

No. LorBor. 64/ 007

March 26, 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders (No. 72)

To: Shareholders
Allianz Ayudhya Capital Public Company Limited

- Attachment:
1. Minutes of the 2020 Annual General Meeting of Shareholders (No. 71)
 2. The 2020 Annual Registration Statement /Annual Report (Form 56-1 One Report) in QR code, the Registration Form and QR Code Downloading procedures for the 2020 Form 56-1 One Report
 3. Information of individuals nominated as directors to replace directors retired by rotation and qualifications of the Independent Directors of the Company
 4. Information of the Proposal from the Auditor for the year 2021
 5. Information of the Independent Directors and Non-Executive Director proposed by the Company as proxy of shareholders
 6. The Company's Articles of Association in relation to the 2021 Annual General Meeting of Shareholders
 7. Explanation on the appointment of proxy, registration process, registration documents, vote casting and counting, and meeting procedure
 8. Proxy Form B and Form C
 9. Map of the venue of the 2021 Annual General Meeting of Shareholders
 10. Precautionary Measures and Guidelines for Holding the 2021 Annual General Meeting of Shareholders under the Pandemic of Coronavirus 2019 (COVID-19) and COVID-19 screening questionnaire
 11. Requisition Form for the Printed Copy of 2020 Form 56-1 One Report

Notice is hereby given by virtue of resolution of the Board of Directors of Allianz Ayudhya Capital Public Company Limited, as its meeting No. 1/2021, held on February 25, 2021 to convene the Annual General Meeting of Shareholders of the year 2021 ("the **Shareholders' Meeting**) on **Friday, April 30, 2021 at 14.30 hours** at Park View 1, 4th floor, Bliston Suwan Park View Hotel, 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330, 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 2020 Annual General Meeting of Shareholders (No. 71), held on July 31, 2020

Facts and Rationale: The Company prepared the Minutes of the 2020 Annual General Meeting of Shareholders, held on July 31, 2020, submitted them to the Stock Exchange of Thailand and published on its website www.ayud.co.th The Minutes delivered to the Company's shareholders together with this Invitation to the 2021 Annual General Meeting of Shareholders according to **Attachment No. 1.**

Board of Directors' Opinion: Consider it appropriate to propose and adopt that the said Minutes of the 2020 Annual General Meeting of Shareholders (No. 71) be certified as true and correct records and be approved by the 2020 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 2020 Operating Results**

Facts and Rationale: The Board of Directors has summarized the Directors' Report on the Company's performance and significant changes for the year 2020, which forms part of the Company's 2020 Annual Report delivered to the Company's shareholders together with this Invitation to the 2021 Annual General Meeting according to **Attachment No. 2.**

Board of Directors' Opinion: Consider it appropriate to propose to the 2020 Annual General Meeting for its acknowledgement of the 2020 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, 2020, 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 which 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, 2020, the statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flow for the year 2019, which were approved by the Audit Committee, and audited and certified by the Company's auditor, are presented in the 2020 Form 56-1 One Report delivered to all shareholders together with this Invitation to the 2021 Annual General Meeting according to **Attachment No. 2.**

Board of Directors' opinion: Consider it appropriate to propose that the 2020 Annual General Meeting of Shareholders consider and approve the financial statement for the year ended December 31, 2020, the statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flow for the year 2020, 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 Profit from the Company's Performance in 2020 and Acknowledge the Interim 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 by considering from the consolidated financial statements. Therefore, the Company can pay dividends to 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.

According to the Company's consolidated financial statements for the year ended December 31, 2020, the Company had net profit in the amount of Baht 631,114,299 (Six hundred and thirty-one million, one hundred and fourteen thousand, two hundred and ninety-nine baht) or 1.63 Baht/share and in the separated financial statements of the company's net profit amounted to Baht 425,219,265 (Four hundred and twenty-five million,

two hundred and nineteen thousand, two hundred and sixty-five) or 1.10 Baht/share. The Company's financial statement ended December 31, 2020 are presented in the 2020 Form 56-1 One Report/Annual Report delivered to all shareholders together with this Invitation to the 2021 Annual General Meeting of Shareholders according to **Attachment No 2**.

