 – Present     Senior Vice President, Accounting  
Allianz Ayudhya Assurance Pcl.

2003 - 2019 Director ,Senior Vice President, Accounting  
Allianz Ayudhya General Insurance Pcl.

<b>Attend of Meeting at 2020</b>	Board of Directors Meeting	2/2 (100%)
	Corporate Governance Committee Meeting	4/4 (100%)
	Shareholders Meeting	1/1 (100%)

**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. 1/20201 held on February 25, 2021 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 *Miss Jarunee Chaisupakitsin* and deemed it appropriate to propose the 2021 Annual General Meeting to consider and elect her as the director of the Company for another term as she 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 Management Accounting which will be beneficial to the Company's business.

Person to be Proposed for Nomination as Director	Listed Company*		Other Company (Non-Listed)*	Director in Competing / Related Company
	Amount	Type of Director		
Mr. Narong Chulajata	2	Independent Director	4	-None-
Mr. Vichit Kornvityakoon	-	Independent Director	5	-None-
Mrs. Claudia Salem	-	Director	1	-None-
Mr. Lars Heibutzki	-	Director	1	-None-
Miss Jarunee Chaisupakitsin	-	Director	2	-None-

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