

No. Lor Bor.69/005

March 27, 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders (No. 77) via Electronic Method (E-AGM)

To: Shareholders
Allianz Ayudhya Capital Public Company Limited

Attachment:

1. The 2025 Company's Annual Registration Statement / Annual Report (Form 56-1 One Report), Financial Statement for the year 2025, and the Auditor's Report (in the form of QR Code)
2. Information of individuals nominated as the Directors to replace Directors retired by rotation of the Company
3. Information of the nominated auditors for the year 2026
4. Information of the Independent Directors proposed by the Company as proxy of 2026 Annual General Meeting of Shareholders (No. 77)
5. Definition & Qualifications of Independent Directors
6. the Company's Article of Association
7. Explanation on the appointment of proxy holders, registration process, registration documents, criteria for vote casting and counting, and guidelines for attending of electronic meeting (E-AGM)
8. Proxy Form B and Form C

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. 1/2026 held on February 26, 2026, to convene the 2026 Annual General Meeting of Shareholders via electronic method ("**E-AGM**") on **Wednesday, April 29, 2026 at 1400 hours** in accordance with the laws and regulations relating to electronic meetings with live broadcast from the Head Office Building of the Company, to determine the list of shareholders who are entitled to attend the E-AGM (Record Date) on Friday, March 13, 2026, and to consider the matters under the agenda together with the opinions of the Board of Directors as follows:

Agenda 1 To Acknowledge the Board of Directors' Report on the Company's Operating Results in 2025

Facts and Rationale: The Board of Directors has summarized the Directors' Report on the Company's performance and insignificant changes for the year 2025, which forms part of the Company's Annual Registration Statement / Annual Report (Form 56-1 One Report) delivered to

the Company's shareholders together with this Invitation to the 2026 Annual General Meeting, which can be found in [Attachment No. 1](#)

Board of Directors' Opinion: The Board considers it appropriate to propose to the 2026 Annual General Meeting for its acknowledgement of the Company's operating results in 2025 and other information about the Company.

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

Agenda 2 To Consider and Approve the Financial Statements for the Year Ended December 31, 2025, the Statement of Financial Position as at December 31, 2025, the Statement of Comprehensive income, the Statement of Changes in Shareholders' Equity and the Statement of Cash Flow for the year ended December 31, 2025, including the Auditor's Report

Facts and Rationale: Section 112 of the Public Limited Company Act B.E. 2535, as amended (the "PLCA"), prescribes that the Company shall prepare the annual financial statements as of the last day of the accounting period of the Company and that they have been audited by the auditor prior to submission to the Annual General Meeting for consideration and approval. The statement of financial position as at December 31, 2025, the statement of comprehensive income, statement of changes in equity, and statement of cash flow for the year ended December 31, 2025, which were approved by the Audit Committee and audited and certified by the Company's auditor, are presented in the 2025 Form 56-1 One Report delivered to all shareholders together with this Invitation to the 2026 Annual General Meeting and can be found in [Attachment No. 1](#).

Board of Directors' opinion: The Board considers it appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the financial statement for the year ended December 31, 2025, the statement of comprehensive income, statement of changes in equity, and statement of cash flow, 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, which can be found in [Attachment No. 6](#))

Agenda 3 To Consider and Approve the Appropriation of Profit from the Company's Performance in 2025 and Distribution of the Dividends including and Acknowledge the Interim Dividend Payment

Facts and Rationale: The Company has a policy of paying dividends of not less than 60% of net profit each year based on the operating results set forth in the consolidated financial

statements and the resolution at the shareholders' meeting. Therefore, the Company can pay dividends to shareholders under 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. However, such dividend payment is subject to the approval of the Shareholders' Meeting. The Board of Directors may decide to pay interim dividend to its shareholders that must be reported to the shareholders in the next meeting of shareholders.

