

Annual  
Registration  
Statement

# Annual Report 2021



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A low-angle, upward-looking photograph of several modern skyscrapers with glass facades. The buildings are slightly out of focus, creating a sense of depth and scale. The sky is a pale, overcast blue. The overall tone is professional and corporate.

# Part 1

## Business Operation and Business Overview



# 1. Group Business Structure and Business Overview

## Business Overview

Allianz Ayudhya Capital Public Company Limited, formerly known as Sri Ayudhya Capital Public Company Limited, is listed on the Stock Exchange of Thailand under the symbol “AYUD”.

The Company is an Investment Holding Company with its core business in the insurance sector. Allianz Ayudhya General Insurance Public Company Limited is a subsidiary engaging in non-life insurance business. The Company holds 99.99% of its shares. The Company also invests in Allianz Ayudhya Assurance Public Company Limited, an associate company that operates in the life insurance sector. The Company holds 31.97% of its shares.

The Company and its subsidiary are subsequently referred as ‘the Group’.

## Vision, mission, values, strategy

### Vision

To become one of leading investment holding companies with a primary focus in the insurance sector, leveraging our experience, expertise, and network to achieve sustainable growth.

### Mission

- Provide service excellence
- Deliver continuous growth in profits
- Ensure sustainable growth
- Develop professional employees
- Commit to innovation and development

### Values

- |                  |                |
|------------------|----------------|
| • Responsibility | • Transparency |
| • Respect        | • Fairness     |
| • Integrity      | • Trust        |

### Strategy

Build value for our group of companies by delivering attractive returns to shareholders through:

- Approaching the market with a long-term view on investment, returns, and dividend growth.
- Acquiring holdings in companies with strong brands and/or companies with valuable assets that match with the Company’s criteria on investment/risk assessments.



## Significant changes and developments

### The change of the Company's name

On April 26, 2019, the Annual General Meeting of Shareholders No. 70 approved changing the Company's name from Sri Ayudhya Capital Public Company Limited to Allianz Ayudhya Capital Public Company Limited.

### Appointment of President & Chief Executive Officer

As Mr. Bryan James Smith, President and CEO, retired effective February 25, 2021, the Board of Directors passed a resolution at Meeting No. 1/2021, February 25, 2021, approving the appointment of Mr. Thomas Charles Wilson as President and CEO, effective February 25, 2021.

### Issuance of Class 2 subordinated debentures by Allianz Ayudhya General Insurance Public Company Limited (the Subsidiary Company)

According to the Board of Directors Meeting No. 4/2020 on June 5, 2020 resolved to approve subordinated debt securities investment to be counted as a Class 2 capital fund of Allianz Ayudhya General Insurance Public Company Limited. This subordinate debenture was approved by shareholders, Office of Insurance Commission (OIC) and The Stock Exchange of Thailand (SET) on April 27, 2021, May 20, 2021, and July 22, 2021 respectively and was issued on August 30, 2021 amounting THB 200 million.

### Amendment to the Company's Memorandum of Association (Objectives) Clause 3

A resolution of the Board of Directors Meeting No. 4/2020 on June 5, 2020 approved amending Clause 3 of the Company's Memorandum of Association (Objectives) to cover all transactions including amending Clause 1 and adding Clause 17. The Memorandum of Association was then amended with the Department of Business Development on August 17, 2020.

### A Subsidiary Company's operations

Allianz Ayudhya General Insurance Public Company Limited (formerly known as Sri Ayudhya General Insurance Public Company Limited) was established in Thailand on September 21, 1982, to operate as an insurance business and received a license to conduct all types of non-life insurance businesses on September 24, 1982.

The Subsidiary's Extraordinary Meeting of Shareholders No. 1/2019 was held on March 11, 2019, and the Annual General Meeting of Shareholders for the year 2019 (No. 9) was held on April 26, 2019 to approve the entire business transfer from Allianz General Insurance Public Company Limited. It further approved changing the Company's name from Sri Ayudhya General Insurance Public Company Limited to Allianz Ayudhya General Insurance Public Company Limited, effective as of April 30, 2019, and amending its Memorandum of Association and Articles of Association to be consistent with the change of the Company's name and seal.

Allianz Ayudhya General Insurance Public Company Limited (AAGI) is situated at 898 Ploenchit Tower, Ploenchit Road, Lumpini, Pathumwan, Bangkok.



## An Associate Company's operations

Allianz Ayudhya Assurance Public Company Limited (AZAY) has its core business in life insurance. On April 30, 2019, the Company acquired an additional 34,810,000 ordinary shares of AZAY, or 11.80%. As a result, the total investment in AZAY shareholding became 94,310,280 shares, or 31.97%, and it became classified as an Associate Company.

Allianz Ayudhya Assurance Public Company Limited (AZAY) is situated at 898 Ploenchit Tower, Ploenchit Road, Lumpini, Pathumwan, Bangkok.

## Nature of business

### Revenue structure by product line

The main revenue of the Group as per the consolidated financial statements can be divided into two parts: underwriting income and investment income. Details of revenues for the years ended 31 December 2021, 2020, and 2019 are as follows:

(Units in Baht)

	2021		2020		2019	
	Amount	%	Amount	%	Amount	%
1. Underwriting Income	4,218,324,605	74.4	4,463,122,268	79.8	4,012,832,198	86.9
2. Investment Income	1,420,243,662	25.0	1,065,930,492	19.1	574,063,572	12.4
3. Other Income	34,202,701	0.6	62,052,147	1.1	32,398,955	0.7
<b>Total</b>	<b>5,672,770,968</b>	<b>100.0</b>	<b>5,591,104,907</b>	<b>100.0</b>	<b>4,619,294,725</b>	<b>100.0</b>

(Units in Baht)

Underwriting Income	2021		2020		2019	
	Amount	%	Amount	%	Amount	%
Fire	458,099,282	10.8	583,374,939	13.1	521,841,617	13.0
Marine and Transportation	213,689,764	5.1	130,553,637	2.9	171,645,419	4.3
Miscellaneous	1,047,085,243	24.8	951,006,064	21.3	983,714,596	24.5
Motor	2,499,450,316	59.3	2,798,187,628	62.7	2,335,630,566	58.2
<b>Total</b>	<b>4,218,324,605</b>	<b>100.0</b>	<b>4,463,122,268</b>	<b>100.0</b>	<b>4,012,832,198</b>	<b>100.0</b>

\* Underwriting income comprised of net earned premiums and commission and brokerages.

(Units in Baht)

Net Earned Premium	2021		2020		2019	
	Amount	%	Amount	%	Amount	%
Fire	453,525,549	11.7	573,590,419	13.8	472,852,619	13.9
Marine and Transportation	171,166,156	4.4	68,254,933	1.6	113,113,530	3.3
Miscellaneous	782,464,606	20.1	705,369,244	16.9	716,592,138	21.0
Motor	2,485,242,411	63.8	2,823,081,192	67.7	2,105,098,100	61.8
<b>Total</b>	<b>3,892,398,722</b>	<b>100.0</b>	<b>4,170,295,788</b>	<b>100.0</b>	<b>3,407,656,387</b>	<b>100.0</b>

The Company's 2021 revenue structure changed from 2020 as the proportion of underwriting income decreased from 79.8% to 74.4% due to a reduction in motor business, as a result from COVID-19's significant impact on the reduction of transportation.

Nevertheless, the Company's investment income proportion increased from 19.1% to 25.0% from 2020 to 2021, mainly due to an increase in profits on investment in an associate company by 17.6% resulting from a significant increase in net profit of the associate company.

## **Product information**

### **Product characteristics**

The Group and associate company offers a wide range of products to cover the diverse needs of customers through every facet of their lives, including non-life and life insurance products as follows:

#### **Non-life insurance products**

The non-life products compose of 4 product lines as follows.

**1) Motor**

**2) Fire**

**3) Marine and transportation**

**4) Miscellaneous** i.e. Property, liability, engineering, and personal protection

#### **Other Services**

**1) Roadside Assistance** for 24 hours a day

**2) Travel assistance** for 24-hour emergency medical and travel assistance

**3) Home assistances** for 24-hour emergency assistance for house insurance

**4) Reinsurance:** The company provides reinsurance management services for other insurance companies in the country, such as inward facultative services

Aside from the primary business activity, additional investments are made to increase income. For all of these investment activities, the Company adheres to the principle of investing in companies with financial stability and high yields with a long-term view. Additionally, the investments of the subsidiary are subject to the terms and conditions of the Notification of the Insurance Commission regarding Investment in Other Businesses of Non-life Insurance Companies, B.E. 2556 (2013), and under the supervision of the Office of Insurance Commission.

#### **Life insurance products**

In order to provide life insurance products for comprehensive offerings across all customer needs, thereby allowing for different insurance plans to meet as many needs as possible. Each type of policy will feature benefits and coverage that will be truly meaningful – life insurance, accident insurance, insurance coverage for children, insurance for savings and tax breaks, insurance for life after retirement, and group coverage that is flexible depending on organization size and business sector, as well as insurance plans to suit gender, age, and other needs.

## Market and Competition

### Marketing essential products and services

#### Marketing policy

The Group and its associate company aligned its core marketing strategy with Allianz Group's focus on True Customer Centricity (TCC). All products and services are developed to serve customers current needs and to ensure we are always behind them for what's ahead. As a global standard for all entities in the Allianz Group, the annual customers' satisfaction survey is conducted by a third-party research agency. The survey aims to check the satisfaction and engagement of customers to the company. In 2021, Life and Health entity has achieved "Loyalty Leader" position with score 55.2, 12.9 points higher than market average (42.3%) for the past seven years. While the Non-Life entity has achieved "At Market" position with score 38.5, 2.0 points lower than market average (38.7%). The result from the survey has been used to improve the Company's services to customers.

In 2022, the Group and its associate company will continue its marketing direction on promoting TCC in all communications channels including services centers, distribution partners, websites and social media with dedicated call centers providing 24/7 services to our customers. The Company's brand proposition is to create confidence and be the insurer with full transparency and dare to tell the conditions. Our objective is not only to educate our customers about all the complexity with honesty, but also a mean to educate the consumers in general to realize the importance of understanding the terms and conditions of insurance they have purchased.

The Group and its associate company also continues to focus on digital marketing by developing online services and mobile application called "My Allianz" for life insurance customers specifically to complete transaction and policy-related services easily by themselves. During the period of COVID-19, the number of customers using online services increased significantly which is in line with government's policy to encourage social distancing principle.

For the period from 2021 to 2028, the Group and its associate company has entered into a global insurance partnership to sponsor the Olympic and Paralympic Games, with Allianz as the only global insurance brand to receive this honor. Therefore, the Group and its associate company will be communicating through different channels about this partnership to different sectors to increase brand awareness and foster pride among customers, representatives, and employees. The Olympic and Paralympic logos will become part of the Company's public relations presence throughout the eight years.

## The competition

From the Insurance Premium Rating Bureaus' statistics for 2021, the Subsidiary has the following market share

Type Insurance	Direct Premium		Market Share (%)	Rank of Market Share
	Subsidiary Company (Unit: Thousand Baht)	Total Insurance Industry (Unit: Thousand Baht)		
Fire	652,184	10,476,734	6.2	6
Marine and Transportation	343,388	6,319,609	5.4	7
Miscellaneous	1,653,591	49,006,573	3.4	14
Health and Accident	308,501	50,502,377	0.6	16
Motor	2,478,280	149,543,821	1.7	16
<b>Total</b>	<b>5,435,944</b>	<b>265,849,114</b>	<b>2.0</b>	<b>14</b>

As of December 31, 2021, the Subsidiary Company has a competitive advantage as an insurance company with stable financials. Its CAR as of December 31, 2021 is 452%\*, were much higher than the minimum requirement of 120%. It has been in business a long time and has received support in its insurance business from Bank of Ayudhya Public Company Limited and its Group companies, as well as many other financial institutions. The Subsidiary Company and the Bank have long supported each other in business. At the same time, the Company has continuously improved the performance and service of its professional team to increase its market share in fire, miscellaneous, and marine and transport insurance, as well as motor insurance. Our Company's results have proven to be resilient and were not affected by such COVID-19 policies, validating our long-term business strategy and proper steering and control mechanisms in place.

\* CAR as of December 31, 2021 is unaudited

## Targeted Customer

Customer groups can be divided into two main types: Individual customers and corporate customers.

### Individual

The Company focuses on groups of customers who understand the importance of having insurance. They are experienced with insurance products having purchased insurance such as property, motor, personal accident, and travel insurance for themselves and families. Bank loan customers are required to have insurance in accordance with their loan agreements in order to prevent possible loss.

## Corporate insurance

The Company responds to corporate customer needs by assessing the risks involved and proposing appropriate insurance products to mitigate risks. Targeted types of business include hotels, factories, finance companies, and retail stores. The majority of these businesses acquires insurance to cover third party liabilities, business interruptions, machinery used in construction, and machinery loss/damage. The Company focuses efforts on mid-sized and SME businesses.

In the past three years, the Group has not relied on any major client whose business exceeds 30% of total income.

## Sales and distribution channels

The Subsidiary Company's distribution channels mainly comprise the following three:

- 1) Brokers and agents
- 2) Financial institutions and affiliate companies
- 3) Direct sales

### Distribution breakdowns in the past three years:

	2021	2020	2019
1. Brokers and agents	50.25%	45.21%	33.72%
2. Financial institutions and affiliate companies	44.77%	48.48%	60.52%
3. Direct sales	4.98%	6.31%	5.76%

Note: The company does not distribute outside the company

## Status and competitiveness

In 2021, direct premiums of the insurance industry amounted to Baht 265,849 million, an increase of 5.2% from 2020, comprised direct premiums for fire insurance at Baht 10,476 million, an increase of 3.5% from 2020, marine and transportation insurance at Baht 6,319 million, an increase of 19.6% from 2020, miscellaneous insurance at Baht 49,006 million, an increase of 9.7% from 2020, accident and health at Baht 50,502 million, an increase of 9.2% from 2020, and motor insurance at Baht 149,543 million, an increase of 2.1% from 2020. (data from the Insurance Premium Rating Bureau as of February 2022)

(Unit: Thousand Baht)

Type for Insurance	Direct Premiums of the total Insurance Industry		
	Year 2021	Year 2020	% Increase (Decrease)
Fire	10,476,734	10,119,909	3.5%
Marine and Transportation	6,319,609	5,285,164	19.6%
Miscellaneous	49,006,573	44,655,082	9.7%
Accident and Health	50,502,377	46,269,474	9.2%
Motor	149,543,821	146,459,367	2.1%
<b>Total</b>	<b>265,849,114</b>	<b>252,788,996</b>	<b>5.2%</b>

## **Industry outlook and future of competition**

The Thai General Insurance Association forecasts that the non-life insurance business will expand in 2022 by 1.5-2.5% with total direct premiums of Baht 267,100 – 269,800 million. In 2022, there is an opportunity to grow in Marine and transportation insurance and Miscellaneous insurance due to customer's buying behavior regarding online purchasing inside and outside the country.

## **Competitive strategy**

The Company has implemented a long-term strategy until 2025 which focuses on five key factors:

1. Penetrating and leveraging digital channels with a focus on driving business growth.
2. Aiming to become the leading health insurance company of the future.
3. Cultivating sales through agents/broker, partnering with the Bank and financial institutions
4. Leveraging the combined power of the life and non-life insurance businesses under the Allianz Ayudhya brand to grow stronger and be able to offer a full range of life and non-life insurance products and services.
5. True Customer Centricity, to drive the organization's culture.

## **Provision of products and services**

### **Source of funds**

The source of funds for the Subsidiary comes from underwriting income. The Company will use the income to invest in order to receive more return. In addition, there are funds received from shareholders, which the Company shall manage to operate in order to increase returns as well.

### **Loans**

The Subsidiary has policies in granting credits and manage the risk from loans as follows: Loans and risk management of the subsidiary must comply the Notification of Office of Insurance Commission (OIC) regarding investment in other businesses of the insurance company, which has specified category proportions and loan conditions.

### **The ability to maintain loss ratio**

The Subsidiary has set a loss ratio on overall insurance classes of approximately 50%.

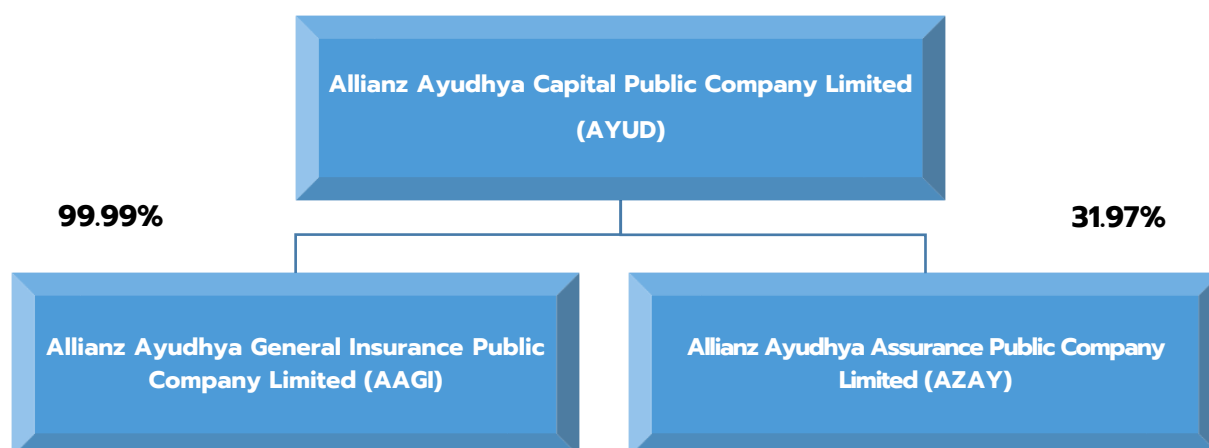
### **Liquidity**

Liquidity Management Policy: The Group manage cash flow on a daily basis by maintaining cash and short-term bank deposits at a sufficient amount for daily compensation and operating expenses in an efficient manner.

### **Business operation assets**

Refer to attachment 4.

## Shareholding structure



## Relationship with majority shareholder business groups

The Company's business is one part of the Allianz Group that operates a financial services business in Germany. Allianz Group and the Company are under professional management. From the Allianz Group, Allianz SE and CPRN (Thailand) Limited appointed directors to join the Company with the objective to jointly define operational policies.

## Shareholders

List of major shareholders: The following are the top 10 shareholders as of the closing date of the shareholder register book, August 31, 2021:

Shareholder	Share	%
1. DB FFT CC CLT SEG ALLIANZ SE	151,550,770	38.93
2. CPRN (Thailand) Limited	37,429,491	9.62
3. BBTV Equity Co., Ltd.	32,862,050	8.44
4. Bangkok Broadcasting & Television Co., Ltd.	28,802,500	7.40
5. Great Luck Equity Co., Ltd.	17,249,475	4.43
6. Mr. Krit Ratanarak	14,867,700	3.82
7. Bank of Ayudhya Plc.	12,124,600	3.11
8. Thong Thai (1956) Co., Ltd.	9,610,000	2.47
9. CITIBANK NOMINEES SINGAPORE PTE LTD-UBS SWITZERLAND	8,158,800	2.10
10. Great Fortune Equity Co., Ltd.	7,045,250	1.81
<b>Total Major Shareholders</b>	<b>319,700,636</b>	<b>82.13</b>
11. Others	69,566,295	17.87
<b>Grand Total</b>	<b>389,266,931</b>	<b>100.00</b>

Remark: DB FFT CC CLT SEG ALLIANZ SE is a custodian for ALLIANZ SE.

The Company operates its business by holding shares in other companies, with its main business from its subsidiary Allianz Ayudhya Assurance Public Company Limited.



### The subsidiary's majority shareholders are:

Name	Amount shares	% of amount shares
Allianz Ayudhya Capital Public Company Limited	254,879,979	99.99

### Free float

As of May 31, 2021, there are 1,255 free float shareholders, or 28.17% of total issued shares.

### Shareholders' agreement

- none -

### Issuance of other securities

The Company did not issue any securities in 2021.

### Dividend policy

#### Company dividend payment policy

The Company has a policy to pay dividend to its shareholders at a rate of not less than 60% of net profit, dependent upon shareholders' resolution that will be considered.

#### Subsidiary dividend payment policy

Dividend payments of the subsidiary must be approved by a resolution of the shareholders at a shareholders' meeting of the subsidiary and must comply with relevant rules and regulations. In each case, the subsidiary must allocate to a reserve fund from the annual net profit for the year, not less than 5% of the annual net profit deducted by the total accumulated loss brought forward (if any) until the reserve fund reaches an amount of not less than 10% of the authorized capital.

## 2. Risk Management

### Target and strategy of risk management

The Group aims to ensure that it is adequately capitalized at all times for the benefit of both shareholders and policyholders. This includes meeting the regulatory capital requirements. We closely monitor the capital position and risk concentrations of the Group and apply regular stress tests (including standardized, historical and reverse stress test scenarios). These analyses allow us to take appropriate measures to preserve our continued capital and solvency strength. Furthermore, we ensure a close alignment of the risk and business strategy by the fact that business decisions to achieve our set targets are taken within the determined risk appetite. Implemented sound processes to steer the business and assess and manage associated risks ensure a continuous alignment between the risk and business strategy and enable us to detect and address any potential deviations. In addition, the liquidity risk management framework of the Group ensures that our liquidity risks are managed and a sufficient liquidity position is maintained under both market conditions (expected as well as stressed) and business conditions.

### Risk governance system

#### • RISK MANAGEMENT FRAMEWORK

The Group consider risk management to be a core competency and an integral part of our business. Our risk management framework covers all operations and business units of the Group in proportion to the inherent risks of the activities, ensuring that risks across the Group are consistently identified, analyzed, assessed, and adequately managed. The key elements of our risk management framework are:

- Promotion of a strong risk management culture, supported by a robust risk governance structure.
- Consistent application of an integrated risk capital framework to protect our capital base and support effective capital management.
- Integration of risk considerations and capital needs into management and decision-making processes by attributing risk and allocating capital to the business units.

Our risk management system is based on the following four pillars:

**Risk identification and underwriting:** A robust system of risk identification and underwriting forms the foundation for adequate risk and management decisions. Supporting activities include standards for underwriting, valuation methods, individual transaction approvals, emerging-/operational-/top-risk assessments, liquidity risk and scenario analyses, among others.

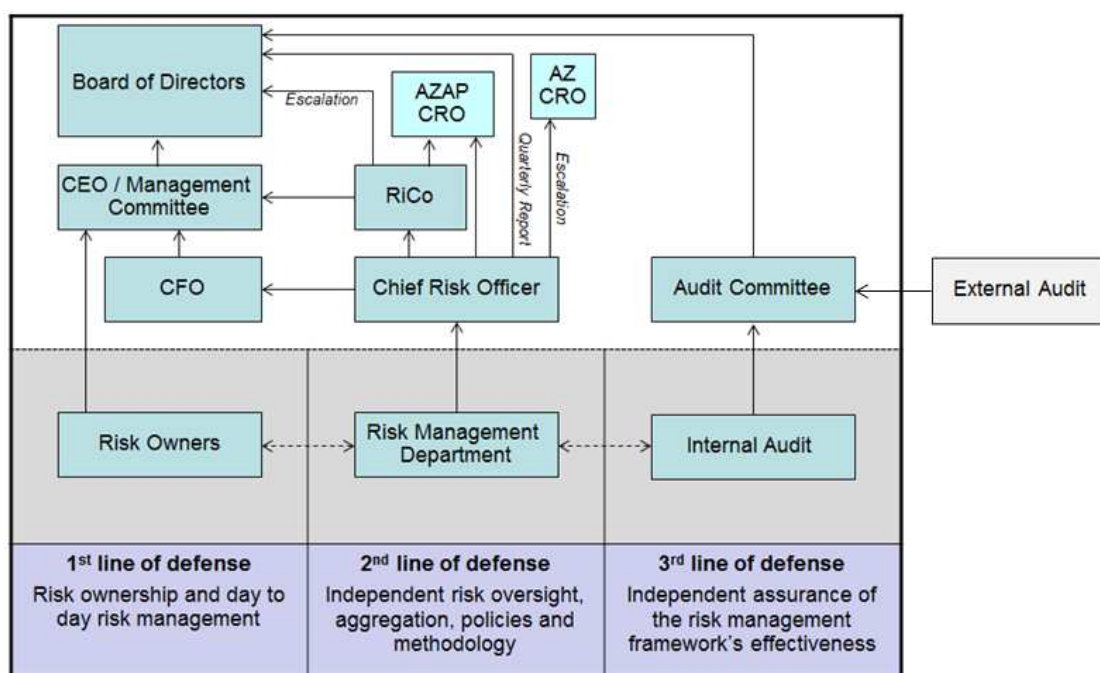
**Risk strategy and risk appetite:** Our risk strategy defines our risk appetite consistently with our business strategy. It ensures that rewards are appropriate based on the taken risks and the required capital. It also ensures that delegated decision-making authorities are in line with our overall risk-bearing capacity and strategy.

**Risk reporting and monitoring:** Our comprehensive qualitative and quantitative risk monitoring and reporting framework provides management with the transparency needed to assess whether our risk profile remains within the approved limits, and to identify emerging issues and risks quickly. For example, risk dashboard and limit utilization reports as well as scenario analyses and stress tests are regularly prepared and communicated.

**Communication and transparency:** Transparent risk disclosure provides the basis for communicating our strategy and performance to internal and external stakeholders, ensuring a sustainable positive impact on valuation and financing. It also strengthens risk awareness and our risk culture throughout the Group.

- **RISK MANAGEMENT STRUCTURE**

The Group has adopted a “Three Lines of Defense” governance framework:



**Figure 1** The Group's “Three Lines of Defense” Risk Management organization.

The roles and responsibilities in the Risk Management Framework are defined below.

- **Board of Directors (BoD)**

The BoD recognizes the crucial importance of sound Risk Management. The BoD is informed about all material Risk Management issues at least quarterly through a Risk Management report, as well as through direct escalation of ad-hoc issues through the RiCo according to the OIC Announcement on “Rules, Procedures and Conditions in Supervision of Enterprise Risk Management (ERM) and Own Risk and Solvency Assessment (ORSA) framework”, B.E. 2562 (2019).

- **Audit Committee (AC)**

In addition, the Audit Committee will assure the BoD of the integrity and effectiveness of the risk management framework on a regular basis and upon request. Under this setup, the BoD assumes ultimate responsibility to implement, maintain, review and oversee Risk Management within the Group.

- **Risk Management Committee (RiCo)**

The Risk Management Committee supervises and controls overall risk management along with other relevant committees at the policy and operating level. This organizational structure creates checks and balances and formulates written risk management policies and guidelines for employees to acknowledge and comply with. The committee is chaired by the Chief Risk Officer with membership from the relevant Board of Management.

- **Risk factors for business operations and risk management**

As an investment holding company, the Group primarily invests in other businesses. Its revenue is mainly from its subsidiary and associate company, which operate in the life and general insurance industry. Naturally, risk factors in this industry will impact the operating performance of the Group's subsidiaries.

The Group have established a risk management committee to ensure risk factors are identified, assessed, responded to, and monitored to an acceptable level. Nonetheless, AAC and its subsidiaries may encounter significant risks which could directly impact its operational and financial situations, as follows.

<b>Risk Type</b>	<b>Definition</b>	<b>Risk Management Activities</b>
Market Risk <ul style="list-style-type: none"> <li>• Interest Rate risk</li> <li>• Equity Risk</li> <li>• Credit Spread Risk</li> <li>• FX Risk</li> </ul>	Unexpected losses arising due to changes in market prices or parameters influencing market prices, as well as the resultant Risk from options and guarantees that are embedded in contracts or from changes to the net worth of assets and liabilities in related undertakings driven by market parameters. In particular, these include changes driven by equity prices, interest rates, real estate prices, exchange rates, credit spreads and implied volatilities. By that it also includes changes in market prices due to a worsening of market liquidity	Strategic asset allocation benchmarks are defined for investment portfolio. Furthermore, we have risk limits in place, including stand-alone equity and interest rate sensitivity limits, and foreign-exchange exposure limits. Limits are closely monitored and, if a breach occurs, countermeasures are implemented which may include the escalation to certain decision-making bodies and/or the closing of positions. Finally, guidelines are in place regarding certain investments, new investment products, and the use of derivatives.
Credit Risk	Unexpected losses in the market value of the portfolio due to deterioration in the credit quality of counterparties including their failure to meet payment obligations or due to nonperformance of instruments (i.e. payment overdue).	Our group-wide country and obligor group limit management framework allows us to manage counterparty concentration risk, covering both credit and equity exposures at the levels of the Group. This limit framework forms the basis for discussions on credit actions. Clearly defined processes ensure that expo-sure concentrations and limit utilizations are appropriately monitored and managed.
Underwriting Risk	Unexpected financial losses due to the inadequacy of premiums for catastrophe and non-catastrophe Risks, due to the inadequacy of reserves or due to the unpredictability of mortality, morbidity or longevity.	<p>The Group has established process to monitor and review the latest data and experience, so any adjustments to premiums and policy conditions are guided by up-to-date information. This is so that they are continually in line with any developments.</p> <p>The Group has fit and proper policy, ensuring that technical task such as premium setting and reserves are performed by qualified actuary.</p> <p>The Group has also recognized there is a concentration risk in insurance and in reinsurance and mitigates this by spreading risk across several groups of customers. Risk is also transferred to reinsurers, with a focus on reinsurers that have strong financial standing, to prevent volatility and adverse impacts on the Group's financial standing.</p>
Operational Risk	Unexpected losses resulting from inadequate or failed internal processes and systems, from human misbehavior or errors or from external events.	<p>The Group has implemented a group-wide operational risk management framework that focuses on the early recognition and proactive management of material operational risks. The framework defines roles and responsibilities as well as management processes and methods. An important component of this framework is the Integrated Risk and Control System (IRCS), which ensures that effective controls or other risk mitigation activities are in place for all significant operational risks. Risk managers in the Group risk management function, in their capacity as the "Second Line of Defense", identify and evaluate relevant operational risks and control deficiencies via a dialog with the "First Line of Defense", and in close interaction with both the other "Second Line of Defense" functions at Allianz SE and with the audit function.</p> <p>In the IRCS approach, risk identification, assessment and controls vary between the different operational risk</p>

Risk Type	Definition	Risk Management Activities
		sources reporting, compliance and operations. For example, compliance risks are addressed via written policies. The risk of financial misstatement is mitigated by a system of internal controls covering financial reporting. Outsourcing risks are covered by an Outsourcing Policy, by Service Level Agreements, and by Business Continuity and Crisis Management programs to protect critical business functions from these events. Cyber risks are mitigated through investments in cyber security, cyber insurance the Group buys from third party insurers, and a variety of ongoing control activities.
Strategic Risk	Unexpected negative changes in the Group value arising from the adverse effect of management decisions regarding business strategies and their implementation.	The Group manages this risk by setting strategies consistent with its vision as well as operational strategies from the unit level up to the organization level. It also reports on the implementation of its strategies to determine the success of the strategies. The Group has also instituted warning indicators should implementation show signs of going off course. This allows the strategy to be adapted in line with external factors and changing situations, such as any changes in economic conditions, competition, and any relevant regulations. The Group has internal work systems for organizing itself, its personnel, and its budget, as well as its information technology (IT) systems and operational monitoring and control systems. Altogether, they support the implementation of strategy that will allow the Group to reach its targets. The Group published its strategic plans to employees so all involved are moving in one direction as a whole.
Reputational Risk	Unexpected drop in the value of the Group share price, value of inforce business or value of future business caused by a decline in the reputation of the Group or one or more of its subsidiaries from the perspective of its stakeholders, or an event causing legal or reputational liabilities for the Group Board of Management or other key position holders	The Customer Management Division has a direct responsibility for coordinating with the department that deals with complaint management to ensure all customers and partners are most satisfied, which will enhance the Group's reputation. Beside the Group has established the Complaint Management team to manage social media news that causes negative feelings to the organization such as Facebook, Pantip etc.
Liquidity Risk	Unexpected financial losses due to a failure to meet, or to meet based on unfavorably altered conditions, short-term current or future payment obligations, as well as the Risk that in the event of the Group liquidity crisis refinancing is only possible at higher interest rates or by liquidating assets at a discount.	To manage this risk, the Group has allocated some of its investment funds to bank accounts, treasury notes, and short-term bonds from the Bank of Thailand, which are highly liquid, as reserves designated for operational costs. The deposits are made at regular intervals in line with cash needs. This is done consistent with cash flow management for expected inflows and outflows. The Group also allocates a portion of its investment to in-demand stocks that are highly liquid and easily convertible to cash, at close to fair value. Furthermore, the Group is also able to use an overdraft facility and short-term loans from a commercial bank, which are used as cash reserves that can be withdrawn immediately should the Group incur unexpectedly high costs.

### **3. Sustainable business development**

#### **Sustainable business policy and goals**

The Group and its associate company recognize the importance of conducting business with good corporate governance while ensuring sustainability and being responsible for the social and environmental development.

Allianz's global sustainability efforts focused on 3 pillars including Environment, Social Inclusion and Governance or a so-called ESG.

#### **Environmental**

As an insurance and investment business, the Group and its associate company understand the importance of hedging risks dealing with environmental changes. Hence, the Group and its associate company emphasizes promoting environmentally friendly business practices. Reduce greenhouse gas (GHG) emissions is a key objective for the Company.

#### **Societal**

The Company aim to promote full participation, promoting volunteer activities such as helping disadvantaged children learn and develop for a better future. Also, the Group and its associate company support organizations, foundations, and businesses that help children, the environment, and at-risk people such as those affected by natural disasters or by epidemics.

#### **Governance**

Here the Company focus on transparency and accountability in business operations, paying detailed attention to risk exposure and corporate governance as well as responsible sales and data protection.

As part of Allianz Group, the Group and its associate company also implemented ESG policy and engage all stakeholders including our employees, agents, partners, customers and public to take part and contribute to ESG in action.

#### **Allianz Ayudhya "ESG" in action**

The Group and its associate company takes sustainability as one of the top priority of our business under the vision "We Care for Tomorrow", aiming to engage all stakeholders, 1,200 staffs, 10,000 agents, 1 million customers, and general prospects, to actualize this vision for a better world.

#### **"E" environment**

"Climate Change" has been the main topic of discussion for the past 10 to 15 years. Plastic use was the main issue raised, but not much was mentioned on food waste management, even when many food wastes contain plastic that has been contaminated and cannot be recycled. If all of us segregate our food wastes and put them in the right place, the environment would have been better cared for.

The Group and its associate company believe that for an environment to be properly cared for, our society needs to participate. Beginning with 1,200 employees, the Company need to educate them, change their behavior and have them do the same in their household. The Company searched and invested in installing a professional composter in all its premises to facilitate their employees to put leftover food in the right place. This composter then produced fertilizers for the employees.

Led by the corporate social responsibility team and green advocates, the Group and its associate company came together as a team that later included HR, Facility Management, Procurement, and Internal communication, who subsequently joined us. Our team was called the Allianz Ayudhya Goes for Green, with the mission to drive employee behavior that would be environmental advocates.

In 2020, our team raised awareness for 95% of 1200 employees on the importance of how behavior can change the environment. To achieve this, our team had to understand their waste journey, the type and amount of waste produced, and how they were managed. These findings were gathered, studied, reported, and analyzed so that we were able to place the right bin in the right place and encourage the desired behavior at the point of dropping the waste. The Company educated employees to empty the plastic cup or rinse it once before throwing it into the bin. This effort will help reduce the number of contaminated plastic and allowed it to be recycled.

Managing food waste management is one of our key areas of focus, but it is not the only thing, as the Company also include all recyclable and non-recyclable waste materials such as glass, plastic, paper, and many others. The team educates employees on where and how we can manage waste properly. Hence, we encourage our employees to bring their waste to the office every 3rd Friday of the month so that the team can put them at the right place for proper management. Whoever brings in their waste will also earn a small gift, such as rice, cloth bag, and many others.

In 2021, the Group and its associate company have initiated program called "Allianz Ayudhya Go Green Sandbox" where we worked with School of Changemaker in recruiting 9 teams of a so-called "Sandboxer" to present their ideas on environment and how to help change employee's behavior.

After many weeks of learning and coaching, all the team has come up with prototype ideas that might be able to shift employee's behavior towards 'green' such as waste segregation and reduce single use plastic consumption. Even these are only small actions, but the Company believe it's the starting point to help us shape a better world in the future.

#### Our key achievements:

- 95% of the employees grew aware of topics related to the environment via email communication, What's up Poster, Line, Allianz Ayudhya Facebook and Live streaming.
- Engaged 200 employees and maids to join to Left-over food separated activity.
- Carbon footprint reduction via waste management exercise, we were recording waste weight from June to December and improve waste station area by defining waste into four categories:
  - 746.70 kg of food waste turns to compost and were distributed to the employee to grow their plant
  - 20,655.06 kg of recycled item became Maids extra income
  - 20,485.60 kg of general waste goes to Bangkok Metropolitan Administrator system
  - Single-use plastic turns to energy-from office 371.30 kg and employee's house 71.20 kg
- 51.09% of recycle rate and enable to reduce 12,967.98 (kgCO<sub>2</sub>e)
- Reduce Carbon footprint by 31,836 (kg CO<sub>2</sub>e) from Upcycle total of 4,675 new corporate T-Shirt (using the available cloth rather than produce new)
- Become "Example of Good Corporation to share" AGODA Thailand requested to visit our office and tour the practices we did internally.



