

- Translation -

No. LorBor. 66/004

February 28, 2023

Subject: Notification of the Resolutions of the Board of Directors Meeting No. 1/2023 regarding the Annual General Meeting of Shareholders for the Year 2023 (No. 74) via Electronic Method (E-AGM) and the Annual Dividend Payment

To: President
The Stock Exchange of Thailand

The Board of Directors Meeting No. 1/2023 of Allianz Ayudhya Capital Public Company Limited (the "**Company**"), held on February 28, 2023 at 14.00 hrs., passed the resolutions on the material matters as follows:

1. Approved to propose to the Annual General Meeting of Shareholders for the Year 2023 (No. 74) (the "**2023 Annual General Meeting of Shareholders**") to consider and approve the financial statements for the year ended December 31, 2022, the statement of comprehensive income, the statement of changes in shareholders' equity, and the statement of cash flow for the year 2022, which were audited by the auditor from PricewaterhouseCoopers ABS Ltd, reviewed by the Audit Committee and approved by the board of directors of the Company ("**Board of Directors**").
2. Approved to propose to the 2023 AGM of Shareholders to consider and approve the dividend payment for the year 2022 at the rate of THB 0.26 per share, amounting to THB 101,209,402.06. The total amount of the dividends for the 2022 operating profits is THB 5.40 per share, amounting to THB 2,102,041,427.40 from net profit for the period January 1, 2022 to December 31, 2022, and the total dividend payout ratio is in line with the Company's dividend policy. The Board of Directors approved a resolution on August 31, 2022 for interim dividend payment of THB 5.14 per share, amounting to THB 2,000,832,025.34 and the Company has already paid such interim dividend payment on September 28, 2022 from net profit for the period January 1, 2022 to June 30, 2022. Therefore, the Company will pay the remaining dividend, subject to the approval by the 2023 AGM of Shareholders at THB 0.26 per share, amounting to THB 101,209,402.06.

The record date for specifying the names of shareholders to receive dividends will be May 2, 2023 ("**Dividend Payment Record Date**"). However, the right to receive the dividend is uncertain and subject to the 2023 AGM of Shareholders' approval and the dividend payment date will be May 24, 2023.

3. Acknowledged the names of five (5) directors to be retiring by rotation as follows:

- | | |
|-----------------------------|--|
| (i) Mr. Suwat Laicharoensup | Independent Director and Chairman of Audit Committee |
| (ii) Mr. Laksana Thongthai | Director |

- | | |
|---------------------------------|---|
| (iii) Mr. Pasu Loharjun | Independent Director, Chairman of Nomination and Remuneration Committee |
| (iv) Mr. Thomas Charles Wilson | Director, President and Chief Executive Officer |
| (v) Mr. Jan-Christian Rosemeyer | Director |

And approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve (i) the re-appointment of (a) Mr. Suwat Laicharoensup, (b) Mr. Laksna Thongthai, (c) Mr. Pasu Loharjun and (d) Mr. Thomas Charles Wilson for another term and (ii) the appointment of Mr. Jochen Alexander Haug to replace Mr. Jan-Christian Rosemeyer, who has taken up a new role as Senior Advisor in Allianz SE in Business Division MENA and Africa effective since August 1, 2022.

4. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the determination of the remuneration payment of the members of the Board of Directors and the members of the sub-committees for the year 2023 in the amount not exceeding THB 11,000,000 (eleven million Baht), which is the same total amount as approved last year.
5. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve (i) the appointment of PricewaterhouseCoopers ABS Ltd. (PwC) as the Company's auditor; (ii) the determination of the auditor's fee in an amount not exceeding THB 2,426,500 (two million four hundred twenty-six thousand and five hundred Baht) excluding out of pocket expenses and non-audit fees; and (iii) the ratification of the additional audit fee for the year 2022 of THB 650,000 due to the scope of service changes to include new operating entities (2 operating entities and 3 holding entities) in the Company's consolidated financial statement as the result of the acquisition of Aetna group companies in Thailand in 2022. It is noted that the auditor does not provide any non-audit services. The auditors from PwC to be the Company's auditor for the year 2023 are as follows:
 - Ms. Sakuna Yamsakul, Certified Public Accountant Registration No. 4906;
 - Mr. Paiboon Tunkoon, Certified Public Accountant Registration No. 4298;
 - Mr. Boonlert Kamolchanokkul, Certified Public Accountant Registration No.5339; or
 - Ms. Sinsiri Thangsombat, Certified Public Accountant Registration No.7352.
6. Approved to convene the 2023 Annual General Meeting of Shareholders on Monday, April 24, 2023 at 10.00 hrs. via electronic method (E-AGM) according to laws and regulations relating to electronic meeting to consider the following agenda:
 - 1) To consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2022 (No. 73) held on April 29, 2022;
 - 2) To acknowledge the Board of Directors' report on 2022 operating results;
 - 3) To consider and approve the audited financial statements for the year ended December 31, 2022 together with the auditor's report;

- 4) To consider and approve the annual dividend payment and to acknowledge the Company's interim dividend payment;
- 5) To consider and approve the appointment of the directors to replace those retiring by rotation and appoint a new director;
- 6) To consider and approve the directors' remuneration for the year 2023;
- 7) To consider and approve the appointment of the auditors, the determination of auditors' remuneration for the year 2023 and the ratification of the additional audit fees for the year 2022; and
- 8) Other business (if any).

The Board of Directors also approved to fix (i) the date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (the "**AGM Record Date**") to be Wednesday, March 15, 2023, (ii) the Dividend Payment Record Date to be Tuesday, May 2, 2023 and (iii) the dividend payment date to be Wednesday, May 24, 2023.

In addition, the Board of Directors approved to authorize the Chairman and/or the President and Chief Executive Officer or a person designated by the Chairman to issue a notice of the 2023 Annual General Meeting of Shareholders, to change of the agenda items, date, time, platform meeting arrangement and other details in relation to convening the 2023 Annual General Meeting of Shareholders, including the change of the AGM Record Date and the Dividend Payment Record Date. In such an event, the Company shall inform the shareholders via the Stock Exchange of Thailand's channel, its notice of the 2023 Annual General Meeting of Shareholders or on the Company's website, as necessary and appropriate under the legal provisions.

Details of the agenda and meeting procedures of the E-AGM will be included in the notice of the 2023 Annual General Meeting of Shareholders that will be published on the Company's website (www.ayud.co.th) from Friday, March 24, 2023 onwards.

Please be informed accordingly.

Yours Sincerely,



(Mr. Thomas Charles Wilson)
President and CEO

Corporate Secretary: Tel. 02-305-7461