According to the Company's separate statutory financial statements for the year ending December 31, 2025, the Company's net profit was THB 888.39 million. The retained earnings as of December 31, 2025, were THB 1,835.95 million, composed of THB 50 million of legal reserve and THB 1,785.95 million of un-appropriated retained earnings. The proposed annual dividend per share shall be THB 1.67 or THB 650.08 million in total based on 389,266,931 shares. Combining the 2025 interim dividend paid last year of THB 253.02 million according to the Board of Directors' resolution, the total dividend from full year 2025 performance shall be THB 903.10 million, equal to 102% of the separate statutory net profit and in line with the Company's policy to pay not less than 60%. The Company's financial statements ended December 31, 2025 are presented in the 2025 Form 56-1 One Report/Annual Report delivered to all shareholders together with this Invitation to the 2026 Annual General Meeting of Shareholders (E-AGM) and can be found in [Attachment No.1](#)

Information on Dividend Payment

On September 12, 2025, The Company had paid the interim dividend from net profit for the period January 1, 2025 to June 30, 2025 approved by Board of Directors' resolution on August 14, 2025 of THB 0.65 per share, amounting to THB 253,023,505. Below is a comparison of divided distribution for the year 2025 with the previous years:

Details of Dividend Payment		2025	2024	2023
1.	Net profit from separate financial statements (Baht)	888,390,126	1,016,102,848	1,179,347,233
2.	Number of ordinary shares			
2.1	Number of ordinary shares paid for interim dividend	389,266,931	389,266,931	389,266,931
2.2	Number of ordinary shares paid for Annual dividend	389,266,931	389,266,931	389,266,931
3.	Total dividend payment for the performance of the year (Baht/share)	2.32	2.57	2.57
3.1	Interim Dividend	0.65	0.90	0.90
3.2	Annual Dividend	1.67	1.67	1.67

Details of Dividend Payment		2025	2024	2023
4.	Total Dividend Payment	903,099,280	1,000,416,013	1,000,416,013
5.	Proportion of dividend on consolidated net profit (Percent)	102%	98%	85%

Board of Directors' opinion: Approved to propose to the 2026 AGM of Shareholders to consider and approve the dividend payment for the year 2025 from the Company's net profits and accumulated profit at the rate of THB 1.67 per share, amounting to THB 650,075,775. The total amount of the dividends for the 2025 net profits and accumulated profit for the period January 1, 2025 to December 31, 2025 is THB 2.32 per share, amounting to THB 903,099,280 and the total dividend payout ratio is in line with the Company's dividend policy. Since the Company had paid the interim dividend on September 12, 2025, from net profit for the period January 1, 2025 to June 30, 2025 approved by Board of Directors' resolution on August 14, 2025 of THB 0.65 per share, amounting to THB 253,023,505. Therefore, the Company will pay the remaining dividend, subject to approval by the 2026 AGM of Shareholders, at THB 1.67 per share, amounting to THB 650,075,775 and the Record Date to determine names of shareholders who will be entitled to the dividend payment for the year 2025 is May 8, 2026 (Record Date).

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 Approving the Directors' Remunerations for the Year 2026

Fact and Rationale: According to Section 90 of Public Limited Company Act and Article 24 of the Company's Articles of Association that the director's remuneration must be approved by the resolution of the shareholders meeting, 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 that 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.

The Board has considered as proposed by the Nomination and Remuneration Committee the amendment of the scheme of the Directors' Remuneration and Bonus to align with Allianz Fit & Proper Policy that applies to Allianz Global and Allianz's operating entities. For 2026, the Attendance Fee shall be remained the same as 2025 remuneration and all members shall receive a maximum of 4 attendances a year and shall be paid quarterly. Furthermore, the total amount of remuneration for members of Board and other Sub-Committees for the year 2026 shall be at amount not more than THB 11,000,000, which is THB. 1,000,000 higher than the previous year. Besides the cash remuneration proposed herein, the Directors shall not receive any other remuneration whether it is benefits, cash or in-kind remuneration.

Directors' Remuneration	2026* (Proposed Year) *	2025	2024
		Not more than THB 11,000,000	Not more than THB 10,000,000

* Change from previous year and pay in cash only, as well as no other remuneration whether it is benefits or in-kind remuneration

Directors' Remuneration consists of

1) A monthly retainer fee:

	2026	2025	2024
Chairman of the Board (per month)	40,000	40,000	40,000
Director of the Board (per month)	30,000	30,000	20,000

2) Attendance fee (paid based on meeting attendance, including teleconferences and online meetings):

	2026	2025	2024
All Directors (per month)	30,000	30,000	20,000

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 will be paid for all positions of Sub-Committee's members including the Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee as follows:

	2026	2025	2024
Chair of Sub-committee (per month)	22,500	22,500	22,500
Director of the Board (per month)	12,500	12,500	12,500

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

	2026	2025	2024
Chairman of the Board	912,000	912,000	912,000
Director of the Board	433,000	433,000	433,000

5) Other benefits – None –

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

Board of Directors' Opinion: approved to propose the 2026 Annual General Meeting of Shareholders (No.77) to consider the remuneration of the Company's Directors and Sub-Committee members for the year 2026 at the amount not more than Baht 11,000,000 (Eleven million Baht), which is Baht 1,000,000 higher than 2025 with details as mentioned above.