## Social inclusion

"S" or social inclusion activity focuses on creating learning and new experience to targeted audience by continue the activities matched with current situations. In 2021, there has been an outbreak of the COVID-19 situation so that the Group and its associate company initiated many activities to support the community with involvement from agents, customers, prospects as well as journalists with total over 5,000 participants joining the activities such as

- **Allianz World Run** with over 1800 employees, families, and friends. A third consecutive year in winning 20,000 euros (approximately 731,550 THB) donated to Scholars of Sustenance Thailand to support food donation project for the community in needs in Thailand
- **Send Shield to Doctor season#2** The Group and its associate company is committed to support the Thai community, especially medical workers who have always been in the forefront of this war against the pandemic. Leveraging from last year successful campaign, the Company have initiated a second season of fund raising program called "Send Shield to Remote Doctor". Our priority this year is to source and distribute medical supplies to 48 hospitals in remote 23 border provinces with severe infection situation. With support from our employees, customers, agents and donors nationwide, the Company have raised 1,001,100 baht donations. To ensure the supplies cover as many areas as we could, the Group and its associate company topped up additional 1 million baht donation. With 2,001,100 baht, we managed to deliver 5,564 PPE suits, 4,800 N95 masks and 57 Face Shield to hospital in needs.
- **Community Kitchen** In collaboration with Scholars of Sustenance Foundation -Thailand. The series of Community Kitchen is part of "1 policy, 1 million meals" program where the proceeds from life and non-life policy sold during Sep – Dec 2021 will be converted to meals for community impacted from COVID-19. The kitchen is running from Nov 2021 until March 2022.
- **Blood donation program.** The Group and its associate company collaborated with the Thai Red Cross Society thrice for a blood donation 3 times per year.
- **"Donation of PA to Narenthorn Emergency Medical Services (EMS)"** The Group and its associate company is proud to provide a group Personal Accident insurance with the total coverage of 12.9 million baht to the rescuers at the Narenthorn Emergency Medical Service Centre.
- **Allianz Ayudhya Pa Nong Tiew Bangkok (New Normal)** Over the past 14 years, the Group and its associate company organized education field trips to provide opportunities for underprivileged children to learn outside their classrooms, such as visiting museums and historical sites that they studied from the book in 5th grade. Then, the **Young Guide Program** was initiated to allow children to take classes and intern as a guide for these historical sites.

Covid-19 pandemic has moved the opportunity of these children from taking physical tours to virtual tours. 15 Young Guides were trained to be tour guides over five years and were upskilled to be Vloggers by producing VDO online tours and post them on Allianz Ayudhya social media. Despite social distancing, everybody can enjoy visiting Bangkok via a virtual tour.

## Good Governance

The Group and its associate company have been operating based on good governance principle. The Company manage the operation with engagement and transparency that can be auditable. We ensure an eco-friendly investment. Our strong governance and management have proven its success by many awards and certification such as

- In 2021, the Group and its associate company has received the Prime Minister Award 2021 as the Life Insurance company with most Outstanding Development from the OIC. This has proven our success in conduct business with good governance.
- In 2021, the Group and its associate company has received the HR Asia Best Award reflecting our great achievement as the employer of choice and be one of the company talents would like to work with.
- In 2020, the Group and its associate company has received the Bronze Stevie® Awards winner under the Most Valuable Corporate Response on COVID-19 from International Business Awards® (IBA)
- The Group and its associate company is recognized as a certified member of the Private Sector Collective Action Coalition against Corruption (CAC). Initiated by Thai private sector, CAC actively takes parts in tackling corruption problem and aims to bring effectiveness anti-corruption policy and mechanism into implementation by companies in order to create an ecosystem of clean business community.

The Group and its associate company operate our business to meet with expectation of different group of stakeholders in the value chain including our customer, employees, partner, shareholders and government sectors.

Stakeholder	Expectation	Actions
<b>Customers</b>	Receive the product and service that matched to their needs with fair treatment from the company	<ul style="list-style-type: none"> <li>• Clear operation and communications to ensure a smooth service in all customer journey touchpoints including <ul style="list-style-type: none"> <li>- Sales and on-boarding</li> <li>- Claims</li> <li>- Renewal</li> <li>- Issue Resolutions</li> <li>- Communications</li> </ul> </li> <li>• Ongoing satisfaction survey for continued improvement</li> </ul>
<b>Employees</b>	Be compensated and treated fairly and equally in the company with opportunity to grow and develop career aspiration.	<ul style="list-style-type: none"> <li>• HR takes a leading role in people management to ensure high engagement and productivity with 4 pillars <ul style="list-style-type: none"> <li>- Learning and Development</li> <li>- Health and Well-being</li> <li>- Diversity and Inclusion</li> <li>- ESG involvement</li> </ul> </li> <li>• Allianz Engagement Survey annually to check and improve working condition and environment for the employees</li> </ul>
<b>Partners</b>	Together achieve business goal with fair compensation and benefit as agreed	<ul style="list-style-type: none"> <li>• Provide a dedicated team to support each partners/channel to drive the business as agreed</li> <li>• Operate under Allianz guideline to ensure fair treatment to all partners with integrity</li> <li>• Open channel for check and balance for partner to feedback if issues arise</li> </ul>

Stakeholder	Expectation	Actions
<b>Shareholders</b>	Be treated with transparency and clarity. Easy access to company information that is accurate, consistent, on-time and timely.	<ul style="list-style-type: none"> <li>• Annual shareholders' meeting</li> <li>• Annual report</li> <li>• Provide opportunity to express opinion via the Company's website, emails</li> </ul>
<b>Government Sector</b>	Company to conduct business according to laws and regulations with good governance	<ul style="list-style-type: none"> <li>• Dedicated team (regulatory affair) acts as a counterpart to coordinate with each government sectors</li> <li>• Align and practice business based on rule and regulations</li> <li>• Communicate and educate rules and regulations with regards to business operations to employees via available communications channels</li> </ul>
<b>Community</b>	Company to support and contribute back to the Thai society on various ESG activities	<ul style="list-style-type: none"> <li>• Set up ESG taskforce team to drive the activities that aligned with Allianz Group and local needs</li> <li>• Encourage other stakeholder to involve in ESG so that to create impactful result to the community</li> <li>• Seek partners with same goal to drive more impactful project in a larger scale</li> </ul>

## 4. Management Discussion and Analysis

### Financial position and Operating performance

The Company has a core investment in the Insurance industry both non-life and life. According to the Insurance Premium Rating Bureau, overall direct premiums of 2021 of the non-life insurance industry grew by 5.17%, largely driven by Non-Motor (+9.38%) while Motor grew by only 2.11% compared to 2020. All Non-Motor Lines showed strong performance including Marine (+19.57%), Property (+8.10%), A&H (5.29%) and Others (16.22%). Whereas the growth of gross premiums written (GPW) of the life insurance industry during January to November 2021 grew by 2.6%.

Throughout 2021 several competitors in Thailand suffered substantial losses from COVID-19 insurance policies and saw pressure on their financial results and their solvency margin, causing some of them to cease operation, impacting policyholders and the industry in general. Our Company's results have proven to be resilient and were not affected by such COVID-19 policies, validating our long-term business strategy and proper steering and control mechanisms in place.

For the Company, the operating result of the consolidated financial statement for the year ended December 31, 2021 was a net profit of Baht 1,230.03 million (Baht 3.16 per share) compared with the same prior year period of Baht 631.11 million (Baht 1.63 per share), an increase by Baht 598.92 million or 94.90%. The significant changes are summarized as follows:

- The gross premiums written (GPW) for this year decreased by 1.62% from last year due largely to the continuation of the COVID-19 pandemic. Net premiums written and net premiums earned decreased by 3.32% and 6.66% respectively, resulting from the shortfall of GPW especially for Motor business.
- Fee and commission income increased by 11.30% due to higher reinsurance.
- Net investment income increased by 9.28% while loss on financial assets measured at FVPL reduced by 92.74% resulting from the last year asset portfolio restructuring to less volatile assets with more attractive yield.
- The share of profit on investment in an associate increased by 22.70% due to the significant increase in net profit of the associate company.
- Other income (mainly fee income from trade credit business) reduced by 44.88%, also resulting from the impact of COVID-19.
- From the above, the Company total revenues increased by 1.46% from the same period last year.
- In term of expenses, net claim paid and other underwriting expenses decreased by 17.05% and 9.48%, respectively, due to the change in business mix, underwriting discipline and benefits from lockdowns. Commission and brokerage increased by 4.71% resulting from high competition in the market. The operating expense reduced by 10.15% due largely to new way of work, overall expense control and the delay of some planned expenses and projects.

- The finance cost increased by 48.80% due largely to the increase in lease liability in relation to TFRS 16.
- The movement of impairment decreased by 73.39% due to the first time recognition in last year.
- As a result of the aforementioned, the Company's performance for the year ended 31 December 2021 was a net profit of Baht 1,230.03 million, 94.90% higher than last year.
- In term of profitability, apart from a strong net profit, from the consolidated financial statement the Company's return on investment (7.26%) and return on equity (7.13%) significantly improved from last year.
- As of 31 December 2021, the Company's goodwill of Baht 508.88 million remained the same as last year with no impairment, confirming the quality of assets from the entire business transfer in 2019. (See note to financial statement no. 19) The return on assets of 4.91% was more than double of last year.
- The liquidity ratio of 1.60% was close to prior year. Number of days of uncollected premium of subsidiary company decreased from 42 days in 2020 to 37 days, showing an improvement of the collection process. In addition, the subsidiary and associate's capital adequacy ratio of 452%\* and 292%\*, respectively, were much higher than the minimum requirement of 120%.
- The major capital expenditures in 2021 were software and software under development, amounting to Baht 61.9 million for various projects of the subsidiary company to support its business expansion.
- To manage factors that may affect the operations in the future, the Group strictly adheres to the risk management policy as mentioned in the Risk Management section and regularly reviews the policy.

\* The subsidiary and associate's capital adequacy ratio as of December 31, 2021 is unaudited

## Statement of Financial Position

(Unit: Thousand Baht)

<b>Consolidated financial statements</b>			
<b>as at December 31</b>			
	<b>2021</b>	<b>2020</b>	<b>2019</b>
<b>Assets</b>			
Cash and cash equivalents, net	1,295,374	2,801,346	4,497,250
Premium receivable, net	580,552	555,606	771,000
Accrued investment income	24,187	25,141	12,412
Reinsurance assets	1,923,852	2,060,737	2,741,204
Amounts due from reinsurers	569,982	439,285	496,239
Investments			
Investments in securities, net	8,793,852	7,384,276	7,352,462
Loans and interest receivable	-	-	14
Investment in an associate	9,492,515	11,252,204	10,715,018
Property, plant and equipment, net	46,170	53,896	49,292
Goodwill	508,877	508,877	508,877
Right-of-use asset, net	190,397	208,804	-
Intangible assets, net	84,731	77,032	85,075
Deferred tax asset, net	400,105	419,272	328,450
Deferred commission expenses	80,233	78,959	72,514
Other assets	149,422	142,127	186,673
<b>Total assets</b>	<b>24,140,249</b>	<b>26,007,562</b>	<b>27,816,480</b>
<b>Liabilities and equity</b>			
Insurance contract liabilities	5,070,744	5,157,764	5,797,941
Amounts due to reinsurers	1,160,232	1,249,805	1,944,672
Payable from purchase of securities	-	-	992,853
Employee benefit obligations	135,407	151,266	135,518
Premium written received in advance	258,802	343,710	421,446
Commission and brokerage payables	121,109	99,257	107,767
Accrued expenses	406,612	460,023	389,470
Lease liabilities	197,784	207,876	-
Other liabilities	365,419	276,796	281,476
<b>Total liabilities</b>	<b>7,716,109</b>	<b>7,946,497</b>	<b>10,071,143</b>
<b>Equity</b>			
Share capital			
Authorised share capital			
463,473,361 ordinary shares of 1 Baht each	463,473	463,473	463,473
Issued and paid-up share capital			
389,266,931 ordinary shares of 1 Baht each	389,267	389,267	
384,964,961 ordinary shares of 1 Baht each			384,965
Premium on share capital	10,066,331	10,066,331	9,907,791
Retained earnings			
Appropriated			
Legal reserve	50,000	50,000	50,000
Unappropriated	3,790,996	3,126,145	3,076,794
Other components of equity			
Surplus (discount) on investments measured through other	97,437	43,455	(113,644)
Share of other comprehensive income in an associate	2,030,109	4,385,867	4,439,431
<b>Total equity</b>	<b>16,424,140</b>	<b>18,061,065</b>	<b>17,745,337</b>
<b>Total liabilities and equity</b>	<b>24,140,249</b>	<b>26,007,562</b>	<b>27,816,480</b>

## Statement of Comprehensive Income

(Unit: Thousand Baht)

<b>Consolidated financial statements</b>			
<b>for the year ended December 31</b>			
	<b>2021</b>	<b>2020</b>	<b>2019</b>
<b>Revenues</b>			
Gross premiums written	5,584,707	5,676,918	5,757,300
<u>Less</u> premiums ceded	(1,608,289)	(1,564,003)	(2,290,390)
Net premiums written	3,976,418	4,112,915	3,466,910
<u>Add (Less)</u> unearned premium reserve decreased (increased)	(84,019)	57,381	(59,254)
Net premiums earned	3,892,399	4,170,296	3,407,656
Fees and commission income	325,926	292,826	605,176
Net investment income	140,543	128,608	118,917
Gain (loss) on investment in securities	(8,151)	(112,273)	(98,099)
Share of profit on investment in an associate	1,287,852	1,049,595	553,245
Other income	34,202	62,053	32,399
<b>Total revenues</b>	<b>5,672,771</b>	<b>5,591,105</b>	<b>4,619,294</b>
<b>Expenses</b>			
Gross claim paid	2,537,959	3,456,194	2,695,109
<u>(Less)</u> Claim recovered from reinsurers	(485,380)	(981,646)	(756,371)
Commission and brokerage expenses	894,232	854,028	754,742
Other underwriting expenses	694,004	766,695	814,213
Operating expenses	754,034	839,182	906,280
Finance cost	6,922	4,652	-
Impairment loss on equity instruments	40,048	150,503	-
Expected credit loss (Reversal)	174	208	-
<b>Total expenses</b>	<b>4,441,993</b>	<b>5,089,816</b>	<b>4,413,973</b>
<b>Profit before income tax</b>	<b>1,230,778</b>	<b>501,289</b>	<b>205,321</b>
Income tax expense (income)	749	(129,825)	15,694
<b>Net profit</b>	<b>1,230,029</b>	<b>631,114</b>	<b>189,627</b>
Other comprehensive income (loss)			
Items that will not be subsequently reclassified to profit or loss			
Actuarial gain (loss) on defined employee benefits plans	24,614	-	6,069
Share of other comprehensive loss in an associate	18,253	(40,730)	(10,268)
Income tax related to items that will not be subsequently reclassified to profit or loss	(8,574)	8,146	840
Items that will be subsequently reclassified to profit or loss			
Gain on revaluation of investment measured at fair value through other comprehensive income	39,383	131,873	117,659
Loss on sale of investment transferred to profit or loss	28,095	-	-
Share of other comprehensive income (loss) in an associate	(2,944,697)	(460,245)	4,706,696
Income tax relating to items that will be reclassified subsequently	575,444	65,675	(964,871)
Other comprehensive income (loss) for the year, net of income tax	(2,267,482)	(295,281)	3,856,125
<b>Total comprehensive income (loss) for the year</b>	<b>(1,037,453)</b>	<b>335,833</b>	<b>4,045,752</b>
<b>Basic earnings per share (Baht)</b>	<b>3.16</b>	<b>1.63</b>	<b>0.53</b>
<b>Weighted average number of ordinary shares (Shares)</b>	<b>389,267</b>	<b>387,563</b>	<b>356,058</b>
<b>Diluted earnings per share (Baht)</b>	<b>3.16</b>	<b>1.63</b>	<b>0.53*</b>
<b>Weighted average number of ordinary shares (Shares)</b>	<b>389,267</b>	<b>387,563</b>	<b>360,582*</b>

\* Restated



## Financial ratio reflecting the financial position and performance of the company

Analysis of financial ratios		Consolidated financial statements		
		2021	2020	2019
<b>Liquidity ratio</b>				
Current ratio	(TIMES)	1.60	1.62	1.47
Premium due and uncollected turnover	(DAYS)	37	42	34
<b>Profitability ratio</b>				
Retention rate	(%)	71.20	72.45	60.22
Loss incurred per earned premium	(%)	52.73	59.34	56.89
Underwriting profit per net premium written	(%)	14.52	8.94	14.57
Underwriting expense per earned premium	(%)	60.18	58.99	72.64
Return on investment	(%)	7.26	4.97	3.87
Net premium written per equity	(TIMES)	0.23	0.23	0.26
Net profit per total income	(%)	21.68	11.29	4.11
Return on equity	(%)	7.13	3.53	1.40
<b>Efficiency ratio</b>				
Return on asset	(%)	4.94	1.88	1.00
Assets turnover	(TIMES)	0.23	0.21	0.23
<b>Financial ratio</b>				
Debt to equity ratio	(TIMES)	0.47	0.44	0.57
Policy liability to capital fund	(TIMES)	0.31	0.29	0.32
Nonlife insurance risk reserve per equity	(TIMES)	0.19	0.17	0.19
Nonlife insurance risk reserve per total asset	(%)	13.01	11.95	12.00
Payout ratio	(%)	48.74	93.75	304.49
<b>Data per share</b>				
Per value	BAHT	1.00	1.00	1.00
Book value	BAHT	42.19	46.40	46.10
Net profit	BAHT	3.16	1.63	0.53
Dividend	BAHT	1.54*	1.52	1.50

\* Dividend per share from the operating result of 2021 is subject to the approval of the shareholders' meeting

## 5. General and other important information

### General information

<b>Company's name</b>	<b>Allianz Ayudhya Capital Public Company Limited</b>
<b>Security symbol</b>	AYUD
<b>Stock market</b>	The Stock Exchange of Thailand
<b>Industry sector</b>	Finance / Insurance
<b>Type of business</b>	Investment holding company investing in insurance business
<b>Company registration number</b>	0107537001391
<b>Registered Capital</b>	Baht 463,473,361, divided into 463,473,361 shares at a par value of Baht 1 per share
<b>Issued and paid-up share capital</b>	Baht 389,266,931, divided into 389,266,931 shares at a par value of Baht 1 per share
<b>Shareholding proportion</b>	- Allianz Ayudhya General Insurance Public Company Limited: 99.99% - Allianz Ayudhya Assurance Public Company Limited: 31.97%
<b>Head office</b>	898 Ploenchit Tower, 7 <sup>th</sup> Floor Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 Telephone: 02-305-7374 Website: <a href="http://www.ayud.co.th">www.ayud.co.th</a>
<b>Corporate secretary</b>	Telephone: 02-305-7374 Email: <a href="mailto:cs@azay.co.th">cs@azay.co.th</a>
<b>Other references</b>	
<b>Registrar</b>	<b>Thailand Securities Depository Company Limited (TSD)</b> The Stock Exchange of Thailand Building, 93, 14 <sup>th</sup> Floor, Ratchadaphisek Road, Dindaeng Subdistrict, Din Daeng District, Bangkok 10400 Telephone: 02-009-9000 Fax: 02-009-9991 Website: <a href="http://www.set.or.th/tsd">www.set.or.th/tsd</a>
<b>Auditor</b>	<b>Ms. Sakuna Yamsakul</b> Certified Public Accountant (Thailand) No. 4906 and/or <b>Mr. Paiboon Tunkoon</b> Certified Public Accountant (Thailand) No. 4298 and/or <b>Mr. Boonlert Kamolchanokkul</b> Certified Public Accountant (Thailand) No. 5339 and/or <b>Ms. Sinsiri Tangsombat</b> Certified Public Accountant (Thailand) No. 7352 <b>PricewaterhouseCoopers ABAS Ltd</b> 79 / 74-80 Bangkok City Tower, 15 <sup>th</sup> Floor, South Sathorn Road, Thungmahamek Sub-district, Sathorn District, Bangkok 10120 Telephone: 02-844-1000 Fax: 02-286-5050 Website: <a href="http://www.pwc.com">www.pwc.com</a>

<b>Financial Institutions</b>	<ul style="list-style-type: none"> <li>- <b>Bank of Ayudhya Public Company Limited</b>  <b>Head office</b>  1222 Rama III Road, Bang Phong Phang Subdistrict, Yan Nawa District, Bangkok 10120  Telephone: 02-296-2000  <b>Ploenchit branch</b>  550 Ploenchit Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330  Telephone: 02-208-2000</li> <li>- <b>Government Housing Bank</b>  <b>Head office</b>  63 Rama IX Road, Huai Khwang District, Bangkok 10310  Telephone: 02-645-9000</li> <li>- <b>The Hong Kong and Shanghai Banking Corporation Limited</b>  968 HSBC Building, Rama IV Road, Silom Subdistrict, Bang Rak District, Bangkok 10500  Telephone: 02-614-5590</li> <li>- <b>Standard Chartered Bank (Thai) Public Company Limited</b>  100 North Sathorn Road, Silom Subdistrict, Bang Rak District, Bangkok 10500  Telephone: 02-724-5380</li> </ul>
<b>Subsidiary Company</b>	<b>Allianz Ayudhya General Insurance Public Company Limited</b>
<b>Company registration number</b>	0107554000259
<b>Type of business</b>	Non-life insurance
<b>Head Office</b>	898 Ploenchit Tower, 7 <sup>th</sup> Floor, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 Telephone: 02-657-2555, 1292 (Customer Service) Fax: 02-657-2500 Website: <a href="http://gi.azay.co.th/">http://gi.azay.co.th/</a>
<b>Registered capital</b>	Baht 2,548,800,000
<b>Paid-up capital</b>	Baht 2,548,800,000
<b>Associate Company</b>	<b>Allianz Ayudhya Assurance Public Company Limited</b>
<b>Company registration number</b>	0107537001315
<b>Type of business</b>	Life insurance
<b>Head Office</b>	898 Ploenchit Tower, 7 <sup>th</sup> Floor, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 Telephone: 02-305-7000, 1373 (Customer Service) Fax: 02-305-7999 Website: <a href="http://www.azay.co.th">www.azay.co.th</a>
<b>Registered capital</b>	Baht 4,000,000,000
<b>Paid-up capital</b>	Baht 2,950,000,000

## Other important information

-no-

### Legal dispute

As of December 31, 2021, based on the audited consolidated financial statement, the Company has no litigation with material risks which will have a significant negative impact on the operating performance and financial position of the Company more than 5% of shareholder equity.



A low-angle, upward-looking photograph of several modern skyscrapers with glass facades. The buildings are slightly out of focus, creating a sense of depth and scale. The sky is a pale, overcast blue. The overall tone is professional and corporate.

# Part 2

## Management and Corporate Governance



## 6. Corporate Governance Policy

### Overview of the corporate governance policy and the practice

#### Corporate Governance Policy

The Board of Directors highly values good corporate governance, particularly, the procedural fairness, responsibility, and honesty of the business operation, ensuring that the operations of the Company shall be carried out effectively and with stability, sustainably and increasing economic value for all relevant stakeholders. Internal policies governing operational management are based on the principles of economic sufficiency, rationale, integrity, ethics, transparency and fairness to all the relevant stakeholders with respect to human rights, adhering to the principles of good corporate governance as specified by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).

The Company, by the approval of the Board of Directors, has set out a corporate governance policy which is communicated and to all-level employees. The Corporate Governance Committee has resolved to implement the CG Code in the Company. For the subsidiary AAGI and the associate AZAY, the CG Code shall be implemented in a form which is suitable for the business model of each company.

In 2021, the Company's CG score was assessed by Thai Institute of Directors as 5-star, the highest rating. The Company received an "Excellent" score in the sections shareholders' rights, equitable treatment of shareholders, disclosure and transparency, and a "Very Good" score in the section of responsibilities of the Board of Directors. In addition, in 2021, The Annual General Shareholders' Meeting Assessment Project (AGM Checklist), conducted in cooperation by the Securities and Exchange Commission (SEC), the Thai Investors Association (TIA) and the Thai Listed Companies Association resulted in a full score of 100.

#### Ethical Treatment of Stakeholders

The Company is determined to conduct its business with accountability to all stakeholders leading to sustainable business development. To ensure the rights of all stakeholders, the Company specifies in the Company's Code of Conduct (available on our website at [www.allianz.com/compliance](http://www.allianz.com/compliance)) that the rights of stakeholders will be protected and that they will be treated equally and fairly. Sharing business benefit with all stakeholders makes the Company become a valued organization within the broader society.

The Company has established and disclosed its policies, including the treatment of each group of stakeholders with consideration to their rights under the law or agreements. The Company will not commit any act to violate the rights of those stakeholders.

#### Shareholders

Company focuses on growing its business by building long-term economic values for appropriate and fair returns. The dividend payment policy is based on operational performance of the company and the economic circumstances.



<b>Customers</b>	Company delivers services to customers with honesty and fairness and provides various communication channels to its customers, e.g. for general inquiry, investment, or complaint via the phone number 02-305-7374 or email: cs@azay.co.th
<b>Employees</b>	Company regards employees as essential resources to achieve our business target. Human resource policy and the Code of Conduct are established to be the guidance for the fair treatment of staff, including the remuneration, appointment, relocation as well as the development of the all employees' potential and competency through capability and leadership training.
<b>Partners</b>	Company values impartiality and integrity in the operation of the business as well as fair and mutual benefits with customers and partners, avoiding circumstances which may lead to conflict of interest. Trade agreements will be strictly adhered to and the Company has defined and appropriate policy for gifts and entertainment.
<b>Competitors</b>	Company adheres to fair competition and refrains from any unfair and dishonest practice which might be aimed at harming competitors.
<b>Creditors</b>	Company recognizes the importance of its liabilities to creditors and will strictly comply to creditor conditions as well as maintain a good relationship with the creditors to build trust and confidence and will not violate the creditors' rights.
<b>Society, Community, and Environment</b>	Company sets out a clear policy covering fair treatment and social responsibility and has developed a CSR Framework to be implemented by all departments of the Company. The Company values and participates in supporting three improvement of the quality of living of people and the community.
<b>Government</b>	Company operates its business in compliance with the law. The Company will cooperate with the relevant government organizations and provide relevant information as required.
<b>Intellectual Property</b>	Company complies with the intellectual property law and has the policy to not violate intellectual property rights.

## Good governance practices in other aspects

Other than the main corporate governance policy, the Company has specified additional policies so that the operation of the Company is in accordance with the good governance practices, namely

- Conflict of interest policy
- Intellectual property policy
- Sanctioned countries and specially designated nationals (SDN) policy
- Internal control policy
- Operational overseeing policy
- Environment, health and safety policy
- Related-Party transactions policy

## Anti-corruption

The Company was first certified as a member of Collective Action Coalition (CAC) on January 22, 2016 and continues to be a good role model and adhere to all aspects of anti-corruption prevention.

The Group and its associate company perform an annual assessment of fraud and corruption risks, including measuring risk levels, assessing internal controls and the effectiveness of mitigation activities and regular monitoring.

Anti-corruption and anti-money laundering are part of employee training and awareness is created through regular communication.

## Significant changes and developments of the policy, practices, and corporate governance system in the previous year

### Corporate Governance Policy and Business Ethics

The Board of Directors recognizes the importance of good corporate governance and therefore established the Corporate Governance Committee (CG Committee) for controlling, monitoring, assessing the operations of the Company.

In 2021, the Company adhered to the following principles of the CG Code:

CG Code	
<b>Principle 1</b>	Establish Clear Leadership Role and Responsibilities of the Board
<b>Principle 2</b>	Define Objectives that Promote Sustainable Value Creation
<b>Principle 3</b>	Strengthen Board Effectiveness
<b>Principle 4</b>	Ensure Effective CEO and People Management
<b>Principle 5</b>	Nurture Innovation and Responsible Business
<b>Principle 6</b>	Strengthen Effective Risk Management and Internal Control
<b>Principle 7</b>	Ensure Disclosure and Financial Integrity
<b>Principle 8</b>	Ensure Engagement and Communication with Shareholders

The Company has published the CG Code on the Company's website to be accessible for its shareholders and the Company commits to operate the business under the CG Code. The Company has distributed written handbooks to employees and motivated staff through training to raise awareness and build their understanding of good corporate governance in order that they perform their roles while adhering to moral principles.

## **Annual Evaluation of the Performance of the Board of Directors and Sub-committees**

### **1. Annual Board Performance Self-Assessment**

The Board of Directors conducts a performance self-evaluation once a year for both the Board of Directors as an entity as well as individual self-assessments of each Director.

The Annual Evaluation for the year 2021 was conducted on November 15, 2021. The result of the evaluation (see Table below) ranged from "good" to "very good" levels for both Board of Directors and the individual director evaluations. For this evaluation, the Company determined the criteria, process, and method of the evaluation. Also, the Company used the result of the previous evaluation to define improvement actions and follow-up.

<b>Year of Evaluation</b>	<b>Date of Evaluation</b>	<b>Performance of the Board of Directors</b>	<b>Performance of the Individual Directors</b>
2021	November 15, 2021	Good – Very Good	Good – Very Good

### **2. Subcommittee' self-assessment**

Similarly, the Board of Directors arranges for the annual self-evaluation of every subcommittee (namely the Audit-, Nomination and Remuneration- and Corporate Governance Sub-Committees) as well as the individual self-assessment of each Director in the subcommittees. The criteria and evaluation process are consistent with those used for the evaluation of the Board of Directors. The resulting evaluation (in the Table below) ranged from "good" to "excellent" for the Board, individual Directors and the CEO.

<b>Subcommittee (Audit Committee, and Nomination and Remuneration Committee)</b>				<b>CEO</b>
<b>Year of Evaluation</b>	<b>Date of Evaluation</b>	<b>Performance of the Board of Directors</b>	<b>Performance of the Individual Director</b>	<b>Performance</b>
2021	November 15, 2021	Good – Very Good	Good – Very Good	Excellent

## Development of the directors and the executives

The directors are encouraged to participate in seminars and training programs in the course which are beneficial to the performance of their duties. If there is an appointment of a new director, the Company will provide relevant documents to introduce him (her) to the Company and its business so that the director gains the understanding of the role and responsibilities required to perform his (her) duties. A list of the directors attending training and seminars held by the Thai Institute of Directors (IOD) are provided in the following QR Code, including executives and company secretary.



## 7. Corporate Governance Structure

### ◆ Principle 1 Establish Clear Leadership Role and Responsibilities of the Board

## Corporate Governance Structure

### Board of Directors

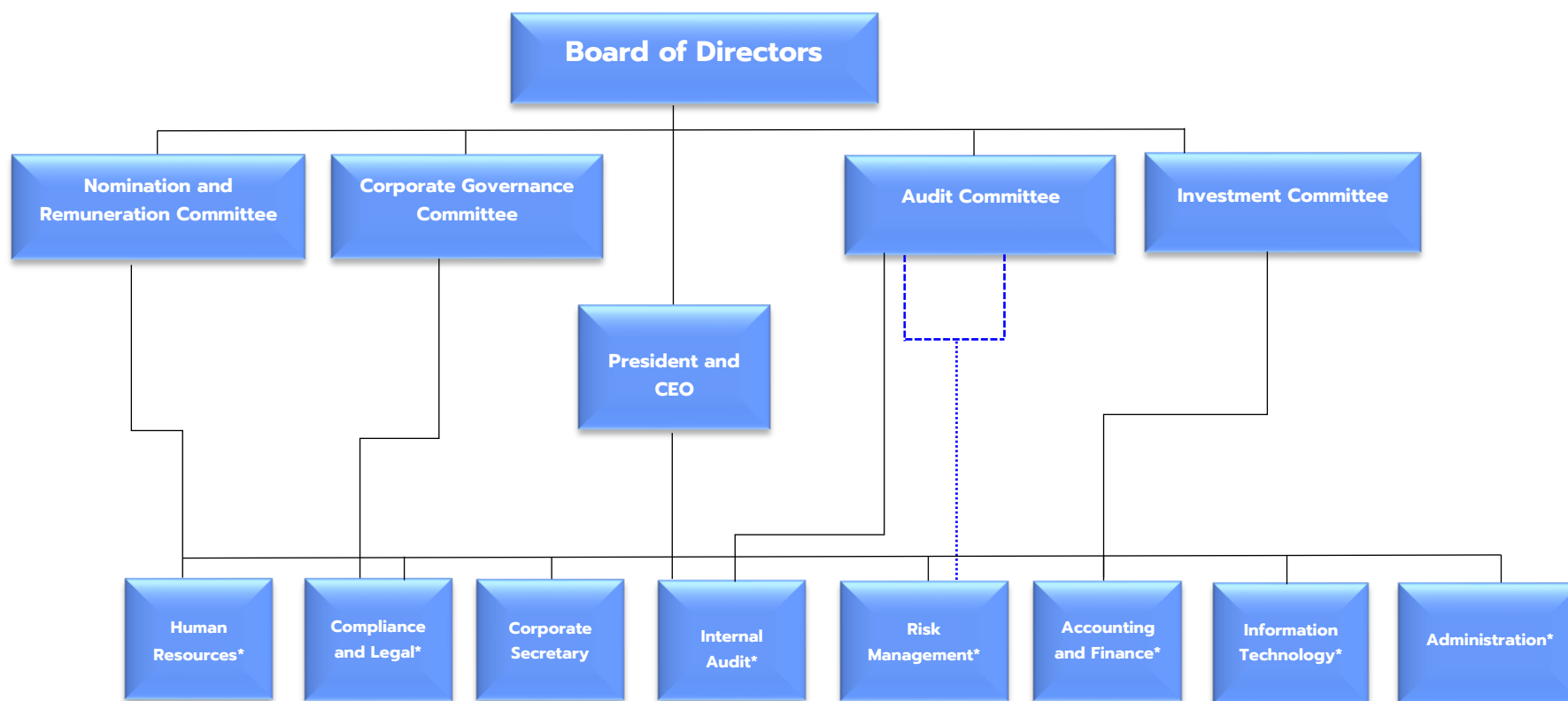
As of December 31, 2021, the Company's Board of Directors comprised 15 Directors

Name	Designation
1. Dr. Jamlong Atikul	Chairman and Independent Director
2. Mr. Bryan James Smith	Vice-Chairman
3. Mr. Suwat Laicharoensup	Independent Director/ Chairman of the Audit Committee
4. Mr. Vichit Kornvityakoon	Independent Director/ Member of the Audit Committee/ Chairman of the Corporate Governance Committee
5. Mr. Pasu Loharjun	Independent Director/Chairman of the Nomination and Remuneration Committee
6. Mr. Narong Chulajata	Independent Director/ Member of the Audit Committee
7. Ms. Nopporn Tirawattanagool	Director/ Non-Executive Director/ Member of the Nomination and Remuneration Committee/ Member of the Corporate Governance Committee
8. Mr. Laksna Thongthai	Director/ Non-Executive Director
9. Mr. Thomas Charles Wilson	Director/ Authorized Director/ Executive Director/ President & CEO
10. Mr. Jon-Paul Jones	Director/ Non-Executive Director
11. Mrs. Claudia Salem	Director/ Non-Executive Director
12. Mr. Lars Heibutzki	Director/ Authorized Director/ Non-Executive Director/ Member of the Nomination and Remuneration Committee
13. Mr. Kittu Pintavirooj*	Director/ Authorized Director/Non-Executive Director
Mr. Robert Paul Gray*	Director/ Authorized Director/ Non-Executive Director
14. Mr. Jan-Christian Rosemeyer	Director/ Authorized Director/ Non-Executive Director
15. Ms. Jarunee Chaisupakitsin	Director/ Authorized Director/Executive Director/ Chief Financial Officer

*Note: \* The resolution from the Board of Directors' Meeting No. 5/2021 on November 15, 2021 was approved to appoint Mr. Kittu Pintavirooj as a Director in replacement of Mr. Robert Paul Gray who resigned with effective on December 31, 2021. Mr. Kittu Pintavirooj, as an Authorized Director would be effective from the completion date of registration with the Ministry of Commerce.*

The Board of Directors appointed 4 Subcommittees as follows;

- (1) Audit Committee
- (2) Nomination and Remuneration Committee
- (3) Investment Committee
- (4) Corporate Governance Committee



**\*Shared Central Function for Subsidiary and Associate Company. The Company receives their services through a service agreement.**



## New Director Orientation

The Board of Directors requires an orientation for all new Directors, coordinate by the company secretary, to foster the understanding of the business and internal policies and to support the Director to assume the position as quickly as possible.

In 2021, the Company had nominated five Directors:

1. Mr. Jon-Paul Jones was appointed as a new Director with effective date of February 25, 2021 to replace Mrs. Anusha Thavarajah.
2. Mr. Thomas Charles Wilson was appointed as a new Director with effective date of February 25, 2021 to replace Mrs. Wanna Thamsirisup.
3. Mr. Bryan James Smith was appointed as a Vice Chairman with effective date of February 25, 2021.
4. Ms. Nopporn Tirawattanagool was appointed as a Corporate Governance Committee Member with effective date of May 14, 2021.
5. Mr. Kittu Pintavirooj was appointed as a new Director on November 15, 2021 to replace Mr. Robert Paul Gray with effective date of December 31, 2021.

The Company provided newly appointed Directors an orientation according to the Company's Board Manual which included inter alia laws and regulations, important policies such as corporate governance policy and code of ethics.

