



Invitation to the 2026 Annual General Meeting of Shareholders (No.77)

Allianz Ayudhya Capital Public Company Limited
Wednesday, April 29, 2026 at 14.00 hours

Meeting Type:
Electronic Meeting (E-AGM)

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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> .

The 2025 Company's Annual Registration Statement / Annual Report (Form 56-1 One Report)

(The document is in the form of QR code, attached with the invitation to the 2026 Annual General Meeting of Shareholders.)



QR Code Downloading Procedure for the supporting documents for the 2026 Annual General Meeting of Shareholders

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand ("SET"), has developed a system which allows SET Listed Companies to send the shareholders' meeting related documents (e.g. Annual Report (56-1 One Report) in an electronic format via QR Code, thus allows the shareholders to access those documents

The aforementioned documents can be downloaded from the QR Code by following the steps below.

For iOS Operating System (iOS 11 and above)

1. Turn on the mobile camera
2. Turn the mobile camera to the QR Code to scan it
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android Operating System

1. Open applications such as QR CODE READER, Facebook or Line

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting

Information of individuals nominated as the Directors to replace Directors retired by rotation of the Company

Mr. Suwat Laicharoensup

Age (years): 76

Independent Director, Chairman of Audit Committee

Date of Appointment: April 20, 2018

- Appointed as Chairman of Audit Committee with effective on August 14, 2020

Education

- Bachelor's degree in Statistics, Chulalongkorn University

Training and Seminar by IOD

- Director Certification Program (DCP) Class 280/2019
- AACP Advanced Audit Committee Program (AACP) Class 38/2020

Training and Seminar (others)

- Project Management Financial Control / Advanced Project Management / Business Continuity
- Management/Effective Skill for I/S Professionals / Capacity Planning for Management
- Certified Information Security Manager (CISM)
- Certificate in IT Infrastructure Library (ITIL)
- 5th AZ Thailand Board Briefing Session, the annual seminar for all directors of Allianz Thailand

No. of share held (as of December 31, 2025)

Personal -None-

Spouse /Minor Child -None-

Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

Work Experiences (last 5 years)

Listed Companies*

| | |
|----------------|--|
| 2020 – Present | Independent Director, Chairman of the Audit Committee, Allianz Ayudhya Capital Pct. |
| 2019 – 2020 | Independent Director, Chairman of Nomination and Remuneration Committee, Allianz Ayudhya Capital Pcl.. |

Non-Listed Companies

| | |
|----------------|---|
| 2018 – 2023 | Independent Director, Chairman of the Audit Committee, Allianz Ayudhya General Insurance Pcl. |
| 1992 – 2023 | Director, ISACA Bangkok Chapter |
| 2017 – Present | Chairman, itSMF Thailand Association |

| | |
|----------------|---|
| 2005 – Present | Associate Judge, The Central Intellectual Property and International Trade Court |
| 2018 – Present | Advisor of Committee Counsel of Computer Engineering, Engineering Institute of Thailand |
| 2025 – Present | Director, Foundation for Siridhorn National Medical Rehabilitation Institute |

Remark Based in Thailand only and important position as Director in listed company*

Mr. Pasu Loharjun

Age (years): 66

Independent Director and Chairman of the Nomination and Remuneration Committee

Date of Appointment: July 31, 2020

- Appointed as Chairman of Nomination and Remuneration Committee with effective on August 14, 2020

Education

- Ph.D. in Industrial Engineering and Operations research, Virginia Polytechnic Institute and State University, USA
- Master of Industrial Engineering, Polytechnic Institute of New York, USA
- Bachelor in Electrical Engineering, Chulalongkorn University

Training and Seminar by IOD

- Subsidiary Governance Program (Class 6/2023)
- Risk Management Program for Corporate Leader (Class 33/2023)
- Boardroom Success through Financing and Investment (Class 9/2020)
- Role of Chairman Program (2017)
- Director Certification Program (DCP) Class 213/2015
- Financial Statements for Directors (2009)

Training and Seminar (others)

- Capital Market Academy Leadership Program (Class 22/2016), The Stock Exchange of Thailand
- Top Executive Program in Commerce and Trade (Class 8/2015), University of the Thai Chamber of Commerce
- Diploma, The Joint State-Private Sector Course (Class 23/2010), Thailand National Defence College
- 5th AZ Thailand Board Briefing Session, the annual seminar for all directors of Allianz Thailand

No. of share held (as of December 31, 2025)

Personal -None-

Spouse /Minor Child -None-

Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

Work Experiences (last 5 years)

Listed Companies*

| | |
|----------------|--|
| 2020 – Present | Independent Director and Chairman of Nomination and Remuneration Committee, Allianz Ayudhya Capital Pcl. |
| 2018 – Present | Independent Director, Chairman of Corporate Governance and Sustainability Committee and Member of Nomination and Remuneration Committee, Electricity Generating Plc. |

Non-Listed Companies

| | |
|----------------|---|
| 2023 – Present | Chairman, Thai-German Institute |
| 2021 – Present | Chairman of the Board of Directors, Export-Import Bank of Thailand |
| 2021 – Present | Independent Director, Thai Beverage Plc. (SGX Listed) |
| 2020 – Present | Advisor, Thailand Science Research and Innovation |
| 2020 – Present | Member of the TNI Council, Thai-Nichi Institute of Technology |
| 2020 – Present | Director and Chairman of Administrative Systems Development Subcommittee, Thailand Convention & Exhibition Bureau (Public Organization) |
| 2019 – Present | Committee Member, the Council of State |
| 2019 – Present | Director, Foundation for Industrial Development |

Remark Based in Thailand only and important position as Director in listed company*

Dr. Laksna Thongthai

Age (years): 71

Director

Date of Appointment: March 21, 1994

Education

- Ph.D. in Industrial and Systems Engineering, University of Southern California, Los Angeles, USA
- Master of Science in Systems Engineering, UCLA, Los Angeles, USA
- Bachelor of Science in Industrial Engineering, Chulalongkorn University

Training and Seminar by IOD

- Boards that Make a difference (BMD) Class 1/2016
- Diploma Examination Assigned from Graduate Member to become Fellow Member, Year 2000

Training and Seminar (others)

- Reinsurance and Insurance Management Training Courses from France, Germany, and England
- 5th AZ Thailand Board Briefing Session, the annual seminar for all directors of Allianz Thailand

No. of share held (as of December 31, 2025)

| | |
|---------------------|------------------|
| Personal | 6,241,050 shares |
| Spouse /Minor Child | -None- |

Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

Work Experiences (last 5 years)

Listed Companies*

2019 – Present Director, Allianz Ayudhya Capital Pcl.