Voting: The resolution for this Agenda requires a vote of not less than two-thirds (2/3) of the total voting number of shareholders attending the meeting. (Article 39 of the Company's Articles of Association and Section 90 of Public Limited Company Act).

Agenda 5 To Consider Electing 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. Suwat Laicharoensup Independent Director and Chairman of Audit Committee
2. Mr. Pasu Lorhajun Independent Director and Nomination and Remuneration Committee Member
3. Mr. Laksna Thongthai Director
4. Mr. Thomas Charles Wilson Director, President and CEO
5. Ms. Patchara Taveechaiwattana Director

The Company invited shareholders to nominate a qualified candidate for a directorship and propose agenda items for the 2026 AGM from November 24, 2025 to January 30, 2026 through the Company's website and the Stock Exchange of Thailand channel. Despite the invitation, no proposals for qualified candidates or agenda items were proposed.

The Nomination and Remuneration Committee (NRC) 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 for the selection of directors. The NRC has determined that all 5 directors meet qualifications, as stipulated by the relevant laws and regulations mentioned above, including having independence, wisdom, talent, experience and expertise that are appropriate, and possess highly beneficial to the Company in serving as members of the Company's Board of Directors. The individuals nominated as independent director, namely Mr. Suwat Laicharoensup and Mr. Pasu Lohajun meet the qualifications that comply with the relevant laws and the requirements for independent directors. They can provide opinions independently, and their tenure as independent directors has not exceeded 9 years. Details regarding the requirement for independent director can be accessed in [Attachment No. 5](#). The NRC (excluding the Director with a conflict of interest, 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. Additionally, Mr. Suwat Laicharoensup and Mr. Pasu Lohajun have been proposed to continue serving as the independent director.

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 2026 Annual General Meeting of Shareholders and can be found in [Attachment No. 2](#).

Below is the 2025 record of each director attending the board of directors' and subcommittee meetings.

No	Name	Type of Director	Position	Year in Director Position	Meeting attendance in 2025				
					Board	AC	NRC	CG	AGM
1.	Mr. Suwat Laicharoensup	Independent Director and Chair of Audit Committee	Director and Chairman of Audit Committee	8	4/4	1/1	-	-	1/1
2.	Mr. Pasu Lorhajun	Independent Director and Chair of NRC	Director and Chairman of NRC	5.8	4/4	-	4/4	-	1/1
3.	Mr. Laksna Thongthai	Non-Executive Director	Director	32.1	4/4	-	-	-	1/1
4.	Mr. Thomas Charles Wilson	Executive Director	Director	5.2	4/4	-	-	-	1/1
5.	Ms. Patchara Taveechaiwattana	Director	Director	1.8	4/4	-	-	-	1/1

Board of Directors' Opinion: Considers it appropriate to propose that the Board of Directors, excluding the Directors with conflict of interest in the agenda, have deliberately considered qualifications of each candidate. The candidates have qualifications as required by the relevant laws and regulations and have knowledge, capability, and experience beneficial to the Company's development. Additionally, the candidates do not hold any positions in other businesses that could lead to conflicts of interest or competition with the Company. Furthermore, the Nomination and Remuneration Committee and the Board of Directors have reviewed and resolved to approve Mr. Suwat Laicharoensup and Mr. Pasu Lohajun for serving as an Independent Director. This decision is based on the candidate meeting the qualifications according to the relevant laws concerning the requirements for Independent Directors and fully possessing the independence qualifications as defined by the Company's definition of an Independent including their tenure as independent directors not exceeding 9 years. The Nomination and Remuneration Committee has proposed that the 2026 Annual General Meeting of Shareholders consider and re-elect the following five (5) retiring Directors to serve as the Company's Directors and Mr. Suwat Laicharoensup and Mr. Pasu Lohaju, also serve the independent director.