## Role of Stakeholders

The Company is determined to conduct its business with responsibility towards stakeholders by considering mutual business growth and benefit. Details are stated in Part 1 No. 3 Managing stakeholder impact on value chain and Part 2 No. 6 Corporate Governance Policy.

### ◆ Principle 2 Define Objectives that Promote Sustainable Value Creation

The Board of Directors sets the Company's goal to become a leading investment company that mainly invests in the insurance business, including life and non-life insurance, and investing in other businesses to increase the investment value and support the sustainable growth of a good society. The Company encourages social responsibility, good corporate governance, anti-corruption, and transparency in its business operation. The Company also aims to strengthen the knowledge for people and general investors regarding investment and wealth management through various insurance products, helping the country's economic growth sustainably. The Company commits to provide service with quality, ethics and transparency in terms of customers.



### ◆ Principle 3 Strengthen Board Effectiveness

#### Structure of the Company's Board of Directors

The Board of Directors functions responsibly based on the Company's objectives and Articles of Association by monitoring business performance to ensure effectiveness and alignment with its objectives in the best interests of the Company and its shareholders. The Company has a management structure with a clear division of responsibility between the Board of Directors and Management with details as follows:

1. The Chairman of the Board is an Independent Director and not the same person as the President & CEO. The division of authority and power is clearly set according to good corporate governance practices and Company management structure.

The qualifications of an Independent Director are stricter than the requirements of Securities and Exchange Commission and the Capital Market Supervisory.

As of December 31, 2021, the Company has 15 members on its Board of Directors including:

- Two Executive Directors;
- Eight Non-Executive Directors;
- Five Independent Directors, or 33.33% of the Board of Directors.

Moreover, the Company encourages each Director to be trained and pass courses held by Thai Institution of Directors (IOD).

2. The Company appoints the Nomination and Remuneration Committee to be responsible for recruiting qualified Directors following the law and related regulations. The Board considers candidates without gender discrimination as defined in the Board Diversity policy. The role and responsibilities of appointed committee members and subcommittee members are clearly defined, with the President & CEO as the head of the executive team responsible to the Board of Directors for business operations and performance under the Charter of the Board of Directors.
3. The term of office of the Board of Directors is specified in the Company Article of Associations and adheres to the Public Company Limited Act B.E. 2535 (1992). The Director is appointed by the shareholders' meeting resolution or the Board of Director's meeting resolution. The Company does not restrict Directorship based on age or gender as it believes that expertise and experience in business are the most important. The following term conditions are relevant for the Board as well as Subcommittees of the Board:
  - a. The term of the Board or Committee members will be for a period of three years and members may be re-appointed upon term completion;
  - b. Members of the Committee may relinquish their position due to completion of the term, resignation, death or Board of Directors' resolution;
  - c. In the event of a vacancy due to other reasons, the Board of Directors shall appoint a person with full qualification to replace the departing member. The tenure and remuneration of the appointment shall be the remaining term and remuneration of the departing member.

4. The companies in which Directors hold positions are disclosed in the Annual Report. At present, the Company is assured that there are no negative effects arising from Directors holding positions in other listed companies and that all Directors have sufficient time allocated for the Company's matters with all attending meeting regularly to the Company's matters with all attending meetings regularly to the Company's benefit. The Company sets a limit on Directors holding no more than five positions in other listed companies.

#### **Authorized Directors who can sign on behalf of the Company**

As of December 31, 2021, the Authorized Directors who can sign on behalf of the Company are Mr. Thomas Charles Wilson, Mr. Lars Heibutzki, Mr. Robert Paul Gray, Ms. Jarunee Chaisupakitsin and Mr. Jan-Christian Rosemeyer. Any two out of the five can jointly sign and affix the Company's seal.

#### **Scope of Power and Duties of the Board of Directors**

1. To manage the Company's operations in compliance with the objectives and articles of association and with resolutions of the Company's meeting of shareholders with honesty and due care for the interests of the Company.
2. To set goals, guidelines, policies, operating plans and budget of the Company, control and supervise the administration of the Board of Management, ensure the management has performed competently and in compliance with the policies prescribed in an efficient manner.
3. The Board of Directors may, as deemed appropriate, elect some Directors and management as members of the Board of Management and shall elect one member of the Board of Directors as its Chairman.
4. The Company issues the Company Code of Conduct Handbook for the Board of Directors, executives, and employees.
5. To manage conflicts of interest, the Company shall disclose any transactions connected or related parties as required under the SET regulations.
6. The Board of Directors places great importance on internal controls and mandates an independent internal audit department to monitor all internal controls and report to the Board regularly. In addition, some internal controls are audited by our independent external auditor, especially those surrounding financial statement preparation.
7. The Board of Directors recognizes the importance of managing risk and designates the Board of Management to establish the Risk Management Committee.

#### **Board Meetings**

Board of Directors meetings are scheduled not less than once every quarter. The agenda and minutes of the previous meeting, together with supporting documents, are submitted to the Board in advance to enable Directors to undertake adequate consideration and study of the information prior to attending the meeting. The Company Chairman will consolidate the opinions and conclusions reached during the meeting. Directors having a conflict of interest must leave the meeting during the consideration of the matter in question. All meetings are attended by the

Board Secretary, who records and takes minutes, which are verified by the Chairman of the Board and the Corporate Secretary and which will be approved by the Board at the next meeting.

In 2021, the Company held 5 Board of Directors' meetings scheduled in advance with notification to all Directors. In the same year, more than 90% of the entire Board of Directors attended the meeting, and more than 75% of Directors participated all of the meetings throughout the year for both Board of Director's and various Subcommittees' meetings. The Company has a policy on the minimum quorum at the time of voting, which must be no less than half of the total number of Directors.

The Audit Committee and Head of Internal Audit Department shall schedule regular joint meetings with the Company's external auditor quarterly to consider the operating results and financial statements of the Company.

The Board of Directors has also delegated to the President the task of scheduling meetings of the Investment Committee (IC) quarterly. Additional meetings may be called in cases of urgency. Minutes of the Board of Directors meetings and of the Subcommittee meetings are recorded by the Board Secretary and the Subcommittee Secretary in writing. The minutes are filed at the Company's head office for convenient reference.

#### **Job Description of Chief Executive Officer**

1. Formulate business plan and objectives of the organization as well as working procedures, ensuring that they correspond to rules, regulations and policies of the Company and relevant regulatory agencies, and propose them for consideration and approval by the Board;
2. Prepare annual business plan and budget for consideration and approval by the Board;
3. Manage the Company in accordance with the business plan and objectives as approved by the Board and monitor performance of tasks as assigned by the Board;
4. Supervise subordinates to ensure they perform their tasks and duties in accordance with specified objectives and plans;
5. Coordinate the formulation of solutions to problems that may occur in the Company's operation
6. Prepare HR and training plans to ensure they conform to business plans and policies of the Company; and
7. Perform other tasks as assigned by the Board

#### **Responsibilities of the Corporate Secretary**

1. Prepare and maintain the following documents:
  - a. Directors' Registry;
  - b. Notices for the Board of Directors' Meetings, Minutes of the Board of Directors' Meetings and Annual Report of the Board of Directors; and
  - c. Notices for the Shareholders' Meetings and Minutes of the Shareholders' Meetings.
2. Maintain the Report on Stake Holdings of Directors and Management
3. Carry out other tasks as assigned by the Board of Directors

## Subcommittees

The Board of Directors appoints four Subcommittees, consisting of Audit Committee, Nomination and Remuneration Committee, Investment Committee, and Corporate Governance Committee. Some subcommittees include executive management who are not Directors.

### Audit Committee

The Company established the Audit Committee on October 12, 1999. As of December 31, 2021, the Audit Committee comprises three independent Directors as follows:

No.	Name	Designation	Term	Meeting attendance in 2021
1	Mr. Suwat Laicharoensup	Chairman of the Audit Committee/ Independent Director	2.5 years	4/4 (including 3 electronic meetings)
2	Mr. Vichit Kornvityakoon	Member of the Audit Committee/ Independent Director	2 years	4/4 (including 3 electronic meetings)
3	Mr. Narong Chulajata	Member of the Audit Committee/ Independent Director	3 months	4/4 (including 3 electronic meetings)

Ms. Wannaporn Ngamsukhonratana, Head of Country Internal Audit was appointed as Secretary of the Audit Committee. Mr. Vichit Kornvityakoon and Mr. Narong Chulajata, have extensive knowledge and experience to review the reliability of the financial reports.

### Audit Committee Charter

#### Purpose

The Board of Directors appoints the Audit Committee (AC) to act and express independent opinions and to provide support to the Board in the following topics:

- To review financial information proposed to the shareholders and stakeholders;
- To review the internal control system determined by Management and the Board;
- To supervise internal audits and communicate with auditors of the Company;
- To consider connected party transactions or transactions in which a conflict of interest may exist;
- To supervise and review the process and the implementation concerning anti-corruption measures;
- To review the compliance with the laws regarding securities and the stock exchange, SET regulations, and laws concerning the Company's business;
- To review the good corporate governance policy and practices as specified by Supervisory units.

In performing its duty, the Audit Committee is responsible to the Board of Directors.

## Authority

The Audit Committee has the following authorities:

1. Consider, select, and propose for appointment capable persons having independence to perform the duty as the external auditors of the Company to the Board of Directors, together with annual audit fee, in order to obtain approval from an Annual General Meeting;
2. Review the scope of work and other consult engagements, if any, performed by the external auditors or external audit firms and determine the remuneration of external auditors by proposing to the Board of Directors;
3. Consider and resolve any disagreements between Management and the external auditors regarding financial reporting;
4. Audit Committee is authorized to audit and investigate employees and related internal audit control matters within the scope of its authority and duty. The Audit Committee has the authority to employ specialists to help audit and investigate as it considers suitable at the Company's expense.
5. Investigate or audit suspicious behaviour that Directors, managers, or persons in charge of the operations of the business of the Company who may have committed an offense;
6. The roles and duties as a member of the Audit Committee are additional to those of the Company's Board of Directors;

The Audit Committee must not perform any roles or duties other than those specified in the Audit Committee Charter unless there are regulations or laws or assignments from the Company's Board of Directors to allow so, with the agreement of the Audit Committee.

## Composition

The Audit Committee must comprise at least three independent Directors who are qualified in accordance with the SEC and SET regulations. The Board of Directors appoints the members to the Audit Committee with a three-year term and these members may be re-appointed.

## Meetings

The Audit Committee should organize at least four meetings per annum to consider the quarterly financial statements. The Audit Committee may invite management or persons involved to attend meetings and provide relevant information. The Audit Committee members can attend each meeting in person or via electronic meeting.

The resolution of the Audit Committee is made by majority vote. If the result of the vote is tied, the chairman of the meeting shall have the deciding vote.

Any member with any interest in the related topic cannot vote on that topic.

## Nomination and Remuneration Committee

The Company established the Nomination & Remuneration Committee on January 19, 2007. As of December 31, 2021, the committee comprises three members, one independent Director and two non-executive Directors, each with a three-year term.

No.	Name	Designation	Meeting attendance in 2021
1	Mr. Pasu Loharjun	Chairman, Independent Director	4/4 (including 4 electronic meetings)
2	Ms. Nopporn Tirawattanagool	Member, Non-Executive Director	4/4 (including 4 electronic meetings)
3	Mr. Lars Heibutzki	Member, Non-Executive Director	3/4 (including 3 electronic meetings)

Ms. Juntana Chinwonno, Head of Country Human Resources was appointed as Secretary of the Nomination and Remuneration Committee as of June 13, 2019.

## Nomination and Remuneration Committee Charter

### Objectives

The Board of Directors sets the directives for the Nomination & Remuneration Committee to propose policies for recruitment and compensation for the Board of Directors, to be carried out with transparency, fairness, and in accordance with regulations and related laws.

### Composition

The Committee must be comprised of at least three non-executive Directors, one of whom must be an independent Director.

### Qualifications

Committee members must possess knowledge, qualifications, and understanding of the role and responsibilities of Nomination & Remuneration Committee members.

### Scope of Responsibilities

1. Identify and nominate candidates for all committees and subcommittees with a direct reporting line to the Board of Directors for the approval.
2. Consider and propose overall nomination and remuneration policies and other benefits for Directors and members of subcommittees to the Board of Directors to consider for approval.
3. Consider and review the structure of the Company to ensure appropriateness and efficiency.
4. Consider and select the methodology for a Director's self-assessment process that is in line with SEC regulations and make a recommendation to the Board of Directors.
5. Prepare the annual nomination and remuneration report to be disclosed in the Company's annual report and signed by the Chairman of Nomination & Remuneration Committee.
6. Perform other duties as assigned by the Board of Directors.

The Nomination and Remuneration Committee is directly responsible to the Board of Directors in accordance with their assigned duties and responsibilities.

## Meetings

1. Meetings will be held quarterly and may invite Management or senior executives or related persons to join or submit documents as deemed appropriate.
2. A quorum of the Committee shall be no less than two out of three members, and, in case of necessity, the meeting may also be held via teleconference or other communication methods as deemed appropriate.
3. In casting votes, each member's vote is equal to one vote, and the Committee is ruled by majority. If the votes are even, the Chairman has the casting vote.
4. Members with conflicts of interest in any agenda cannot vote on such agenda, except for the agenda regarding remuneration for the entire Board of Directors.
5. Secretary of the Committee will be designated from Human Resources Function.

## Reporting

The Nomination and Remuneration Committee's resolution must be proposed to the Board of Directors for acknowledgement, agreement, and approval - or ratified in case of emergency to protect the interests of the Company.

## Performance Assessment

The Nomination and Remuneration Committee shall assess the performance of the Nomination and Remuneration Committee and report the results of the annual assessment to the Board of Directors.

## Criteria selection and appointment of Director and Top Management

<div>Criteria</div> <div>Type of Director</div>	<div><u>New Director</u></div>	<div><u>Current Director</u></div>
1.1 Director	<ul style="list-style-type: none"> <li>▪ Qualified by law, rules and regulation and Company's Articles of Associations.</li> <li>▪ Be a versatile or qualified person (Board Diversity) of profession that can be value-added to perform as Director</li> <li>▪ Be able to fulfil board size, considering board diversity by Board Skill Matrix from skillset, expertise from Industry Knowledge, accounting and finance to be aligned with corporate strategy</li> <li>▪ Be considered of Conflict of Interest</li> <li>▪ Be consent to disclose profile as a Nominee Director</li> </ul>	<ul style="list-style-type: none"> <li>▪ Past performance</li> <li>▪ Useful suggestion and opinion</li> <li>▪ Time sacrifice to the organization</li> <li>▪ Individual participation regarding to Directors' activities</li> </ul>

Criteria Type of Director	New Director	Current Director
1.2 Independent Director	Procedures on selection and nomination of Independent Director (ID) will consider from the existing IDs from the Board of component by: <ul style="list-style-type: none"> <li>▪ Qualified by the notification of the Stock Exchange of Thailand (SET), the supervisory notification and capital market of the Securities and Exchange Commission, Thailand (SEC).</li> <li>▪ Aligned by definition of Company's Independent Director which disclosed into the 56-1 One Report /Annual Report "Nomination and Remuneration of Board and Top Management" and described into "Corporate Governance policy".</li> </ul>	

To substitute vacancy of Director, the Nomination and Remuneration Committee shall propose the qualified name lists to the Board of Directors. The resolution of the Board of Directors shall consist of not less than three-quarters (3/4) of the remaining Directors. The person to replace the Director shall hold office for the remaining term of the member he/she replaces.

### Investment Committee

The Board of Directors approved the scope of duties of the Investment Committee, including objectives, compositions, term and responsibilities of Investment Committee members. As of December 31, 2021, the Investment Committee comprised the following members:

No.	Name	Designation	Meeting attendance in 2021
1	Mr. Thomas Charles Wilson*	Chairman	4/4 (including 4 electronic meetings)
2	Mrs. Ritu Arora	Member	4/4 (including 4 electronic meetings)
3	Mr. Surajak Kotikula	Member	4/4 (including 4 electronic meetings)
4	Mr. Jan-Christian Rosemeyer	Member	4/4 (including 3 electronic meeting)
5	Ms. Jarunee Chaisupakitsin	Member	4/4 (including 3 electronic meeting)
6	Representative from Allianz Asia Pacific (AZAP Risk Representative)	Guest	4/4 (including 3 electronic meeting)

\* Mr. Thomas Charles Wilson, the President and CEO was appointed as Chairman of the Investment Committee, effective from March 9, 2021 to replace the former President and CEO.



## **Scope of Authority of the Investment Committee**

### **1. Composition and qualifications**

The Board of Directors appoints the President & CEO as the Chairman of the Investment Committee. The Directors of the Investment Committee shall be:

- President & CEO
- Allianz Country Chief Investment Officer
- Allianz Country Chief Financial Officer
- Allianz Regional Chief Investment Officer of Allianz Investment Management
- Allianz Regional Chief Risk Officer (guest)

The secretary of the President & CEO or a person appointed by the Chairman of the Investment Committee may be assigned as Secretary of the Committee.

### **2. Terms of Investment Committee Members**

There is no fixed term for members.

### **3. Meetings and Vote Casting**

- 3.1 The Investment Committee will form a quorum when all Members have been invited and at least three, including the Chairperson or a member named by the Chairperson, participates in the meeting. Participation is also possible by video conference or telephone. Absent members who do not participate may vote in written form, by telephone, by fax, or via electronic means. Absent members must be informed of the resolutions adopted as soon as practical.
- 3.2 Resolutions will be taken by a simple majority of votes cast. In case of a tie, the Chairperson has a casting vote.
- 3.3 The Chairperson, in due course, has the right to veto a resolution of the Investment Committee (veto right). If the Chairperson exercises this veto right, the resolution is deemed not to be adopted.
- 3.4 Guests invited for special agenda items (Ad-Hoc Guests) have no voting rights. Ad-Hoc Guests may at any time be excluded from Investment Committee meetings.
- 3.5 Any member of the Boards of Management of the Companies, whether a member of the Investment Committee or not, who objects to a resolution taken by the Investment Committee concerning the Company on which he is a member of the Board, may call for a resolution on the issue.
- 3.6 There shall be at least two meetings a year.

### **4. Responsibilities**

The Committee has the following goals and responsibilities with respect to the Company's investment activities, to be exercised within the Company's delegated authorities, policies, and guidelines:

- Adherence to Investment Management Process and Related Corporate Rules
- Specifications of Asset Allocation
- Specification of Capital Structure and Liquidity Positions
- Definition of Derivative Strategies
- Approval of Investment-related Contracts
- Specification of Asset Management Mandates

- Approval of Merger and Acquisition Transactions
- Approval of Individual Investment Transactions
- Approval and Updating of Rules

### Corporate Governance Committee

The Company established a Corporate Governance Committee on February 28, 2012, with the objective to assist and support the Board of Directors in controlling and monitoring the operations of the Company and its subsidiary to comply with the Company's regulations, the governing laws, and the Company's corporate governance policies.

### Composition

The Corporate Governance Committee must consist of at least three members. The Chairman of the Committee must be an independent Director and must be appointed by the Chairman of the Board. The Secretary of the Committee must be appointed by the Board of Directors.

### Term

Members of the Corporate Governance Committee will have a term of three years and additional members may be added, with terms specified as per the directive of their appointments.

As of December 31, 2021, the Corporate Governance Committee comprised four members. The participation of the Committee is as follow:

No.	Name	Designation	Meeting attendance in 2021
1	Mr. Vichit Kornvityakoon	Chairman and Independent Director	5/5 (including 5 electronic meetings)
2	Ms. Jarunee Chaisupakitsin	Member	5/5 (including 5 electronic meetings)
3.	Ms. Nopporn Tirawattanagool*	Member	3/3 (including 3 electronic meetings)
	Mrs. Wanna Thamsirisup	Member	1/1 (including 1 electronic meeting)
4	Ms. Narissara Udomvongsa	Member and Secretary	5/5 (including 5 electronic meetings)

\* appointed as a Member of Corporate Governance Committee, effective on May 14, 2021 to replace Mrs. Wanna Thamsirisup

### Corporate Governance Committee Charter

At the Board of Directors Meeting No. 1/2021 on February 25, 2021, the Board of Directors has approved the second revision of the Corporate Governance Committee Charter on the additional scope of the Committee responsibility.

## Meetings

The Committee will meet at least once every quarter. Any member may call a meeting of the Committee. Members of the Committee must be notified at least three days in advance. At least half of the Committee members constitutes a quorum. The Committee may invite any Management or relevant persons to join the meeting as it is deemed appropriate. Decisions shall be based on a majority of the attending members and the Chairman will have a casting vote in case of a tie vote. The Chairman or Secretary of the Committee shall report all resolutions or suggestion of activities to the Board of Directors.

## Scope of Responsibilities

The Committee's responsibilities include the following:

- **Good Corporate Governance Practices**

1. Set good corporate governance principles, key compliance conditions, and processes for effective implementation as appropriate for the Company;
2. Recommend on good corporate governance to the Board of Directors;
3. Review the announcement of good corporate governance to be reported to the Board of Directors;
4. Recommend a Code of Best Practices for the Board of Directors or propose Charter for the Board of Directors and all the appointed committees;
5. Review and report the good corporate governance to the Board of Directors and recommend for improvement as appropriate;
6. Review and propose public announcements regarding the Company's corporate governance;
7. Oversee the Company's corporate social responsibilities and ESG disclosures;
8. Oversee effective corporate governance, from principles to practice;
9. Regularly review the Corporate Governance Committee Charter;
10. Review and recommend on the assessment form and the results of the performance of the Company's Directors for subsequent proposal to the Board of Directors;
11. Appoint the Secretary of the Committee as deem appropriate

- **Adherence to Compliance**

1. Supervise normal business to be compliance with the regulations and law
2. Oversee adherence to other laws and regulations as applied to stakeholders, such as shareholders, suppliers, customers, and employees.

## Internal control and audit systems

The Board of Directors has assigned the Risk Management Department and the Risk Management Committee to be responsible for policies and duties related to the Company's risk management and propose to the Board for approval.

The Company has established an internal audit department, which is under the Audit Committee's supervision, to review the assessment of the internal control system and risk management. The

internal audit department must audit, follow-up and supervise a financial report control system, including operating guidelines and reporting to relevant government agencies guideline. Until today, the Company has performed its business per accounting standards and financial reporting standards of the Federation of Accounting Professions under the Royal Patronage and the SET and the SEC regulations and other relevant government agencies.

#### ◆ Principle 4 Ensure Effective CEO and People Management

The Company has transparent criteria and procedures for nominating Directors and Senior Executives. The Nomination and Remuneration Committee will nominate Directors and Senior Executives with the requirements based on qualifications, knowledge, abilities, work experience, and dedication to work. There shall be no gender restrictions for the nomination, taking into account any prohibited characteristics by-laws, relevant rules, and corporate governance principles, creating diversity in the Board structure. If the Company has a strategy to conduct a new business other than the existing business, the nomination should aim to recruit a person who has qualifications and experience to match the new business and propose to the Board of Directors and/or the shareholders' meeting for approval.

#### ◆ Principle 5 Nurture Innovation and Responsible Business

The Company regulates and manages information technology at the corporate and regional levels through the IT Steering Committee of the subsidiary and the associate company by the Information Technology Department as the IT risk manager, which is a part of Operation Risk. The Company shall monitor and report to the Allianz Group Risk Management Committee, including the report of subsidiaries and affiliates. The Company also has an Internal Audit Department and group auditors who conduct an IT technical audit and report the results to the Audit Committee, the Board of Directors, and the IT Steering Committee, respectively. The improvement progress shall be reported to the said Committee quarterly or monthly, as the case may be.

#### ◆ Principle 6 Strengthen Effective Risk Management and Internal Control

In respect to Enterprise-wide risk management, the Company has established Risk Appetite criteria in various areas to be used as a guideline in formulating strategies and business plan including the Company's annual operating plan, which is approved by the Risk Management Committee and the Board of Directors. The assessment criteria cover key risks across all dimensions and areas that the Company may confront, both internally and externally. The Company determines Key Risk Indicators (KRIs) to align with the above Risk Appetite. Reports must be regularly reported to the relevant Executives to be used to manage and prevent risks that may occur to the Company in the future. Details are described in the topic of risk management.

## ◆ Principle 7 Ensure Disclosure and Financial Integrity

The Company gives importance to the public disclosure of financial and other information through various channels, taking into account accuracy, sufficiency, timeliness, and equality in providing information to all related parties. Towards this end, the Company has done the following:

### 1. Long-term goal

The Company has a 3-year plan which shall be reviewed annually. To reach the goal, the Company has developed an appropriate plan, including the requirement of being a socially responsible organization in all aspects of its operation.

### 2. The efficiency of financial report disclosure process and disclosure of important information in accordance with the requirements of a listed company.

The Board is responsible for ensuring that the financial reporting system and the disclosure of important information is correct, adequate, timely and complies with the rules and regulations, and relevant standards and guidelines.

### 3. Quality of financial reports

The Board of Directors has prepared a Responsibilities of the Board of Directors for Financial Reporting, together with the auditor's report in the annual report, which is signed by the Chairman of the Board and the President & CEO. The Company has disclosed the information on the Company's website. Also, the Company has prepared Management Discussion and Analysis (MD&A) for financial statements quarterly. The objective is to provide investors with information and to better understand the changes in the Company's financial position and operating results.

## ◆ Principles 8 Ensure Engagement and Communication with Shareholders

### 1. Shareholders' Rights

**1.1 The right to disclosure of information** The Company provided the disclosure of information on company performance, including related party transactions, and significant information for shareholders to make decision.

**1.2 The right to attend shareholders' meeting:** Company holds the Annual General Meeting shareholders once a year within 120 days of the closing date of the Company's fiscal year. The rights of shareholders were exercised with full support from the Board of Directors as evidenced by the Annual General Meeting of Shareholders No. 72 held on Tuesday, June 29, 2021 at 14.30 hours via electronic method (E-AGM). The Company issued the notice of the Annual General Meeting of Shareholders and meeting material in Thai and English. For the delivery of the notice of the meeting.

- The Company entrusted the Securities Depository (Thailand) Company Limited, the Company's Share Registrar, to send notice of the meeting together with the annual report in the format of QR Code as well as supporting documents to the shareholders. The notice specified the date, time and venue of the meeting, agendas of the meeting, details of the agenda items such as objectives and facts, rationale, adequate and clear recommendation

of the Board of Directors, as well as the voting process and the right of the vote. The notice and documents were published on the Company's website no less than 30 days in advance of the date of the meeting so that the shareholders will have adequate time for reviewing the material. On May 28, 2021, the Company published the Invitation Letter for the 2021 Annual General Meeting of Shareholders (No. 72) via electronic method (E-AGM) and Guideline on identity verification and process to attend the E-AGM (Tuesday, June 29, 2021) on the Company's Website.

- The Company provided proxy forms attached to the notice of the meeting in the format defined by the Ministry of Commerce, through which the shareholders may specify their opinion in the voting. The proxy form was sent to the shareholders no later than 7 days in advance of the meeting and a copy of the form was also submitted to the Ministry of Commerce and the regulators supervising of the companies. The shareholders can also download the proxy form under the Investor Relations page via [www.ayud.co.th](http://www.ayud.co.th).

Shareholders who were unable to attend the meeting in person were able to grant proxies to others, to independent Directors or to non-executive Director specified by the Company to attend the meeting on their behalf and cast votes on resolutions.

- The notices were announced in a daily newspaper for three consecutive days at least three days before the meeting date. As a result, shareholders attended the meeting regularly. The registration of attendance was carried out smoothly at least two hours before the meeting. An appropriate reception was also provided.
- Minority shareholders were provided with the opportunity to propose agenda items, nominate candidates with appropriate qualifications for the Board of Directors, and submit their inquiries to the Company prior to the meeting. At the Shareholders Meeting No. 72, the Company provided for additions to the agenda by calling for nominations for the Board of Directors and inquiries during 1 December 2020 – 31 January 2021 in prior to the delivery of the notice of meeting to shareholders. The criteria of the exercise of the right were clearly specified as announced via [www.ayud.co.th](http://www.ayud.co.th) and the SET system.
- The Company sent the 2021 notice of the meeting and all supporting documents on April 9, 2021 equivalent to 21 days in advance, based on the earlier AGM date on April 30, 2021, to provide shareholders with adequate information on all agenda items requiring a vote.
- The Company provided for shareholders who attended the meeting, after its commencement, to be entitled to cast votes on agenda items under consideration and not yet decided and to be counted as part of the quorum on the agenda item under consideration unless shareholders had a difference of opinion.
- At the shareholders meeting, prior to proceeding to the agenda, the Chairman assigned the Corporate Secretary to announce the following:
  - The number and proportions of shareholders present at the meeting and the number of proxies granted.
  - Introduced Board members, senior management, and auditors who attended to the meeting to the shareholders.
  - Provided an explanation on voting and vote-counting procedures. The method of voting for each agenda item shall be open voting.
  - The Chairman allocated adequate time for the meeting and allowed shareholders equal opportunity to propose and inquire fully. All questions were answered clearly and directly to the point throughout the meeting. The meeting minutes were correctly

recorded with resolutions and votes of all stakeholders summarized with transparency and fairness.

- For the agenda item on electing the Directors, the qualifications of the candidates to replace Board members whose tenure were up were summarized and recorded. Board members were elected individually, with all voting recorded: agree/disagree/abstain votes, and invalid ballots.
- The Company's shareholding structure and ten major shareholders as at the latest closing date of the Company's Share Registration Book were publicly disclosed. This information is also available on the Company's website. The Company operates with the aim of creating sustainable growth and providing appropriate rate of returns for shareholders.
- All members of the Board and relevant Management placed utmost importance on attending the annual general meeting and fully attended to provide information to shareholders and answered all shareholder inquiries.
- In 2021, the Company organized the Annual General Meeting No. 72 on June 29, 2021 which was postponed from April 30, 2021 due to the pandemic of COVID-19 in compliance with the notification of the Bangkok Metropolitan Administration to compulsory close 31 types of venues effective for 2 weeks, starting from April 26, 2021.
- On the new AGM date on June 29, 2021, altogether 14 Directors or 93% of total Directors attended the meeting via electronic mode, including the Chairman of the Board, Chairman of the Subcommittees, CEO, subcommittee members, the external auditors and external lawyer acting as the voting inspector of the Meeting. The E-AGM system operated by Inventech System (Thailand) Company Limited, showing the registration number of each shareholder, was used to register attendance and votes. The shareholder's attending records were entered into the Company's database and may be audited at a later date. The entire meeting was also videotaped and published as clip file via [www.ayud.co.th](http://www.ayud.co.th).

## 2. Equitable Treatment of Shareholders

**2.1 Company issued the notice of the shareholders' meeting, materials and the proxy form in Thai and English:** Shareholders can participate in the deliberations and cast their votes in accordance with the agenda. The right to vote at the meeting is in accordance with the number of shares held, with one share equaling to one vote.

**2.2 Protecting minority shareholder rights:** The Company provides the opportunity for every shareholder to propose meeting agenda items, to nominate person who has the appropriate qualifications as the Director, and to submit their inquiries in advance. Prior to sending out the notice for the annual general shareholders meeting, the Company gives the opportunity to shareholders to propose meeting agenda items or to nominate Directors of the Company. The Company sets clear procedures on how these rights are to be exercised, including the time period for exercising these rights, qualifications of shareholders with rights to propose agenda items / nominate Director candidates, supporting documents and details, criteria of the Company to consider adopting the proposal as the agenda items or nomination, channels to propose, and channels to provide results of the consideration with rationales from the Board of Directors. All of this information is published on the Company website: [www.ayud.co.th](http://www.ayud.co.th)

E-Voting system was used for the vote counting process. The vote counting will be done by deducting the number of "Disapprove" or "Abstain" ballots from the total number of



shareholders and their proxies present at the Meeting. Shareholders can vote as they see fit. Ballots are collected in cases of disapprovals or abstentions in any agenda item via electronic system. The results are then aggregated and processed with the total number of votes in attendance at the meeting before the announcement of the final votes at the resolution of the meeting. The Company uses the electronic system to summarize the voting results of each agenda item and displays them on a screen for all shareholders to acknowledge simultaneously at the meeting. In addition, the ballots are kept at the head office in Bangkok and are open to inspection after the conclusion of the meeting. Meeting minutes are recorded accurately and comprehensively and signed by the presiding Chairman. The minutes are sent to the SET within 14 days of the annual general meeting and published on July 12, 2021 on the Company's website in both Thai and English to provide a channel for shareholders to acknowledge and examine information without having to wait for the next meeting. The AGM minutes are submitted to the Ministry of Commerce within the deadline prescribed by law.

The Company discloses information on shareholding structure and shares held by the Board in the 56-1 One Report /Annual Report. Company's Articles of Association states the shareholder's right to vote at a meeting on the election of Directors in accordance with the number of shares held, with one share equaling one vote. A resolution of the shareholders' meeting must be passed by majority vote. If the number of votes is even, the Chairman of the meeting retains the casting vote.

**2.3 Preventing the misuse of insider information:** The Company has a policy for its Directors and executives regarding disclosing shareholding of the Directors and executives. The Directors and executives must sign an acknowledgement of the relevant announcement of the Securities and Exchange Commission (SEC), under the SEC notifications and Section 59 of the Securities & Exchange Act B.E. 2535 (1992), that which requires the Company's Directors, including their spouses and minor children, executives and those who are in relation with the Directors and/or the executives to report any change in their securities holding within three business days from the date of such change and to send copies of these reports to the Company Secretary to submit to the Board of Directors. The report of the securities held by those persons are also required to be disclosed in the 56-1 One Report/Annual Report of the Company. The Board is also aware of the penalties for violations of these regulations.

Moreover, the Company monitors the use of the insider information as specified in its Code of Conduct which has been communicated to everyone in the organization as well as conducting regularly monitoring of compliance.

### **3. Disclosure and transparency**

The Board of Directors is responsible for financial statements and financial information in the annual report which have been prepared in conformity with generally accepted Thai accounting standard and practice. The accounting policies have been selected to be suitable for the business and have been appropriately implemented. Furthermore, additional significant financial information disclosures are provided in a section of Notes to the Financial Statements. The Board of Directors appoints an Audit Committee comprising of independent Directors to be responsible for the quality of financial statements and internal control system.



#### **4. Report on Changes in Securities Holdings of the Company's Directors and Executives**

The Report on Changes in Securities Holdings of the Company's Directors and Executives as defined by the SEC, including the number of shares held by related persons under Sections 59 and 258 of the Securities Exchange Commission Act and including both direct and indirect holdings. There is no change on securities holdings of directors and executive as of December 31, 2021, compared with 2020.

#### **5. Responsibilities of the Board of Directors**

##### **Annual Board Assessment**

A performance assessment for the Board of Directors as a whole and for individual Directors is conducted annually. The assessment is divided into 4 main topics according to the guidelines of the SET, namely (1) the structure and qualifications of the Directors (2) the roles, duties and responsibilities of the Directors (3) the Board meeting (4) other matters (Directors' performance, relationship with the management, self-development of Directors, and self-development of Executives). An assessment of the performance of the Audit Committee and its individual Directors is also conducted annually. The assessment is divided into 3 main topics according to the guidelines of the SET, namely (1) the structure and qualifications of the Committee (2) the Board of Directors meeting (3) duties, roles and responsibilities of the Committee. Following the assessment, the Company Secretary summarizes the results and proposes the performance assessment of the Board of Directors to the Nomination and Remuneration Committee which then proposes actions for improvement of operational efficiency to the Board of Directors.

##### **Executives according to the definition of the SEC**

The first four executives succeeding the manager and every person holding the position equivalent to the fourth rank are as follows.

1. Mr. Thomas Charles Wilson President & CEO
2. Ms. Jarunee Chaisupakitsin CFO

##### **Company Secretary**

Ms. Kavida Wassanaruangdej

Associate Director-Corporate Secretary, Legal Department

The Board of Directors Meeting No. 6/2020 on November 12, 2020 resolved to appoint Ms. Kavida Wassanaruangdej to be the Company Secretary according to section 89/15 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008).

## **Company's Auditors and their Remuneration**

The Group and its associate company paid the audit fee to PricewaterhouseCoopers ABAS Ltd., as external auditors for 2021. Nevertheless, PricewaterhouseCoopers ABAS Ltd. do not have any relation or any conflict of interest with the Company, the Executives, or the Major Shareholders, or anyone related to the aforementioned people. The details of audit fee for the year 2021 are as follow;

### **Audit fee**

In 2021, The Group and its associate company paid the audit fee of Baht 12.92 million to the office of Auditors, comprising the Company, its subsidiary company, and associate company's audit fees of Baht 2.19 million, Baht 4.51 million and Baht 6.22 million, respectively. No other audit fee had been paid to the auditors or related parties to the auditors and the Auditors' office.

### **Non-Audit Fee and Non-Audit Service**

There is no payment for other services of the Group and its associate company for the year 2021.

There are no engagements of the office of the Auditors and its related parties to provide the non-audit work that it would involve any conflict of interest or any review of their own work which would contaminate the independence judgement of the Auditors.