Remark Based in Thailand only and important position as Director in listed company*

Mr. Thomas Charles Wilson

Age (years): 64

Director, President and Chief Executive Officer
(Authorized Director)

Date of Appointment: February 25, 2021

Education

- PhD in Economics, Stanford University, Stanford, California Emphasis in Macroeconomics
- Bachelor of Science in Business Administration, University of California Berkeley, California, emphasis in Finance, Real Estate and Accounting. Graduated with Honors.

Training and Seminar by IOD

- Director Certification Program (DCP) Class 313/2021

Educational Institution Lecturer

- Professor Doctor of the Executive Masters course in Value and Risk Management, Ludwig Maximilians University (LMU)
- Professor Doctor of the Masters Seminar Financial Institution Value Management, Ludwig Maximilians University (LMU) **No. of share held (as of December 31, 2025)**

Personal -None-

Spouse /Minor Child -None-

Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

Work Experiences (last 5 years)

Listed Companies*

2021 – Present Director, President and Chief Executive Officer, Allianz Ayudhya Capital Pcl.

Non-Listed Companies

2021 – Present President, Chief Executive Officer and Authorized Director, Allianz Ayudhya Assurance Pcl.

| | |
|-----------------|--|
| 2022 – Present | Chairman of the Board of Directors and Authorized Director, Aqua Holdings (Thailand) Ltd. |
| 2022 – Feb 2023 | Chairman of the Board of Directors and Authorized Director, Aetna Health Insurance (Thailand) Pcl. |
| 2020 | Deputy CEO & Head of Distribution, Allianz Ayudhya Assurance Pcl. |
| 2008 – 2020 | Chief Risk Officer, Allianz SE, Munich, Germany and Director, Allianz Alternative Risk Transfer, Switzerland |

Remark Based in Thailand only and important position as Director in listed company*

Ms. Patchara Taveechaiwattana

Age (years): 60

Director

Date of Appointment: August 13, 2024

Education

- Graduate Institution of Business Administration (GIBA), Master of Management (Marketing)
- Bachelor of Arts (Economics), University of Toronto
- Bachelor of Arts (English and French), Silpakorn University

Training and Seminar

- Allianz Asia Summit
- 5th AZ Thailand Board Briefing Session, the annual seminar for all directors of Allianz Thailand

No. of share held (as of December 31, 2025)

Personal -None-

Spouse /Minor Child -None-

Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

Work Experiences (last 5 years)

Listed Companies*

2024 – Present Director, Allianz Ayudhya Capital Pcl.

Non-Listed Companies

2010 – Present Chief Country Customer Officer, Allianz Ayudhya Assurance Pcl.

Remark Based in Thailand only and important position as Director in listed company*

Information of the nominated auditors for the year 2026

1. Ms. Sakhuna Yamasakul (Certified Public Accountant No. 4906)



Sakuna Yamsakul, CPA

Partner (signed the Company's Consolidated Financial Statements for a fifth year starting from year 2021).

+66 89 110 6321 | sakuna.yamsakul@pwc.com

Core expertise

- External audit
- Finance and accounting

Industry experience

- Life and General Insurance
- Banking and capital market

Years of experience

- 32

Education and qualifications

- Bachelor's degree (Second class honours) – Thammasat University
- Certified Public Accountant (Thailand)
- Member – Federation of Accounting Professions (FAP)
- Member of Ethics subcommittee - FAP

Languages

- Thai – native
- English – intermediate

PwC

Profile

- Sakuna has 32 years experience working with PwC Financial Services Industrial Practice, specialising in banking and capital market and insurance industry.
- Sakuna has extensive experience in providing audit and business advisory services to a wide range of local and multinational clients. She also support the implementation project for new accounting and development for TFRS 9 and TFRS 17.
- Sakuna is also responsible for a portfolio of clients including companies listed on the Stock Exchange of Thailand and subsidiaries of top-tier multinational clients in various industry sectors including banking, broker, insurance, manufacturing, trading, and property development .

Selected experience

Audit and advisory services

Sakuna has been actively involved in due diligence, acquisition process and special assignments. She also has an extensive experience working with regulated entities and addressing complex contractual accounting issues.

Regulatory collaboration

Sakuna was one of team member for the Bank of Thailand project to develop the guidance and standards on securities borrowing and lending and on the structured notes. Her experience of working with regulator, has provided her with a strong understanding of the regulatory environment in the region and in particular the issues facing developing markets in Thailand.

She is a dedicated representative committed to support TFAC's ethical development.

2. Mr. Paiboon Tunkoon (Certified Public Accountant No. 4298)



Paiboon Tunkoon, CPA

Partner & Chief Operating Officer

+66 81 816 9840 | paiboon.tunkoon@pwc.com

Core expertise

- Finance and accounting
- Consulting service (Accounting advice service)
- IPO and M&A

Industry experience

- Banking and Capital Market
- Life and non-life insurers
- Financial services

Years of experience

- 35

Education and qualifications

- Master of Business Administration - Chulalongkorn University
- Diploma in Advanced Auditing - Thammasat University
- Business Administration (Accounting) - Thammasat University
- CPA Thailand

Profile

- More than 35 years of experience in both auditing and consulting services. Paiboon started his career as an auditor in the financial service (FS) group in 1990. Paiboon has robust audit experience in banking and capital markets for a variety of clients – from branches, listed companies, and multinational corporations. He has provided a range of services beyond audit.
- He also provided consulting service to his clients in various industries including M&A, corporate finance and financial restructuring between 1997 and 2003
- Between 2006 and 2015, Paiboon led and managed key clients as well as operations at PwC Lao and PwC Cambodia. Paiboon started his career as an auditor in the financial service (FS) group in 1990. In 2007, he was seconded to financial advisory services (FAS) for seven years. During that period, he worked on a number of due diligence, business rehabilitation and debt restructuring assignments for both debtors and creditors.
- Currently, Paiboon provides assurance services to a number of large groups of listed companies and IPO clients. He also leads PwC's corporate responsibility, Net Zero and operations.

Relevant experience

- Specialising in audit and advisory, including financial services.
- Specialising in financial services, hospitality, retail and food.
- Experience in Board roles, such as markets (strategies), people and ESG (sustainability).
- Experience leading priority accounts (global and regional audit engagements).