The aggregate dividend payment for the whole year of 2020 was 1.52 Baht /share or a total dividend payout ratio of 93.75 % of net profit for the year of consolidated financial statements. The Company's Board of Directors approved a resolution on August 14, 2020 for an interim dividend payment of THB 0.75 per share, amounting to Baht 291,950,198 (Two hundred ninety-one million nine hundred fifty thousand one hundred ninety-eight baht) which was paid on September 11, 2020 from the retained earnings, and the remaining approved dividend was THB 0.77 Baht/share.

The Record Date for specifying the list of shareholders' names who are entitled to attend and vote in the 2021 Annual General Meeting of Shareholders and to receive dividends will be March 12, 2021. However, the right to receive the dividend is subject to the 2021 AGM of Shareholders' approval, and the dividend payment will be made on May 13, 2021.

Board of Directors' opinion: Consider it appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the allocation of appropriation of profit and acknowledge the interim dividend payment from the Company's performance in 2020 at the rate of 1.52 Baht/share, equivalent to 93.75 % of the consolidated net profit. In August 2020, the Board of Directors' Meeting resolved to pay interim dividend of Baht 291,950,198 (Two hundred ninety-one million nine hundred fifty thousand one hundred ninety-eight baht) or 0.75 Baht/share from the operating result of the first half of 2019. Such dividend was paid on September 11, 2020.

Comparison of divided distribution in the year 2020 with the previous year is summarized as follows:

Details of Dividend Payment	2020	2019	2018
1. Net profit from consolidated financial statements (Baht)	631,114,299	189,628,226	750,248,303
2. Number of ordinary shares			
2.1 Number of ordinary shares paid for interim dividend	389,266,931	384,910,061	293,905,225
2.2 Number of ordinary shares paid for Annual dividend	389,266,931	384,964,961	-
3. Total dividend payment for the performance of the year (Baht/share)	1.52	1.50	0.75
3.1 Interim Dividend	0.75	0.75	0.75
3.2 Annual Dividend	0.77	0.75	-
4. Total Dividend Payment	591,685,735	577,406,266	220,428,918
5. Proportion of dividend on consolidated net profit (Percent)	93.75	304.49	29.38

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. Mr. Narong Chulajata Independent Director and
Member of Audit Committee
2. Mr. Vichit Kornvityakoon Independent Director and
Member of Audit Committee
3. Mrs. Claudia Salem Director
4. Mr. Lars Heibutzki Director
5. Ms. Jarunee Chaisupakitsin Director

The Company had provided an opportunity for shareholders to nominate qualified candidates for election as the Company’s director during December 1, 2020 to January 31, 2021 pursuant to the criteria disclosed on the Company’s website. However, no shareholder proposed any agenda for the Annual General Meeting of Shareholders nor was a candidate nominated for the Company’s directorship.

Nomination and Remuneration Committee further considered the qualifications of the directors according to the PLCA and the Notifications of the Office of Securities and Exchange Commission (the “SEC”) to serve as the Company’s Board of Directors. Therefore, the NRC hereby proposes to the Board to consider and approve the re-election of the 5 retiring directors to serve as the Company’s directors for another term

Information of individuals nominated as the directors to replace directors retired by rotation as well as the qualifications of the Independent Director of the Company was delivered to the Company’s shareholders together with this invitation to the 2021 Annual General Meeting of Shareholders according to **Attachment No. 3.**

Board of Directors’ Opinion: The Board of Directors, excluding 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 2021 Annual General Meeting of Shareholders to consider and approve the re-election of five (5) retiring directors to serve as the Company’s directors for another term as follows:

1. Mr. Narong Chulajata Independent Director and
Member of Audit Committee
2. Mr. Vichit Kornvityakoon Independent Director and
Member of Audit Committee
3. Mrs. Claudia Salem Director
4. Mr. Lars Heibutzki Director
5. Ms. Jarunee Chaisupakitsin 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 2021

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

However, the remuneration of each director and sub-committee members has to be approved by the Nomination and Remuneration Committee before proposing to the shareholders for approval.

Board of Directors' Opinion: Agreed to determine the remuneration of the Company's directors and sub-committee members for the year 2021 at the amount not more than Baht 11,000,000 (Eleven million baht).

The Company's Nomination and Remuneration Committee has thoroughly considered and determined the remuneration for the directors 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 2021 at amount not more than Baht 11,000,000, increased from previous years Baht 1,000,000 due to remuneration from Vice Chairman which details are as follows:

Directors' Remuneration*	2021 (year of proposal)**	2020	2019	Remark
	Not more than Baht 11,000,000	Not more than Baht 10,000,000	Not more than Baht 10,000,000	change of remuneration from 2021 in the amount of Baht 1,000,000

Remark: *This includes the remuneration for the subcommittees.