## 8. Key Performance of Corporate Governance Report

### Summary of the Directors' Performance

- 1) In 2021, the Directors took consideration and approved matters related to the Company's operations. In addition, the Directors supervised managing division to operate in accordance with the set policy and plans efficiently and effectively to proliferate the sustainable economic value to the Company, shareholders and the interests of all parties involved.
- 2) The Directors communicated the strategy, goal and performance of the Company to the Directors, executives and employees throughout the organization.
- 3) The Directors formulated the written corporate governance policy. In assessing the policy implementation, it found that the Companies well complied with the Principles of Good Corporate Governance.
- 4) The Directors publicized the written manuals of the Code of Ethics and Code of Conduct for the Company to facilitate all directors, executives and employees to understand the ethical standards used by the Company in business operations as well as following-up the compliance to Codes regularly.
- 5) The Directors established the clear guideline on conflicts of interest and oversaw the implementation of the specified policies and disclose information correctly.
- 6) The Directors established the risk management policy.
- 7) The Directors stipulated the internal control and audit systems by assigning the Internal Audit Division and the Compliance Division to supervise, audit and report the audit results to the Audit Committee prior to further submission to the Board of Directors.
- 8) The Directors appointed Subcommittees with all necessary details i.e. name of the Subcommittee, role and responsibility e.g. the number of meeting, report, and performance evaluation of the Subcommittee. The detail is given in Part 2 No. 7 under the topic "Corporate Governance Structure ".

### Approval Authorization

- 1) The Company specified the approval authorization for transactions of the Company according to the credit limit by dividing into levels in order to prevent any person having the full authority to the transaction that may cause risks to the Company. In addition, the said authorization is approved and reviewed by the Directors regularly.
- 2) The Directors determined the vision and mission of the Company for executives and employees to share work objective and direction. In 2021, the Directors reviewed and approved the vision, mission, strategy, goal and business direction of the Company including key policies to be appropriate and consistent with business operations in accordance with the Principles of Good Governance and Corporate Governance Code; etc.
- 3) The Directors monitored the execution of the Company's strategy by having the following-up meeting quarterly among the Directors in respect of financial goals and various plans in order to be in accordance with the set strategies.

## **Nomination, Development and Performance Evaluation of the Directors**

The Company has transparent criteria and processes for the selection of directors and executive level. The Nomination and Remuneration Committee is responsible for nomination of directors and executive based on qualifications, knowledge, competency, working experience, non-gender restrictions, and full dedication of responsibility, having no prohibited characteristics by law, relevant rules, CG Code and the Fit and Proper Policy from Allianz Group.

### **Succession Plan**

The Board of Directors sets out a succession plan for executive level and in the primary line of work, by taking into account the performance, potentials and readiness of each person. In this regard, the Company makes preparations for those potential successors in the development of their knowledge, competency and skills as required for their work positions for succession in the event that the President & CEO or executives in the key positions are not able to perform duties.

The Board of Directors may consider Professional Search Firm or Director Pool from the SEC's website for recruiting new director. The Company sets up a human resource management system with sufficient allocation, control and following up of the assessment in respect of nomination process for qualified and knowledgeable persons as required; appropriate and fair remuneration; determination of duties and responsibilities, performance of personnel; performance standard; personnel development; and efficient communication, to ensure staff knowledge and skills, by applying a performance evaluation system in support of consideration of remuneration as appropriate for staff ability and performance.

### **Independent Directors**

The Company sets the qualifications of "Independent Directors" more stringent than the requirements by the Securities and Exchange Commission, Thailand (SEC) and the Capital Market Supervisory Director (CMSB). The definition and qualification of Independent Directors are mentioned on section 7 Corporate Governance Structure, Principle 3 Strengthen Board Effectiveness.

## Meeting Attendance and Remuneration of the Directors

### Board of Directors

As of December 31, 2021, the Board of Directors consisting of 15 directors, held a total of five meetings and one general meeting of shareholders as follows:

No.	Name	Type of Director	Position	Meeting attendance in 2021	
				Board of Directors	Shareholders
1.	Dr. Jamlong Atikul	Independent Director	Chairman	5/5	1/1
2.	Mr. Bryan James Smith <sup>1/</sup>	Non-Executive Director	Director (Vice Chairman)	5/5	1/1
3.	Mr. Suwat Laicharoensup	Independent Director	Director	5/5	1/1
4.	Mr. Vichit Kornvityakoon	Independent Director	Director	5/5	1/1
5.	Mr. Pasu Lorharjun	Independent Director	Director	5/5	1/1
6.	Mr. Narong Chulajata	Independent Director	Director	5/5	1/1
7.	Miss Nopporn Tirawattanagool	Non-Executive Director	Director	5/5	1/1
8.	Mr. Laksna Thongthai	Non-Executive Director	Director	5/5	1/1
9.	Mr. Jon-Paul Jones <sup>2/</sup>	Non-Executive Director	Director	3/5	1/1
10.	Mr. Thomas Charles Wilson <sup>3/</sup>	Authorized Director, Executive Director	Director	4/5	1/1
11.	Mrs. Claudia Salem	Non-Executive Director	Director	4/5	-/-
12.	Mr. Lars Heibutzki	Authorized Director, Non-Executive Director	Director	5/5	1/1
13.	Mr. Robert Paul Gray <sup>4/</sup>	Authorized Director, Non-Executive Director	Director	5/5	1/1
14.	Mr. Jan-Christian Rosemeyer	Authorized Director, Non-Executive Director	Director	5/5	1/1
15.	Ms. Jarunee Chaisupakitsin	Authorized Director, Executive Director	Director	5/5	1/1
	Mrs. Anusha Thavarajah <sup>5/</sup>	Non-Executive Director	Director	1/1	-/-
	Mrs. Wanna Thamsirisup <sup>6/</sup>	Non-Executive Director	Director	-/-	-/-
	Mr. Kittu Pintavirooj <sup>7/</sup>	Authorized Director, Non-Executive Director	Director	-/-	-/-

#### Remarks:

<sup>1/</sup>Mr. Bryan James Smith resigned from Authorized Director and President and CEO and was appointed as a Vice-Chairman in accordance with the resolution of the Board of Directors Meeting no. 1/2021 on February 25, 2021.

<sup>2/</sup>Mr. Jon-Paul Jones was appointed as a director in replacement of Mrs. Anusha Thavarajah in accordance with the resolution of the Board of Directors Meeting no. 1/2021 on February 25, 2021.

<sup>3/</sup>Mr. Thomas Charles Wilson was appointed as a director in replacement of Mrs. Wanna Thamsirisup in accordance with the resolution of the Board of Directors Meeting no. 1/2021 on February 25, 2021. He also appointed as Authorized Director, President and CEO in replacement of Mr. Bryan James Smith with effective on February 25, 2021.

<sup>4/</sup>Mr. Robert Paul Gray resigned from Director and Authorized Director with effective from December 31, 2021 in accordance with the resolution of the Board of Directors Meeting no. 5/2021 on November 15, 2021

<sup>5/</sup>Mrs. Anusha Thavarajah resigned from the position of the director with effective on February 25, 2021

<sup>6/</sup>Mrs. Wanna Thamsirisup resigned from the position of the director with effective on February 25, 2021

<sup>7/</sup> Mr. Kittu Pintavirooj was appointed as a director and an Authorized Director in replacement of Mr. Robert Paul Gray in accordance with the resolution of the Board of Directors Meeting no. 5/2564 on November 15, 2021 with effective from

December 31, 2021. Mr. Kittu Pintavirooj would be an Authorized Director with effective from the completion date of registration with the Ministry of Commerce.

## Subcommittees

As of December 31, 2021, the Company has four Subcommittee; namely, the Audit Committee, Nomination and Remuneration Committee, Investment Committee, and the Corporate Governance Committee. In 2021, the Subcommittee organized the meetings as below:

Name	Position	Meeting attendance in 2021			
		Audit Committee	Nomination and Remuneration Committee	Corporate Governance Committee	Investment Committee
1. Mr. Suwat Laicharoensup	Chairman of the Audit Committee	4/4	-/-	-/-	-/-
2. Mr. Vichit Kornvityakoon	Audit Committee Member Chairman of the Corporate Governance Committee	4/4	-/-	5/5	-/-
3. Mr. Narong Chulajata	Audit Committee member	4/4	-/-	-/-	-/-
4. Mr. Pasu Lorharjun	Chairman of the Nomination and Remuneration Committee	-/-	4/4	-/-	-/-
5. Miss Nopporn Tirawattanagool	Nomination and Remuneration Committee Member, Corporate Governance Committee Member	-/-	4/4	3/3	-/-
6. Mr. Lars Heibutzki	Nomination and Remuneration Committee Member	-/-	4/4	-/-	-/-
7. Miss Jarunee Chaisupakitsin	Corporate Governance Committee Member Investment Committee Member	-/-	-/-	5/5	4/4
8. Miss Narissara Udomvongsa	Corporate Governance Committee Member	-/-	-/-	5/5	-/-
9. Mr. Thomas Charles Wilson	Chairman of the Investment Committee	-/-	-/-	-/-	4/4
10. Mrs. Ritu Arora	Investment Committee Member	-/-	-/-	-/-	4/4
11. Mr. Jan-Christian Rosemeyer	Investment Committee Member	-/-	-/-	-/-	4/4
12. Mr. Surajak Kotikula	Investment Committee Member	-/-	-/-	-/-	4/4
Mrs. Wanna Thamsirisup	Corporate Governance Committee Member	-/-	-/-	1/1	-/-

Remark: Miss Nopporn was appointed as a Corporate Governance Committee Member, effective on May 14, 2021 in replacement of Mrs. Wanna Thamsirisup.

## Remuneration for Director and Executives

### Monetary Remuneration

The Nomination and Remuneration Committee is responsible for determining the remuneration for Company Directors and Subcommittee in accordance with the roles, responsibilities, and with reference to the same size of business and industry. Remuneration for the Company's directors and subcommittees must be approved by the Board of Directors' Meeting and the Annual General Meeting of Shareholders.

### Directors' remuneration

The 72<sup>nd</sup> Annual General Meeting of Shareholders of the Company in 2021 on June 29, 2021, the meeting approved the directors' remuneration in 2021 in the form of monetary remuneration as follows:

In 2021, the directors received remuneration in total the sum of Baht 10,066,023 compared to Baht 9,999,184 in 2020, which included annual remuneration and bonuses as follows:

Table of comparison of the remuneration of the Company's Board of Directors and management and Subsidiary Board of Directors in 2021 and 2020

No.	Name	2021			2020		
		Remuneration	Bonus	Total (Baht)	Remuneration	Bonus	Total (Baht)
1.	Dr. Jamlong Atikul	580,000	912,000	1,492,000	560,000	912,000	1,472,000
2.	Mr. Bryan James Smith	550,000	794,167	1,344,167	-	-	-
3.	Mr. Suwat Laicharoensup	790,000	433,800	1,223,800	862,917	433,800	1,296,717
4.	Mr. Vichit Kornvityakoon	940,000	433,800	1,373,800	770,000	433,800	1,203,800
5.	Mr. Pasu Lorharjun	790,000	433,800	1,223,800	319,667	180,750	500,417
6.	Mr. Narong Chulajata	670,000	433,800	1,103,800	650,000	433,800	1,083,800
7.	Miss Nopporn Tirawattanagool	765,000	433,800	1,198,800	650,000	433,800	1,083,800
8.	Mr. Laksna Thongthai	520,000	433,800	953,800	500,000	433,800	933,800
9.	Mrs. Wanna Thamsirisup**	85,500	66,556	152,056	650,000	433,800	1,083,800
10.	Mr. Jon-Paul Jones	-	-	-	-	-	-
11.	Mr. Thomas Charles Wilson	-	-	-	-	-	-
12.	Mr. Lars Heibutzki	-	-	-	-	-	-
13.	Mrs. Claudia Salem	-	-	-	-	-	-
14.	Mr. Jan-Christian Rosemeyer	-	-	-	-	-	-
15.	Mr. Robert Paul Gray**	-	-	-	-	-	-
16.	Ms. Jarunee Chaisupakitsin***	-	-	-	-	-	-
17.	Mr. Kittti Pintavirooj***	-	-	-	-	-	-
18.	Mr. Tivakorn Kanjannakit***	-	-	-	-	-	-
19.	Miss Orathai Rongthongaram*	-	-	-	105,000	108,450	213,450
20.	Mr. Sorasit Soontornkes*	-	-	-	442,500	220,050	662,550
21.	Mr. Rowan D'Arcy*	-	-	-	245,000	220,050	465,050
22.	Mrs. Anusha Thavarajah**	-	-	-	-	-	-
<b>Total</b>		<b>5,690,500</b>	<b>4,375,523</b>	<b>10,066,023</b>	<b>5,755,084</b>	<b>4,244,100</b>	<b>9,999,184</b>

Remarks: \* Directors who resigned during the year 2020 \*\* Directors who resigned during the year 2021 \*\*\* Subsidiary directors

Regarding the policy on remuneration for directors and other subcommittee, the Company compares with industry, experience, roles and responsibilities, including the expected benefits from each director, and the remuneration that each director receives as a director of a subsidiary. In addition, director remuneration must be approved by the shareholders' meeting.

Executive directors of the Company or its subsidiary are under the Group Fit and Proper policy will not receive remuneration to avoid conflicts of interest.

The Board of Directors agreed to the proposal given by the Nomination and Remuneration Committee that the 72<sup>nd</sup> Annual General Meeting of Shareholders of the Company in 2021 to consider and approve the directors' remuneration in accordance with the policy, appropriateness, conduct of directors and employees of the Group under the Fit and Proper Policy in the amount not exceeding Baht 11,000,000 with effective on June 29, 2021 as follows:

#### Director Remuneration Structure in 2021

Director	Monetary Remuneration (Baht)	
	Monthly retainer fee (Baht/month)	Attendance fee (Baht/person/ time)
<b>Board of Directors</b>		
- Chairman	40,000	20,000
- Vice-Chairman	38,000	20,000
- Executive Director	-	-
- Independent Director/ Non-Executive Director	35,000	20,000

Remuneration comprises salary, meeting allowance, and bonuses, which all are allocated within the framework of the limit not exceeding Baht 11,000,000, payable to directors who are not involved in management only (excluding the remuneration that the Executive Directors received in the form of regular salary) as approved by the 72<sup>nd</sup> Annual General Meeting of Shareholders of the Company in 2021. In addition, the shareholders must approve the directors' remuneration.

Sub-Committee Directors	Monetary Remuneration (Baht)	
	Monthly retainer fee (Baht/month)	Attendance fee (Baht/person/ time)
<b>Audit Committee</b>		
- Chairman	22,500	20,000
- Member	12,500	20,000
<b>Nomination and Remuneration Committee</b>		
- Chairman	22,500	20,000
- Member	12,500	20,000
<b>Corporate Governance Committee</b>		
- Chairman	22,500	20,000
- Member	12,500	20,000



Annual Bonus (to be calculated in proportion to the period of each director's service subject to annual review and shareholders' approval) and none of other benefits provided.:

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

#### Details of 2021 remuneration of directors and sub-committees

Name	Position	Remuneration (Baht) <sup>1/</sup>			
		Board of Directors	Audit Committee	Nomination and Remuneration Committee	Corporate Governance Committee
1. Dr. Jamlong Atikul	Independent Director and Chairman of the Board of Director	480,000	-	-	-
2. Mr. Bryan James Smith	Vice Chairman, Non-Executive Director	450,000	-	-	-
3. Mr. Pasu Lorharjun	Independent Director and Chairman of NRC	420,000	-	270,000	-
4. Mr. Suwat Laicharoensup	Independent Director and Chairman of the Audit Committee	420,000	270,000	-	-
5. Mr. Vichit Kornvityakoon	Independent Director, Chairman of CG and Audit Committee Member	420,000	150,000	-	270,000
6. Mr. Narong Chulajata	Independent Director and Audit Committee Member	420,000	150,000	-	-
7. Miss Nopporn Tirawattanagool	Non-Executive Director, NRC Committee Member and CG Committee Member	420,000	-	150,000	95,000
8. Mr. Laksna Thongthai	Non-Executive Director	420,000	-	-	-
9. Mrs. Wanna Thamsirisup	Non-Executive Director and CG Committee Member	63,000	-	-	22,500
10. Mr. Jon-Paul Jones	Non-Executive Director	-	-	-	-
11. Mr. Thomas Charles Wilson	Executive Director				
12. Mrs. Claudia Salem	Non-Executive Director	-	-	-	-
13. Mr. Lars Heibutzki	Non-Executive Director and NRC Member	-	-	-	-
14. Mr. Robert Paul Gray	Non-Executive Director	-	-	-	-
15. Mr. Jan-Christian Rosemeyer	Non-Executive Director	-	-	-	-
16. Ms. Jarunee Chaisupakitsin	Executive Director and CG Member	-	-	-	-

Remarks:

<sup>1/</sup> Sub-committees refer to the Audit Committee, Nomination and Remuneration Committee, and Corporate Governance Committee which are only applicable to have remuneration, excluding directors' bonus.

## Remuneration for Executives

Monetary remuneration for Company executives in 2021 according to the definition of the Securities and Exchange Commission (SEC), consisting of salary, bonus and other benefits for Company executives. As for its subsidiary, the remuneration comprises salary, bonus and other benefits for the executives amounting to Baht 39.73 million.

## Other remuneration for executives and employees

### Provident fund

The Group provide a Provident Fund for employees by making a contribution of 5% of salary in case of less than 5 years of service and 7% otherwise. In 2021, the Group contributed Baht 17.68 million into the Provident Fund.

Additionally, the Company offers other benefits to employees such as Social Security Fund and phone fee, travel allowance, work from home financial support, company shirts, etc.

### Personnel

- 1) The total number of employees of the Group, excluding executives as of December 31, 2021, and December 31, 2020 was 486 and 503, respectively.
- 2) The total remuneration to all employees in the form of salaries, bonuses, employer's Social Security contributions, Provident Fund, and retirement compensation was Baht 590.47 million.
- 3) Major labour dispute in the past 3 years: -None-

## Human Resource Management of the Group

At Allianz Ayudhya, we care for tomorrow. Caring for our employees, their ambitions, dreams and challenges, is what makes us a unique employer. Together we can build an environment where everyone feels empowered and has the confidence to explore, to grow and to shape a better future for our customers and the world around us.

### Employee's opportunities to develop and grow

From personal development to career mobility, to lifelong learning offers to all our employees. Employees are encouraged to expand their skills and create a career across different functions, countries and entities.

Our own in-house university, "AllianzU", offers a comprehensive curriculum of world-class learning programs with solutions targeted at all levels including aspiring leaders. We aim to build leaders that demonstrate our People Attributes, positively shape our culture and deliver on our strategy. We provide over 10,000 online courses via AllianzU learning platform which is available in bite-sized modules anywhere, anytime and on any device.

### Employee's Remuneration, Benefits and Welfare

The Group always support our employees to live their best life and enjoy being healthy, positive and productive. We offer benefits and welfare that can strengthen all parts of an individual: physically, mentally, and financially.

With flexible work arrangements, Work-from-Home options, plenty of leave options, and a half day work-free "Platinum Day" every month, employees can make the most of special moments, important events, career breaks or take the time to give back.

### **Covid-19 Pandemic Management**

The support to employees with regards to COVID-19 the Group have been done in various ways to ensure that our employee's physical and mental health are in the good condition.

Vaccination: Coordinated with Social Security Office and network hospitals for the free vaccine from government; Registered Sinopharm vaccine to supply for Bangkok and upcountry employees

Provided "We Care Assistance Baht 2,000" as one-time assistant money for employees to support their work from home during COVID-19 situation throughout year 2021.

Two antigen test kits have been delivered to employee's home in August 2021 and the "We Care Kit" has been prepared for employees when there is a reported case of COVID Infection of the employee or close contacts to support them on home isolation and/or self-quarantine.

### **Occupational health and safety**

The Company maintains health, safety and security of employees to promote occupational health and safety work environment. Diminish harmful and take steps to prevent accident and occupational disease.

The Company has established a policy on occupational health and safety as published onto the website: [www.ayud.co.th](http://www.ayud.co.th) under topic of Good Corporate Governance. In 2021, there was no report on lost time accident or absenteeism rate or lost time injury rate.

### **Key Activities organized in 2021**

The Group has a wide range of activities for employees to create good relations and strengthen the bond between employees' e.g. organizing a Staff Party to thank employees for their work in the past; Staff Meeting to clarify the Company's operating results and business management policy; or Team Building, which provided opportunity to each department or section to join activities.

In 2021, the schedule was briefed as follows:

- One Allianz Ayudhya Staff Party was the unification under "Allianz Ayudhya" came together to celebrate the success of the past year and took the opportunity to thank the employees for their dedication.
- One Allianz Ayudhya Staff Meeting On-line was held due to the COVID-19 situation, the Company organized the online announcement for management policy and operating result under "Allianz Ayudhya".
- One Allianz Ayudhya Meeting with CEOs On-line was held due to the COVID-19 situation, the Company organized on-line communication to be a platform for executives to meet employees, shared the operating results of the Company, present management guidelines during a crisis. In addition, it also gave employees the opportunity to raise questions and considered as staff relation during COVID-19.
- Allianz Engagement Survey was launched to allow employees to voice their opinions on Company
- Annual health check-ups were provided for staff.
- Executives met employees for giving the appreciation souvenirs for their dedication and bless on the New Year occasion.

## **Monitoring to ensure compliance with good corporate governance policies and practices**

### **Prevention of conflicts of interest**

The Company has established a policy that the Board of Directors, executives and employees must perform their duties for the best interests of the Company and has also set up a guideline for managing conflicts of interest. In the event that any person has an interest or is involved in the consideration or situations involving conflicts of interest, such person must notify the Compliance function or the Company secretary (In the case of being a director) and not take part in the consideration of the transaction or avoid situations related to such conflicts of interest.

In 2021, there were no cases that may create a conflict of interest.

### **Use of inside information**

The Company has monitored the use of inside information in accordance with the law and the Principles of Good Governance. It has been set out in writing and communicated to directors, executives and employees and subsidiaries upon first commencement of employment. In summary, the key policies are as follows:

1. The Company has determined that directors, executives and employees (as specified by the Securities and Exchange Commission, Thailand) have the duty to report on their holdings and changes in holding of securities, including the holdings of their spouse and minor children to the Securities and Exchange Commission, Thailand in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992) within 3 working days from the date of the change in holding of securities by reporting through the system provided by the Securities and Exchange Commission, Thailand; and notify the Company secretary in order to summarize the information to present to the Board of Directors for acknowledgment. Besides, the directors and executives are aware of the penalties for violation or non-compliance with the said regulation.
2. The Company has a regulation not to disclose the financial statements, inside information or other information that affects the Company's securities to third parties; and not trade securities during the one month before the financial statements or other information that may affect the price of the Company's or the Group's securities shall be made available to the public. The penalties for the violation are regarded as a disciplinary offense under the regulations of the Company.

### **Anti-Corruption**

The Group and associate companies are committed to comply with local and international anti-corruption and anti-bribery laws and standards. To achieve our major goal of increasing and maintaining the trust of our customers, the Group announces Anti-Corruption Policy to adhere and apply to all Employees, divisions, operating entities, subsidiaries, branches and departments of the Group, Representatives, Joint Ventures and Outsourcing Partners.

This Anti-Corruption Policy is one program of the Group Code of Conduct for Business Ethics and Compliance ("Code of Conduct") which contains a strict prohibition against Corruption and Bribes. This includes the prohibition against the offer, acceptance, payment or authorization of any bribes and any other form of corruption including avoid any improper advantage or appearance of questionable conduct with whom the Group does business.

To perform as above objectives, the Company has joined Thai Private Sector Collective Action Against Corruption (CAC) and was first certified as the member of CAC on 22 January 2016 which such certification shall be valid another three years as from the date of the approval.

In 2021, The Group are on process of the second renewing of a member of Thai Private Sector Collective Action Against Corruption (CAC). Details of Certified Companies of CAC are as follows:

Company	Status	Member Since	Latest Certified Date	Expire Date
Allianz Ayudhya Capital PCL	Certified	2 Sep 2014	21 May 2019	20 May 2022
Allianz Ayudhya General Insurance PCL	Certified	26 Jul 2013	21 May 2019	20 May 2022
Allianz Ayudhya Assurance PCL	Certified	21 Nov 2012	31 Mar 2021	30 Mar 2024

Source: <https://www.thai-cac.com/who-we-are/our-members/>

It is important that all employees must adhere to this Policy. The key programs of anti-corruption are as follows:

- Annual assessment of corruption and fraud risks is to address corruption risk, measurement of risk levels, the internal controls, mitigate corruption risk, regularly monitoring and risk reassessment to prevent and respond with corruption risk efficiently.
- Appropriate implementation and continuous performing of related anti-corruption standards and guidelines ("Program") designs to prescribe objectives, scopes, responsibilities, guidelines, requirements and escalation process properly. Such related Programs are Gift and Entertainment, Sponsorship and Hospitality, Charitable Contribution, Procurement Procedures including vendor integrity screening process, Anti-Corruption Model Clause, Political Contributions, Books and Records, Conflicts of Interest, Whistleblowing.
- Regular training to employees, the management, and the directors is to ensure adequate knowledge and cover mandatory orientation for new employees, the online training provided to new and current employees, group knowledge sharing session for the management and directors accordingly. Such trainings are arranged for promoting the culture of integrity within the organization and culture of zero tolerance of corruption.
- Monitoring, assessment and auditing. Compliance and Internal Audit will monitor and review compliance with the Policy and the Programs through audits and reviews. The results of audits and reviews are regularly reported to the senior executives, the audit committee or the board of directors accordingly.

### Whistleblowing

The Company has whistleblowing guideline in place to ensure that fraud, Corruption, regulatory breaches or illegal conducts within the company could be addressed and handle appropriately in order to protect the Company's reputation from the results and effects of illegal or improper conducts.

With this guideline the Company has established and communicates a Speak-up facility to all employees and has implemented an appropriate escalation and response process with the highest degree of confidentiality.

### **Summary of the performance of the Subcommittee in the past year**

The number of meetings and attendance are detailed in Section 7. The performance of duties of the said subcommittees is summarized as follows;

### **Report on the Audit Committee**

Please refer to attachment 6. Report of the Audit Committee.

### **Report of the Nomination and Remuneration Committee**

In 2021, the Nomination and Remuneration Committee held four meetings to consider key matters and reported the results of the meetings, comments and recommendations to the Board of Directors for continued consideration. This summary shown below:

1. Oversaw recruiting and selection of persons to be appointed as independent directors and the Company's directors included subcommittees to replace those who retired, which considered from persons with suitable qualifications and requirements in accordance to the Securities and Exchange Commission, Thailand; the Stock Exchange of Thailand; and does not have any prohibited characteristics under the law, taking into account qualifications, experience and knowledge that shall benefit the Company to propose to the Board of Directors meeting and the general meeting of shareholders (In the case of nominating Company directors) for further approval for further voting the said person.
2. Monitored directors' remuneration and various subcommittees in detail, whereby the director, who has been assigned additional roles, responsibilities and supported the various directors, shall receive additional remuneration as deemed appropriate.
3. In order to enhancing motivation and retaining talented employees with good performance, the Nomination and Remuneration Committee considered the criteria for setting the annual salary increase rate of 2022 and the bonus for 2021 together with the Human Resources Department and the management team. The rate of salary increases and the bonus of the Company is considered as deemed appropriate.



### **Report of the Corporate Governance Committee**

In 2021, the Corporate Governance Committee held five meetings to monitor the implementation of corporate governance and report the meeting results to the Board of Directors for consideration, which can be summarized as follows;

- Reviewed and revised the corporate governance policy, Business ethics, and the Charter of the Subcommittee to comply with the regulations of the to the Securities and Exchange Commission, Thailand; the Stock Exchange of Thailand and the corporate governance evaluation criteria under the survey of the Corporate Governance Report (CGR)
- Oversaw the self-evaluation criteria of the Board of Directors for both the Director, the individual, the subcommittee, the Chief Executive Officer annually in order to use the evaluation results to improve operational efficiency
- Encouraged small shareholders to propose agenda and shareholder questions about the Company prior to the Annual General Meeting of Shareholders for further considered by the Board of Committee
- Prepared and disclosed securities holding reports and reports on changes in securities holding of the Company's directors and executives in comply with Section 59 of the Securities and Exchange Act

- Reviewed the good corporate governance report disclosed in Form 56-1 One Report / Annual Report to be in line with the requirements of the Securities and Exchange Commission, Thailand and the Stock Exchange of Thailand

The Corporate Governance Committee promoted the continued implementation of the good corporate governance principles. As a result, the Company received the following corporate governance evaluation results.

Corporate Governance Report (CGR)	
	<p><u>In 2021</u> The Company's CGR score is in the <b>"Excellent" (5 stars)</b> criteria from the Survey of the Thai Institute of Directors Association (IOD)</p>
AGM Checklist	
	<p><u>In 2021</u> The Company's AGM Checklist was receive a score of 100 <b>"Full Score"</b> from the Thai Investors Association (TIA)</p>

### Report of the Investment Committee

In 2021, the Investment Committee had four meetings considering matters and reported the results of the meeting along with comments and suggestions to the Board of Directors for continued consideration. Main agendas are summarized as follows;

1. Determined the investment management policies and procedures; and revised regulations related to investment transactions.
2. Reviewed the investment guidelines and defined the investment framework of the Company by the investment management through the asset allocation process.
3. Determined the capital structure and liquidity position of the Company so that the Company could maintain liquid assets in accordance with the law and covered investment risks e.g. fund raising.
4. Formulated the investment strategies for derivative warrants and contracts related to investments.
5. Considered assigning asset management, appointed asset managers to oversee the performance of clients' financial assets, and managed asset holdings in accordance with the investment procedure.
6. Reviewed the merger and acquisition (M&A) of the Company, which must be approved by the Board of the Director, unless there are other requirements stipulated in the relevant laws and regulations.
7. Approved the transactions that are greater than the credit limit set forth in the Investment Management Manual or beyond the approval of the Chief authority of the Allianz Investment Office in Thailand.



## 9. Internal Control and Related Party Transactions

### Internal Control

The Group have put in place an internal control system in compliance with a guiding framework that covers internal control, risk assessment, operation control, IT & communications, and monitoring system.

The Board of Directors of the Group recognize the importance of internal control and have put in place a sufficient and appropriate internal control system with emphasis on financial control, accounting procedures and data collection and recording, operation supervision and other processes relating to anti-corruption measures. This aims to build reasonable confidence that the Company's operations are effective and efficient, financial reports are reliable and timely and can be utilized in supporting business-related decision making, operations in all areas are in full compliance with relevant legislations and the Company's regulations and policies, accounting of funds are rightly authorized and conforming to the line of authority, and internal work division is properly administered. The Board of Directors is the highest responsible mechanism for the Company's internal control system. The assessment of the Company's internal control system is conducted once annually. The result is published in the annual report for stakeholders' acknowledgement.

The Board of Directors Meeting with three independent directors of the Audit Committee attending, has altogether assessed the efficiency of the Company's internal control system for the year 2021 through consideration of the composition of the internal control, utilizing the questionnaires on the internal control system adequacy assessment, inquiries to the Company's executive directors and the Audit Committee's report. From careful deliberation, the Board of Directors viewed that the Company's internal control system is sufficient and appropriate and can contribute to effective and efficient operation results, reliable and timely financial reports that can support business-related decision making, and that all operations are in full and strict conformity with relevant legislations and the Company's regulations and policies. In addition, the Company also sees to the establishment of the internal control and monitoring system on the subsidiary company's operations. The details of the system are summarized as follows:

#### 1. Internal Control and Organizational Environment

The Company adheres to the principles of integrity and ethics and has designed an internal control system aligning with these values. Under the Board of Director's oversight, an appropriate organizational structure on the chains of command and responsibilities is devised to respond to the goals on motivation, skill enhancement and retaining of skilled personnel. Employees play an important part in internal control system in order to achieve the Company's purpose. Suitable environment for internal control is provided as follows:

- The business operates on the principles of integrity, ethics, and good corporate governance and in accordance with relevant legislations and regulations. Clear and measurable business objectives are set.
- The annual budget upon through and careful deliberation has Management is approved by the Board of Directors. Moreover, all stakeholders are duly considered in policy making and action plan drafting in compliance with the principles of good governance.



- The organizational structure shows clearly defined responsibilities for each division within the Company.
- The rules and manuals of each division's operation are published and disseminated via the Company's intranet for all employees' acknowledgement.
- The Company's regulations are guided by its Code of Conduct with clear directives prohibiting employees from actions that may cause conflicts of interest, with penalties specified in event of violation. Additionally, a monitoring system is established to monitor compliance as well as adequacy of internal controls for each division within the Company.

## 2. Risk Assessment

The Company's objectives are adequately and clearly set in order to identify and assess the risks related to the objectives. The establishment of a comprehensive process of the identification and assessment of all risks which may obstruct the achievement of each objective is also seen to. Moreover, the Company has assessed the risk of potential fraud during the risk evaluation process, identifying possible impact on the Company's objectives, so that the changes that may affect the internal control system are properly identified and assessed. The following significant risk management measures are as follows:

- The Company has established a Risk Management Committee, whose core responsibility is the management of possible risks. The policies and procedures on risk management cover a great many area as to reduce the possibility of risk to the fullest extent, including strategic risks, operational risks, security investment risks, market risks, liquidity risks, financial and report risks, legal and regulations-related risks, and fraud and corruption risks. Additional details can be found in the section on Risk Factors. Moreover, in order to mitigate the risks to the greatest extent possible, the Board of Directors evaluates and reviews the adequateness of the risk management system and the effectiveness of the procedure at least once annually.
- Financial reports are accurate and adequate, with appropriate and efficient internal control and internal audit in place and in conformity to the securities and stock exchange laws, the regulations of the Stock Exchange of Thailand and other relevant laws. Related party transactions are also conducted in line with the laws and regulations of the Stock Exchange of Thailand.
- The Company places high importance to the early warning signs. To prevent any misconduct, Fraud Prevention Guidance and Whistle Blower Policy, both in line with relevant laws and regulations, were disseminated via the Company's intranet. All employees are expected to comply with both policies.

## 3. Compliance Control

The Company employs a number of compliance control measures to mitigate the risks of unsuccessful realization of the Company's objectives. IT is used to support the implementation of such measures. Control measures are actualized from the Company policies – its expectation and operational procedures being translated into operational performance indicators. The Company's compliance control measures are as follows:

- A clear scope of authority, function, monetary authorization and limits for each management level in writing.

- A clear separation between approval and authorization duty, accounting transactions and IT recording duty, and assets management for proper checks and balances.
- An adherence to the notices and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission on transactions involving major shareholders, the Board of Directors, senior executives, and other related parties to ensure due authorization of such transactions.
- A setup of monitoring measures to guarantee lawful operation of the Company's activities, as well as preventive and corrective measures and penalties for violations.
- Establishment of a policy, measures and procedures on anti-corruption, as well as a compliance review and relevant training.

#### **4. Information Technology and Communications**

The Company reports are issued on a timely basis with quality analytical information to support smooth proceedings of the internal controls. Internal communications on the objectives and accountability of an internal control are conveyed to guarantee the continuation of relevant plans. Communications with external agencies may occur regarding the issues which might affect the internal control. The information on related procedures are as follows:

- Sufficient and reliable information, including invitation letter to meetings and meeting documents, is provided to the Board of Directors before the meeting to review and support decision making. Meeting reports are sufficiently detailed to allow shareholders to review the Board's performance.
- Complete and proper records of accounting and financial transactions are kept in a well-organized manner. Standard certified accounting procedures suitable for the nature of the Company's business are practiced.
- Quarterly and annual financial statements are reviewed and audited by the Company's auditor. The Company's information system is also subject to a similar process.
- Financial and information data relevant to different operations are provided to support the Management in decision making processes. IT capability is utilized in data processing to provide accurate, appropriate and up-to-date information accessible to relevant personnel and authorities.
- A reserved IT data center is set up as part of the system emergency preparation in case that the IT system at the head office is not functioning.
- An internal and external communications system is provided so that the employees are able to access the data necessary to fulfil their designated roles.

#### **5. Monitoring System**

The internal control system is monitored and evaluated to ensure proper, complete and ongoing implementation. Oversights are communicated promptly to persons in charge, including senior executives and the Board of Directors as appropriate on a case-by-case basis. The following steps are being taken by the Company.

- Comparison of operation performance and targets by Management is to be reviewed by the Board of Directors. In case that the operation performance is lower than the targets, Management will identify the causes and promptly devise the corrective measures. In case of fraud, corruption, violation of laws or other irregular activities, including any suspicion of such,

which could have significant impact on the Company's goodwill, reputation and financial standing, Management must notify the Board of Directors immediately.

- An Audit Committee is established to oversee the financial report procedures, internal control system and compliance to related laws and regulations, as well as relevant procedures regarding anti-corruption measures and compliance reviews. The Committee is also responsible for selecting external auditors and determining their remuneration.
- A Corporate Governance Committee is established to assist and support the Board of Directors in overseeing the performance of the Group and ensuring that all business operations are in line with its policies and rules, laws and regulations, Government policies, and good corporate governance. The objective of this mechanism is to ensure that the Company has fulfilled its responsibilities in an efficient manner in coherence with the principles of good corporate governance, social responsibilities, security and sustainability to the Company.

## Related Party Transactions

The Company disclosed related party transactions between the Company and related companies that express the relationships by shareholding, common directors or shareholders. Details of the transactions are shown in Item 35 in the note of the Financial Statements for the fiscal year ended December 31, 2021. Members of the Audit Committee of the Company view that related party transactions between the Company and its related companies were conducted in the Company's normal course of business.