3. Ms. Sinsiri Thangsombat (Certified Public Accountant No. 7352)



Sinsiri Thangsombat, CPA

Partner & Assurance Leader

+ 66 (0) 9 1 465 9998 | sinsiri.thangsombat@pwc.com

Core expertise

- IFRS conversion
- IPO and public offering process
- IFRS and Thai GAAP accounting advisory

Industry experience

- Banks / Funds
- Life and non-life insurers
- Financial Services

Years of experience

- 28

Education and qualifications

- Bachelor's degree in Business Administration, English Program, First Class Honours, Thammasat University
- Master's degree in Business Administration, Thammasat University
- Diploma in Taxation Course, The Institute of Legal Education, The Thai Bar
- COSO Enterprise Risk Management Certificate


Profile

- Sinsiri is an assurance leader and partner at PwC Thailand. She serves as the Assurance partner who oversees assurance and advisory services for listed companies and multinational companies.
- Sinsiri joined the firm in 1999 and has extensive experiences in auditing financial statements of banks and has provided financial consulting to banks, funds, asset management companies, life and non-life insurers and other financial institutions. Her technical knowledge also spans the area of financial reporting, accounting advisory, data gap, data mapping, GAAP conversion, governance and internal controls, operational strategy, operations management, business development, and public offerings.
- Sinsiri received a Bachelor of Business Administration, English Program, with first-class honours and a Master's degree in Business Administration at Thammasat University. She is licensed as a Certified Public Accountant (CPA) and is qualified as an approved auditor by SEC.

Selected experience

- Viewed as Trusted Advisor to her clients and in the industries, Sinsiri has been appointed as the advisor to numerous accounting and business transformation projects, including IFRS 9 implementation for local banks. She has profound understanding of treasury products, derivatives and hedge accounting. Her main areas of technical advice on accounting issues are within the context of Thai Accounting Standards and International Financial Reporting Standards, particularly on IFRS 9, IAS 39, IAS 32 and IFRS 7. Sinsiri also supports regulator including the Bank of Thailand and OIC regarding to the impact of IFRS implementation.
- She has been an accomplished speaker and often invited as a guest presenter in conferences, focusing on IFRS 9 requirements and implementation for PwC clients, regulators, and public seminars.


**Information of the Independent Directors proposed by the Company
as proxy of 2026 Annual General Meeting of Shareholders (No. 77)**

| | | | |
|---|---|--|--------------------------------------|
|  | 1. Dr. Jamlong Atikul | | |
| | Age | 77 years | |
| | Nationality | Thai | |
| | Position | Chairman of the Board of Director and Independent Director | |
| | Date of Appointment | June 13, 2019 | |
| Shareholding (As of December 31, 2025) | -None- | Duration of Directorship | 6 years 9 months (as of AGM date) |
| Attendance of Meeting 2025 | - Board of Directors Meeting 4/4 (100%) | | |
| Business Address | No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 | | |
| Conflict of interest in the Meeting | -NONE- | | |
| Remark: No special interest which is different from other directors in all agenda proposed in the 2026 Annual General Meeting of Shareholders | | | |

**Information of the Independent Directors proposed by the Company
as proxy of 2026 Annual General Meeting of Shareholders (No. 77)**

| | | | |
|---|--|---|---------------------------------------|
|  | 2. Mr. Vichit Kornvityakoon | | |
| | Age | 75 years | |
| | Nationality | Thai | |
| | Position | Independent Director, Audit Committee Member and Chairman of the Corporate Governance Committee | |
| | Date of Appointment | January 28, 2013 | |
| Shareholding (As of December 31, 2025) | -None- | Duration of Directorship | 11 years 3 months (as of AGM date) |
| Attendance of Meeting 2025 | - Board of Directors Meeting | 4/4 | (100%) |
| | - Audit Committee | 4/4 | (100%) |
| | - Corporate Governance Committee Meeting | 4/4 | (100%) |
| Business Address | No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpin, Pathumwan, Bangkok 10330 | | |
| Conflict of interest in the Meeting | -NONE- | | |
| Remark: | | | |
| No special interest which is different from other directors in all agenda proposed in the 2026 Annual General Meeting of Shareholders | | | |

**Information of the Independent Directors proposed by the Company
as proxy of 2026 Annual General Meeting of Shareholders (No. 77)**

| | | | |
|---|---|---|-----------------------------|
|  | 3. Mrs. Wanna Thamsirisup | | |
| | Age | 69 years | |
| | Nationality | Thai | |
| | Position | Independent Director, Member of Audit Committee | |
| | Date of Appointment | April 29, 2024 | |
| Shareholding (As of December 31, 2025) | -None- | Duration of Directorship | 2 years (as of AGM date) |
| Attendance of Meeting 2025 | - Board of Directors Meeting - Audit Committee Meeting | 4/4 4/4 4/4 | (100%) (100%) (100%) |
| Business Address | No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 | | |
| Conflict of interest in the Meeting | -NONE- | | |
| Remark: | | | |
| No special interest which is different from other directors in all agenda proposed in the 2026 Annual General Meeting of Shareholders | | | |

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.

10. Having Knowledge and understanding of the nature of business of the Company as well as the knowledge that is beneficial to the business operations of the Company.

11. Independent directors shall report to the Board of Directors immediately if see any incidents that might make them ineligible to independence as independent director

12. The Independent Director shall serve for a term of not exceeding 9 years.

13. The Independent Director should not hold directorship in other listed companies more than 5 listed companies.

After an independent director has been appointed in accordance with the characteristics mentioned above, the independent director may be assigned by the Board of Directors to determine on the operation of the Company, its subsidiaries, affiliates, subsidiaries in same tier, major shareholders or controlling person of the Company. The decision shall be made in the form of collective decision.

Remark: This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one (1) percent and indicates especially in item 12 and item 13 as the additional reference part available on the 2025 Company's Annual Registration Statement / Annual Report (Form 56-1 One Report and as the additional reference information for individual nominated for re-election as a director for another term.

The Company's Article of Association in relation to the 2026 Annual General Meeting