** The proposed remuneration is subject to the approval of the shareholders at the 2021 Annual General Meeting of Shareholders.

Directors' Remuneration consists of

- 1) A monthly retainer fee:

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

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

All Directors	Baht 20,000 /time/person
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- 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	Baht 22,500 / month
Member of Sub-committee	Baht 12,500 / month

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

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

- 5) Other benefits – None –

Members of Board of Directors who are also members of the Board of Management of the Company 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 2021

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; and 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 Kanolchanokkul 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 2021 for the **second year** of his/her service for the Company. In the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABS Ltd. (PwC) is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's financial statements in his/her place.

The audit fee for the Year 2021 shall not be more than Baht 2,409,000 (Two million four hundred and nine thousand baht) excluding out of pocket expenses. The proposed audit fee for the year 2021 slightly increases from the audit fee approved last year due to the following factors:

- 1) Knowledge of the auditor on accounting and auditing standards, capability to manage and complete audit work efficiently, standard of the audit firm to control quality of audit job and other services provided to the Company including advice and clarification on the new accounting standards and update of other information. The year 2021 is the second year of the proposed appointment PricewaterhouseCoopers ABS Ltd. (PwC) as the Company's auditor.
- 2) Reputation as auditor and track record of providing audit services to other companies in the same industry. Auditors of PricewaterhouseCoopers ABS Ltd. (PwC) have been appointed to be auditors of several listed insurance/financial service company.
- 3) Appropriate and comparable audit fee rate with other listed companies.
- 4) Other business relationship with the Company and controlling person which might give rise to conflict of interest. PricewaterhouseCoopers ABS Ltd. (PwC) has not had any other business relationship with the Company and the Company does not use other services from PricewaterhouseCoopers ABS Ltd. (PwC), except on audit matters.

Therefore, PricewaterhouseCoopers ABS Ltd. (PwC) proposed audit fee for the fiscal year 2021 not more than Baht 2,409,000 (Two million four hundred and nine thousand baht) excluding out of pocket expenses and non-audit fee.

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 2021:
 - 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 2021 for the second year of his/her service for the Company. In the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABS Ltd. (PwC) is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's 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 2021 are delivered to the Company's shareholders together with this invitation to the 2021 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 2,409,000, excluding out of pocket expenses. The details of audit fee are as follows:

	2021 proposed (PWC)	2020 (PWC)
1. Annual Audit Fee	Baht 530,000	Baht 530,000
2. Quarterly Financial Statements Audit Fee (3 quarters)	Baht 390,000	Baht 390,000
3. Consolidated Financial Statement Audit Fee	Baht 320,000	Baht 320,000
4. Consolidated Financial Statement (3 quarters)	Baht 480,000	Baht 480,000
5. Equity taking of associated company*	Baht 470,000	Baht 470,000
6. Increment fee due to scope change, if any (to be determined)	Baht 219,000	-
Total	Baht 2,409,000	Baht 2,190,000

Note: *Fee from auditing and reviewing the financial information of the Company's associate at the amount of Baht 470,000.

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

Agenda 8 **To Consider any Other Business**

All shareholders are cordially invited to attend the 2021 Annual General Meeting of Shareholders on Friday, April 30, 2021 at 14.30 hours at Park View 1, 4th floor, Bliston Suwan Park View Hotel, 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330. Registration will open at 12.30 p.m.

Any shareholder who is unable to attend the meeting 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. Alternatively, shareholder may authorize one of the Company's Independent directors or Non-Executive Director to attend and vote on his/her behalf. Details of the Independent Directors and Non-Executive Director 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 Friday, April 23, 2021 with attention to the Company Secretary of Allianz Ayudhya Capital Public Company Limited at No. 898 Ploenchit Tower, 14th Floor, Legal Department, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330 or to present the form and accompanying documents to designated person of the Company prior to the commencement of the meeting.

The record date is scheduled on Friday, March 12, 2021 (Record Date) for determining the shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (No. 72).

Please be informed to attend the meeting of shareholders at the venue 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 2021 Annual General Meeting and all related documents at the Company's website (www.ayud.co.th) from March 26, 2021. If any shareholders has a query regarding the agenda of the 2021 Annual General Meeting, please send the query in advance via email at 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 Department, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330.