The additional information on significant business transactions and balance concerning related companies as follow:

Related Company	Nature of Relationship	2021 (Million Baht)	2020 (Million Baht)	2019 (Million Baht)	Transactions
Allianz SE (DEUTSCHE BANK AG)	Shareholding (38.93%)	30.42	24.97	-	Net investment in securities: investment in long-term benefit plans for executive personnel in the form of restricted stock units, managed by Allianz SE
		5.46	8.76	13.12	Accrued management fee: management fee is agreed by both parties which are determined based on estimated time spent and cost incurred
		8.69	5.26	0.79	Management fee: management fee is agreed by both parties which are determined based on estimated time spent and cost incurred
		233.39	226.22	112.56	Paid dividends: According to shareholder's resolution

Other significant transactions with related companies in the consolidated financial statement as of December 31, 2021 are show in Item 35 in the note of the Financial Statements as follows:

- The subsidiary company applies the same pricing policies and terms in the calculation of written premium and reinsurance premium as other customers and insurance companies.
- The subsidiary company pays commission and brokerage expenses and other underwriting expenses in accordance with the conditions and rates stipulated in the banking enterprise and insurance contracts between the subsidiary companies and related banks. The

commission rates conform to the regulations of the Office of Insurance Commission, which are the same rates the subsidiary applied with other non-life insurance brokerage businesses.

- The Group receives the same interest rates as applied to other insurance companies by the banks.
- The Company and related companies have entered into the management service contract with the subsidiary, providing the latter the services in management, investment and accounting management, salary and information. The service fee rate is mutually agreed to be based on the estimated time and cost used in rendering such services to the subsidiary.
- The Group paid the brokerage fees, fund management fees and custodian fees at the same rate and conditions which the related companies apply to other companies.
- The subsidiary company has entered into a 3-year rental contract on office space, building equipment and services with related company. The same rental rate and conditions of the conglomerate's contract are applied to other companies which the related company has contracted with.

## Opinion of the Audit Committee

February 25, 2022

Title: Opinion on transactions between the Company and related companies

To: The Shareholders of Allianz Ayudhya Capital Public Company Limited

We, as Members of the Audit Committee of Allianz Ayudhya Capital Public Company Limited (the Company), have the opinion that related party transactions between the Company and related companies, for the fiscal year ended December 31, 2021, were conducted in the Company's normal course of business with transparency and fairness to all parties.

Please be informed accordingly.

Respectfully yours,

***Suwat Laicharoensup***

(Suwat Laicharoensup)

***Vichit Kornvityakoon***

(Vichit Kornvityakoon)

***Narong Chulajata***

(Narong Chulajata)

The Audit Committee

Allianz Ayudhya Capital Public Company Limited



# Part 3

## Information Authentication



## Certification of Information

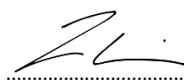

The Company has reviewed the information on this 56-1 One Report with care and hereby certifies that the information is accurate, complete, not false or misleading, and does not lack material information that should be notified. In addition, the Company certifies that:

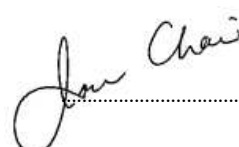
(1) The financial statements and financial information summarized in this annual registration statement/annual report show material information accurately and completely regarding the financial condition, the operating results and the cash flows of the Company and the subsidiaries;

(2) The Company has provided an efficient disclosure system to ensure that the material information of the Company and the subsidiaries is disclosed accurately and completely, and has supervised compliance with such disclosure system;

(3) The Company has provided an efficient internal control system, supervised compliance with the system, and already submitted the latest information on the internal control assessment to the auditor and the Audit Committee, which covers deficiencies, significant changes on the internal control system, and wrongful acts that may affect the preparation of financial reporting of the Company and the subsidiaries.

In this regard, as proof that all the documents are identical to those certified by the Company, the Company has authorized Ms. Jarunee Chaisupakitsin to sign on every page of the documents, and the absence of the authorized signature of Ms. Jarunee Chaisupakitsin on any document shall be deemed that such unsigned document has not been certified by the Company.

Name	Position	Signature
1. Thomas Charles Wilson	President and CEO	
2. Jan-Christian Rosemeyer	Country Chief Financial Officer	

Name	Position	Signature
Authorized person: Jarunee Chaisupakitsin	Chief Financial Officer	





A low-angle, upward-looking photograph of several modern skyscrapers. The buildings feature a distinctive grid-like facade, possibly made of glass or metal panels. Some windows are illuminated with warm yellow light, contrasting with the cool blue tones of the sky and the building's exterior. The perspective creates a sense of height and architectural scale.

# Attachment



## Attachment 1 Information of the Board of Directors, Executives, Group Chief Financial Officer, Chief Accountant and Company Secretary as of December 31, 2021

### Information of the Board of Directors

#### **Dr. Jamlong Atikul**

Age (years): 73

Chairman of the Board of Directors and Independent Director

**Date of Appointment:** June 13, 2019

- Appointed as the Chairman of the Board of Director with effective date on June 13, 2019

### Education

- Ph.D. in City and Regional Planning, Cornell University, USA
- Master of Commerce in Economics, University of Auckland, New Zealand
- Bachelor of Commerce and Administration in Economics, Victoria University of Wellington, New Zealand
- Role of the Chairman Program (RCP) Class 26/2011, Thai Institute of Directors
- ESG and Sustainable Banking Development, including response to the Covid-19 situation year 2020
- Cyber Resilience year 2019
- IT Security Trend Update year 2018
- Director Certification Program (DCP) Class 77/2006, Thai Institute of Directors
- Director Accreditation Program (DAP) Class 55/2006, Thai Institute of Directors

### No. of share held (as of December 31, 2021)

Personal -None-

Spouse /Minor Child -None-

### Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

### Work Experiences (last 5 years)

#### Listed Companies\*

2019 – Present	Chairman of the Board of Director and Independent Director, Allianz Ayudhya Capital Pcl. (Investment holding)
2019 – Present	Chairman of Nomination and Remuneration Committee, Bank of Ayudhya Pcl.
2018 – Present	Independent Director and Member of Audit Committee, Bank of Ayudhya Pcl.
2018 – 2019	Member of Nomination and Remuneration Committee, Bank of Ayudhya Pcl.
2013 – Present	Chairman of the Board (Authorized Signatory), Regional Container Lines Pcl. (Logistics and Transportation)

#### Non-Listed Companies

-None-

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

**Mr. Bryan James Smith**

Age (years): 63

Vice-Chairman of the Board of Directors

**Date of Appointment:** November 4, 2014

- Appointed as the Vice-Chairman of the Board of Director with effective date on February 25, 2021

**Education**

- Master of Business Administration, Australian Graduate School of Management, The University of New South Wales, Sydney, Australia
- Bachelor of Commerce / Bachelor of Laws, The University of New South Wales Sydney, Australia
- Director Certification Program (DCP) Class 207/2015, Thai Institute of Directors
- Director Diploma Examination Program - Fellow Member Year 2015, Thai Institute of Directors

**No. of share held (as of December 31, 2021)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)****Listed Companies\***

2021 – Present	Vice Chairman of the Board of Directors, Allianz Ayudhya Capital Pcl.
2019 – 2021	President and Chief Executive Officer, Allianz Ayudhya Capital Pcl.
2014 – 2021	Director (Authorized Signatory), Allianz Ayudhya Capital Pcl.
2014 – 2019	Member of Nomination and Remuneration Committee, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2019 – 2020	Country Manager, Allianz Ayudhya Thailand
2014 – 2019	Director, Member of Nomination and Remuneration Committee, Allianz Ayudhya General Insurance Pcl.
2011 – 2020	Director (Authorized Signatory), President and Chief Executive Officer, Allianz Ayudhya Assurance Pcl.

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

**Mr. Suwat Laicharoensup**

Age (years): 72

Independent Director, Chairman of Audit Committee

**Date of Appointment:** April 20, 2018

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

- Appointed as Chairman of Nomination and Remuneration with effective on May 14, 2019

**Education**

- Bachelor's degree in Statistics, Chulalongkorn University
- 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)
- Director Certification Program (DCP) Class 280/2019, Thai Institute of Directors
- AACP Advanced Audit Committee Program (AACP) Class 38/2020, Thai Institute of Directors

**No. of share held (as of December 31, 2021)**

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 Pcl.
2019 – 2020	Independent Director, Chairman of Nomination and Remuneration Committee, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2018 – Present	Advisor of Committee Counsel of Computer Engineering, Engineering Institute of Thailand
2018 – Present	Independent Director, Chairman of the Audit Committee, Allianz Ayudhya General Insurance Pcl.
2018 – Present	Advisor and Member of the Board, ISACA Bangkok Chapter
2017 – Present	Chairman, itSMF Thailand Association (ITIL for IT Service management)
2017 – Present	President, Subcommittee for People Driven of Information Technology and Communications and Digital Content, The Board of National Qualifications Framework, Office of the Education Council, Ministry of Education
2017 – Present	Associate Judge, Central Intellectual Property and International Trade Court
2013 – Present	Sub-committee member of Digital Committee, Thailand Professional Qualification Institute (Public Organization)

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

**Mr. Vichit Kornvityakoon**

Age (years): 71

Independent Director, Member of Audit Committee and Chairman of Corporate Governance Committee

**Date of Appointment:** January 28, 2013

- Appointed as Chairman of Corporate Governance as of January 28, 2013

**Education**

- Master of Business Administration, Thammasat University
- Bachelor of Accountant, Chulalongkorn University
- Bachelor of Law, Thammasat University
- Director Certification Program (DCP) Class 172/2013, Thai Institute of Directors
- Advanced Audit Committee Program (AACP) Class 14/2014, Thai Institute of Directors
- Anti-Corruption for Executive Program (ACEP) Class 14/2015, Thai Institute of Directors
- Role of the Nomination & Governance (RNG) Class 7/2015, Thai Institute of Directors
- Risk Management Program for Corporate Leaders (RCL) Class 2/2015, Thai Institute of Directors
- Boards that Make a Difference (BMD) Class 1/2016, Thai Institute of Directors
- Board Matter & Trends (BMT) Class 2/2017, Thai Institute of Directors
- Ethical Leadership Program (ELP) Class 7/2011

**No. of share held (as of December 31, 2021)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)****Listed Companies\***

2013 – Present	Independent Director, Member of Audit Committee and Chairman of Corporate Governance Committee, Allianz Ayudhya Capital Pcl.
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**Non-Listed Companies**

2019 – Present	Independent Director and Member of Audit Committee, Allianz Ayudhya General Insurance Pcl.
2013 – 2019	Chairman of Compliance Committee, Allianz Ayudhya General Insurance Pcl.
2013 – 2017	Member of IT and Systems Development Supervisory Sub-committee, Deposit Protection Agency
2012 – 2020	Member of Executive Credit Committee, Sukhumvit Asset Management Co., Ltd.
2016 – Present	Member of Professional Ethics Committee, Federation of Accounting Professional under the Royal Patronage of his Majesty the King

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

**Mr. Pasu Loharjun**

Age (years): 62

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 (NYU Poly) Australia
- Bachelor in Electrical Engineering, Chulalongkorn University
- Capital Market Academy Program Class 22
- CG Code Update Program, PricewaterhouseCoopers ABAS Ltd.
- COSO ERM Program (Knowledge Sharing among Directors and Management), by Prof. Dr. Anya Khanthavit, Thammasat University
- Director Certification Program (DCP) Class 213/2015, Thai Institute of Directors
- Financial Statements for Directors Class FSD/2009, Thai Institute of Directors

**No. of share held (as of December 31, 2021)**

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 Social Responsibility Committee and Member of Nomination and Remuneration Committee, Electricity Generating Pcl.
2017 – 2018	Chairman, General Environmental Conservation PCL

**Non-Listed Companies**

2021 – Present	Independent Director, Thai Beverage Plc.
2021 – Present	Chairman of the Board of Directors, Export-Import Bank of Thailand
2019 – Present	Chairman, Thailand Institute of Scientific and Technological Research (TISTR)
2019 – Present	Member, Council of State
2019 – Present	Director, Thai-German Institute
2019 – Present	Director, Foundation for Industrial Development
2017 – 2019	Permanent Secretary Ministry of Industry
2017 – 2019	Chairman, Thai Sugar and Cane Co., Ltd.
2016	Director General Department of Industrial Promotion

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



**Mr. Narong Chulajata**

Age (years): 84

Independent Director and Member of Audit Committee

**Date of Appointment:** April 26, 2019**Education**

- Master of Public Administration, The Maxwell School of Citizenship and Public Affairs, Syracuse University, New York, USA
- Master of Public Administration, Institute of Public Administration, Thammasat University
- Bachelor's Degree in Political Science, Chulalongkorn University
- Director Certification Program (DCP) Class 71/2006, Thai Institute of Directors
- Director Accreditation Program (DAP) Class 11/2004, Thai Institute of Directors
- Role of the Chairman Program (RCP) Class 6/2000 Thai Institute of Directors

**No. of share held (as of December 31, 2021)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)****Listed Companies\***

2019 – Present	Independent Director and Member of Audit Committee, Allianz Ayudhya Capital Pcl.
2013 – 2017	Vice Chairman, SUSCO Pcl.
2003 – Present	Chairman of the Board, Safari World Pcl.

**Non-Listed Companies**

2011 – Present	Director, Siri Charoen Wattana Co., Ltd.
2008 – Present	Director, SUSCO Retail Co., Ltd.
2007 – 2021	Independent Director and Chairman of Audit Committee, Allianz Ayudhya Assurance Pcl.
2012 – Present	Director, SUSCO Dealer Co., Ltd.

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

**Miss Nopporn Tirawattanagool**

Age (years): 67

Director, Member of Nomination and Remuneration Committee and  
Member of Corporate Governance Committee  
(Non-Executive Director)

**Date of Appointment:** April 22, 2013

- Appointed as Member of Nomination and Remuneration Committee as of May 14, 2013
- Appointed as Member of Corporate Governance Committee as of May 14, 2021

**Education**

- Master of Accounting, Faculty of Commerce and Accountancy, Thammasat University
- Bachelor of Business Administration (in Accounting), Thammasat University
- Training on International Financial Reporting Standard 9 (IFRS 9), PwC Thailand, Year 2016
- CG Forum 2/2016 "Honest, Cautious, Protective for the Director", Year 2016
- Seminar on "CyberSecurity Awareness Training for Senior Executive", Year 2016
- Strategic IT Governance (for non-IT), Year 2017
- Seminar on "Future Customer Experience in Financial and Banking Services", Year 2018
- IT Security Trend Update, Year 2018
- IT Governance & Cyber Resilience, Year 2019
- Bangkok Sustainable Banking Forum 2019 "An Industry Wake-up Call", Year 2019
- Agile Leadership for Board of Directors, Year 2019
- Director Accreditation Program (DAP), Year 2003, Thai Institute of Directors
- Role of the Compensation Committee (RCC), Year 2009, Thai Institute of Directors
- Audit Committee Program (ACP), Year 2010, Thai Institute of Directors
- Director Certification Program (DCP), Year 2010, Thai Institute of Directors
- Financial Institutions Governance Program (FGP), Year 2011, Thai Institute of Directors
- Anti-Corruption for Executive Program (ACEP), Year 2013, Thai Institute of Directors
- Risk Management Program for Corporate Leaders (RCL), Year 2015, Thai Institute of Directors
- National Director Conference 2017 "Steering Governance in a Changing World" Year 2017
- IOD National Director Conference 2018 "Rising Above Disruptions: A Call for Action" Year, 2018
- Agile Leadership for Board of Directors 2019
- ESG and Sustainable Banking Development, Including Response to the COVID-19 situation 2020
- Cyber Resilience Leadership "Tone from the Top", Bank of Thailand 2020
- Reengineering New Business Model 2017
- Agility in practice 2021
- Regulatory Technology: Reg Tech 2021
- Cyber Armor: Capital Market Board Awareness No. 1/2021 : Capital market threat landscape 2021
- Cyber Armor: Capital Market Board Awareness No. 2/2021 :Data Driven Cybersecurity and Intelligence Threats Assessment 2021
- Bangkok FinTech Fair 2021 "Shaping Digital Finance in the New Decade 2021"
- Economic outlook 2021
- National Director Conference 2021: Leadership Behind Closed Door

**No. of share held (as of December 31, 2021)**

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, Member of Nomination and Remuneration Committee and Member of Corporate Governance Committee, Allianz Ayudhya Capital Pcl.
2013 – Present	Director and Member of Nomination and Remuneration Committee, Allianz Ayudhya Capital Pcl.
2016 – Present	Director, Grand Canal Land Pcl.
2015 – 2016	Director (Authorized Signatory), Grand Canal Land Pcl.
2015 – Present	Risk and Compliance Committee Member, Bank of Ayudhya Pcl.
2014 – Present	Director (Authorized Signatory), Bank of Ayudhya Pcl.
2014 – Present	Director, Srivichaivejvivat Pcl.
2014 – Present	Member of Nomination and Compensation Committee, Siam City Cement Pcl.
2012 – Present	Director, Siam City Cement Pcl.
2010 – Present	Nomination and Remuneration Committee Member, Bank of Ayudhya Pcl.

### Non-Listed Companies

2019 – Present	Director and Secretary Krungsri Foundation
2017 – Present	Director (Authorized Signatory), BBTv Asset Management Co., Ltd.
2015 – Present	Director (Authorized Signatory), CKS Holding Co., Ltd.
2015 – Present	Director (Authorized Signatory), Super Assets Co., Ltd.
2015 – Present	Director (Authorized signatory), C.K.R Co., Ltd
2015 – Present	Director (Authorized Signatory), The Bangkok Lighters Co., Ltd.
2015 – Present	Director (Authorized Signatory), The Thai Tapioca Flour Produce Co., Ltd.
2015 – Present	Director (Authorized Signatory), Cyber Venture Co., Ltd.
2015 – Present	Director (Authorized Signatory), Khao Kheow Country Club Co., Ltd.
2015 – Present	Director (Authorized Signatory), Siam Purimongkol Co., Ltd.
2014 – Present	Director (Authorized Signatory) Grand Fortune Co., Ltd.
2014 – Present	Director, Bangkok Broadcasting & TV Co., Ltd.
2014 – Present	Director (Authorized Signatory), BBTv Satelvision Co., Ltd.
2014 – Present	Director (Authorized Signatory), GL Asset Co., Ltd.
2014 – Present	Director (Authorized Signatory), Mahakij Holdings Co., Ltd.
2014 – Present	Director (Authorized Signatory), BBTv Productions Co., Ltd.
2014 – Present	Director (Authorized Signatory), BBTv Alliance Ltd.
2014 – Present	Director (Authorized Signatory), BBTv Bond Street Building Ltd.
2012 – Present	Director (Authorized Signatory), ITBC Business Consultant Group Co., Ltd.
2011 – Present	Director (Authorized Signatory), Exclusive Senior Care International Co., Ltd.
2010 – Present	Director (Authorized Signatory), BBTv International Holdings Co., Ltd.
2010 – Present	Director (Authorized Signatory), Sunrise Equity Co., Ltd.
2010 – Present	Director (Authorized Signatory), BBTv Equity Co., Ltd.

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

**Mr. Laksna Thongthai**

Age (years): 67

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
- Reinsurance and Insurance Management Training Courses from France, Germany, and England
- Boards that Make a difference (BMD) Class 1/2016, Thai Institute of Directors
- Diploma Examination Assigned from Graduate Member to become Fellow Member, Thai Institute of Directors Association, Year 2000

**No. of share held (as of December 31, 2021)**

Personal -None-

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.
1994 – 2019	Director (Authorized Signatory), Allianz Ayudhya Capital Pcl.
1994 – 2014	Director (Authorized Signatory) and Assistant Managing Director, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2011 – Present	Director (Authorized Signatory), Triple Prime Team Holdings Co., Ltd.
2001 – Present	Director, Nirvana Co., Ltd.
1990 – Present	Director, Thongthai Water Pipe & Chemical Co., Ltd.

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

**Mr. Jon-Paul Jones**

Age (years): 51

Director

**Date of Appointment:** February 25, 2021**Education**

- University of Warwick, England, UK B.Sc. (Hons.) Computer Science

**No. of share held (as of December 31, 2021)**

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, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2021 – Present Director, Allianz Asia Holding Pte. Ltd.

2021 – Present Director, Allianz Advisory Pte. Ltd.

2021 – Present Commissioner, PT Asuransi Allianz Life Indonesia

2020 – Present Regional Chief Operating Officer, Allianz Asia Pacific,

AIG

2020 Chief Information Officer, AIG Operations, Singapore

2018 – 2020 Global Head of Infrastructure Modernization &amp; International Infrastructure Operations, AIG Operations, Singapore

2017 – 2018 Technology Transformation Lead, AIG Japan Holdings KK Tokyo, Japan

2016 CEO &amp; Chief Agency Officer, APAC, AIG Insurance (Indonesia)

2014 – 2016 President &amp; CEO, AIG Insurance (Indonesia)

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

**Mr. Thomas Charles Wilson**

Age (years): 61

Director, President and Chief Executive Officer  
(Authorized Director)**Date of Appointment:** February 25, 2021**Education**

- PhD. in Economic ,Stanford University, Stamford, California Emphasis in Microeconomic
- Bachelor of Science in Business Administration, University of California, Berkeley, California Emphasis in Finance, Real Estate and Accounting Graduated with honor
- Director Certification Program (DCP) Class 313/2021

**No. of share held (as of December 31, 2021)**

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**

2020 – Present Director, President and Chief Executive Officer, Allianz Ayudhya Assurance Pcl.

2020 Deputy CEO &amp; Head of Distribution, Allianz Ayudhya Assurance Pcl.

2008 – 2020 Chief Risk Officer, Allianz SE, Munich, Germany Committee,  
Allianz Alternative Risk Transfer*Remark\* Base in Thailand only and important position as Director in listed company*

**Mrs. Claudia Salem**

Age (years): 46

Director

*(Non-Executive Director)***Date of Appointment:** April 26, 2019**Education**

- Master of Business Administration, Finance and Entrepreneurship, New York University, Stern School of Business, New York, USA
- Bachelor of Engineering, Computer & Communications Engineering, American University of Beirut, Lebanon

**No. of share held (as of December 31, 2021)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries***-None-***Work Experiences (last 5 years)****Listed Companies\***

2019 – 2021 Director, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2019 – 2021 Chairwoman of the Board of Directors, Allianz Ayudhya General Insurance Pcl.

2019 – 2021 Chief Executive Officer, Property and Casualty, Allianz Asia Pacific

2019 – 2021 Regional Chief Executive Officer P&amp;C, Allianz SE Singapore Branch

2017 – 2019 Chief Executive Officer, AIG, Singapore

2015 – 2016 Chief Executive Officer, Head of Shared Services Asia, AIG Malaysia, Kuala Lumpur

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

**Mr. Lars Heibutzki**

Age (years): 47

Director

*(Authorized Director)***Date of Appointment:** April 26, 2019**Education**

- Ph.D. in Economics and Statistical Science with Distinction, Friedrich Alexander University, Nuremberg, Germany
- Master of Business Administration, Major in Finance, Investment and Banking, University of Wisconsin-Madison, USA
- Business and Economics Degree with Distinction, University of Leipzig, Germany

**No. of share held (as of December 31, 2021)**

Personal -None-

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.

**Non-Listed Companies**

2019 – Present Director and Chief Executive Officer, Allianz Ayudhya General Insurance Pcl.

2018 – 2019 Chief Business Officer P&amp;C and Member of Allianz Asia Board, Allianz SE Singapore Branch

2015 – 2018 Chief Distribution Officer and Member of Allianz Asia Board, Allianz SE Singapore Branch

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



**Mr. Robert Paul Gray**

Age (years): 60

Director

*(Authorized Director)***Date of Appointment:** November 13, 2019

- Resigned with effective on December 31, 2021

**Education**

- Fellow of Chartered Insurance Institute, United Kingdom
- Chartered Insurer, United Kingdom
- Director Certification Program (DCP) Class 214/2015, Thai Institute of Director

**No. of share held (as of December 31, 2021)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)****Listed Companies\***

2019 – 2021 Director, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2019 – 2021 Country Chief Health Officer, Allianz Ayudhya Assurance Pcl.

2012 – 2015 Regional Chief Operating Officer Allianz SE, Singapore Branch

2009 – 2019 Chief Operation Officer, Allianz Ayudhya Assurance Pcl.

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

**Mr. Jan-Christian Rosemeyer**

Age (years): 45

Director

*(Authorized Director)***Date of Appointment:** November 13, 2019**Education**

- Wirtschaftsmathematik, specialization in Mathematical Finance & Actuarial Science, University of Ulm, Germany
- One-year program in Japanese language and culture, Waseda University, Tokyo
- Qualified Actuary
  - Associate of the Singapore Actuarial Society since 2013 (ASAS)
  - Fellow of the German Actuarial Society since 2006 (Aktuar DAV)
- Director Certification Program (DCP) Class 241/2017, Thai Institute of Directors

**No. of share held (as of December 31, 2021)**

Personal -None-

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.

**Non-Listed Companies**

2019 – Present Country Chief Financial Officer Allianz Ayudhya General Insurance Pcl.

2018 – 2019 Chief Financial Officer, Allianz Ayudhya General Insurance Pcl.

2016 – Present Chief Financial Officer, Allianz Ayudhya Assurance Pcl.

Present Director, JCR Intertrade Co., Ltd.

Director, BSMC (Thailand) Limited

Director, CPRN (Thailand) Limited

Director, SOFE One Limited

Director, SOFE Two Limited

Managing Director HaHo Unregistered Ordinary Partnership

Chairman, Japanese-German Young Leaders Forum Alumni e.V.

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

**Miss Jarunee Chaisupakitsin**

Age (years): 59

Director

*(Authorized Director)***Date of Appointment:** August 1, 2020

-Appointed as Chief Financial Officer /Chief Accounting with effective from May 1, 2020

**Education**

- Master of Business Administration, Thammasat University
- Graduate Diploma in Translation, Thammasat University
- Graduate Diploma, English for Careers, Thammasat University
- Bachelor of Accounting, Thammasat University
- Bachelor of Economics, Sukhothai Thammathirat Open University
- Accounting and Financial Preparation (CFO's Orientation Course) 2019
- Director Certification Program (DCP) Class 309/2021

**No. of share held (as of December 31, 2021)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries***-None-***Work Experiences (last 5 years)****Listed Companies\***

2020 – Present	Director and Member of Corporate Governance Committee /Chief Financial Officer, Allianz Ayudhya Capital Pcl.
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**Non-Listed Companies**

2020 – Present	Director, Allianz Ayudhya General Insurance Pcl.
2020 – Present	Country Chief Accounting Officer & Head of P&C Accounting, Allianz Ayudhya Assurance Pcl.
2003 – 2020	Senior Vice President, Accounting, Allianz Ayudhya Assurance Pcl.

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

**Mr. Kitti Pintavirooj**

Age (years): 66

Director

*(Authorized Director)***Date of Appointment:** November 15, 2021**Education**

- Master of Law in Admiralty, Tulane University, USA
- Master of Comparative Laws, University of Miami, USA
- Barrister-at-law, Institute of Legal Education, Thailand
- Bachelor of Laws, Thammasat University
- Advance Certificate Course, Management of Public Economic for Executives, King Prajadhipok's Institute
- Director Certificated Program (DCP) Class 17/2020, Thai Institute of Directors

**No. of share held (as of December 31, 2021)**

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, Allianz Ayudhya Capital Pcl.
2019 – 2021	Independent Director /Audit Committee Member, Solatron Pcl.
2019	Director, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2019 – 2021	Director /Country Chief Legal & Compliance Officer, Allianz Ayudhya Assurance Pcl
2019 – Present	Director, Allianz Ayudhya General Insurance Pcl
2012 – Present	Secretary-General, Thai Life Assurance Association

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

## Information of Executives

1. Mr. Thomas Charles Wilson President and Chief Executive Officer
2. Miss Jarunee Chaisupakitsin Chief Financial Officer

(Education, Training Record and Working Experience of the Executives are contained in Information of Board of Directors)

*Remark: Determination of Definitions of "executive" means director, manager, or the first four executives succeeding the manager and every person holding the position equivalent to the fourth rank including person holding executive position in Accounting or Finance Department whose rank is not lower than departmental manager.*

## Information of Corporate Secretary

### **Miss Kavida Wassanaruangdej**

Age (years): 43

Associate Director-Corporate Secretary

**Date of Appointment:** November 12, 2020

## Education

- Master of Business Administration (General Management), Khon Kaen University
- Corruption Risk and Control: Technical Update (CRC 9/2021), Thai Institute of Directors
- Data Governance for PDPA Compliance, Batch 2/2021, Mahidol University
- Company Secretary Program (CSP 103/2019), Thai Institute of Directors
- Board Reporting Program (BRP 28/2019), Thai Institute of Directors
- Compliance Management and Relevant rules and regulations Class 1/2019, National Institute of Development Administration
- Fundamental Practice for Corporate Secretary (FCS) 1/2015, Thai Listed Companies Association

## No. of share held (as of December 31, 2021)

Personal -None-  
Spouse /Minor Child -None-

## Relationship with Directors, Management, Major Shareholders and Subsidiaries

-None-

## Work Experiences (last 5 years)

### Listed Companies

2020 – Present	Associate Director-Corporate Secretary, Allianz Ayudhya Capital Pcl.
2019 – 2020	Assistant Vice President Corporate Secretary, Head of Corporate Secretarial Services, Maybank Kim Eng Securities (Thailand) Pcl.
2015 – 2019	Company Secretary, Investor Relations and Head of Compliance, Winner Group Enterprise Pcl.
2014 – 2015	Manager, Executive Office, Finansia Syrus Securities Pcl.

### Non-Listed Companies

2020 – Present	Corporate Secretary, Allianz Ayudhya Assurance Pcl.
2020 – Present	Corporate Secretary, Allianz Ayudhya General Insurance Pcl

## Scope of Duties and Responsibilities of the Company Secretary

The company secretary shall perform his or her duties in accordance with section 89/15 and section 89/16 of Securities and Exchange Act (No.5) B.E. 2559, which come into force on December 12, 2016. The company secretary shall perform his or her duties with responsibilities, care, honesty and in compliance with laws, Articles of Association and Objective of the Company, resolution of the Board of Director, and resolution of the shareholders' meeting. In performing this duty, the Company Secretary has the following duties and responsibilities:

- 1.1 Prepare and maintain the following documents:
  - 1.1.1 Director's Registry;
  - 1.1.2 Notices for the Board of Directors', Minutes of the Board of Directors' Meetings and Annual Report of the Board of Directors; and
  - 1.1.3 Notices for the Shareholders' Meeting and Minutes of the Shareholders' Meetings.
- 1.2 Maintain the Report on Stake Holding of Directors and Management.
- 1.3 Carry out other tasks as assigned by the Board of Directors

Additionally, the company secretary has duties assigned by the Company (or the board) as follows:

- Provide preliminary advice and recommendations pertaining to legal, regulatory, and governance issues and practices related to the Board and Board Committees
- Organize the meetings of Shareholders, the Board of Directors
- Liaise with regulatory agencies such as the Stock Exchange of Thailand
- Be responsible for the disclosure and report information to the public and regulatory agencies with accuracy, complete and in accordance with laws
- Arrange new director orientation
- Perform other duties as assigned by the Company.

[Scope of Duties and Responsibilities of Company Secretary is also contained in Part 2, No. 7 Structure of Corporate Governance.]

## Information of Directors, Executives and Company Secretary of Subsidiary Company /Information of Executives and Controlling persons

(More information are readable in QR Code)



## Attachment 2: Information of Directors from Subsidiary

Company's subsidiary is Allianz Ayudhya General Insurance Public Company Limited (AAGI).

Name of Directors	Company's subsidiary Allianz Ayudhya General Insurance Public Company Limited (AAGI)
1. Mrs. Claudia Salem	A
2. Mr. Lars Heibutzki	C,F,G
3. Mr. Suwat Laicharoensup	B,E,F
4. Mr. Vichit Kornvityakoon	D,E,F
5. Mr. Apichat Natasilpa	E,D,F
6. Mr. Kittti Pintavirooj	F
7. Ms. Jarunee Chaisupakitsin	F
8. Mr. Tivakorn Kanjanakit	F,G

### Remark

A	=	Chairwoman of the Board of Directors
B	=	Chairman of the Audit Committee
C	=	President and Chief Executive Officer
D	=	Member of the Audit Committee
E	=	Independent Director
F	=	Director
G	=	Authorized Director

## Attachment 3: Information of Head of Internal Audit and Head of Compliance

### Head of Internal Audit

Ms. Wannaporn Ngamsukhonratana, Senior Director and Country Head of Internal Audit, was assigned as Head of Internal Audit.

#### Education

- Bachelor of Business Administration (Accounting), Assumption University
- Master of Business Administration (General Management), Indiana State University
- Certified Professional Accountant (Thailand)

#### Working Experience during the recent 5 years

- Senior Director and Head of Country Internal Audit, Allianz Ayudhya Assurance Pcl.
- Senior Vice President, Internal Audit, Standard Chartered Bank (Thai) Pcl.

### Head of Compliance

Ms. Saovaporn Sattabusya, Senior Director from subsidiary company and associate company, was assigned as Head of Compliance.

#### Education

- Master Degree in International and comparative law, The George Washington University Law School, USA
- Master Degree in Business and General law, University of Wisconsin-Madison Law School, USA
- Bachelor of Laws, Chulalongkorn University

#### Working Experience and training record

Duration	Position	Organization
2008 – 2009	Legal Consultant	Siam City Law Office GP Co., Ltd.
2009 – 2013	Manager	Legal Department / AIA (Thailand) Co., Ltd.
2013 – Present	Senior Director	Compliance Department/ Allianz Ayudhya Assurance Pcl.
2019 – Present	Senior Director	Compliance Department/ Allianz Ayudhya General Insurance Pcl.

#### Training record

Association of Certified Anti-Money Laundering Specialists (CAMS), Certified Anti-Money Laundering Specialist



### **Compliance responsibilities**

1. Provide support and set out policy, guideline, regulation to comply with law and compliance standards. Identify, search and assess compliance risk that will reflect on business operations
2. Provide advisory to executives and employees in relation to law, regulation, guideline, relevant business standards and notify the executives without delay whenever change of law, rules and regulation and relevant business standards
3. Evaluate the suitability of Company's work in process and monitor the performance result whenever it finds errors or breaches of law, rules, regulations, code of conduct and relevant business operations.
4. Enhance knowledge to employees in relation to be a focal point providing compliance advisory, law, rules, regulations and employee code of conduct
5. Coordinate with other functions to comply with rules and regulations from local regulators i.e. Office of Insurance Commission and Anti-Money Laundering Office, including seeking external support from professional advisor within the scope of compliance practice as deem necessary.

## Attachment 4: Operating Assets

### 4.1 Assets used in business and details of assets evaluation

Assets value (or equipment) used in business, stated in financial account dated 31 December 2021 total 46.17 million baht with no attached obligation as follow.

Detail of Operating Assets	Book Value Net (Thousand Baht)
1. Land	1,610
2. Leasehold improvement	28,044
3. Furniture, fixtures and office equipment	15,405
4. Vehicles	1,111
<b>Total</b>	<b>46,170</b>

The Company owns a land plot and building on 1669/55-56 Soi Waidee, Chan Rd, Thung Wat Don, Yannawa, Bangkok. The facility is used to store company's documents.

The Company owns a 153 sq wah land plot at Samrongnua, Muaeng district, Samutprakan to provide benefits to employees.

### 4.2 Lease contract

Allianz Ayudhya General Insurance plc. its subsidiary and has leased contract for head office and 18 offices throughout Thailand as follow.

Head Office / Branch	Short rental location	Number of years rental
1. Head Office	898 Ploenchit Tower, 7 <sup>th</sup> Floor, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330	3
2. Hat Yai	332 Chotvitayakul 5 Road, Hat Yai, Hat Yai Songkhla 90110	3
3. Phuket	9/187-188 Sakdidet Road, Talard Nua, Muang, Phuket 83000	3
4. Rayong	9/7 Bangna-Trad Road, Cherno-Nern, Muang, Rayong 21000	3
5. Khon Kaen	769-769/1 Moo 2, Mitraparp Road, Sira, Muang Khon Kaen, Khon Kaen 40000	3
6. Chiang Mai	158/9 Chiangmai-Lampang Road, Paton, Muang, Chiangmai 50300	3
7. Nakhonratchasima	901/4-5 Mitraparp Road, Nai Muang, Muang, Nakhonratchasima 30000	3
8. Nakhonsawan	21/77 Moo 11, Nakhonsawan-Phitsanulok Road, Watsai, Muang, Nakhonsawan 60000	3

Head Office / Branch	Short rental location	Number of years rental
9. Phitsanulok	459/1079-80 Moo 7, Mitraparp Road, Samorkae, Muang, Phitsanulok 65000	3
10. Ubonratchathani	97/6 Moo 3, Ubonratchathani Road, Khamyai, Muang, Ubonratchathani 34000	3
11. Suratthani	141/122-123 Moo 5, Kanchanawithi Road, Bangkung, Muang Suratthani, Suratthani 84000	3
12. Nakhonpathom	94 Ratchamakka Road, Sanamchan, Muang, Nakhonpathom 73000	3
13. Chonburi	208/12 Moo 3, Prayasajja Road, Samet, Muang, Chonburi 20000	3
14. Pattaya	3/146-147 Moo 6, Chaloe Phra Kiat Road, Na Klua, Banglamung, Chonburi 20150	3
15. Udonthani	844/7-8 Taharn Road (Dong Wat), Markhaeng, Muang, Udonthani 41000	3
16. Sub Branch Saraburi	96/18 Sudbantad Road, Pakpreew, Muang, Saraburi 18000	3
17. Sub Branch Chiangrai	250/8 Moo 16, Ratchayotha Road, Robvieng, Muang, Chiangrai 57000	3
18. Sub Branch Surin	102 Moo 2, Surin Bypass Road, Nok Muang, Muang, Surin 32000	3
19. Sub Branch Hua Hin	15/118 Soi Mooban Borfai, Phet Kasem Road, Hua Hin, Hua Hin, Prachuap Khiri Khan 77110	3

If any lease expires, the company's policy is to extend the lease regularly, not exceeding 3 years.