Chapter 4: Directors

- Clause 16 The Company shall have a Board of Directors comprising at least five Directors to conduct the business of the Company, not less than half of whom shall reside within the Kingdom.
- Clause 17 The Directors shall be natural persons and shall:
- (1) Be sui juris
 - (2) Not be bankrupt, incompetent or quasi-incompetent
 - (3) Have never been imprisoned on the final judgment of a court for an offense related to the property committed with dishonest intent
 - (4) Have never been dismissed or removed from government service, or a government organization or a government agency in punishment for dishonesty in performing their duties
 - (5) Not be disqualified by the law.
- Clause 18 The Directors shall be elected at the shareholders' meeting in accordance with the following rules and procedures:
- (1) Each shareholder shall have a number of votes equal to the number of shares held.
 - (2) In electing the Director, one or more than one Director may be elected at a time, as the shareholders' meeting may deem fit. For each resolution, however, the shareholder shall exercise all the votes it has under (1) and shall not allot its votes to any person in any number.
 - (3) The election of the Director shall be made by majority votes. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
- Clause 19 At each annual general meeting of the Company, one-third of the Directors, or, if their numbers cannot be divided by three, then the number nearest to one-third must retire from the office. After the effective date of this Articles of Association, the drawing lots shall select the retirement under the first paragraph for the first and second year. In subsequent years, the Director who has held office the longest shall retire.
- Clause 20 Apart from retirement by rotation, the Director shall vacate office upon:
- (1) Death;
 - (2) Resignation;
 - (3) Loss of qualifications or disqualification by Laws;
 - (4) the resolution of the shareholders' meeting passed by the vote of not less than three quarters of the number of the shareholders attending the meeting who have the right to vote and who have the shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote; and
 - (5) Removal order by the court
- Clause 22 In case where vacancy among the members of the Board of Directors occurs otherwise than by rotation, the Board of Directors shall appoint a person who has the qualifications and who is not disqualified by the Law as the replacement Director in the following meeting of the Board of Directors, unless the remaining term in office of the retired Director is less than two months.
- The resolution of the board of directors under paragraph one must be supported by votes of not less than three-fourths of the number of the remaining directors.
- The replacing director under paragraph one shall hold office only for the remaining term of the replaced director
- Clause 24 Directors are entitled to receive remuneration from the Company in form of prize, allowance, traveling expense, bonus, or other compensation pursuant to Articles of Association or resolution of the shareholder meeting. The amount of such remuneration may be an exact amount calculated based on the designated rules and may be enforceable for a specified period or until it is amended. Apart from the abovementioned, any per diem and welfare shall be paid in accordance with the rules of the company.

The right to receive remuneration in the foregoing paragraph shall not affect the right of an employee who is elected to be the Director to receive remuneration as the employee of the Company.

Chapter 6: Shareholders' Meeting

Clause 31 The Annual General Meeting of Shareholders shall be held within four months after the end of the fiscal year in the Company.

All other general meetings are called "Extraordinary General Meetings". The board of Directors may summon the Extraordinary General Meetings whenever they deem fit.

Clause 32 The business to be considered at the Annual General Meeting of the Shareholders is as follows:

- (1) To consider report of the Board of Directors showing the business operation of the Company during the past year;
- (2) To consider and approve the balance sheet and the statement of profit and loss;
- (3) To consider distribution of profits;
- (4) To elect the Director
- (5) To elect the auditors and determine the auditing fee
- (6) Other business (if any)

Clause 34 In calling a shareholders' meeting, the Board of Directors shall prepare a written notice, specifying place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the Board of Directors in the said matters (if any), and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice shall also be published in a newspaper at least three consecutive days prior to the date of the meeting at least three days.

Clause 35 Shareholders are entitled to attend and vote at the shareholders' meeting but they may authorize other sui juris persons as proxies to attend and vote at any meeting on their behalf. The appointment shall be made in writing pursuant to the proxy form specified by the Registrar and signed by the principal and proxy. The proxy shall be submitted to the Chairman on the Board or to the person designated by the Chairman of the Board at the place, which the meeting is held before the meeting starts.

Clause 36 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is lesser and either case such shareholders shall hold in an aggregate amount of not less than one-third of the total number of shares sold by the Company, unless otherwise specified by the law.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for the quorum as defined in the first paragraph, and if such shareholders' meeting is called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders at least seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Clause 37 The Chairman of the Board shall be the Chairman of the shareholders' meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a vice-Chairman, the vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no vice-Chairman or there is a vice-Chairman but cannot perform his duty, the shareholders present at the meeting shall elect one of the shareholders present at the meeting to act as the Chairman of the meeting.

- Clause 38 The Chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence in the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.
- Clause 39 Unless otherwise specified in this Articles of Association or by the Law, any decision or passing of the resolution of the shareholders' meeting requires a majority vote by the shareholders who attend the meeting and vote. In exercising their votes, the shareholder shall have one vote per one share. In the event of a tie, the Chairman shall have a casting vote.

Chapter 7: Accounting Finance and Auditing

- Clause 40 The fiscal year of the Company shall start from January 1 and end on December 31 of every year.
- Clause 42 The Board of Directors shall submit the balance sheet and the statement of profit and loss as the last day of the fiscal year which has been audited and certified by the auditor to the Annual General Meeting of the shareholders for approval.
- Clause 43 The Board of Directors shall deliver the following documents to the shareholders along with the written notice calling for an Annual General Meeting;
- (1) Copies of the audited balance sheet and the statement of profit and loss together with the audit report prepared by the auditor
 - (2) The annual report of the Board of Directors
- Clause 44 Dividends shall not be paid other than our profits and the Company shall appropriate to a reserve fund annual net profit at least in an amount specified by the Law. The company may distribute the profit which remains after such appropriation other reserve as they deem fit, provided that this approved by shareholders' meeting.
- The Board of Directors may pay interim dividends to the shareholder from time to time if the Board of Directors believes that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholders' meeting.
- Payment of dividends shall be made within the period specified by the Law after the date of the resolution of the shareholders' meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.
- Clause 46 The auditor shall not be a Director, staff member, employee or person holding any position or having any duty in the Company.
- Clause 47 The auditor has the power to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard, the auditor shall also have the power to question the Directors, staff members, employees, persons holding any position or having any duty in the Company, and agents of the Company, including directing them to clarify any matters or to deliver documents or evidence in connection with the operation of the business of the Company.
- Clause 48 The auditor has the right to present a written explanation to the shareholders' meeting and has the duty to attend every shareholder's meeting at which the balance sheet, the statement of profit and loss, and the problems relating to the accounts of the Company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders in that shareholders' meeting.
- Clause 49 The company shall deliver to the Registrar the annual report together with copies of the audited balance sheet and the statement of profit and loss which have already been approved by the

shareholders' meeting and a copy of the minutes of the shareholders' meeting, only the part concerning the approval of the balance sheet, the allocation of profit and the distribution of dividends, certified to be true by a person authorized to sign on behalf of the Company. The Company shall also publish the balance sheet for public information in a newspaper for a period of at least one day within one month from the date of the shareholders' meeting at which the approval of the balance sheet is granted.

Chapter 9: The Final Chapter

Clause 54 All the rules and regulations or the approval of the Board of Directors or the shareholders' meetings which have been prescribed or given to the Board of Directors before the date this Articles of Association become effective and as well as not against or in conflict with this Articles of Association and law, remain valid and effective until the changes are occurred.

Clause 56 The Company may change or additional amend of the Memorandum and Articles of Association of the Company only when the shareholders' meeting has passed a resolution by a vote of no less than three-fourths of the total votes of shareholders attending the meeting and having voting rights, provided that the Company shall apply to register such resolution within 14 days from the date of the resolution.

Explanation on the Appointment of Proxy, Registration Process, Registration Documents, Vote Casting and Counting and Guideline Guidelines for Attending of Electronic Meeting

Allianz Ayudhya Capital Public Company Limited (“The Company”) will hold the 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026 at 14.00 hrs. via electronic method (E-AGM) according to laws and regulations relating to electronic meeting with live broadcast from the Head Office Building of the Company.