- | | |
|---------------------------------|---|
| 1. Mr. Suwat Laicharoensup | Independent Director and Chair of Audit Committee |
| 2. Dr. Pasu Lohajun | Independent Director and Chair of Nomination and Remuneration Committee |
| 3. Mr. Laksana Thongthai | Non-Executive Director |
| 4. Mr. Thomas Charles Wilson | Executive Director, President and CEO |
| 5. Ms. Patchara Tavechaiwattana | Non-Executive Director |

Voting: The resolution for this Agenda requires that each of the individuals nominated as Director to replace the Directors who retire by rotation receive the approval of the meeting by a majority vote of shareholders attending the meeting and casting their votes. (Article 18 of the Company's Articles of Association)

Agenda 6 To Consider Approving the Auditors, and Determining the Auditors' Remuneration for the Year 2026

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;
Mr. Paiboon Tunkoon	Certified Public Accountant Registration No. 4298;

be appointed as the Company's auditor for the year 2026 (seventh 7th) 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 auditor's fee for the Year 2026 remains the same amount as 2025 auditor's fee, which shall not be more than THB 2,546,500 (Two million five hundred forty-six thousand five hundred Baht) and no charge of non-audit fee. The out-of-pocket expenses must be not more than THB. 200,000 (Two hundred thousand Baht).

	2026 proposed (PWC)	2025
1. Annual Audit Fee, including Consolidated Financial statement	THB. 1,346,500	THB 1,346,500
2. Quarterly Financial Statements Audit Fee (3 quarters) including Consolidated Financial statement	THB 1,200,000	THB 1,200,000
Total	THB2,546,500	THB 2,546,500
Non-Audit Fee	-	-
Out-of-Pocket expenses	Not more than THB 200,000	Not more than THB 70,000

It is noted that PricewaterhouseCoopers ABS Ltd. (PwC) and the 3 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 a manner which may have affected their independent performance of auditing duties. Information about the proposed auditors for the year 2026 is delivered to the Company's shareholders together with this invitation to the 2026 Annual General Meeting of Shareholders and can be found in Attachment No. 3

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.

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

1. Appointment of the following auditors from PwC to be the auditors of the Company for the 2025 fiscal year:

- Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906;
- Mr. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298;
- Ms. Sinsiri Tangsombat Certified Public Accountant (Thailand) No. 7352

Be appointed as the Company's auditor for the year 2026 for the seventh (7th) 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.

2. Approval of the Company's 2026 audit fee of not more than THB.2,546,500 (Two million five hundred forty-six thousand five hundred Baht), which is the same as the year 2025. The out-of-pocket expenses must be not more than THB. 200,000 (Two hundred thousand Baht), and no non-audit fee.

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 7 To Consider any Other Business (if any)

From November 24, 2025 to January 30, 2026, the Company honored the right of the shareholders to propose any meeting agenda in advance under the Company's criteria which were solicited on the Company's website (www.ayud.co.th), but no shareholder proposed any agenda item.

All shareholders are cordially invited to attend the 2026 Annual General Meeting of Shareholders via electronic method (E-AGM) on Wednesday, April 29, 2026 at 1400 hours. Registration will open from April 20, 2026, until the time when the Meeting has ended.

The Company would like to seek 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 voting procedures as set out in Attachment No. 7. (Explanation on the Appointment of Proxy, Registration Process, Registration Documents, Vote Casting and Counting and Guideline Guidelines for Attending of Electronic Meeting)

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 Guideline Guidelines for Attending of Electronic Meeting)) to the Corporate Secretary of Allianz Ayudhya Capital Public Company Limited, corporatesecretary@allianz.co.th within April 28, 2026. 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 provided to the Company for logging into the AGM program via electronic method (E-AGM). The Company seeks cooperation from the

shareholders to provide their proxy to the Company's Independent Directors to attend and vote on their 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 another 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 in Attachment No. 8 or download Proxy Form B or Form C. (Form C. is applicable only to foreign shareholders as registered in the registration book who have a custodian in Thailand) from the Company's website at www.ayud.co.th. Alternatively, a 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 holders for shareholders can be found in Attachment No. 4.

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 April 28, 2026 for the attention of 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 at corporatesecretary@allianz.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 Chairman of the Board of
Directors, Allianz Ayudhya Capital Public
Company Limited

Remark: All shareholders can access the Invitation to the 2026 Annual General Meeting (No. 77) via electronic method (E-AGM) and all related documents at the Company's website www.ayud.co.th from March 27, 2026. If any shareholders has any queries regarding the agenda of the 2026 Annual General Meeting (E-AGM), you can submit inquiries prior to the 2026 Annual General Meeting of Shareholders via email to corporatesecretary@allianz.co.th or via registered mail to the Corporate Secretary of Allianz Ayudhya Capital Public Company Limited at No. 898 Ploenchit Tower, 14th Floor, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330.

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> .