#### 4.3. Intangible assets

The company has intangible assets of computer software worth 84.73 million baht as stated in account dated December 31, 2021.

#### 4.4. Investment policy in subsidiary/partner companies

The company's policy is to invest in subsidiary/partner companies that effectively facilitate the company's total businesses. At present, the company has invested in a subsidiary, Allianz Ayudhya General Insurance Plc and an associate, Allianz Ayudhya Assurance Plc.

#### Company's assets

The company has invested in a variety of assets including SET's common stocks, Thai IPOs, Thai debt instruments, non-SET assets, investment units, bank deposits and loans.

### **Investment objectives**

The company's investment objectives are to increase company's revenue by investing in low-risk, secure assets with appropriate and steady returns.

The company has appointed an investment committee to prescribe ratio of each investment asset. In 2021, the company and its subsidiary have invested in government bonds, common stocks and investment units with returns of interests and dividends.

### **Subsidiary company's investment assets**

The subsidiary company, non-life business can invest, according to Non-life Insurance Act 1992, and must comply with Office of Insurance Commission's regulations on Non-life Insurance Company's Other Business Investments 2013.

## **Attachment 5: Corporate Governance Policy and Code of Conduct full versions**

The Company refers the full versions of Corporate Governance Policy and Code of Conduct, underlying Section 6. Corporate Governance Policy, Section 7. Corporate Governance Structure and Section 8. Key Performance of Corporate Governance, including Company's website at <https://www.ayud.co.th/investor-relations-information/good-corporate-governance/>.

## **Attachment 6: Report of the Audit Committee**

The Audit Committee has duties and responsibilities as assigned by the Board of Directors as specified in the Audit Committee Charter and in accordance with criteria from regulators.

As of December 31, 2021, the Audit Committee comprises three independent directors as follows:

1. Mr. Suwat Laicharoensup Chairman of the Audit Committee
2. Mr. Vichit Kornvityakoon Audit Committee Member
3. Mr. Narong Chulajata Audit Committee Member

Mrs. Wannaporn Ngamsukhonratana is the Secretary of the Audit Committee.

### **Financial Reports**

The quarterly and annual consolidated and separate financial statements of the Company were reviewed by the Management, accounting executives, and the Company's external auditors to ensure that the financial statements were completed under generally accepted accounting principles and that the information disclosure was adequate, accurate, and complete. The reviews covered the accounting policy as well as significant changes.

### **Internal Control and Compliance with the laws**

The Company's internal control system was reviewed to ensure its efficiency and compliance with governing laws and regulations, including those of the Securities and Exchange Commission and The Stock Exchange of Thailand, as relevant to the Company's business based on audit reports by the Company's external auditors and the internal audit of its subsidiary that provides internal audit services to the Company. The results of the review on the internal controls over the information technology systems performed by the external auditors were considered; the Company's risk management, the good corporate governance practices, and the report on internal controls and risk management disclosed in the annual report were also reviewed.

The Audit Committee attended one meeting with the external auditors without the Company's Management on matters to be acknowledged by the Audit Committee with regard to their performance and independence in conducting the reviews and audits as well as in complying with Section 89/25 of the Securities and Exchange Act (No. 4) BE 2551 (2008) as well as to acknowledge and advise on the findings of the financial statement reviews and audits. During the reviews, the external auditors reported to the Audit Committee that no fraud, law violations, or significant issues which might adversely impact the internal controls were found.

### **Transactions with possible conflict of interest**

Connected party transactions and transactions that might be considered as conflicts of interest were reviewed to ensure that they were conducted in compliance with all relevant laws and regulations and that adequate disclosures were made. The Audit Committee provided opinions on transactions between the Company and related parties to ensure that these transactions were made under the normal course of business and were transparent as well as fair to all concerned parties.

### **Supervising the internal auditing process**

The audit plan and manpower to ensure adequacy of resources in conducting audits were considered.

In addition, the Audit Committee considered and ratified improvements and developments of the roles of internal audit with appropriate responsibilities pertinent to the business environment and evolving risks in information technology and anti-corruption policy, as well as independence in carrying out its duties.

#### **Audit Committee Charter**

The Audit Committee performed its duties and responsibilities as stipulated in the Audit Committee Charter independently, cautiously, and transparently. The Audit Committee received effectively without limitation information and proper cooperation from the Management.

#### **Supervising the processes in regarding to anti-corruption measures**

The Audit Committee oversaw the process relating to anti-corruption policy and measures, reviewing compliance procedures on anti-corruption measures and internal controls as well as assessing the risks involved related to the anti-corruption policy through reports from senior management, internal audit reports, and those from external parties.

Reports regarding documents prepared for the risk assessment of corruption risks and internal controls were reviewed before submitting to Thailand's Private Sector Collective Action Coalition Against Corruption Council (CAC).

#### **Risk Management**

The Audit Committee evaluated the Company's risk management process. The Subsidiary's Risk Management Committee, which comprised executives from each department of the Company, its subsidiary, and its associated company, supports the Board of Directors in risk supervision related to the Company's business operations, to ensure that it operates within the risk appetite and consistent with the vision, mission, strategy, and business goals so that the Company's objectives are achieved efficiently, effectively and sustainably.

In addition, the Company had risk management practices and guidelines for strategic risk, insurance risk, market risk, liquidity risk, operational risk, reputation risk and credit risk. Therefore, it could be assumed that the Company had implemented concrete measures to mitigate various risks.

#### **External Auditor Selection**

The Audit Committee considered and proposed to the Board of Directors on the selection of auditors and determined their annual audit fees for the Annual General Meeting approval. In addition, the Audit Committee was to consider and approve the rendering of outsourced audit service firm from the auditor of the subsidiary company and the auditor of the associated company.

There was no provision of other non-audit service from the auditor firm and with the group of company during the year as the approval set forth by the Audit Committee.

Suwat Laicharoensup  
(Mr. Suwat Laicharoensup)  
Chairman of the Audit Committee  
February 25, 2022

A low-angle, upward-looking photograph of several modern skyscrapers. The buildings feature a prominent grid-like facade of windows, creating a strong geometric pattern. The perspective makes the buildings appear to converge towards the top of the frame. The sky is a pale, overcast blue. The overall image has a slightly desaturated, professional feel.

# Financial statements



**ALLIANZ AYUDHYA CAPITAL PUBLIC COMPANY LIMITED**

**CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS**

**31 DECEMBER 2021**

## **Independent Auditor's Report**

To the shareholders of Allianz Ayudhya Capital Public Company Limited

### **My opinion**

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of Allianz Ayudhya Capital Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2021, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

### **What I have audited**

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2021;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

### **Basis for opinion**

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

## Key audit matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Key audit matter	How my audit addressed the key audit matter
<p><b>Valuation of claim reserves</b></p> <p><i>Refer to Note 8, critical accounting estimates, assumptions and judgements in consolidated financial statements in relation to claim reserves and Note 22, claim reserves in consolidated financial statements</i></p> <p>Claim reserves of Baht 2,244 million composed of reported claim reserves not yet settled, claim payable, and claims incurred but not reported (IBNR), as well as claims handling reserve and payable.</p> <p>I focused on the valuation of claim reserves because of the size of the liability and inherent uncertainty when assessing the claims that had been incurred as of the end of the year. Estimation process therefore involved complexity and the significant judgements that management needed to make to estimate the related balance.</p> <p>Management hired the external actuarial specialist to calculate the claim reserves for the Group. The key assumptions that underpinned the reserve calculations included the expected ultimate loss ratio and the loss development factor by types of insurances. The valuation of claim reserves depended on complete and accurate data about the number of claims, claim amounts and the pattern of historical claims since these were often used to form expectations about future claims.</p>	<p>My key audit procedures in relation to the claim reserves included:</p> <ul style="list-style-type: none"><li>• Obtained an understanding of the process to estimate claim reserves and setting processes in accordance with actuarial methodology.</li><li>• Assessed the design and tested operating effectiveness of key controls around the claims handling and claim reserves setting processes.</li><li>• Evaluated the competence, capabilities and objectivity of the actuary, who was management's expert.</li><li>• Evaluated whether the Group's actuarial methodologies were consistent with those used in the industry and prior year. Obtained an understanding of the assumptions involved when determining the valuation of claim reserves. I evaluated the reasonableness of management's significant assumptions by comparing weighted average ultimate loss ratios in the past with the expected loss ratio used by the Group's actuary and investigated any significant differences.</li><li>• Tested the completeness of data used in the actuarial reserving calculations by reconciling with data in accounting system.</li><li>• Engaged auditor's actuarial specialists to carry out independent modelling to assess if the Group's best estimate of gross and net claims reserves fell into estimated reasonable ranges for selected types of insurance. Auditor's actuarial specialists' estimates of outstanding claims reserves were based on a statistical data of the claims process.</li></ul> <p>Based on all of the above procedures, I considered the management's assumptions used for valuation of claim reserves were reasonable based on available evidences.</p>

Key audit matter	How my audit addressed the key audit matter
<p><b>Assessment of goodwill impairment</b></p> <p><i>Refer to Note 8, critical accounting estimates, assumptions and judgements in consolidated financial statements in relation to goodwill and Note 19, goodwill in consolidated financial statements</i></p> <p>The Group had goodwill of Baht 508.88 million as at 31 December 2021, which related to cash generating units in insurance business. The Group is required to, at least annually, test goodwill for impairment.</p> <p>I focused on this area due to the fact that goodwill balance was around 2% of total consolidated assets and the forecasts of cash flows each year involved significant management's judgement, which was based on various assumptions that were affected by expected future market and economic conditions.</p> <p>For the year ended 31 December 2021, the management performed an impairment assessment over the goodwill balance by:</p> <ol style="list-style-type: none"> <li>1. Calculating the value in use for each Cash Generating Unit ("CGU") using a discounted cash flow model. The model used cash flows (revenues and expenses) for each CGU for 5 years, with constant terminal growth rate applied to the 5th year. These cash flows were then discounted to net present value using the weighted average cost of capital (WACC). The key assumptions were disclosed in Note 19.</li> <li>2. Comparing the resulting value in use of each CGU to their respective book values.</li> </ol>	<p>My key audit procedures in relation to the assessment of goodwill impairment included:</p> <ul style="list-style-type: none"> <li>• Understood and evaluated the composition of cash flow forecasts and calculation process, including test the mathematical accuracy of the management's underlying calculations.</li> <li>• Compared cash flow forecasts with the budget and approved business plan and other evidences supporting the plan.</li> <li>• Assessed management's key assumptions used in the forecasts by comparing them to historical results and economic and industry outlook by comparing with the observable data in the industry. The assumptions also included the business growth rate and expense forecasts.</li> <li>• Reviewed parameters used to determine the discount rate applied.</li> <li>• Assessed management on the adequacy of their sensitivity calculations over all their CGUs. The valuation of goodwill was sensitive to changes in key assumptions such as revenue growth and discount rate, in case they were not achieved, could reasonably be expected to give rise to impairment charge in the future.</li> <li>• Evaluated the adequacy of the disclosures made in notes of the financial statements, including those regarding the key assumptions and sensitivity of those assumptions.</li> </ul> <p>Based on all of the above procedures, I considered management's key assumptions used in assessing the goodwill impairment were reasonable based on available evidences.</p>

### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

### **Responsibilities of the directors for the consolidated and separate financial statements**

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's and the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the consolidated and separate financial statements**

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgement and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide the audit committee with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers ABAS Ltd.



**Sakuna Yamsakul**  
 Certified Public Accountant (Thailand) No. 4906  
 Bangkok  
 28 February 2022

**Allianz Ayudhya Capital Public Company Limited**  
**Statement of Financial Position**  
**As at 31 December 2021**

		Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
	Notes	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
<b>Assets</b>					
Cash and cash equivalents, net	9	1,295,374	2,801,346	236,672	1,265,386
Premium due and uncollected, net	10	580,552	555,606	-	-
Accrued investment income		24,187	25,141	10,748	10,695
Reinsurance assets	11	1,923,852	2,060,737	-	-
Amounts due from reinsurers	12	569,982	439,285	-	-
Financial assets measured at fair value through profit or loss	13	-	-	1,052,338	881,715
Financial assets measured at fair value through other comprehensive income	13	-	-	3,321,874	2,126,089
Financial assets measured at amortised cost	13	-	-	-	143,041
Investments in securities, net	14	8,793,852	7,384,276	-	-
Investment in an associate	15	9,492,515	11,252,204	5,455,863	5,455,863
Investment in a subsidiary	15	-	-	2,572,379	2,572,379
Property, plant and equipment, net	16	46,170	53,896	1,649	1,673
Goodwill	19	508,877	508,877	-	-
Right-of-use asset, net	17	190,397	208,804	-	-
Intangible assets, net	18	84,731	77,032	5,860	6,531
Deferred tax assets, net	20	400,105	419,272	39,489	64,141
Deferred commission expenses		80,233	78,959	-	-
Other assets, net	21	149,422	142,127	12,030	9,193
<b>Total assets</b>		<b>24,140,249</b>	<b>26,007,562</b>	<b>12,708,902</b>	<b>12,536,706</b>

The accompanying notes are an integral part of these financial statements.

**Allianz Ayudhya Capital Public Company Limited**  
**Statement of Financial Position (Cont'd)**  
**As at 31 December 2021**

		Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
	Notes	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
<b>Liabilities and equity</b>					
<b>Liabilities</b>					
Insurance contract liabilities	22	5,070,744	5,157,764	-	-
Amounts due to reinsurers	23	1,160,232	1,249,805	-	-
Employee benefit obligations	24	135,407	151,266	-	-
Premium written received in advance		258,802	343,710	-	-
Commission and brokerage payables		121,109	99,257	-	-
Accrued expenses		406,612	460,023	11,122	12,977
Lease liabilities	25	197,784	207,876	-	-
Other liabilities	26	365,419	276,796	550	244
<b>Total liabilities</b>		<b>7,716,109</b>	<b>7,946,497</b>	<b>11,672</b>	<b>13,221</b>
<b>Equity</b>					
Share capital					
Authorised share capital					
463,473,361 ordinary shares of 1 Baht each		463,473	463,473	463,473	463,473
Issued and paid-up share capital					
389,266,931 ordinary shares of 1 Baht each		389,267	389,267	389,267	389,267
Premium on share capital		10,066,331	10,066,331	10,066,331	10,066,331
Retained earnings					
Appropriated					
Legal reserve		50,000	50,000	50,000	50,000
Unappropriated		3,790,996	3,126,145	2,219,669	2,046,076
Other components of equity					
Surplus (discount) on investments measured at fair value through other comprehensive income		97,437	43,455	(28,037)	(28,189)
Share of other comprehensive income in an associate		2,030,109	4,385,867	-	-
<b>Total equity</b>		<b>16,424,140</b>	<b>18,061,065</b>	<b>12,697,230</b>	<b>12,523,485</b>
<b>Total liabilities and equity</b>		<b>24,140,249</b>	<b>26,007,562</b>	<b>12,708,902</b>	<b>12,536,706</b>

The accompanying notes are an integral part of these financial statements.



**Allianz Ayudhya Capital Public Company Limited**  
**Statement of Comprehensive Income**  
**For the year ended 31 December 2021**

		Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
	Notes	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
<b>Revenues</b>					
Gross premiums written		5,584,707	5,676,918	-	-
<u>Less</u> Premiums ceded		(1,608,289)	(1,564,003)	-	-
Net premiums written		3,976,418	4,112,915	-	-
<u>Add (Less)</u> Unearned premium reserve decreased (increased) from previous period		(84,019)	57,381	-	-
Net premiums earned		3,892,399	4,170,296	-	-
Fees and commission income		325,926	292,826	-	-
Net investment income		140,543	128,608	804,837	513,172
Gain (loss) on investments	30	(8,151)	(112,273)	18,715	(85,481)
Share of profit on investment in an associate	15	1,287,852	1,049,595	-	-
Other income		34,202	62,053	57	241
<b>Total revenues</b>		<b>5,672,771</b>	<b>5,591,105</b>	<b>823,609</b>	<b>427,932</b>
<b>Expenses</b>					
Gross claim paid		2,537,959	3,456,194	-	-
<u>Less</u> Claim paid for (recovered from) reinsurers		(485,380)	(981,646)	-	-
Net claim paid		2,052,579	2,474,548	-	-
Commission and brokerage expenses		894,232	854,028	-	-
Other underwriting expenses		694,004	766,695	-	-
Operating expenses	31	754,034	839,182	30,553	31,645
Finance cost		6,922	4,652	-	-
Impairment loss on equity instruments		40,048	150,503	-	-
Expected credit loss	33	174	208	465	331
<b>Total expenses</b>		<b>4,441,993</b>	<b>5,089,816</b>	<b>31,018</b>	<b>31,976</b>
<b>Profit before income tax</b>		<b>1,230,778</b>	<b>501,289</b>	<b>792,591</b>	<b>395,956</b>
Income tax expense (income)	34	749	(129,825)	24,615	(29,263)
<b>Net profit</b>		<b>1,230,029</b>	<b>631,114</b>	<b>767,976</b>	<b>425,219</b>

The accompanying notes are an integral part of these financial statements.

**Allianz Ayudhya Capital Public Company Limited**  
**Statement of Comprehensive Income (Cont'd)**  
**For the year ended 31 December 2021**

		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
		<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Notes</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
<b>Other comprehensive income (loss)</b>					
<b>Items that will not be subsequently reclassified to profit or loss</b>					
Gain (loss) on revaluation of equity securities measured at fair value through other comprehensive income		-	-	16,402	(59,971)
Gain on sale of equity securities transferred to retained earnings		-	-	(6,360)	-
Actuarial gain on defined employee benefits plans		24,614	-	-	-
Share of other comprehensive loss in an associate	15	18,253	(40,730)	-	-
Income tax related to items that will not be subsequently reclassified to profit or loss		(8,574)	8,146	(2,008)	11,994
Total items that will not be subsequently reclassified to profit or loss		34,293	(32,584)	8,034	(47,977)
<b>Items that will be subsequently reclassified to profit or loss</b>					
Gain on revaluation of investments measured at fair value through other comprehensive income		39,383	131,873	-	-
Loss on sale of investment transferred to profit or loss		28,095	-	-	-
Gain (loss) on revaluation of debt instruments measured at fair value through other comprehensive income		-	-	(9,852)	18,849
Share of other comprehensive income (loss) in an associate	15	(2,944,697)	(460,245)	-	-
Income tax on items that will be subsequently reclassified to profit or loss		575,444	65,675	1,970	(3,770)
Total items that will be subsequently reclassified to profit or loss		(2,301,775)	(262,697)	(7,882)	15,079
<b>Other comprehensive income (loss) for the year, net of income tax</b>		<b>(2,267,482)</b>	<b>(295,281)</b>	<b>152</b>	<b>(32,898)</b>
<b>Total comprehensive income (loss) for the year</b>		<b>(1,037,453)</b>	<b>335,833</b>	<b>768,128</b>	<b>392,321</b>
<b>Earnings per share</b>					
<b>Basic earnings per share (Baht)</b>	29	<b>3.16</b>	<b>1.63</b>	<b>1.97</b>	<b>1.10</b>
Weighted average number of ordinary shares (Thousand shares)		389,267	387,563	389,267	387,563

The accompanying notes are an integral part of these financial statements.

**Allianz Ayudhya Capital Public Company Limited**  
**Statement of Changes in Equity**  
**For the year ended 31 December 2021**

	Consolidated financial statements						
	Retained earnings				Other components of equity		
	Issued and paid-up share capital	Premium on share capital	Legal reserve	Unappropriated	Change in fair value of investments measured at fair value through other comprehensive income	Share of other comprehensive income (loss) of an associate	Total equity
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Balance as at 1 January 2020	384,965	9,907,791	50,000	3,075,705	(62,043)	4,786,647	18,143,065
Capital increase	4,302	158,540	-	-	-	-	162,842
Dividend paid (Note 28)	-	-	-	(580,674)	-	-	(580,674)
Net profit	-	-	-	631,114	-	-	631,114
Other comprehensive income (loss)							
Gain on revaluation of instruments measured at fair value through other comprehensive income	-	-	-	-	105,498	-	105,498
Share of other comprehensive loss in an associate (Note 15)	-	-	-	-	-	(400,780)	(400,780)
Balance as at 31 December 2020	389,267	10,066,331	50,000	3,126,145	43,455	4,385,867	18,061,065
Balance as at 1 January 2021	389,267	10,066,331	50,000	3,126,145	43,455	4,385,867	18,061,065
Dividend paid (Note 28)	-	-	-	(599,471)	-	-	(599,471)
Net profit	-	-	-	1,230,029	-	-	1,230,029
Other comprehensive income (loss)							
Actuarial gain on defined employee benefits plans	-	-	-	19,691	-	-	19,691
Gain on revaluation of investments measured at fair value through other comprehensive income	-	-	-	-	31,506	-	31,506
Loss on sale of investment transferred to profit or loss	-	-	-	-	22,476	-	22,476
Share of other comprehensive income (loss) of an associate (Note 15)	-	-	-	14,602	-	(2,355,758)	(2,341,156)
Balance as at 31 December 2021	389,267	10,066,331	50,000	3,790,996	97,437	2,030,109	16,424,140

The accompanying notes are an integral part of these financial statements.

**Allianz Ayudhya Capital Public Company Limited**  
**Statement of Changes in Equity (Cont'd)**  
**For the year ended 31 December 2021**

	Separate financial statements					
	Issued and paid-up share capital Thousand Baht	Premium on share capital Thousand Baht	Retained earnings		Other components of equity	Total equity Thousand Baht
			Legal reserve Thousand Baht	Unappropriated Thousand Baht	Financial asset measured at fair value through other comprehensive income Thousand Baht	
<b>Balance as at 1 January 2020</b>	384,965	9,907,791	50,000	2,196,483	4,709	12,543,948
Capital increase	4,302	158,540	-	-	-	162,842
Dividend paid (Note 28)	-	-	-	(580,674)	-	(580,674)
Net profit	-	-	-	425,219	-	425,219
<b>Other comprehensive income (loss)</b>						
Financial assets measured at fair value through other comprehensive income	-	-	-	-	(32,898)	(32,898)
Realised gain from sale of investments measured at fair value through other comprehensive income transferred to profit or loss	-	-	-	5,048	-	5,048
<b>Balance as at 31 December 2020</b>	<u>389,267</u>	<u>10,066,331</u>	<u>50,000</u>	<u>2,046,076</u>	<u>(28,189)</u>	<u>12,523,485</u>
<b>Balance as at 1 January 2021</b>	389,267	10,066,331	50,000	2,046,076	(28,189)	12,523,485
Dividend paid (Note 28)	-	-	-	(599,471)	-	(599,471)
Net profit	-	-	-	767,976	-	767,976
<b>Other comprehensive income (loss)</b>						
Financial assets measured at fair value through other comprehensive income	-	-	-	-	5,240	5,240
Realised loss from sale of financial assets measured at fair value through other comprehensive income transferred to retained earnings	-	-	-	5,088	(5,088)	-
<b>Balance as at 31 December 2021</b>	<u>389,267</u>	<u>10,066,331</u>	<u>50,000</u>	<u>2,219,669</u>	<u>(28,037)</u>	<u>12,697,230</u>

The accompanying notes are an integral part of these financial statements.

**Allianz Ayudhya Capital Public Company Limited**  
**Statement of Cash Flows**  
**For the year ended 31 December 2021**

	Notes	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
		Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
<b>Cash flows from operating activities</b>					
Direct premium received		5,310,536	5,540,022	-	-
Cash paid to reinsurance		(608,411)	(622,169)	-	-
Interest income		119,621	101,166	54,534	57,572
Dividend income		763,332	450,474	763,315	450,458
Other income		35,538	65,313	-	6
Loss incurred from direct insurance		(2,730,089)	(3,410,586)	-	-
Commission and brokerage paid from direct insurance		(850,890)	(838,300)	-	-
Other underwriting expenses		(694,004)	(766,695)	-	-
Operating expenses		(707,301)	(642,526)	(34,246)	(36,547)
Income tax expense		(20,613)	(7,362)	-	-
Cash received from financial assets		2,916,262	16,022,440	1,283,321	11,448,829
Cash paid for financial assets		(4,510,223)	(17,432,156)	(2,626,166)	(10,492,474)
Cash received for deposits at bank with maturity over 3 months and deposits used as collateral		352,250	572,527	130,000	-
Cash paid for deposits at bank with maturity over 3 months and deposits used as collateral		(184,531)	(236,301)	-	83,877
Loans		-	14	-	-
<b>Net cash flow provided by (used in) operating activities</b>		<b>(808,523)</b>	<b>(1,204,139)</b>	<b>(429,242)</b>	<b>1,511,721</b>
<b>Cash flows from investing activities</b>					
<u>Cash flows provided</u>					
Cash received from selling property, plant and equipment		5,978	703	-	8
<u>Cash flows used</u>					
Cash paid for purchasing property, plant and equipment		(13,797)	(24,641)	-	-
Cash paid for right-of-use assets		(61,930)	-	-	-
Cash paid for purchasing intangible assets		-	(20,063)	-	(6,703)
<b>Net cash flow provided by (used in) investing activities</b>		<b>(69,749)</b>	<b>(44,001)</b>	<b>-</b>	<b>(6,695)</b>
<b>Cash flows from financing activities</b>					
Increase capital		-	162,842	-	162,842
Dividend paid	28	(599,471)	(580,673)	(599,471)	(580,673)
Cash paid for lease liability		(21,301)	(24,563)	-	(1,324)
Cash paid for finance cost		(6,922)	(4,777)	-	(125)
<b>Net cash flow used in financing activities</b>		<b>(627,694)</b>	<b>(447,171)</b>	<b>(599,471)</b>	<b>(419,280)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>(1,505,966)</b>	<b>(1,695,311)</b>	<b>(1,028,713)</b>	<b>1,085,746</b>
Cash and cash equivalents as at 1 January		2,801,346	4,497,250	1,265,386	179,669
Cash and cash equivalents as at 31 December		1,295,380	2,801,939	236,673	1,265,415
<u>Less</u> Allowance for expected credit loss		(6)	(593)	(1)	(29)
<b>Cash and cash equivalents, net as at 31 December</b>	9	<b>1,295,374</b>	<b>2,801,346</b>	<b>236,672</b>	<b>1,265,386</b>

The accompanying notes are an integral part of these financial statements.

## **1 General information**

Allianz Ayudhya Capital Public Company Limited (the “Company”) is a public limited company which listed on The Stock Exchange of Thailand. The Company is incorporated and domiciled in Thailand. The address of the Company’s registered office is as follows:

Ploenchit Tower, 7<sup>th</sup> floor, 898 Ploenchit Road, Lumpini, Pathumwan, Bangkok.

The principal business operations of the Company are an investment holding company.

The Company has a subsidiary company, Allianz Ayudhya General Insurance Public Company Limited, which operates non-life insurance business, holding by 99.99%.

The Company and its subsidiary are subsequently referred as “the Group”.

The consolidated and separate financial statements were authorised for issue by the board of directors on 28 February 2022.

## **2 Significant events during the current period**

In 2021, the Coronavirus Disease 2019 (COVID-19) continued to affect all sectors including the insurance industry. The Thai government issued various measures to stimulate the economy while the OIC issued various measures to support insurance customers.

Throughout 2021, several Thai insurers, suffered substantial losses from COVID-19 insurance policies and saw pressure on their financial results and their solvency margin, causing some of them to cease operation, impacting policyholders and the insurance industry in general. While the Group promptly paid COVID-19 related claims according to the policy terms, the overall Group’s results have proven to be resilient and were not adversely affected by COVID-19, validating the Group’s long-term business strategy and proper steering and control mechanisms in place. With a strong focus on digital tools for sales and for internal processes, the Group operated business as usual throughout the year.

## **3 Basis of preparation**

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards (“TFRS”) and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act. In addition, the financial statements presentation is based on the formats of non-life insurance financial statements attached in an Office of Insurance Commission’s Notification “Principle, methodology, condition and timing for preparation, submission and reporting of financial statements and operation performance for non-life insurance company (No.2) B.E. 2562” dated on 4 April 2019 (‘OIC Notification’).

These consolidated financial statements include the financial statements of Allianz Ayudhya Capital Public Company Limited and Allianz Ayudhya General Insurance Public Company Limited which 99.99% owned by the Company. Significant transactions for the year ended 31 December 2021 and balances between the Company and the subsidiary have been eliminated.

The accounting period and significant accounting policies used for the consolidated financial statements of the Group is the same as those of the Company except the temporary exemption from compliance with TFRS 9, Financial Instruments and TFRS 7, Financial Instruments: Disclosures under TFRS 4 (revised 2018), Insurance Contracts and apply the ‘financial instruments and disclosure for insurance companies’ accounting guidelines (‘Accounting Guidance’).

The consolidated and separate financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 8.

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

**3.1 Financial reporting standards that are effective, but the Group elected to apply temporary exemption from TFRS 9 Financial Instruments and TFRS 7 Financial Instruments: Disclosures under TFRS 4 (revised 2018) Insurance Contracts.**

The Group passes criteria and elect to apply temporary exemption from TFRS 9 Financial Instruments and TFRS 7 Financial Instruments: Disclosures under TFRS 4 (revised 2018) Insurance Contracts. The Group applies the 'Financial Instruments and Disclosure for Insurance Companies' accounting guidelines' ('The Accounting Guidance') for financial statement preparation.

For assessment of impact if the Company applied TFRS 9 – Financial Instruments, financial assets of the Company are separated into (i) financial assets with contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI) in accordance with TFRS 9 and are not held for trading or managed on fair value basis and (ii) all financial assets other than those specified in (i).

The following table shows the fair value and change in fair value of these two groups of financial assets:

	Consolidated financial statements			
	2021		2020	
	Fair value Thousand Baht	Change in Fair value Thousand Baht	Fair value Thousand Baht	Change in Fair value Thousand Baht
<b>Financial assets</b>				
Financial assets only give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates except for financial assets for trading as defined by TFRS9 (when announced) or financial assets managed by the Company and performance evaluated on a fair value basis	8,876,511	(3,979)	8,901,000	(17,688)
Cash flows that are not solely payments of principal and interest on the principal amount outstanding on specified dates	238	(2)	240	200
Financial assets which the performance is evaluated based on fair value.	30,419	2,016	24,792	6,082
Other financial assets	1,306,373	57,419	1,359,315	(1,143)

As of 31 December 2021 and 2020, financial assets qualifying as SPPI includes debt securities, other receivables, accrued investment income and cash and cash equivalents whereas the remaining includes equity securities.

Certain financial assets included within the financial statements, including amount due from reinsurance and premium receivables amounting to Baht 1,150.53 million are not included above. (2020: 994.89 million)

#### **4 New and amended financial reporting standards**

##### **4.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2021 and have significant impacts to the Group**

**a) Revised Conceptual Framework for Financial Reporting** added the following key principals and guidance:

- Measurement basis, including factors in considering difference measurement basis
- Presentation and disclosure, including classification of income and expenses in other comprehensive income
- Definition of a reporting entity, which maybe a legal entity, or a portion of an entity
- Derecognition of assets and liabilities

The amendment also includes the revision to the definition of an asset and liability in the financial statements, and clarification to the prominence of stewardship in the objective of financial reporting.

**b) Amendment to TFRS 9, Financial instruments and TFRS 7, Financial instruments: disclosures** amended to provide relief from applying specific hedge accounting requirements to the uncertainty arising from interest rate benchmark reform such as IBOR. The amendment also requires disclosure of hedging relationships directly affected by the uncertainty.

**c) Amendment to TAS 1, Presentation of financial statements and TAS 8, Accounting policies, changes in accounting estimates and errors** amended to definition of materiality. The amendment allows for a consistent definition of materiality throughout the Thai Financial Reporting Standards and the Conceptual Framework for Financial Reporting. It also clarified when information is material and incorporates some of the guidance in TAS 1 about immaterial information.

##### **4.2 Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2022 that are relevant to the Group**

Amended TFRSs have not been early adopted by the Group and the Company before the effective date.

**a) Interest rate benchmark (IBOR) reform - phase 2, amendments to TFRS 9, TFRS 7, TFRS 16 and TFRS 4, and accounting guidance, financial instruments and disclosures for insurance business** provide relief measures addressing issues that might affect financial reporting during the reform, including the effects of changes to contractual cash flows or hedging relationship arising from the replacement of one benchmark with an alternative benchmark.



Key relief measures of the phase 2 amendments are as follows:

- When changing the basis for determining contractual cash flows for financial assets and financial liabilities (including lease liabilities), changes that are necessary as a direct result of the IBOR reform and which are considered economically equivalent, will not result in an immediate gain or loss in the income statement. Insurers applying the temporary exemption from TFRS 9 by using accounting guidance, financial instruments and disclosures for insurance business are also required to apply the same practical expedient. TFRS 16 has also been amended to require lessees to use a similar practical expedient when accounting for lease modifications that change the basis for determining future lease payments as a result of the IBOR reform.
- Hedge accounting relief measures will allow most TFRS 9 hedge relationships that are directly affected by the IBOR reform to continue. However, additional ineffectiveness might need to be recorded.

TFRS 7 requires additional disclosure about:

- the nature and extent of risks arising from the IBOR reform to which the entity is exposed to
- how the entity manages those risks
- the entity's progress in transitioning from the IBOR to alternative benchmark rates and how the entity is managing this transition.

The Group's management is currently assessing the impacts from this amended financial reporting standards.

## **5 Accounting policies**

### **5.1 Principles of consolidation accounting**

#### **a) Subsidiaries**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investments in subsidiaries are accounted for using cost method.

#### **b) Associates**

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting.

In the separate financial statements, investments in associates are accounted for using cost method.

#### **c) Equity method**

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequently recognises shares of its associates' profits or losses and other comprehensive income in the profit or loss and other comprehensive income, respectively. The subsequent cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in associates equals or exceeds its interest in the associates, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates.

**d) Intercompany transactions on consolidation**

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

**5.2 Insurance contract classification**

The Group has classified its contracts written as either insurance contracts or investment contracts, depending on the level of insurance risk.

An insurance contract is a contract under which the Group (the insurer) accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event) adversely affects the policyholder. Once a contract is classified as an insurance contract, it remains classified as an insurance contract until all rights and obligations are extinguished or expired.

However, the contract that has financial risk to the Group but has no insurance risk is not classified as insurance contract.

Short term insurance contracts are insurance contract which the term of contract is less than 1 year.

Long term insurance contracts are insurance contract which the term of contract is more than 1 year or less than 1 year or equal to 1 year which have automatic approve of renewal which the Group cannot terminate and cannot increase or decrease of premium including of change in other benefit throughout the contract term.

**5.3 Foreign currency transactions**

**a) Functional and presentation currency**

The financial statements are presented in Thai Baht, which is the Group's functional and presentation currency.

**b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or the date of revaluation where items are re-measured.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

Any exchange component of gains and losses on a non-monetary item that recognised in profit or loss, or other comprehensive income is recognised following the recognition of a gain or loss on the non-monetary item.

**5.4 Cash and cash equivalents**

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date and bank overdrafts.

In the statements of financial position, bank overdrafts are shown in current liabilities.

### **5.5 Premium due and uncollected and allowance for doubtful debt**

Premiums receivable are carried at its net realisable value. The Group sets up an allowance for doubtful accounts based on the estimated loss that may be incurred in collection of the premium due, on the basis of collection experience and a review of current status of the premium due as at the Statement of Financial Position date. Bad debts are written off during the year in which they are identified.

### **5.6 Reinsurance assets**

Reinsurance assets are stated at insurance reserve refundable from reinsurers.

Insurance reserve refundable from reinsurers is estimated based on the related reinsurance contract of premium reserve and loss reserve and outstanding claims.

### **5.7 Due to and due from reinsurers**

- a) Amount due from reinsurance are stated at the outstanding balance of amount due from reinsurers and amounts deposit on reinsurance.

Amounts due from reinsurers consist of accrued commission and brokerage income, claims and various other items receivable from reinsurers less allowance for doubtful accounts. The Group records allowance for doubtful accounts for the estimated losses that may be incurred due to inability to make collection, taking into account collection experience and the status of receivables from reinsurers as at the end of the reporting the year.

- b) Amounts due to reinsurers are stated at the outstanding balance payable from reinsurance and amounts withheld on reinsurance.

Amounts due to reinsurers consist of reinsurance premiums and other items payable to reinsurers, excluding claims.

### **5.8 Financial asset**

- a) Classification

#### Separate financial statements

The Company classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Company has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

#### Consolidated financial statements

The Group classifies its financial assets depending on the purpose of investment as follows:

- Investments measured at fair value through profit or loss
- Investments measured at fair value through other comprehensive income
- Investments measured at amortised cost
- Investments designated at fair value through profit or loss

On the adoption of the financial reporting standards related to financial instruments (TAS 32 and the Accounting Guidance), there are certain investments in financial instruments with puttable features having a contractual obligation for the issuer to repurchase or redeem those instruments for cash or another financial asset on exercise of a put or financial instruments that impose on the issuer an obligation to deliver to another party a pro rata share of the net assets of the issuer only on a liquidation. These instruments have been reclassified from investment in equity securities to investment in debt securities.