Verification of the identity of shareholders or proxies (within April 28, 2026)

The shareholders or proxies shall deliver the identity documents as specified below to Corporate Secretary, corporatesecretary@allianz.co.th **within April 28, 2026**.

1. Self-Attending

1.1 Natural Person

- (1) Notice of the Meeting, which is signed by the shareholder
- (2) A copy of official documents, which is issued by government authorities i.e. the identification card, government officer identification card, driving license or passport certified true copy by the shareholders, including the evidence of name or last name’s change.

1.2 Juristic Person by Shareholders Representative (Authorized Director)

- (1) Notice of the Meeting, which is signed by the shareholder representative (Authorized Director)
- (2) Certified true copy of the shareholder’s Affidavit (issued not later than one year) showing that the shareholder representative (Authorize Director attending the meeting) has the authority to act on behalf of the juristic person shareholder
- (3) Certified true copy of official documents issued by government authorities of the shareholder representative (Authorized Director) as specified in item 1.1 (2)

2. Proxy

2.1 Natural Person

- (1) Notice of the Meeting, which is signed by the proxy
- (2) The Proxy Form as attached in the Notice of the Meeting (Proxy Form B), completely filled in and signed by the shareholder and the proxy
- (3) A copy of official documents, which is issued by government authorities of the shareholder as specified in item 1.1 (2) which is certified true by the shareholder

- (4) Certified true copy of official documents issued by government authorities of the proxy as specified in item 1.1 (2)

2.2 Juristic Person

- (1) Notice of the Meeting, which is signed by the proxy
- (2) The Proxy Form as attached in the Notice of the Meeting (Proxy Form B), completely filled in and signed by the authorized person of the juristic person shareholder and the proxy
- (3) A copy of the shareholder's Affidavit (issued not later than one year) certified true by the authorized person of the juristic person shareholder and a Power of Attorney (if any) showing that the person who sign the Proxy Form has the authority to act on behalf of the juristic person shareholder
- (4) A copy of an official document issued by government authorities of the authorized person as specified in item 1.1 (2) which is certified true by said authorized person
- (5) Certified true copy of official documents issued by government authorities of the proxy as specified in item 1.1 (2)

2.3 Granting Proxy to the Company's Independent Directors as listed in Attachment 5

- (1) Notice of the Meeting
- (2) The Proxy Form as attached in the Notice of the Meeting (Proxy Form B), which is marked in front of only one of the name of the Independent Directors specified in the Proxy Form to be your proxy, completely filled in and signed by the shareholder
- (3) In case the shareholder is a natural person, documents as specified in item 2.1 (3)
- (4) In case the shareholder is a juristic person, document as specified in item 2.2 (3) and 2.2 (4)

3. For Foreign Investor appointing the Custodian in Thailand

- (1) Notice of the Meeting, which is signed by the proxy
- (2) The Proxy Form (Form C) as attached in the Notice of the Meeting, completely filled in and signed by the shareholder and the proxy
- (3) Documents as specified in item 1.2 or 2.2
- (4) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf
- (5) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business

The foreign institutional investors who are nominated by their commercial banks as custodian shall provide Know Your Customer (KYC) and Customer Due Diligence (CDD) to be complied with rules and regulation from Bank of Thailand as well as Ministerial Regulation prescribing rules and procedures for Customer Due Diligence B.E. 2556 (2013) by the Anti-Money Laundering Act B.E. 2542 (1999) to identify, prove and scrutinize nature of such investors and to reduce risk whether such investors are not the natural person. However, the Company considers such investors as proxy of shareholders to cast voting rights.

Remarks

1. The shareholder or proxy shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) to Corporate Secretary, corporatesecretary@allianz.co.th within April 28, 2026. Once the Company has verified the list of shareholder according to the latest Record Date, the Company 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 shareholder to proxy the Company's Independent Directors to attend and vote on your behalf instead of attending the meeting themselves.
2. Allocation of shares to several proxies to vote in the Meeting is not allowed. Shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by Foreign Investor in accordance with Proxy Form C.
3. Please affix THB 20 stamp duty and specify the date of Proxy Form across such stamp duty.
4. In case of juristic person shareholders, if the person who sign in the POA or Proxy Form is not an authorized director as specified in the Affidavit, the attendee shall prepare the POA showing that the attendee has authority to attend the meeting and cast the vote on behalf of the juristic person shareholder. All complete POAs must be made uninterruptedly.

For more details about the Company's privacy notice, please visit [Privacy Notice](#)

Criteria for Vote Casting and Counting

1. The Chairman of the Meeting or a person designated by the Company shall explain casting and counting vote procedure before commencement of the meeting. The Company shall count and sum up votes on each agenda item of shareholders or the proxy who attend the meeting and cast votes. Results on each agenda item shall be announced to the meeting before the meeting is adjourned. The Company will arrange to have the inspector for examine procedures on counting vote in the Meeting to ensure our transparency and compliance with the laws and the Company's Articles of Association.
2. In casting votes, one share carries one vote.
3. Prior to counting votes on each agenda item, the Company would suspend the registration. The registration would be resumed upon conclusion of the counting of votes on each agenda item. As for shareholders or proxies attending the meeting after the meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the meeting. As a result, the number of shareholders on each agenda item may vary.
4. In case that shareholders appointing their proxies have clearly voted for, voted against or abstained from voting on the respective agenda items and the Company has collected and recorded such votes for processing in advance in computer. Therefore, the proxies attending the meeting shall not receive the voting cards from the Company.
5. The Chairman of the Meeting or a person designated by the Company may request that any shareholders attending the meeting in person or proxies and intending to vote against or abstain from voting use voting system as provided by the Company, and such shareholders or proxies would be required to study "**Guidelines for attending the 2026 Annual General Meeting of Shareholders of Allianz Ayudhya Public Company Limited via electronic method (E-AGM)**" as indicated in next topic.
6. In counting of votes, resolutions shall be passed by votes as follows:

Agenda No. 2, No. 3, No. 5 and No. 6 require the approval of the meeting by a majority of vote of shareholders attending and casting the votes at the meeting.

Except for:

- Agenda 1** which is for acknowledge the Board of Directors' Report on 2025 Operating Results and thus voting is not required.
 - Agenda 4** which is for consider approving the Directors' Remuneration for the Year 2026 and requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.
7. In connection with the **Agenda 5** which is for the consideration and approval of the appointment of the directors to replace those retiring by rotation in accordance with the criteria set out in Article 18 of the Company's Articles of Association as follows.
 - (1) One shareholder has the vote equal to 1 share per 1 vote
 - (2) In the election of directors, it shall vote by selecting individual director, one person at a time or many people at a time as the shareholders' meeting deems appropriate, but in each voting, each


- shareholder shall vote with the total votes under (1), cannot add the votes to any person.
- (2) Voting for election of directors shall be made by a majority of votes. If the votes are equal, the chairman of the meeting shall have the deciding vote.

