

Criteria for Entitling the Shareholders to propose Agendas and to nominate persons to be elected as the Company Directors including the submission the advance inquiries at the 2026 Annual General Meeting of Shareholders (No. 77)

Objective:

The Company recognizes the importance of shareholders to have equitable treatment and good corporate governance, thereby drawing up the policy to encourage the shareholders to express their opinions, especially on matters advantageous to better business operations. For the 2026 Annual General Meeting of Shareholders (No. 77), the Company has the policy to entitle the shareholders to do the following matters prior sending of the invitation to the Annual General Meeting of Shareholder.

Criteria:

1. Entitlement timeline

November 24, 2025 - January 30, 2026

2. Qualifications of Shareholders Eligible to Propose Agenda Items/Nominate Directors

A Company shareholder or shareholders (the number of shares as at the latest specified date of entitlement (Record Date). on August 28, 2025 is 389,266,931 shares) with the voting rights in aggregate of:

- (1) Not less than 5% of the total voting rights of the Company or holding shares not less than 19,463,347 shares); or
- (2) Not less than 0.1% of the total voting rights of the Company or holding shares not less than 389,267 shares),
and those shares shall be held for not less than 12 consecutive months.

(Remark: As of the latest Record Date on August 28, 2025, the total shares of the Company are 389,266,931 shares.)

3. Documents and information for consideration

The eligible shareholders must provide the following documents and significant information when submitting their proposed topics to the Company for consideration:

- (1) Evidence of the status of individuals shall include documentation for all shareholders jointly proposing an agenda
 - (1.1) Individual: the certified true copy of the identification card or passport in case of a foreigner
 - (1.2) Juristic person: copy of the company affidavit no exceeding 3 months (If the juristic person is registered abroad, notary public certification is required and the copy

of identification card or copy of passport (in case of foreigner) of the authorized directors with certified true copy.

(2) Evidence confirming the continuous shareholding status of all shareholders such as a certified true copy of the Share Certificate or a certified letter of securities company, or evidence from Thailand Securities Depository Co., Ltd.

(3) Name, address and telephone number of the shareholder proposing the matter (in case there is more than one shareholder involved, such information of all shareholders must be provided)

(4) A proposed letter must specify whether it is intended for acknowledgement, approval or consideration. It shall include the objectives, details of the proposed matter and any useful information for consideration. The letter must at least state facts, rational, and issues to be considered, together with the expected benefits for the Company and the shareholders.

(5) In case of nominating a person for election as the Company director, the proposer must provide the following additional documents.

- 5.1 the letter of proposer must state the name of the nominated person to be elected as the Company director.
- 5.2 the nominated person must provide the Company a consent letter to be elected as the Company director together with the personal information (e.g. name, age, nationality, education, historical training form the Thai Institute of Directors, shareholding in Allianz Ayudhya Capital Public Company Limited], working history (e.g. current job position, directorship in other companies, working experience (over the past 5 years retrospect)), contact address and telephone number with relevant documents e.g. education evidence, training, working history. The statement must also include the consent and certification that:
 - He /she has all qualifications as prescribed by law and ready to perform the duties as a Company director
 - The Information provided, and the supporting documents submitted are accurate and truthful through the nomination process from the date the Company receives of the letter of consent until the date the Company sends the notification of the shareholders' meeting. The nomination will not be disclosed to any persons
 - He/she agrees to strictly comply with the selection process of the Company.
 - Details of any proposed individuals are useful for consideration such as facts, reasons, and other information that the shareholders deem essential and should be further clarified.

4. Company's Criteria for Consideration

4.1 For the proposal of meeting agendas

The Company shall consider proposals for inclusion as agenda items only if they are beneficial to the Company and all shareholders as a whole or are deemed appropriate. Thus, the

Company reserves the right not to include the following matters as agenda items for the Annual General Shareholders' Meeting.

- (1) The qualification of the proposed shareholder does not meet the specified conditions
- (2) It is a matter relating to normal business of the Company and the shareholders have not shown any reasons for considering such matter.
- (3) It is a matter beyond the authority of the Company to take action to achieve the desire 2026 Annual General Meeting of Shareholders (No. 77), d results.
- (4) It is a matter that information provided by shareholders is incomplete or inaccurate or not proposed within specified period.
- (5) the matter has been previously proposed by shareholders for consideration at the shareholders' meeting within the past twelve months, and it received support with less than 10 % of the total voting rights of the Company. There has been no significant change in the facts presented at the previous shareholders' meeting.
- (6) Any other cases as prescribed by the Capital Market Supervisory Board' s announcement.

4.2 For the nomination of individuals for election as the Company Directors

The nominees must fully meet the qualifications according to the criterial set by the regulatory body overseeing the Company and the relevant laws including any amendments, as follows

- The Public Limited Company Act B.E.2535 (1992)
- The Securities and Exchange Act B.E.2535 (1992) and Amendment to the Act (B.E.2551)
- Notification of the Securities and Exchange Commission
- Notification of the Stock Exchange of Thailand
- The Company's Articles of Association and Criteria of the Nomination and Remuneration Committee of the Company

4.3 For submitting the questions in advance

The Board will respond to shareholders' questions on the day of the Annual General Meeting of Shareholders. However, the Company may change any procedures as deemed appropriated, with the primary consideration being the overall benefits of the shareholders

5. Channel for proposing the matters

The shareholders must submit a written notification of the matters to be proposed or questions, along with complete supporting documents for consideration. This can be done either in person or by registered mail by January 31, 2026 (with the postmark date being the determining factor) to the address below."

Company Secretary

Allianz Ayudhya Capital Public Company Limited

898 Ploenchit Tower, 14th Fl. Ploenchit Road, Lumpini, Pathumwan

Bangkok, Thailand 10330

6. Company's Consideration Process

6.1 For the proposal of meeting agendas

The Audit Committee of the Company (consisting of Independent Directors) will consider the matters proposed by the shareholders prior to submitting them to the Board of Directors. The matters approved by the Board of Directors will be included as meeting agendas in the Notification for the 2026 Annual General Meeting of Shareholders (No. 77).

6.2 For the nominating of individuals for election as the Company Directors

The Nomination and Remuneration Committee of the Company will consider the candidates proposed by the shareholders (along with other candidates deemed suitable by the Company) pursuant to the Company's nomination process. The names of individuals who pass the consideration process will be presented to the Board of Directors for consideration before being included in the notification for 2026 Annual General Meeting of Shareholders (No. 77), for shareholders to consider and elect.

The Company's decision is considered final, and the Company will announce the results after the Board of Directors meeting in February 2026 on the company website further.