#### **b) Recognition and derecognition**

Regular way purchases, acquisitions and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

#### **Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

#### **c) Debt instruments**

#### Separate financial statements

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the financial assets. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in net investment income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in gains/(losses) on investments together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss.
- **FVOCI:** Financial assets that are held for i) collection of contractual cash flows; and ii) for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income using the effective interest method, and foreign exchange gains and losses which are recognised in profit or loss. When the financial assets is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in gains/(losses) on investments. Interest income is included in net investment income. Impairment expenses are presented separately in the statement of comprehensive income.
- **FVPL:** Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within gains/(losses) on investments in the period in which it arises.

#### Consolidated financial statements

There are three measurement categories to classify the investments in securities:

- **Amortised cost:** Investments in securities that are held to maturity are measured at amortised cost. Interest income from these investments in securities is included in net investment income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in gains/(losses) on investments together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss.
- **FVOCI:** Investments in securities that the Group intends to either hold for an indefinite period or sell in response to the needs of the Group's liquidity or change in interest rate are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (OCI), except for the recognition of interest income using the effective interest method, and foreign exchange gains and losses which are recognised in profit or loss. When the Investments in securities are derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in gains/(losses) on investments. Interest income is included in net investment income. Impairment expenses are presented separately in the statement of comprehensive income.
- **FVPL:** Investments in securities that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss that is subsequently measured at FVPL is recognised in profit or loss and presented net within gains/(losses) on investments in the period in which it arises.

#### **d) Equity instruments**

##### Separate financial statements

The Company measures all equity investments at fair value. Where the Company has elected to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as net investment income when the right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in gains/(losses) on investments in the statement of profit or loss.

Impairment losses (and reversal of impairment losses) on equity investments are reported together with changes in fair value.

##### Consolidated financial statements

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains and losses on equity instruments in OCI, there is subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as net investment income when the right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of comprehensive income.

Impairment losses (and reversal of impairment losses) on equity investments are reported together with changes in fair value.

Consolidated and separate financial statements

The Group and Company present its investments in Property Fund unit trusts / Real Estate Investment Trust units / Infrastructure Fund units / Infrastructure Trust units (the trust) established and registered in Thailand as equity investments and measures them at FVOCI and FVPL, respectively following the TFAC's clarification, "Interpretation of investments in Property Fund unit trusts, Real Estate Investment Trust units, Infrastructure Fund units, and Infrastructure Trust units established and registered in Thailand" dated 25 June 2020. The trust and fund are required to distribute benefits of not less than 90% of its adjusted net profit.

**e) Impairment**

Consolidated and separate financial statements

The Group and Company assess expected credit loss on a forward looking basis for its debt securities carried at fair value through other comprehensive income and at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The Group and Company always account for expected credit losses which involves a three-stage expected credit loss impairment model. The stage dictates how the entity measures impairment losses and applies the effective interest rate method. In which, the three-stage expected credit loss impairment will be as the following stages:

- Stage 1 - from initial recognition of a financial assets to the date on which the credit risk of the asset has not increased significantly relative to its initial recognition, a loss allowance is recognised equal to the credit losses expected to result from defaults occurring over the next 12 months.
- Stage 2 - following a significant increase in credit risk relative to the initial recognition of the financial assets, a loss allowance is recognised equal to the credit losses expected over the remaining life of the asset.
- Stage 3 - When a financial asset is considered to be credit-impaired, a loss allowance equal to full lifetime expected credit losses is to be recognised.

Impairment (and reversal of impairment) losses are recognised in profit or loss as a separate line item.

Consolidated financial statements

In addition, the Group assesses the impairment of equity instruments and unit trusts measured at FVOCI by considering supporting factors that the Group might not recover the cost of investment in equity. The Group also consider for a significant or prolonged decline in the fair value of an investment in equity instruments below its cost or net book value of the entity that the Group held the investment. The Group will immediately recognise impairment for equity instruments and unit trust which carried at fair value through other comprehensive income in profit or loss if there is existence of objective evidence that lead the instruments to be devalued.

**5.9 Loans**

Loans are stated at their principal amount less allowance for doubtful accounts, if any. The Group estimates the allowance for doubtful accounts based on an analysis of payment histories, future expectation of each customer payments and the valuation of the assets pledged.

### **5.10 Property, plant and equipment**

All other property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised.

All other repairs and maintenance are charged to profit or loss when incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	5 years
Leasehold improvement	5 - 10 years
Office equipment, furniture and fixtures	5 years
Vehicles	5 years
Computer equipment	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in other income or operating expenses.

### **5.11 Goodwill**

Subsequent to the initial recognition, goodwill is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired. It is carried at cost less accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments – non-life insurance business.

### **5.12 Intangible assets**

The assets with limited life are subsequently carried at cost less accumulated amortisation and impairment losses. The amortisation is calculated using the straight-line method over their estimated useful lives, as follows:

Computer software	5 - 10 years
Bancassurance agreement	10 years

Cost associated with maintaining computer software are recognised as an expense as incurred.

### **5.13 Impairment of assets**

Assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Assets that are subject to amortisation are reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Where the reasons for previously recognised impairments no longer exist, the impairment losses on the assets concerned other than goodwill is reversed.



## **5.14 Leases**

### **Leases - where the Group is the lessee**

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise office equipment.

## **5.15 Insurance liabilities**

### **5.15.1 Unearned premium reserve**

Unearned premium reserve is set aside in compliance with the basis as specified in the Notification of the Office of Insurance Commission as follows:

- |  |  |
|--|--|
| Fire, Marine (Hull), Motor and Miscellaneous   | - Monthly average basis (the one - twenty fourth basis)  |
| Transportation (Cargo), travelling accident with coverage periods of not over six-months | - 100% of premiums as from the effective date of the inforce policies over the insurance coverage period |



#### **5.15.2 Loss reserve and outstanding claims**

Loss reserve and outstanding claims have been provided upon receipt of claim advices from the insured and recorded at the amount appraised by an independent appraiser or by the Group's appraiser. In addition, the Group records a provision for losses incurred but not yet reported (IBNR) which assessed by certified actuary.

#### **5.15.3 Unexpired risk reserve**

Unexpired risks reserves are the best estimate of the claims that are expected be incurred during the remaining period of coverage of in-force policies, based on analysis of historical claims data by an actuary.

Unexpired risk reserves are only recognised in the financial statements to the extent that they exceed unearned premium reserves.

#### **5.15.4 Liability adequacy test**

The liability of the Group under insurance contracts is tested for adequacy by comparing the best estimate of future contractual cash flows with the carrying amount of gross insurance contract provisions for unearned premiums and insurance claims. Provisions for insurance, claims are assessed based on the Group's experience and historical data which use actuarial methods. Where an expected shortfall is identified, additional provisions are made for unearned premiums or insurance claims and are recognised in profit or loss.

### **5.16 Current and deferred income taxes**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

#### *Current tax*

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

#### *Deferred income tax*

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised for temporary differences arise from:

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not recognised
- investments in subsidiaries, associates and joint arrangements where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which temporary difference is expected to be reversed, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### **5.17 Employee benefits**

#### **a) Short-term employee benefits**

Liabilities for short-term employee benefits such as wages, salaries, paid annual leave and paid sick leave, profit-sharing and bonuses, and medical care - revise as appropriate that are expected to be settled wholly within 12 months after the end of the period are recognised in respect of employees' service up to the end of the reporting period. They are measured at the amount expected to be paid.

#### **b) Provident fund**

The Group has a provident fund which is contributory by the employee and the Group matching the individuals' contributions. The provident fund has been registered in accordance with the Provident Fund Act B.E. 2530 (1987). The Group's contribution to the Fund is recorded as expense for the year.

#### **c) Employee benefit obligations**

The Group provides for employee benefit obligations, payable to employees under the Thai Labor Protection Act. The liability in respect of employee benefits is the present value of the defined benefit obligation which is calculated by an actuary using the projected unit credit method. The present value of the defined benefits obligation is determined by discounting estimated future cash flows using yields on the government bonds which have terms to maturity approximating the terms of related liability. The estimated future cash flows shall reflect employee salaries, turnover rate, length of service and other factor. Actuarial gains or losses will be recognized in the statement of profit or loss and other comprehensive income in the period to which they are related. The costs associated with providing these benefits are charged to the statement of profit or loss and other comprehensive income so as to spread the cost over the employment period during which the entitlement to benefits is earned.

Past service cost related to the plan amendment is recognized as an expense in the statement of profit or loss and other comprehensive income when the plan amendment is effective.

### **5.18 Share-based compensation**

Allianz SE is the Ultimate Parent Company of the Group, which has offered share-based compensation plans for the Group's employees. The Group has received services from employees in exchange of Allianz SE's shares, by considering the conditions prescribed by Allianz SE.

The Group receives services from employees as consideration for equity instruments (options) of the Group companies. The fair value of the options is recognised as an expense over the vesting period, with a corresponding increase in equity. The obligation from share-based payment is presented under "Employee benefits obligation" on the statement of financial position.

### **5.19 Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### **5.20 Share capital**

Ordinary shares and premium on ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options (net of tax) are shown as a deduction in equity.

### **5.21 Earnings per share**

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Group (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Group (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that such conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued.

### **5.22 Dividend distribution**

Dividend distributed to the Company's shareholders is recognised as a liability when interim dividends are approved by the Board of Directors, and when the annual dividends are approved by the shareholders.

### **5.23 Recognition of revenues and expenses**

#### **5.23.1 Premium written**

For insurance policies with coverage period for one year, premium income is recognised on the date the insurance policy is effective after deducting premium ceded and premium cancelled and refunded. For long-term insurance policies which coverage periods is longer than one year, related revenues and expenses are recorded as unearned and prepaid items which recognised as income and expenses over the coverage annual.

#### **5.23.2 Reinsurance premium**

Reinsurance premium income is recognised when the Group receives the reinsurance application or statement of accounts from the ceding company. Reinsurance profit commissions are recognised when the subsidiary receives the statement of accounts from the reinsurers.

#### **5.23.3 Commission and brokerage income**

Commission and brokerage income are recognised as income on an accrual basis.

#### **5.23.4 Interest and dividend income**

Interest income is recognised as income on an accrual basis. Dividend income are recognised as income on the declaration date.

#### **5.23.5 Claim and loss adjustment expenses**

Claim and loss adjustment expenses consist of claim and loss adjustment expenses of direct insurance and reinsurance of both reported claims and not reported claims, and are stated at the amounts of the claims, related expenses, and claim adjustments of the current and prior period incurred during the year, less residual value and other recoveries (if any), and claim recovery from reinsurers.

Claim and loss adjustment expenses of direct insurance are recognised upon the receipt of the claims advice from the insured, based on the claims notified by the insured and estimates made by the Group's management. The maximum value of claims estimated is not however, to exceed the sum-insured under the relevant policy.

Claim and loss adjustment expenses of reinsurance are recognised when the reinsurer places the loss advice with the Group.

#### **5.23.6 Claim recovery from reinsurers**

Claim recovery from reinsurers is recognised when claim and loss adjustment expenses are recorded. They are estimated as proportion and condition relevant to reinsurance contracts. The Group presents the claim recoverable amount as a deduction from gross claims.

#### **5.23.7 Commissions and brokerages and other expenses**

Commissions and brokerages and other expenses are recognised as expenses on an accrual basis.

#### **5.24 Related parties**

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

### **6 Insurance and financial risk management**

#### **6.1 Insurance risk**

##### **a) Insurance risk management policy**

The Group's managements take a responsibility to make a strategic decisions and pre-planned with clear steps to be taken so that the process of translating strategy into implementation is appropriate actionable, timely reaction to change and situations.

Insurance risk means the fluctuation of the frequency, extent of damage, and number of events that is out of the standard assumption used in establishing rate of insurance, calculations for insurance contract liabilities, and underwriting considerations. The Group examines thoroughly the level of risks that is acceptable to take by referring to the insurance underwriting manual and insurance rates included the consideration to ensure that there is no concentrated risk by way of geography or by type of risks. If the risks exceed the defined level, the Group extends the risks to reinsurers by proportional reinsurance agreed terms.

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

The key elements of the Group's insurance risk management framework are as below.

##### ***Product Design and Development and Price Structure***

In developing any new non-life insurance product, considerations are given to the range of coverage as well as applying actuarial science methods to calculate insurance rates. This is to ensure that products are competitive and sufficient in covering for claims. Monitoring procedures and evaluations for each product are regularly conducted in order to make appropriate improvements in coverage and/or pricing.

### *Underwriting strategy*

The underwriting strategy is set out in an annual business plan that establishes the classes of business to be written, the business to be written and the industry sectors to be written. This strategy is cascaded by the business units to individual underwriters through detailed underwriting authorities that set out the limits that any one underwriter can write by line size, class of business risk, scope and industry in order to ensure appropriate risk selection within the portfolio.

### *Reinsurance strategy*

The Group has a combination of proportionate and non-proportionate reinsurance treaties. In term of significant exposure loss, reinsurer is responsible for claim as specified in the agreement to limit the net exposure loss to the Group.

The Group sets the minimum security criteria for acceptable reinsurance and monitoring the purchase of reinsurance by the business units against those criteria. The Group's management monitors developments in the reinsurance programme and its ongoing adequacy.

### **b) Concentration insurance risk**

Concentrations of risk may where a particular event or a series of events could impact heavily upon the Group's insurance contract liabilities.

The Group sets out the total aggregate exposure that it is prepared to accept in relation to general insurance risk concentrations. It monitors these exposures both at the time of underwriting a risk and on a monthly basis by reviewing reports which show the key aggregations to which the Group is exposed. A number of additional stress and scenario tests are run during the year to identify risk concentrations.

The following table shows the Group's exposure to concentration of insurance contract liabilities per category of business.

	<b>Fire Thousand Baht</b>	<b>Marine Thousand Baht</b>	<b>Motor Thousand Baht</b>	<b>Miscellaneous Thousand Baht</b>	<b>Total Thousand Baht</b>
<b>31 December 2021</b>					
Gross	104,583	174,067	559,476	1,405,620	2,243,746
Net of reinsurance	79,818	78,692	548,129	281,897	988,536
<b>31 December 2020</b>					
Gross	88,568	107,442	776,061	1,464,710	2,436,781
Net of reinsurance	56,077	19,001	711,778	235,834	1,022,690

## **6.2 Financial risk**

The Group exposes to a variety of financial risk: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Financial risk management is carried out by the Group's Risk Management Committee. The Group's policy includes areas such as foreign exchange risk, interest rate risk, price risk, credit risk and liquidity risk. The framework parameters are approved by the Board of Directors and uses as the key communication and control tools by Risk Management Committee.

### **6.2.1 Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market prices. Market risk consists of three types of risks: foreign exchange risk, interest rate risk and price risk.

**a) Foreign exchange risk**

The Group operates internationally and is exposed to foreign currency risks, primarily the US dollar and Euro from insurance premium and reinsurance with foreign insurance companies that are denominated in foreign currencies. The Group has no forward exchange contract to reduce the exposure. However, the management believes that the Group has no significant effect.

**Exposure**

The Group's exposure to foreign currency risk at the end of the reporting period, expressed in Baht are as follows:

	Consolidated financial statements			
	2021		2020	
	US Dollar Thousand Baht	EUR Thousand Baht	US Dollar Thousand Baht	EUR Thousand Baht
Cash and cash equivalents	5,121	74	9,079	72

**Foreign exchange risk sensitivity analysis**

The Group calculated the impact on the sensitivity of exchange rates. However, the management considered that the Group has no significant effect.

**b) Cash flow and fair value interest rate risk**

Interest rate risk is the risk that the value of financial instruments and cash flows will fluctuate due to changes in market interest rates. The Group's investments include both short-term and long-term investments with the return of both floating rate and fixed rate. The Group manage the risk by considering the risk of investments together with the return on such investments.

As at 31 December 2021 and 2020, significant financial assets and financial liabilities classified by type of interest rate and maturity date were as follows:

	Consolidated financial statements								
	2021						Non- interest bearing Thousand Baht	Total Thousand Baht	Interest rate (% p.a)
	Variable interest rate			Fixed interest rate					
	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht			
Financial assets									
Cash and cash equivalents	623,130	-	-	621,222	-	-	51,027	1,295,379	0.00-1.25
Investment in securities									
Government and state enterprise securities	3,065,760	1,096,318	5,412	-	-	-	-	4,167,490	0.61-4.75
Private debt securities	1,310,536	1,463,610	315,846	-	-	-	238	3,090,230	0.97-6.10
Deposits at bank with maturity over 3 months	199,368	-	-	-	-	-	-	199,368	0.30-0.70
	5,198,794	2,559,928	321,258	621,222	-	-	51,265	8,752,467	
Financial liabilities									
Lease liabilities	28,120	109,860	59,804	-	-	-	-	197,784	2.93
	28,120	109,860	59,804	-	-	-	-	197,784	

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2020									
Variable interest rate			Fixed interest rate			Non-interest bearing	Total	Interest rate	
Within 1 year	1 - 5 years	Over 5 years	Within 1 year	1 - 5 years	Over 5 years				
Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	(% p.a)	
<b>Financial assets</b>									
Cash and cash equivalents	2,339,936	-	-	445,761	-	-	16,241	2,801,938	0.22 - 2.25
Investment in securities									
Government and state enterprise securities	1,170,586	1,747,579	5,704	-	-	-	-	2,923,869	0.61 - 6.40
Private debt securities	484,774	1,822,909	327,595	-	-	-	240	2,635,518	1.17 - 5.50
Foreign company debt securities	60,680	-	-	-	-	-	24,791	85,471	0.88
Deposits at bank with maturity over 3 months	380,136	-	-	-	-	-	-	380,136	0.55 - 0.79
	4,436,112	3,570,488	333,299	445,761	-	-	41,272	8,826,932	
<b>Financial liabilities</b>									
Lease liabilities	29,642	96,418	81,816	-	-	-	-	207,876	2.93
	29,642	96,418	81,816	-	-	-	-	207,876	
Separate financial statements									
2021									
Variable interest rate			Fixed interest rate			Non-interest bearing	Total	Interest rate	
Within 1 year	1 - 5 years	Over 5 years	Within 1 year	1 - 5 years	Over 5 years				
Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	(% p.a)	
<b>Financial assets</b>									
Cash and cash equivalents	212,975	-	-	12,715	-	-	10,982	236,672	1.15
Investment in securities									
Government and state enterprise securities	1,374,538	-	5,412	-	-	-	-	1,379,950	0-2.88
Private debt securities	626,589	605,449	525,952	-	-	-	238	1,758,228	1.75-6.10
	2,214,102	605,449	531,364	12,715			11,220	3,374,850	
Separate financial statements									
2020									
Variable interest rate			Fixed interest rate			Non-interest bearing	Total	Interest rate	
Within 1 year	1 - 5 years	Over 5 years	Within 1 year	1 - 5 years	Over 5 years				
Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	(% p.a)	
<b>Financial assets</b>									
Cash and cash equivalents	1,242,914	-	-	18,875	-	-	3,626	1,265,415	0.22
Investment in securities									
Government and state enterprise securities	460,780	-	5,704	-	-	-	-	466,484	2.16
Private debt securities	164,412	734,227	327,595	-	-	-	240	1,226,474	3.11
Deposits at bank with maturity over 3 months	143,050	-	-	-	-	-	-	143,050	0.55
	2,011,396	734,227	333,299	18,875	-	-	3,866	3,101,423	

### *Interest rate sensitivity*

Profit or loss is sensitive to higher or lower interest income from cash and cash equivalents, and higher or lower interest expenses from borrowings as a result of changes in interest rates. Other components of equity change as a result of an increase or decrease in the fair value of the cash flow hedges of borrowings and the fair value of debt investments at fair value through other comprehensive income.

The table below shows the interest sensitivity for the financial assets and financial liabilities held as at reporting date.

	<b>Consolidated financial statements</b>			
	<b>Impact to net profit</b>		<b>Impact to other components of equity</b>	
	<b>2021</b> <b>Thousand Baht</b>	<b>2020</b> <b>Thousand Baht</b>	<b>2021</b> <b>Thousand Baht</b>	<b>2020</b> <b>Thousand Baht</b>
Interest rate - increase 1%*	5,505	4,525	(76,111)	(111,576)
Interest rate - decrease 1%*	(674)	(690)	77,586	113,816

\* Holding all other variables constant

	<b>Separate financial statements</b>			
	<b>Impact to net profit</b>		<b>Impact to other components of equity</b>	
	<b>2021</b> <b>Thousand Baht</b>	<b>2020</b> <b>Thousand Baht</b>	<b>2021</b> <b>Thousand Baht</b>	<b>2020</b> <b>Thousand Baht</b>
Interest rate - increase 1%*	127	254	(24,648)	(39,276)
Interest rate - decrease 1%*	(127)	21	24,648	39,276

\* Holding all other variables constant

### *c) Equity price risk*

#### *Exposure*

The Group's exposure to equity securities price risk arises from equity instruments held by the Group which are classified either as at fair value through other comprehensive income (FVOCI) or at fair value through profit or loss (FVPL).

The Group manages the capital risk by establishing guideline of investment policy and written investment plan. The guideline sets the framework and investment direction for the year by specifying the limitation in all types and levels of investments based on targeted rate of returns and liquidity by setting both internal investment limits and compliance to the Office of Insurance Commission.

#### *Equity price risk sensitivity*

The Group calculated the impact on the sensitivity of equity price. However, the management considered that the Group has no significant effect.

### **6.2.2 Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation including the change in one party's credit rating.

Credit risk arises from cash and cash equivalents, contractual cash flows of debt instruments carried at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVPL).



**a) Risk management**

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

**b) Impairment of financial assets**

The Group has 4 types of financial assets that are subject to the expected credit loss model:

- Cash and cash equivalents
- Other receivables
- Investment in debt instruments measured at amortised cost; and
- Investment in debt instruments measured at FVOCI

Forward-looking economic information is also included in determining the next 12 months or over the remaining lifetime.

There have been no significant changes in estimation techniques or significant assumptions made during the reporting period.

**Debt instruments**

The Group considers that all debt investments measured at amortised cost and FVOCI have low credit risk, and the loss allowance recognised during the year was therefore limited to 12 months expected losses. Management consider 'low credit risk' for listed bonds to be an investment grade credit rating with at least one major rating agency. Other instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

**Other financial assets measured at amortised cost**

Other financial assets measured at amortised cost include debenture assets, zero coupon bonds and listed corporate bonds.

The loss allowance for other financial assets measured at amortised cost as at 31 December reconciles to opening loss allowance as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
As at 1 January	34	38	9	12
Increase (decrease) in loss allowance recognised in profit or loss during the year	(7)	(4)	(9)	(3)
As at 31 December	27	34	-	9

*Debt instruments measured at fair value through other comprehensive income*

Debt investments measured at fair value through other comprehensive income (FVOCI) include listed and unlisted debt securities. The loss allowance is recognised in profit or loss and reduces the fair value loss otherwise recognised in OCI.

The loss allowance for FVOCI as at 31 December reconciles to opening loss allowance as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
As at 1 January	942	390	450	105
Increase (decrease) in loss allowance recognised in profit or loss during the year	767	552	502	345
As at 31 December	1,709	942	952	450

*Financial asset measured at fair value through profit or loss*

The Group is also exposed to credit risk in relation to debt investments that are measured at fair value through profit or loss. The maximum exposure at the end of the reporting period is the carrying amount of these investments.

### **6.2.3 Liquidity risk**

Liquidity risk, is the risk that the Group will encounter difficulty to settle the obligation related to financial liabilities which must be settled in cash or other financial assets.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period the Group held deposits at call of Baht 632 million (2020: Baht 449 million) that are expected to readily generate cash inflows for managing liquidity risk.

Due to the dynamic nature of the underlying businesses, the group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining financing plans.

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The tables below analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Maturity of financial liabilities	Consolidated financial statements				BV of assets / liabilities Thousand Baht
	On demand Thousand Baht	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	
<b>As at 31 December 2021</b>					
Lease liabilities	3,614	24,506	109,860	59,804	197,784
Other payables	86,553	-	-	-	86,553
<b>Total financial liabilities that is not derivatives</b>	<b>90,167</b>	<b>24,506</b>	<b>109,860</b>	<b>59,804</b>	<b>284,337</b>
<b>As at 31 December 2020</b>					
Lease liabilities	3,735	25,906	96,419	81,816	207,876
Other payables	85,677	-	-	-	85,677
<b>Total financial liabilities that is not derivatives</b>	<b>89,412</b>	<b>25,906</b>	<b>96,419</b>	<b>81,816</b>	<b>293,553</b>
Maturity of financial liabilities	Separate financial statements				BV of assets / liabilities Thousand Baht
	On demand Thousand Baht	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	
<b>As at 31 December 2021</b>					
Other payables	207	-	-	-	207
<b>Total financial liabilities that is not derivatives</b>	<b>207</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>207</b>
<b>As at 31 December 2020</b>					
Other payables	84	-	-	-	84
<b>Total financial liabilities that is not derivatives</b>	<b>84</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>84</b>

### 6.3 Capital management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, sell assets to reduce debt and comply with the requirements of the Office of Insurance Commission.

## 7 Fair value

The following table shows fair values of financial assets and liabilities by category, excluding those with the carrying amount approximates fair value.

	Consolidated financial statements				
	Fair value through profit or loss (FVPL) Thousand Baht	Fair value through other comprehensive income (FVOCI) Thousand Baht	Amortised cost Thousand Baht	Total carrying amount Thousand Baht	Fair value Thousand Baht
<b>As at 31 December 2021</b>					
<i>Financial assets measured at fair value</i>					
Investments in securities					
Debt securities	30,419	6,581,127	-	6,611,546	6,611,546
Equity securities	-	1,306,372	-	1,306,372	1,306,372
<b>Total</b>	<b>30,419</b>	<b>7,887,499</b>	<b>-</b>	<b>7,917,918</b>	<b>7,917,918</b>
<i>Financial assets not measured at fair value</i>					
Cash and cash equivalents	-	-	1,295,374	1,295,374	1,295,374
Deposits at financial institutions with original maturities more than 3 months	-	-	199,367	199,367	199,367
Government and state enterprise debt securities	-	-	676,594	676,594	676,594
Accrued investment income	-	-	24,187	24,187	24,187
Others	-	-	100,094	100,094	100,094
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,295,616</b>	<b>2,295,616</b>	<b>2,295,616</b>
<i>Financial liabilities not measured at fair value</i>					
Lease liabilities	-	-	197,784	197,784	197,784
Others	-	-	86,553	86,553	86,553
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>284,337</b>	<b>284,337</b>	<b>284,337</b>

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Consolidated financial statements					
	Fair value through profit or loss (FVPL) Thousand Baht	Fair value through other comprehensive income (FVOCI) Thousand Baht	Amortised cost Thousand Baht	Total carrying amount Thousand Baht	Fair value Thousand Baht
<b>As at 31 December 2020</b>					
<i>Financial assets measured at fair value</i>					
Investments in securities					
Debt securities	24,792	5,620,067	-	5,644,859	5,644,859
Equity securities	-	1,359,315	-	1,359,315	1,359,315
Total	24,792	6,979,382	-	7,004,174	7,004,174
<i>Financial assets not measured at fair value</i>					
Cash and cash equivalents	-	-	2,801,938	2,801,938	2,801,938
Deposits at financial institutions with original maturities more than 3 months	-	-	380,136	380,136	380,136
Accrued investment income	-	-	25,141	25,141	25,141
Others	-	-	73,958	73,958	73,958
Total	-	-	3,281,173	3,281,173	3,281,173
<i>Financial liabilities not measured at fair value</i>					
Lease liabilities	-	-	207,876	207,876	207,876
Others	-	-	85,677	85,677	85,677
Total liabilities	-	-	293,553	293,553	293,553
<b>Separate financial statements</b>					
	Fair value through profit or loss (FVPL) Thousand Baht	Fair value through other comprehensive income (FVOCI) Thousand Baht	Amortised cost Thousand Baht	Total carrying amount Thousand Baht	Fair value Thousand Baht
<b>As at 31 December 2021</b>					
<i>Financial assets measured at fair value</i>					
Debt securities	210,344	2,927,834	-	3,138,178	3,138,178
Equity securities	841,994	394,040	-	1,236,034	1,236,034
Total	1,052,338	3,321,874	-	4,374,212	4,374,212
<i>Financial assets not measured at fair value</i>					
Cash and cash equivalents	-	-	236,672	236,672	236,672
Accrued investment income	-	-	10,748	10,748	10,748
Others	-	-	10,468	10,468	10,468
Total	-	-	257,888	257,888	257,888
<i>Financial liabilities not measured at fair value</i>					
Others	-	-	207	207	207
Total liabilities	-	-	207	207	207

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Separate financial statements					
	Fair value through profit or loss (FVPL) Thousand Baht	Fair value through other comprehensive income (FVOCI) Thousand Baht	Amortised cost Thousand Baht	Total carrying amount Thousand Baht	Fair value Thousand Baht
<b>As at 31 December 2020</b>					
<i>Financial assets measured at fair value</i>					
Debt securities	240	1,692,718	-	1,692,958	1,692,958
Equity securities	881,475	433,371	-	1,314,846	1,314,846
<b>Total</b>	<b>881,715</b>	<b>2,126,089</b>	<b>-</b>	<b>3,007,804</b>	<b>3,007,804</b>
<i>Financial assets not measured at fair value</i>					
Cash and cash equivalents	-	-	1,265,415	1,265,415	1,265,415
Deposits at financial institutions with original maturities more than 3 months	-	-	143,050	143,050	143,050
Accrued investment income	-	-	10,695	10,695	10,695
Others	-	-	7,376	7,376	7,376
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,426,536</b>	<b>1,426,536</b>	<b>1,426,536</b>
<i>Financial liabilities not measured at fair value</i>					
Others	-	-	84	84	84
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>84</b>	<b>84</b>	<b>84</b>

*The following table presents fair value of financial assets and liabilities recognised by their fair value hierarchy.*

Consolidated financial statements				
	Level 1 Thousand Baht	Level 2 Thousand Baht	Level 3 Thousand Baht	Total Thousand Baht
<b>As at 31 December 2021</b>				
<b>Financial assets</b>				
Investments in securities				
Investments measured at fair value through other comprehensive income				
Debt securities	-	6,581,127	-	6,581,127
Equity securities	1,229,339	-	77,034	1,306,373
Investments designated at fair value through profit or loss				
Debt securities	30,419	-	-	30,419
<b>Total financial assets</b>	<b>1,259,758</b>	<b>6,581,127</b>	<b>77,034</b>	<b>7,917,919</b>
<b>As at 31 December 2020</b>				
<b>Financial assets</b>				
Investments in securities				
Investments measured at fair value through other comprehensive income				
Debt securities	-	5,620,067	-	5,620,067
Equity securities	828,296	480,187	50,832	1,359,315
Investments designated at fair value through profit or loss				
Debt securities	24,792	-	-	24,792
<b>Total financial assets</b>	<b>853,088</b>	<b>6,100,254</b>	<b>50,832</b>	<b>7,004,174</b>

	<b>Separate financial statements</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>Thousand</b>	<b>Thousand</b>	<b>Thousand</b>	<b>Thousand</b>
	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>
<b>As at 31 December 2021</b>				
<b>Financial assets</b>				
Investments measured at fair value through other comprehensive income				
Debt securities	-	2,927,834	-	2,927,834
Equity securities	387,344	-	6,696	394,040
Investments designated at fair value through profit or loss				
Debt securities	-	238	210,106	210,344
Equity securities	841,994	-	-	841,994
<b>Total financial assets</b>	<b>1,229,338</b>	<b>2,928,072</b>	<b>216,802</b>	<b>4,374,212</b>
<b>As at 31 December 2020</b>				
<b>Financial assets</b>				
Investments measured at fair value through other comprehensive income				
Debt securities	-	1,692,718	-	1,692,718
Equity securities	427,008	-	6,363	433,371
Investments designated at fair value through profit or loss				
Debt securities	-	240	-	240
Equity securities	401,288	480,187	-	881,475
<b>Total financial assets</b>	<b>828,296</b>	<b>2,173,145</b>	<b>6,363</b>	<b>3,007,804</b>

Fair values are categorised into hierarchy based on inputs used as follows:

- Level 1: The fair value of financial instruments is based on the current bid price by reference to the Stock Exchange of Thailand the Frankfurt Stock Exchange.
- Level 2: The fair value of financial instruments is determined using significant observable inputs and, as little as possible, entity-specific estimates.
- Level 3: The fair value of financial instruments is not based on observable market data.

#### *Valuation techniques used to determine fair values*

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- for other financial instruments - discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2, except for unlisted equity securities, a contingent consideration receivable and certain derivative contracts, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

*Fair value measurements using significant unobservable inputs (level 3)*

The following table presents the changes in level 3 items for the years ended 31 December

	<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
	<b>Unlisted equity securities</b>	<b>Private debt securities</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>
As of 1 January 2020	103,525	-
Unrealised gains/(losses)	(52,693)	-
As of 31 December 2020	50,832	-
Acquisitions	-	200,000
Disposals	-	-
Gains recognised in other comprehensive income	26,202	10,106
As of 31 December 2021	77,034	210,106

*Transfer between fair value hierarchy*

During the year ended 31 December 2021 and 2020, there is no significant change in economic condition or business that effect to fair value of the Group's financial assets and there is no change in financial asset classification.

There was no transfer between levels during the year and there was no change in valuation techniques during the year.

*The Group's valuation processes*

Chief Financial Officer (CFO), Audit Committee (AC) and a valuation team discuss valuation processes and results at least every quarter.

Significant unobservable input of fair value hierarchy level 3 is risk adjusted discount rate. It is estimated based on public companies' weighted average cost of capital that, are in opinion of the Group, in a comparable financial position with the counterparty in the contract. The Group has subscriptions to information brokers to gather such information.

## **8 Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**a) Loss reserves**

The Group determines the loss reserves and outstanding claims in accordance with survey information, and also reviews the outstanding claims at the end of each reporting date which are sufficient to cover any liabilities arising out of insurance contracts to the extent that can be reasonably foreseen.

There are 3 major methods to estimate the ultimate loss which are Chain Ladder, Bornhuetter-Ferguson and Expected Loss Ratio. The most appropriate method for each product category was selected based on actuarial judgement for both gross and net of reinsurance basis.

However, given the uncertainty in establishing a provision for insurance claims, it is likely that the final outcome could prove to be significantly different from the original liability established.



**b) Fair value of certain financial assets**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Details of key assumptions used are included in Note 7.

**c) Goodwill impairment**

The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. The calculations use cash flow projections based on financial budget approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated in Note 19. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

**d) Employee benefits obligations**

The present value of the retirement benefit obligations depends on a number of assumptions. Key assumptions used and impacts from possible changes in key assumptions are disclosed in Note 24.

**e) Deferred tax asset**

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised. The Group considers future taxable income and ongoing prudent and feasible tax planning strategies in assessing whether to recognise deferred tax assets. The Group's assumptions regarding the future profitability and the anticipated timing of utilisation of deductible temporary differences and significant changes in these assumptions from year to year may have a material impact on the Group's reported financial position and results of operations.

*Deferred tax assets arising from the carried-forward tax losses*

The Group has concluded that the deferred tax assets arising from the carried-forward tax losses will be recoverable using the estimated future taxable income based on the approved business plans and budgets. It is expected that the losses carried forward will be utilised within 5 years.

**f) Determination of lease terms**

Critical judgement in determining the lease term, the Group considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

Most extension options on offices and vehicles leases have not been included in the lease liability, because the Group considers i) the underlying asset condition and/or ii) insignificant cost to replace the leased assets.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstance affecting this assessment occur, and that it is within the control of the Group.

**g) Determination of discount rate applied to leases**

The Group determines the incremental borrowing rate as follows:

- Where possible, use recent third-party financing received by the individual lessee as a starting point, adjusting to reflect changes in its financing conditions.
- Make adjustments specific to the lease, e.g. term, country, currency and security.

**h) Impairment of premium receivable and amount due from reinsurers**

The Group sets an allowance for doubtful accounts and amount due from reinsurers to reflect impairment of premium due, uncollected receivables and claim recoveries from reinsurer. The allowance for doubtful accounts and amount due from reinsurers are based on collection experience and a review of current status of the premium due as at the date of statement of financial position.

**i) Reinsurance assets estimation**

Reinsurance assets are determined from estimation using the same methods as the estimation of claims incurred but not yet reported by insured (Note 8 a) and the unearned premium reserve calculation. The reinsurance assets are assessed at the period end date to ensure that the amount shown in financial statement reflects the expected amount to be received in the future by taking into account the credit rating of reinsurance company and the contractual terms of reinsurance contracts.

**j) Unexpired risk reserve**

Unexpired risk reserve is calculated using an actuarial method, based on a best estimate of the claims expected to incur over the remaining term of the insurance. Estimating the reserve requires the management to exercise judgment, with reference to historical data and the best estimates available at the time.

**k) Liability adequacy test**

At the end of each reporting period, the Group assesses the adequacy of Insurance contract liabilities recognised in the financial position by comparing to the present value of the estimated future cash flows from insurance contracts. If the assessment shows that the carrying amount of Insurance contract liabilities less related deferred acquisition cost is inadequate when compared to the estimated future cash flows. The liabilities is increased by the deficiency and it is charged to profit or loss.