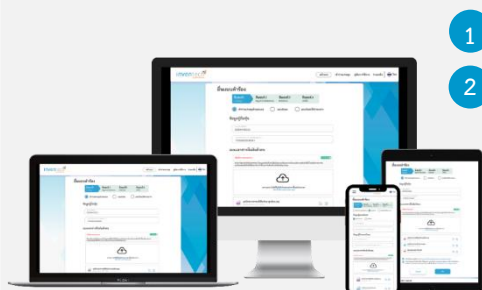
For the purpose of casting a vote on this agenda item, the Company would collect the voting results from all shareholders attending the meeting to ensure the transparency in counting votes which may be requested for review at a later date. As for shareholders appointing proxies, the Company will examine the casting of votes in their proxy forms.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://sent.inventech.co.th/AYUD415925R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from **April 20, 2026 at 8:30 a.m. and shall be closed on April 29, 2026 Until the end of the meeting.**

3. The electronic conference system will be available on **April 29, 2026 at 12:00 p.m. (2 hours before the opening of the meeting)**. Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 28, 2026. at 5.00 p.m.

Company Name: Allianz Ayudhya Capital Pcl.

Department: Company Secretary of Allianz Ayudhya Capital Public Company Limited

Address: 898 Ploenchit Tower, 14th Floor, Legal and Corporate Governance Department, Ploenchit Road, , Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330

If you have any problems with the software, please contact Inventech Call Center

 02-460-9221

 @inventechconnect

The system available during 20 – 29, April 2026 at 08.30 a.m. – 05.30 p.m.

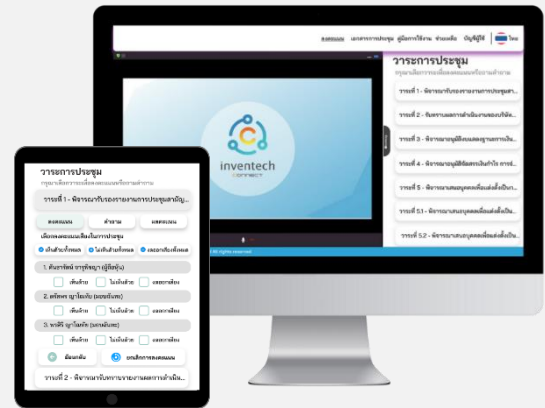
(Specifically excludes holidays and public holidays)



Report a problem
@inventechconnect

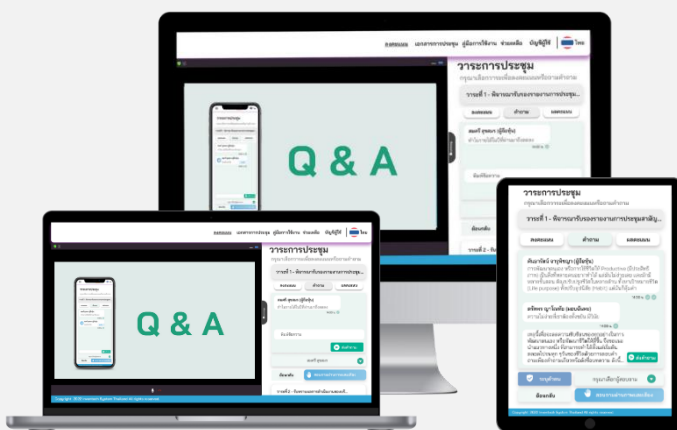
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via InvenTech Connect



➤ Select which agenda

➤ Click on “Question” button

1 Ask a question

➤ Type the question then click “Send”

2 Ask the question via video

➤ Click on “Conference”

➤ Click on “OK” for confirm your queue

➤ Please wait for the queue for you then your can open the microphone and camera

How to use InvenTech Connect



User Manual and Video of using InvenTech Connect

* Note Operation of the electronic conferencing system and InvenTech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use system.

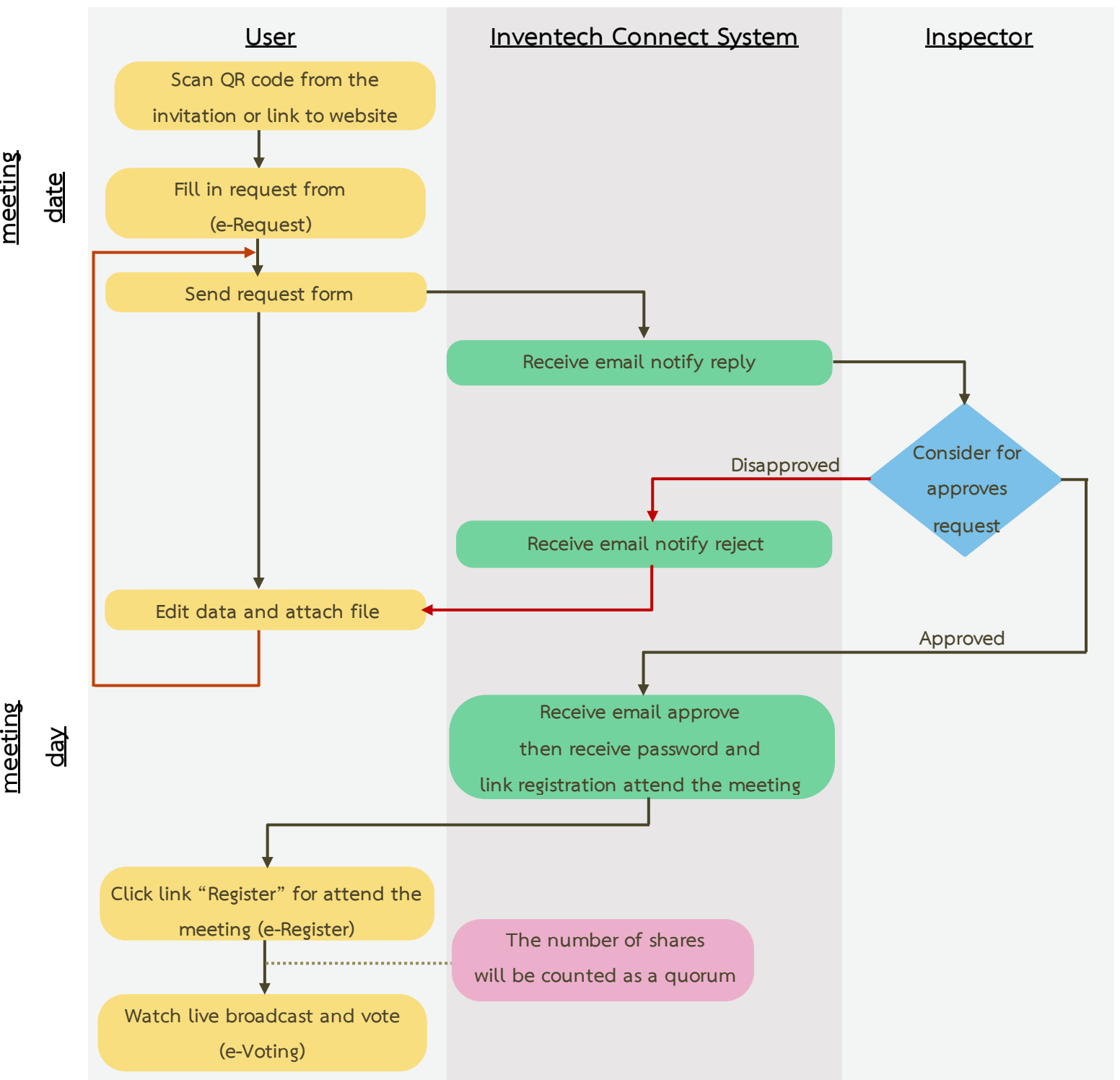
1. Internet speed requirements

- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video: Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.
- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting**Condition of use****In case Merge account/change account**

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

หนังสือมอบฉันทะ (แบบ ข.) (แบบที่กำหนดรายการต่างๆ ที่มอบฉันทะที่ละเอียดและชัดเจน)

Proxy Form (Form B.) (Specific Details Form)

ติดอากรแสตมป์

20 บาท

Affix duty stamp

THB 20

เขียนที่ (Written at).....

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า (I/We)..... สัญชาติ (Nationality).....

อยู่บ้านเลขที่ (Residing at)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code).....

(2) เป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ ออยุธยา แคปปิตอล จำกัด (มหาชน)

Being a shareholder of Allianz Ayudhya Capital Public Company Limited

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Holding the total amount of ordinary shares shares and has the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วยลำดับที่ 5)

Hereby appoint (the shareholder may appoint the independent director of the Company of which details as in Attachment 5)

 (1) ชื่อ (Name)..... อายุ (Age)..... ปี (Years)

อยู่บ้านเลขที่ ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

Residing at Road Tambol/Khwaeng Amphur/Khet Province Postal code

or

 (2) ชื่อ (Name).....ดร. จำลอง อติกุล (Dr. Jalong Atikul)..... อายุ (Age) 77 ปี (Years) ในฐานะกรรมการอิสระของบริษัท

(Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน จังหวัด

กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng Lumpini Amphur/Khet

Pathumwan, Province Bangkok Postal code 10330 or

 (3) ชื่อ (Name).....นายวิชิต กรวิทย์คุณ (Mr. Vichit Komvitakoon)..... อายุ (Age) 75 ปี (Years) ในฐานะกรรมการอิสระของ

บริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน จังหวัด

กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng Lumpini Amphur/Khet

Pathumwan, Province Bangkok Postal code 10330 or

 (4) ชื่อ (Name).....นางวรรณภา ธรรมศิริทรัพย์ (Mrs. Wanna Thamsirisud)..... อายุ (Age) 69 ปี (Years)

ในฐานะกรรมการอิสระของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี

อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng

Lumpini, Amphur/Khet Pathumwan, Province Bangkok Postal code 10330

The independent directors have no special stake in all agenda.

(ทั้งนี้ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในการพิจารณารายละเอียดในทุกวาระในการประชุมครั้งนี้)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 (ครั้งที่ 77)

ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันที่ 29 เมษายน 2569 เวลา 14.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน

เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2026 Annual General Meeting of Shareholders (No. 77) via electronic method (E-AGM) on Wednesday,

April 29, 2026 at 1400 hrs. with live broadcast from the Head Office Building of the Company, or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/We grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานของคณะกรรมการบริษัทประจำปี 2568**Agenda 1 To Acknowledge the Board of Directors' Report on the Company's operating results in 2025**

(ไม่มีการลงคะแนนเสียงในวาระนี้/No casting of votes in this agenda)

วาระที่ 2 พิจารณาอนุมัติงบแสดงฐานะการเงิน สำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2568 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น งบกระแสเงินสด และรายงานผู้สอบบัญชี**Agenda 2 To Consider and Approve the Financial Statements for the Year Ended December 31, 2025, the Statement of Comprehensive income, the Statement of Changes in Shareholders' Equity and the Statement of Cash Flow including the Auditor's Report** (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

 (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณาอนุมัติจัดสรรเงินกำไรจากการดำเนินงานในปี 2568 และการจ่ายเงินปันผลเงินสดประจำปี รวมทั้งรับทราบการจ่ายเงินปันผลระหว่างกาล**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 in 2025** (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

 (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2569**Agenda 4 To Consider Approving the Directors' Remuneration for the Year 2026** (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

 (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**Agenda 5 To Consider Electing the Directors to Replace those Retiring by Rotation** (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

 (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

การเลือกตั้งกรรมการเป็นรายบุคคล / Election of the following directors:

- 5.1 ชื่อกรรมการ นายสุวัฒน์ หลายเจริญทรัพย์/ Name of director Mr. Suwat Laicharoensup
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.2 ชื่อกรรมการ นายพสุ โลหารชุน/Name of director Mr. Pasu Lorhajun
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.3 ชื่อกรรมการ นายลักษณ ทองไทย/ Name of director Mr. Laksna Thongthai
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.4 ชื่อกรรมการ นายโทมัส ชาร์ลส วิลสัน/ Name of director Mr. Thomas Charles Wilson
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.5 ชื่อกรรมการนางสาวพัชรา ทวีชัยวัฒนะ/ Name of the director Ms. Patchara Taveechaiwattana
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 6 พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2569Agenda 6 To Consider Approving the Auditors and the Determinating the Auditors' Remuneration for the Year 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 7 พิจารณาเรื่องอื่นๆ (ถ้ามี)Agenda 7 To Consider any Other Business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Where any vote taken by the Proxy does not conform to those specified herein, it shall be deemed that such vote is invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify my/our voting intention in any agenda items or not clearly specify or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of a ny fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(7) กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the Proxy in this meeting shall be deemed to be the action performed by myself/ourselves, except for the case that the Proxy does not cast the vote as specified herein.

ลงนาม/Signedผู้มอบฉันทะ/Grantor
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

Remark:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. The shareholder may grant the power to the proxy for all of the shares specified in Clause (3) or grant only a portion of the shares less than those specified in Clause (3) to the proxy.
3. For the election of directors, the vote many elect some or all of the nominees.
4. If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting. He/she may mark the statement as identified in (7).

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Supplemental Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ ออยุธยา แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 (ครั้งที่ 77) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพุธที่ 29 เมษายน 2569 เวลา 14.00 น. โดยถ่ายทอดสด จากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2026 Annual General Meeting via electronic method (E-AGM) on Wednesday, April 29, 2026 at 14.00 hrs., with live broadcast from the Head Office Building of the Company, or at any adjournment thereof to any other date, time, and venue.

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงนาม/Signed ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
()

แบบหนังสือมอบฉันทะ ตามที่กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ กำหนด
Proxy Forms as specified by Department of Business Development, Ministry of Commerce

หนังสือมอบฉันทะ (แบบ ค.) (สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งโดยคัสโตเดียนในประเทศไทย)

ติดอากรแสตมป์

20 บาท

Affix duty stamp

THB 20

Proxy Form (Form C.) (For Foreign shareholders who have custodians in Thailand only) (Specific Details Form)

เขียนที่ (Written at)

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า (I/We) สัญชาติ (Nationality)

อยู่บ้านเลขที่ (Residing at) ถนน (Road) ตำบล/แขวง (Tambol/Khwaeng)

อำเภอ/เขต (Amphur/Khet) จังหวัด (Province) รหัสไปรษณีย์ (Postal Code)

(2) เป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ ออยุธยา แคปิตอล จำกัด (มหาชน)

Being a shareholder of Allianz Ayudhya Capital Public Company Limited

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Holding the total amount of ordinary shares shares and has the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วยลำดับที่ 5)

Hereby appoint (the shareholder may appoint the independent director of the Company of which details as in Attachment 5)

 (1) ชื่อ (Name) อายุ (Age) ปี (Years)

อยู่บ้านเลขที่ ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

Residing at Road Tambol/Khwaeng Amphur/Khet Province

Postal code or

(2) ชื่อ (Name) ดร. จำลอง อติกุล (Dr. Jalong Atikul) อายุ (Age) 77 ปี (Years) ในฐานะกรรมการอิสระของบริษัท

(Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน จังหวัด

กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng Lumpini Amphur/Khet

Pathumwan, Province Bangkok Postal code 10330 or

 (3) ชื่อ (Name) นายวิชิต กรวิทย์คุณ (Mr. Vichit Komvityakoon) อายุ (Age) 75 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng Lumpini

Amphur/Khet Pathumwan, Province Bangkok Postal code 10330 or

 (4) ชื่อ (Name) นางวรรณ ธรรมศิริทรัพย์ (Mrs. Wanna Thamsirisup) อายุ (Age) 69 ปี (Years)

ในฐานะกรรมการอิสระของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี

อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng

Lumpini, Amphur/Khet Pathumwan, Province Bangkok Postal code 10330

The independent directors have no special stake in all agenda.

(ทั้งนี้ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในการพิจารณารายละเอียดในทุกวาระในการประชุมครั้งนี้)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 9 (ครั้งที่ 77) ผ่าน
สื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพุธที่ 29 เมษายน 2569 เวลา 14.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึง เดือนไปณ
 วัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders (No. 75) via electronic method (E-AGM) on Tuesday,
 April 29, 2025 at 1400 hrs. with live broadcast from the Head Office Building of the Company, or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/We grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 **รับทราบรายงานผลการดำเนินงานของคณะกรรมการบริษัทประจำปี 2568**

Agenda 1 **To Acknowledge the Board of Directors' Report on the Company's operating results in 2025**

(ไม่มีกรลงคะแนนเสียงในวาระนี้/No casting of votes in this agenda)

วาระที่ 2 **พิจารณาอนุมัติงบแสดงฐานะการเงิน สำหรับปีที่สิ้นสุด ณ วันที่ 31 ธันวาคม 2568 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น งบกระแสเงินสด และรายงานผู้สอบบัญชี**

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 **พิจารณาอนุมัติจัดสรรเงินกำไรจากการดำเนินงานในปี 2568 และการจ่ายเงินปันผลเงินสดประจำปี รวมทั้งรับทราบการจ่ายเงินปันผลระหว่างกาล**

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 in 2025**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 **พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2569**

Agenda 4 **To Consider Approving the Directors' Remuneration for the Year 2026**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:



การเลือกตั้งกรรมการเป็นรายบุคคล / Election of the following directors:

- 5.1 ชื่อกรรมการ นายสุวัฒน์ หลายเจริญทรัพย์/ Name of director Mr. Suwat Laicharoensup
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.2 ชื่อกรรมการ นายพสุ โลหารชุน/Name of director Mr. Pasu Lorhajun
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.3 ชื่อกรรมการ นายลักษณ ทองไทย/ Name of director Mr. Laksna Thongthai
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.4 ชื่อกรรมการ นายโทมัส ชาร์ลส วิลสัน/ Name of director Mr. Thomas Charles Wilson
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.5 ชื่อกรรมการนางสาวพัชรา ทวีชัยวัฒน์/ Name of the director Ms. Patchara Taveechaiwattana
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2569

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To Consider any Other Business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Where any vote taken by the Proxy does not conform to those specified herein, it shall be deemed that such vote is invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify my/our voting intention in any agenda items or not clearly specify or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of a ny fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(7) กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีและผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any act performed by the Proxy in this meeting shall be deemed to be the action performed by myself/ourselves, except for the case that the Proxy does not cast the vote as specified herein.

ลงนาม/Signedผู้มอบฉันทะ/Grantor
()

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีและผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C
2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ
Evidences to be enclosed with the Proxy Form are:
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder .
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian .
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
A shareholder shall appoint only one proxy to attend and vote at the Meeting . A shareholder may not split number of shares and appoint more than one proxy in order to split votes .
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือ เลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ
In case there is any further agenda apart from specified above brought into consideration in meeting, the shareholders may use the Attachment to Proxy Form C

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Supplemental Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ ออยุธยา แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 (ครั้งที่ 77) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพุธที่ 29 เมษายน 2569 เวลา 14.00 น. โดยถ่ายทอดสด จากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2026 Annual General Meeting via electronic method (E-AGM) on Wednesday, April 29, 2026 at 14.00 hrs., with live broadcast from the Head Office Building of the Company, or at any adjournment thereof to any other date, time, and venue.

วาระที่ _____ เรื่อง _____

Agenda Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องครบถ้วนและเป็นความจริงทุกประการ

I/We certify that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงนาม/Signed ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
()

แบบหนังสือมอบฉันทะ ตามที่กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ กำหนด
Proxy Forms as specified by Department of Business Development, Ministry of Commerce