**l) Impairment of financial assets**

The loss allowances for financial assets are based on assumptions about default risk and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs used in the impairment calculation, based on the Group's past history and existing market conditions, as well as forward-looking estimates at the end of each reporting period.

## 9 Cash and cash equivalents, net

Cash and cash equivalents as at 31 December 2021 and 2020 consisted of the following:

	Consolidated financial statements		Separate financial statements	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Cash on hand	524	517	-	-
Cheque on hand	39,521	12,098	-	-
Deposits at bank - at call	632,205	449,387	23,698	22,501
Short-term investments	623,130	2,339,936	212,975	1,242,914
<b>Total</b>	<b>1,295,380</b>	<b>2,801,938</b>	<b>236,673</b>	<b>1,265,415</b>
<u>Less</u> Allowance for expected credit loss	(6)	(592)	(1)	(29)
<b>Total</b>	<b>1,295,374</b>	<b>2,801,346</b>	<b>236,672</b>	<b>1,265,386</b>

## 10 Premium receivable, net

As at 31 December 2021 and 2020, the balances of premiums receivable - net were aged as follows:

	Consolidated financial statements	
	2021 Thousand Baht	2020 Thousand Baht
Within credit terms	424,299	393,625
Overdue:		
Less than 30 days	84,883	63,494
31 - 60 days	20,469	34,837
61 - 90 days	18,849	24,286
Over 90 days	52,895	70,189
<b>Total</b>	<b>601,395</b>	<b>586,431</b>
<u>Less</u> Allowance for doubtful accounts	(20,843)	(30,825)
<b>Premiums due and uncollected, net</b>	<b>580,552</b>	<b>555,606</b>

For premium receivables due from agents and brokers, the Group has stipulated the collection guideline in accordance with the law of the premium collection. For overdue premium receivables, the Group has the process with such agents and brokers in accordance with the Group's policy and procedure.

## 11 Reinsurance assets

Reinsurance assets as at 31 December 2021 and 2020 consisted of the following:

	<b>Consolidated financial statements</b>	
	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>
<b>Insurance reserve refundable from reinsurers</b>		
Loss reserves	1,255,210	1,414,091
Unearned premium reserve		
Unearned reinsurance premium reserve	668,642	646,646
<b>Total reinsurance assets</b>	<b>1,923,852</b>	<b>2,060,737</b>

## 12 Amount due from reinsurers

Amount due from reinsurers as at 31 December 2021 and 2020 consisted of the following:

	<b>Consolidated financial statements</b>	
	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Amount deposit on reinsurance	43	-
Due from reinsurers	569,939	439,285
<b>Total amount due from reinsurers</b>	<b>569,982</b>	<b>439,285</b>

Aging analyses for due from reinsurers as at 31 December 2021 and 2020 were as follows:

	<b>Consolidated financial statements</b>	
	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Within credit terms	219,744	113,533
Not over 12 months	293,685	281,958
Over 1 year to 2 years	47,437	25,128
Over 2 years	13,428	18,666
<u>Less</u> Allowance for doubtful accounts	(4,355)	-
<b>Total reinsurance receivable</b>	<b>569,939</b>	<b>439,285</b>

### 13 Financial assets

Financial asset - Debt and equity securities as at 31 December 2021 and 2020 were as follows;

	<b>Separate financial statements</b>	
	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
<b>Financial assets measured at fair value through profit or loss</b>		
Private debt securities	210,344	240
Local equity securities	841,994	881,475
Total financial asset measured at fair value through profit or loss	1,052,338	881,715
<b>Financial assets measured at fair value through other comprehensive income</b>		
Government and state enterprise debt securities	1,379,950	466,484
Private debt securities	1,547,884	1,226,234
Local equity securities	394,040	433,371
Total financial assets measured at fair value through other comprehensive income	3,321,874	2,126,089
<b>Financial assets measured at amortised cost</b>		
Deposits at financial institutions with original maturities more than 3 months	-	143,050
<u>Less</u> Allowance for expected credit loss	-	(9)
Total financial assets measured at amortised cost	-	143,041

On 30 July 2021, the Company invested in the 10-year subordinated bond issued by subsidiary amounting to Baht 200 million with the fixed interest rate at 6.10% per annum.

#### 13.1 Financial assets at fair value through profit or loss

##### a) Classification of financial assets at fair value through profit or loss

The Company classifies the following financial assets at fair value through profit or loss (FVPL):

- debt investments that do not qualify for measurement at either amortised cost or FVOCI
- equity investments that are held for trading, and
- equity investments for which the entity has irrevocably not elected at initial recognition to recognise fair value gains and losses through OCI.

**b) Amounts recognised in profit or loss**

The following gains/(losses) were recognised in profit or loss during the year as follows:

	<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Fair value gains on debt instruments at FVPL recognised in gains/(losses) on investments	10,104	200
Fair value gains on equity instruments at FVPL recognised in gains/(losses) on investments	21,510	35,777

For the information about the methods and assumptions used in determining fair value refer to Note 6.2.1 c). Information about the group's exposure to price risk is provided in Note 7.

**13.2 Financial assets at fair value through other comprehensive income**

**a) Classification of financial assets at fair value through other comprehensive income**

Financial assets at fair value through other comprehensive income (FVOCI) comprise:

- equity securities which are not held for trading, and which the Company has irrevocably elected at initial recognition to recognise in this category.
- debt securities where the contractual cash flows are solely principal and interest and the objective of the Company's business model is achieved both by collecting contractual cash flows and selling financial assets.

**b) Amounts recognised in profit or loss and other comprehensive income**

The following gains/(losses) were recognised in profit or loss and other comprehensive income during the year as follows:

	<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Gains/(losses) recognised in other comprehensive income	6,551	(41,122)
Gains reclassified from other comprehensive income to profit or loss on the sale of investments at FVOCI in OCI to other gain/(losses)	-	1,246
Interest income from debt investments at FVOCI recognised in profit or loss	36,792	26,566
Dividends from equity investments at FVOCI recognised in profit or loss in other income	25,257	10,972
Expected credit losses for debt investments at FVOCI recognised in profit or loss (expected credit losses/lifetime expected credit loss) (Note 6.2.2)	(502)	-

**Significant acquisitions and disposals during the year**

During the year 2021, the Company acquired and disposed listed securities measured at FVOCI in the amount of Baht 131.58 million and Baht 179.58 million, respectively.

During the year 2020, the Company acquired and disposed listed securities measured at FVOCI in the amount of Baht 218.73 million and Baht 21.35 million, respectively.

c) Expected credit loss

	Separate financial statements 2021	
	Fair value Thousand Baht	Expected credit loss recognised in other comprehensive income Thousand Baht
Investments in debt securities which credit risk has not significantly increased (Stage 1)	2,927,834	(952)
Investments in debt securities which credit risk has significantly increased (Stage 2)	-	-
Credit-impaired investments in debt securities (Stage 3)	-	-
<b>Total</b>	<b>2,927,834</b>	<b>(952)</b>

	Separate financial statements 2020	
	Fair value Thousand Baht	Expected credit loss recognised in other comprehensive income Thousand Baht
Investments in debt securities which credit risk has not significantly increased (Stage 1)	1,692,718	(450)
Investments in debt securities which credit risk has significantly increased (Stage 2)	-	-
Credit-impaired investments in debt securities (Stage 3)	-	-
<b>Total</b>	<b>1,692,718</b>	<b>(450)</b>

### 13.3 Other financial assets at amortised cost

a) Classification of financial assets at amortised cost

The Company classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest

b) Expected credit loss

Separate financial statements			
2021			
	Gross carrying value Thousand Baht	Expected credit loss Thousand Baht	Carrying value Thousand Baht
Investments in debt securities which credit risk has not significantly increased (Stage 1)	-	-	-
Investments in debt securities which credit risk has significantly increased (Stage 2)	-	-	-
Credit-impaired investments in debt securities (Stage 3)	-	-	-
<b>Total</b>	-	-	-

Separate financial statements			
2020			
	Gross carrying value Thousand Baht	Expected credit loss Thousand Baht	Carrying value Thousand Baht
Investments in debt securities which credit risk has not significantly increased (Stage 1)	143,050	(9)	143,041
Investments in debt securities which credit risk has significantly increased (Stage 2)	-	-	-
Credit-impaired investments in debt securities (Stage 3)	-	-	-
<b>Total</b>	143,050	(9)	143,041



#### 14 Investments in securities, net

The details of investments in securities as at 31 December 2021 and 2020 are as follows:

	<b>Consolidated financial statements 2021</b>	
	<b>Cost / Amortised cost Thousand Baht</b>	<b>Fair value Thousand Baht</b>
<b>Investments designated at fair value through profit or loss</b>		
Foreign debt securities	22,322	30,419
Add Unrealised gain	8,097	-
Total investments designated at fair value through profit or loss	30,419	30,419
<b>Investments measured at fair value through other comprehensive income</b>		
Government and state enterprise debt securities	3,489,954	3,490,896
Private debt securities	3,064,025	3,090,231
Equity securities	1,369,413	1,306,372
Total	7,923,392	7,887,499
Less Net unrealised loss	(35,893)	-
Total investments measured at fair value through other comprehensive income	7,887,499	7,887,499
<b>Investments measured at amortised cost</b>		
Deposits at financial institutions with original maturities more than 3 months	164,531	
Deposits at banks used as collateral	34,486	
Premium saving certificates used as collateral	350	
Government and state enterprise debt securities	676,594	
Total	875,961	
Less Allowance for expected credit loss	(27)	
<b>Total investments measured at amortised cost</b>	875,934	
<b>Total investments in securities, net</b>	8,793,852	

	<b>Consolidated financial statements 2020</b>	
	<b>Cost / Amortised cost Thousand Baht</b>	<b>Fair value Thousand Baht</b>
<b>Investments designated at fair value through profit or loss</b>		
Foreign debt securities	18,710	24,792
Add Unrealised gain	6,082	-
Total investments designated at fair value through profit or loss	24,792	24,792
<b>Investments measured at fair value through other comprehensive income</b>		
Government and state enterprise debt securities	2,905,193	2,923,869
Private debt securities	2,597,010	2,635,518
Foreign company debt securities	59,965	60,680
Equity securities	1,514,371	1,359,315
Total	7,076,539	6,979,382
Less Net unrealised loss	(97,157)	-
Total investments measured at fair value through other comprehensive income	6,979,382	6,979,382
<b>Investments measured at amortised cost</b>		
Deposits at financial institutions with original maturities more than 3 months	343,300	
Deposits at banks used as collateral	34,486	
Premium saving certificates used as collateral	2,350	
Total	380,136	
Less Allowance for expected credit loss	(34)	
Total investments measured at amortised cost	380,102	
<b>Total investments in securities, net</b>	<b>7,384,276</b>	

#### **14.1 Investment designated at fair value through profit or loss**

##### **a) Amounts recognised in profit or loss**

The following gains/(losses) were recognised in profit or loss during the year as follows:

	<b>Consolidated financial statements</b>	
	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Fair value gains (losses) on debt securities measured at FVPL recognised in profit (loss)	2,016	6,082

#### **14.2 Investment measured at fair value through other comprehensive income**

##### **a) Amounts recognised in profit or loss and other comprehensive income**

The following gains/(losses) were recognised in profit or loss and other comprehensive income during the year as follows:

	<b>Consolidated financial statements</b>	
	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Gains recognised in other comprehensive income	39,383	6,685
Losses reclassified from other comprehensive income to profit or loss on the sale of investments at FVOCI in OCI to other gain/(losses)	(28,095)	(125,188)
Interest income from debt investments at FVOCI recognised in profit or loss	89,190	78,043
Dividends from equity investments at FVOCI recognised in profit or loss	25,273	44,742
Expected credit losses for debt and equity investments at FVOCI recognised in profit or loss (Note 6.2.2)	(767)	(552)

##### **Significant acquisitions and disposals during the year**

During the year 2021, the Group acquired and disposed listed securities measured at FVOCI in the amount of Baht 131.58 million and Baht 179.58 million, respectively.

During the year 2020, the Group acquired and disposed listed securities measured at FVOCI in the amount of Baht 218.73 million and Baht 21.35 million, respectively.

b) Expected credit loss

Consolidated financial statements	
2021	
Fair value Thousand Baht	Expected credit loss recognised in other comprehensive income Thousand Baht
Investments in debt securities which credit risk has not significantly increased (Stage 1)	6,581,127 (1,709)
Investments in debt securities which credit risk has significantly increased (Stage 2)	- -
Credit-impaired investments in debt securities (Stage 3)	- -
<b>Total</b>	<b>6,581,127 (1,709)</b>

Consolidated financial statements	
2020	
Fair value Thousand Baht	Expected credit loss recognised in other comprehensive income Thousand Baht
Investments in debt securities which credit risk has not significantly increased (Stage 1)	5,620,067 (942)
Investments in debt securities which credit risk has significantly increased (Stage 2)	- -
Credit-impaired investments in debt securities (Stage 3)	- -
<b>Total</b>	<b>5,620,067 (942)</b>

c) The maturity of investment measured at fair value through other comprehensive income

The details of investment measured at fair value through other comprehensive income are aged as follows:

	Consolidated financial statements							
	2021				2020			
	Maturing within			Total Thousand Baht	Maturing within			Total Thousand Baht
	1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht		1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	
<b>Investments measured at fair value through other comprehensive income</b>								
Government and state enterprise securities*	2,388,445	1,096,103	5,406	3,489,954	1,162,383	1,737,347	5,463	2,905,193
Private enterprise securities	1,307,111	1,444,107	312,767	3,063,985	481,870	1,796,354	318,748	2,596,972
Foreign company securities	-	-	-	-	59,965	-	-	59,965
<b>Total</b>	<b>3,695,556</b>	<b>2,540,210</b>	<b>318,173</b>	<b>6,553,939</b>	<b>1,704,218</b>	<b>3,533,701</b>	<b>324,211</b>	<b>5,562,130</b>
<b>Add Unrealised gains</b>	<b>4,384</b>	<b>19,719</b>	<b>3,085</b>	<b>27,188</b>	<b>11,821</b>	<b>36,789</b>	<b>9,087</b>	<b>57,697</b>
<b>Total investments measured at fair value through other comprehensive income</b>	<b>3,699,940</b>	<b>2,559,929</b>	<b>321,258</b>	<b>6,581,127</b>	<b>1,716,039</b>	<b>3,570,490</b>	<b>333,298</b>	<b>5,619,827</b>

\*As at 31 December 2021, the Group had no government securities (2020: Baht 14 million) pledged with the Registrar in accordance with the Insurance Act B.E. 2535 section 19 (Note 37).

#### 14.3 Investment measured at amortised cost

##### a) Expected credit loss

Consolidated financial statements			
2021			
	Gross carrying value Thousand Baht	Expected credit loss Thousand Baht	Carrying value Thousand Baht
Investments in debt securities which credit risk has not significantly increased (Stage 1)	875,961	(27)	875,934
Investments in debt securities which credit risk has significantly increased (Stage 2)	-	-	-
Credit-impaired investments in debt securities (Stage 3)	-	-	-
<b>Total</b>	<b>875,961</b>	<b>(27)</b>	<b>875,934</b>

Consolidated financial statements			
2020			
	Gross carrying value Thousand Baht	Expected credit loss Thousand Baht	Carrying value Thousand Baht
Investments in debt securities which credit risk has not significantly increased (Stage 1)	380,136	(34)	380,102
Investments in debt securities which credit risk has significantly increased (Stage 2)	-	-	-
Credit-impaired investments in debt securities (Stage 3)	-	-	-
<b>Total</b>	<b>380,136</b>	<b>(34)</b>	<b>380,102</b>

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**b) The maturity of investment measured at amortised cost**

The details of investment measured at amortised cost are aged as follows:

	Consolidated financial statements							
	2021				2020			
	Maturing within			Total Thousand Baht	Maturing within			Total Thousand Baht
	1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht		1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	
<b>Investments measured at amortised cost</b>								
Government and state enterprise securities	676,594	-	-	676,594	-	-	-	-
Deposits at banks used as collateral	34,486	-	-	34,486	20,000	14,486	-	34,486
Premium saving certificates used as collateral	350	-	-	350	2,350	-	-	2,350
Deposits at financial institutions with original maturities more than 3 months*	164,531	-	-	164,531	343,300	-	-	343,300
<b>Total</b>	<b>875,961</b>	<b>-</b>	<b>-</b>	<b>875,961</b>	<b>365,650</b>	<b>14,486</b>	<b>-</b>	<b>380,136</b>
<u>Less</u> Expected credit loss	(27)	-	-	(27)	(31)	(3)	-	(34)
<b>Total investments measured at amortised cost</b>	<b>875,934</b>	<b>-</b>	<b>-</b>	<b>830,934</b>	<b>365,619</b>	<b>14,483</b>	<b>-</b>	<b>380,102</b>

\*As at 31 December 2021 and 2020, the Group had deposits at financial institutions with original maturities more than 3 months pledged with the Registrar in accordance with the Insurance Act B.E. 2535 section 19 amounting to Baht 14 million and Baht 14 million, respectively (Note 37).

For the year ended 31 December 2021 and 2020, the Group and the Company has investment income as below:

- Interest income amounting to Baht 95.97 million and Baht 45.57 million, respectively (2020: Baht 92.83 million and Baht 27.72 million, respectively).
- Dividend income amounting to Baht 56.95 million and Baht 763.31 million, respectively (2020: Baht 44.75 million and Baht 484.21 million, respectively).
- Consideration from selling investments amounting to Baht 1,163.26 million and Baht 717.77 million, respectively (2020: Baht 2,682.57 million and Baht 2,597.49 million, respectively) and loss from selling investments amounting to Baht 12.90 million and Baht 12.90 million, respectively (2020 : Baht 0.29 million and Baht 0.29 million, respectively).

As at 31 December 2021, certain investments in securities (certain government and state enterprise securities and certain deposits at bank) of the Group and Company are pledged and used for assets reserved with the Registrar amounting to Baht 575.94 million and Baht 1.08 million, respectively (2020: Baht 629.96 million and Baht 1.14 million, respectively) (Note 37).

As at 31 December 2021 and 2020, premium saving certificates of the Group were used as collateral for insured drivers are the alleged offenders amounting to Baht 0.35 million and Baht 1.25 million, respectively (Note 38).

As at 31 December 2021, certain bank deposits of the Group and the Company were pledged as collateral for bank overdrafts and borrowing facilities (Domestic Bill) amounting to Baht 20 million and Baht 0 million, respectively (2020: Baht 50.00 million and Baht 30.00 million, respectively) (Note 38).



## 15 Investments in a subsidiary and an associate

### 15.1 Investments in a subsidiary

As at 31 December 2021, the Group has subsidiaries included in consolidated financial statement are listed below. The subsidiaries have only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiaries held by the Group.

	Separate financial statements					
	Paid-up capital		Shareholding percentage		Cost	
	2021	2020	2021	2020	2021	2020
	Thousand Baht	Thousand Baht	Percentage	Percentage	Thousand Baht	Thousand Baht
<b>Subsidiary</b>						
Allianz Ayudhya General Insurance Public Company Limited	2,548,800	2,548,800	99.99	99.99	2,572,379	2,572,379

### 15.2 Investments in an associate

As at 31 December 2021 and 2020, the Company has investment in an associated company as follows:

Consolidated financial statements and separate financial statements							
Company name	Nature of business	Place of incorporation and operation	Percentage of shareholding		Cost		Carrying value under equity method
			2021	2020	2021	2020	2021
			Percentage	Percentage	Thousand Baht	Thousand Baht	Thousand Baht
<b>Associate company</b>							
Allianz Ayudhya Assurance Public Company Limited	Life Insurance	Thailand	31.97	31.97	5,455,863	5,455,863	9,492,515
							11,252,204

- a) The movement in investments in an associate for the year ended 31 December 2021 and 2020 were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>Equity method</b>		<b>Cost method</b>	
	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
Book value at the beginning year	11,252,204	11,062,234	5,455,863	5,455,863
Share of profit	1,287,852	1,049,595	-	-
Share of other comprehensive income (loss)	(2,341,157)	(400,780)	-	-
Dividend income	(706,384)	(439,486)	-	-
Adjustment	-	(19,359)	-	-
Book value at the ending year	9,492,515	11,252,204	5,455,863	5,455,863

- b) Summarised financial information for associates

The table below is summarised of financial information for associates that are material to the Group. The financial information is included in associates own financial statements which has been adjusted with the adjustments necessary for the equity method including, adjusting fair value and differences in accounting policy.

	<b>2021 Thousand Baht</b>	<b>(Restated) 2020 Thousand Baht</b>
<i>Summarised of performance</i>		
Revenue	39,918,873	38,139,608
Post-tax profit	3,862,175	3,449,296
Other comprehensive income (loss)	(7,190,117)	(1,386,614)
Total comprehensive income (loss)	(3,327,942)	2,062,682
Dividend received from associates	706,384	439,486
<i>Summarised of statement of financial position</i>		
Assets	219,698,702	223,637,783
Liabilities	196,229,109	194,630,698
Net assets	23,469,593	29,007,085
Group's share in associates (%)	31.97	31.97
Group's share in associates (Thousand Baht)	9,492,515	11,252,204
Goodwill	-	-
Associates carrying amount	5,455,863	5,455,863

The Group's associate company has changed its accounting policies relating to the application of shadow accounting under TFRS 4 Insurance contracts and restated its prior year financial statements. As the impact to consolidated financial statements is not material, The Group's prior year consolidated financial statements were not restated.

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**16 Property, plant and equipment, net**

Property, plant and equipment, net as at 31 December 2021 and 2020 consisted of the following.

Consolidated financial statements											
2021											
	Cost				Accumulated depreciation					Property, plant and equipment, net	
	As at 1 January 2021 Thousand Baht	Increase Thousand Baht	Disposal / Write off Thousand Baht	Transfer in / (out) Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	Depreciation Thousand Baht	Disposal / Write off Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	As at 31 December 2021 Thousand Baht
Land	1,610	-	-	-	1,610	-	-	-	-	1,610	1,610
Building	773	-	-	-	773	(773)	-	-	(733)	-	-
Leasehold improvement	56,660	429	(3,190)	15,298	69,197	(38,374)	(4,885)	2,106	(41,153)	18,286	28,044
Furniture, fixtures and office equipment	106,491	6,027	(19,077)	-	93,441	(88,427)	(7,974)	18,365	(78,036)	18,064	15,405
Vehicles	26,488	-	(19,391)	-	7,097	(23,976)	(1,339)	19,329	(5,986)	2,512	1,111
Leasehold improvement under installation	13,424	1,874	-	(15,298)	-	-	-	-	-	13,424	-
Total	205,446	8,330	(41,658)	-	172,118	(151,550)	(14,198)	39,800	(125,948)	53,896	46,170
Consolidated financial statements											
2020											
	Cost				Accumulated depreciation					Property, plant and equipment, net	
	As at 1 January 2021 Thousand Baht	Increase Thousand Baht	Disposal / Write off Thousand Baht	Transfer in / (out) Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	Depreciation Thousand Baht	Disposal / Write off Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	As at 31 December 2021 Thousand Baht
Land	1,610	-	-	-	1,610	-	-	-	-	1,610	1,610
Building	773	-	-	-	773	(773)	-	-	(773)	-	-
Leasehold improvement	63,784	12,269	(19,792)	399	56,660	(47,506)	(7,421)	16,553	(38,374)	16,278	18,286
Furniture, fixtures and office equipment	111,514	6,678	(11,701)	-	106,491	(88,158)	(8,833)	8,564	(88,427)	23,356	18,064
Vehicles	26,488	-	-	-	26,488	(19,781)	(4,195)	-	(23,976)	6,707	2,512
Leasehold improvement under installation	539	13,284	-	(399)	13,424	-	-	-	-	539	13,424
Total	204,708	32,231	(31,493)	-	205,446	(156,218)	(20,449)	25,117	(151,550)	48,490	53,896

The depreciation expense for the year ended 31 December 2021 and 2020 amounting to Baht 12.40 million and Baht 18.42 million, respectively were included in operating expenses and amounting to Baht 1.80 million and Baht 2.03 million, respectively, were included in other underwriting expenses.

**Separate financial statements**

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2021										
	Cost			Accumulated depreciation				Property, plant and equipment, net		
	As at 1 January 2021 Thousand Baht	Increase Thousand Baht	Disposal / Write off Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	Depreciation Thousand Baht	Disposal / Write off Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	As at 31 December 2021 Thousand Baht
Land	1,610	-	-	1,610	-	-	-	-	1,610	1,610
Building	773	-	-	773	(773)	-	-	(773)	-	-
Leasehold improvement	162	-	-	162	(162)	-	-	(162)	-	-
Furniture, fixtures and office equipment	812	-	-	812	(749)	(24)	-	(773)	63	39
Total	3,357	-	-	3,357	(1,684)	(24)	-	(1,708)	1,673	1,649

Separate financial statements										
2020										
	Cost			Accumulated depreciation				Property, plant and equipment, net		
	As at 1 January 2021 Thousand Baht	Increase Thousand Baht	Disposal / Write off Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	Depreciation Thousand Baht	Disposal / Write off Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	As at 31 December 2021 Thousand Baht
Land	1,610	-	-	1,610	-	-	-	-	1,610	1,610
Building	773	-	-	773	(773)	-	-	(773)	-	-
Leasehold improvement	344	-	(182)	162	(344)	-	182	(162)	-	-
Furniture, fixtures and office equipment	1,058	-	(246)	812	(970)	(25)	246	(749)	88	63
Total	3,785	-	(428)	3,357	(2,087)	(25)	428	(1,684)	1,698	1,673

The depreciation expense for the year ended 31 December 2021 amounting to Baht 0.02 million was included in operating expenses (2020: Baht 0.03 million).

## 17 Right-of-use asset, net

Right-of-use asset, net as at 31 December 2021 and 2020 consisted of the following:

Consolidated financial statements										
2021										
	Cost			Accumulated amortisation					Right-of-use asset, net	
	As at 1 January 2021 Thousand Baht	Increase Thousand Baht	Change in contract Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	Amortisation Thousand Baht	Change in contract Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	As at 31 December 2021 Thousand Baht
Leasehold improvement	239,225	51	(249)	239,027	(31,936)	(33,279)	-	(65,215)	207,289	173,812
Vehicles	3,333	18,319	-	21,652	(1,818)	(3,249)	-	(5,067)	1,515	16,585
Total	242,558	18,370	(249)	260,679	(33,754)	(36,528)	-	(70,282)	208,804	190,397

Consolidated financial statements										
2020										
	Cost			Accumulated amortisation					Right-of-use asset, net	
	As at 1 January 2021 Thousand Baht	Increase Thousand Baht	Change in contract Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	Amortisation Thousand Baht	Change in contract Thousand Baht	As at 31 December 2021 Thousand Baht	As at 1 January 2021 Thousand Baht	As at 31 December 2021 Thousand Baht
Leasehold improvement	147,806	33,734	57,685	239,225	(2,809)	(31,812)	2,685	(31,936)	144,997	207,289
Vehicles	3,333	-	-	3,333	-	(1,818)	-	(1,818)	3,333	1,515
Total	151,139	33,734	57,685	242,558	(2,809)	(33,630)	2,685	(33,754)	148,330	208,804

For the year ended 31 December 2021, the Group has no lease payments resulting from lease contracts which are not capitalised comprised of short-term contracts (2020: Baht 0.15 million).

The amortisation expense for the year ended 31 December 2021 and 2020 amounting to Baht 34.21 million and Baht 29.82 million, respectively were included in operating expenses and amounting to Baht 2.32 million and Baht 2.43 million, respectively, were included in other underwriting expenses.

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**18 Intangible asset, net**

Intangible assets, net as at 31 December 2021 and 2020 consisted of the following:

<b>Consolidated financial statements</b>											
<b>2021</b>											
	<b>Cost</b>				<b>Accumulated amortisation</b>				<b>Intangible assets, net</b>		
	<b>As at 1 January 2021 Thousand Baht</b>	<b>Increase Thousand Baht</b>	<b>Write off Thousand Baht</b>	<b>Transfer in / (out) Thousand Baht</b>	<b>As at 31 December 2021 Thousand Baht</b>	<b>As at 1 January 2021 Thousand Baht</b>	<b>Amortisation Thousand Baht</b>	<b>Write off Thousand Baht</b>	<b>As at 31 December 2021 Thousand Baht</b>	<b>As at 1 January 2021 Thousand Baht</b>	<b>As at 31 December 2021 Thousand Baht</b>
Computer software	264,781	23,798	-	-	288,579	(206,729)	(16,829)	-	(223,558)	58,052	65,021
Computer software in progress	18,980	38,132	(37,402)	-	19,710	-	-	-	-	18,980	19,710
Bancassurance agreement	100,000	-	-	-	100,000	(100,000)	-	-	(100,000)	-	-
<b>Total</b>	<b>383,761</b>	<b>61,930</b>	<b>(37,402)</b>	<b>-</b>	<b>408,289</b>	<b>(306,729)</b>	<b>(16,829)</b>	<b>-</b>	<b>(323,558)</b>	<b>77,032</b>	<b>84,731</b>

<b>Consolidated financial statements</b>											
<b>2020</b>											
	<b>Cost</b>				<b>Accumulated amortisation</b>				<b>Intangible assets, net</b>		
	<b>As at 1 January 2020 Thousand Baht</b>	<b>Increase Thousand Baht</b>	<b>Write off Thousand Baht</b>	<b>Transfer in / (out) Thousand Baht</b>	<b>As at 31 December 2020 Thousand Baht</b>	<b>As at 1 January 2020 Thousand Baht</b>	<b>Amortisation Thousand Baht</b>	<b>Write off Thousand Baht</b>	<b>As at 31 December 2020 Thousand Baht</b>	<b>As at 1 January 2020 Thousand Baht</b>	<b>As at 31 December 2020 Thousand Baht</b>
Computer software	233,110	9,609	-	22,062	264,781	(189,023)	(17,706)	-	(206,729)	44,087	58,052
Computer software in progress	32,556	10,456	(1,970)	(22,062)	18,980	-	-	-	-	32,556	18,980
Bancassurance agreement	100,000	-	-	-	100,000	(91,568)	(8,432)	-	(100,000)	8,432	-
<b>Total</b>	<b>365,666</b>	<b>20,065</b>	<b>(1,970)</b>	<b>-</b>	<b>383,761</b>	<b>(280,591)</b>	<b>(26,138)</b>	<b>-</b>	<b>(306,729)</b>	<b>85,075</b>	<b>77,032</b>

For the year ended 31 December 2021 and 2020, the amortisation expenses amounting to Baht 13.37 million and Baht 13.73 million, respectively, were included in operating expenses and amounting to Baht 3.46 million and Baht 12.40 million, respectively, were included in other underwriting expenses.

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<b>Separate financial statements</b>									
<b>2021</b>									
	<b>Cost</b>			<b>Accumulated amortisation</b>			<b>Intangible assets, net</b>		
	<b>As at 1 January 2021 Thousand Baht</b>	<b>Increase Thousand Baht</b>	<b>Transfer in / (out) Thousand Baht</b>	<b>As at 31 December 2021 Thousand Baht</b>	<b>As at 1 January 2021 Thousand Baht</b>	<b>Amortisation Thousand Baht</b>	<b>As at 31 December 2021 Thousand Baht</b>	<b>As at 1 January 2021 Thousand Baht</b>	<b>As at 31 December 2021 Thousand Baht</b>
Computer software	6,743	-	-	6,743	(212)	(671)	(883)	6,531	5,860
Total	6,743	-	-	6,743	(212)	(671)	(883)	6,531	5,860

<b>Separate financial statements</b>									
<b>2020</b>									
	<b>Cost</b>			<b>Accumulated amortisation</b>			<b>Intangible assets, net</b>		
	<b>As at 1 January 2020 Thousand Baht</b>	<b>Increase Thousand Baht</b>	<b>Transfer in / (out) Thousand Baht</b>	<b>As at 31 December 2020 Thousand Baht</b>	<b>As at 1 January 2020 Thousand Baht</b>	<b>Amortisation Thousand Baht</b>	<b>As at 31 December 2020 Thousand Baht</b>	<b>As at 1 January 2020 Thousand Baht</b>	<b>As at 31 December 2020 Thousand Baht</b>
Computer software	41	6,702	-	6,743	(41)	(171)	(212)	-	6,531
Computer software in progress	1,968	-	(1,968)	-	-	-	-	1,968	-
Total	2,009	6,702	(1,968)	6,743	(41)	(171)	(212)	1,968	6,531

For the year ended 31 December 2021, the Company included the amortisation expenses amounted to Baht 0.67 million in operating expenses (2020: Baht 0.17 million).

## **19 Goodwill**

As at 31 December 2021, the Group has goodwill amounting to Baht 508.88 million which occurred from the purchased and accepted of the entire business of Allianz Insurance Public company limited on 30 April 2019.

### **Impairment assessment of goodwill**

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 8 c). The recoverable amounts of cash generating units have been determined based on value-in-use calculations. These calculations require the use of estimates.

As at 31 December 2021, the Group tested impairment of the goodwill and considered that there is no impairment for the goodwill.

Management determined growth rate from budget based on past performance and its expectations of market development.

The recoverable amount goodwill is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates which does not exceed the long-term average market growth rate for the business in which the Group operates.

The key assumptions used for value-in-use calculations are as follows:

Net earned premium growth rate from 2022 - 2026: 7% - 12%

Pre-tax discount rate applied to the cash flow projections: 9.4%

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

The key assumption that will affect the value in use is discount rate. The management has considered the sensitivity of the change in the discount rate. If the pre-tax discount had been 1% per annum higher than management's estimate, the value in use is still higher than the carrying value and no impairment recognised.



## 20 Deferred tax assets, net

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Deferred tax assets	426,001	444,434	53,566	77,062
Deferred tax liabilities	(25,896)	(25,162)	(14,077)	(12,921)
Deferred tax asset, net	400,105	419,272	39,489	64,141

The movements in deferred tax assets and liabilities during the year is as follows:

	<b>Consolidated financial statements</b>			
	<b>As at 1 January 2021</b>	<b>Transactions recognised in profit or loss</b>	<b>Transactions recognised in other comprehensive income</b>	<b>As at 31 December 2021</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
<b>Deferred tax assets</b>				
Allowance for doubtful accounts				
- Premium due and uncollected	6,165	(1,996)	-	4,169
Allowance for doubtful accounts				
- Other receivable	908	(716)	-	192
Allowance for doubtful accounts				
- Reinsurance	-	871	-	871
Unearned premium reserve	50,042	27,723	-	77,765
Unrealised loss on the change in fair value of investment measured at fair value through other comprehensive income	38,828	(6,040)	(5,984)	26,804
Allowance for Impairment Losses	-	8,009	(8,009)	-
Expected credit loss	426	(266)	(154)	6
Claim reserve, net	141,779	(15,792)	-	125,987
Claim incurred but not reported	35,588	9,147	-	44,735
Employee benefit obligations	19,097	1,455	(4,923)	15,629
Share-based benefit obligations	-	297	-	297
Accrued expense	24,305	4,552	-	28,857
Loss carried forward	125,362	(26,607)	-	98,755
Others	1,934	-	-	1,934
	444,434	637	(19,070)	426,001
<b>Deferred tax liabilities</b>				
Unrealised gain on transfer investment	(4,939)	-	-	(4,939)
Unrealised gain on the change in fair value of investment designated at fair value through profit or loss	(821)	(506)	-	(1,327)
Unrealised gain on the change in fair value of investment designated at fair value through other comprehensive income	(19,402)	(880)	652	(19,630)
	(25,162)	(1,386)	652	(25,896)
<b>Deferred tax assets, net</b>	419,272	(749)	(18,418)	400,105

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<b>Consolidated financial statements</b>				
	<b>As at 1 January 2020</b>	<b>Transactions recognised in profit or loss</b>	<b>Transactions recognised in other comprehensive income</b>	<b>As at 31 December 2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
<b>Deferred tax assets</b>				
Allowance for doubtful accounts				
- Premium due and uncollected	6,620	(455)	-	6,165
Allowance for doubtful accounts				
- Other receivable	567	341	-	908
Unearned premium reserve	100,061	(50,019)	-	50,042
Unrealised loss on the change in fair value of investment measured at fair value through other comprehensive income	34,950	(4,006)	7,884	38,828
Expected credit loss	495	30,142	(30,211)	426
Claim reserve, net	137,009	4,770	-	141,779
Claim incurred but not reported	25,905	9,683	-	35,588
Employee benefit obligations	19,760	(663)	-	19,097
Accrued expense	11,841	12,464	-	24,305
Loss carried forward	-	125,362	-	125,362
Others	2,913	(979)	-	1,934
	<b>340,121</b>	<b>126,640</b>	<b>(22,327)</b>	<b>444,434</b>
<b>Deferred tax liabilities</b>				
Unrealised gain on transfer investment	(4,939)	-	-	(4,939)
Unrealised gain on the change in fair value of investment designated at fair value through profit or loss	-	(821)	-	(821)
Unrealised gain on the change in fair value of investment designated at fair value through other comprehensive income	(19,360)	4,006	(4,048)	(19,402)
	<b>(24,299)</b>	<b>3,185</b>	<b>(4,048)</b>	<b>(25,162)</b>
<b>Deferred tax assets, net</b>	<b>315,822</b>	<b>129,825</b>	<b>(26,375)</b>	<b>419,272</b>

Deferred income tax assets are recognised for tax loss and carried forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group does not recognise deferred tax asset of Baht 15.84 million from tax losses of Baht 79.20 million, to carry forward against future taxable income; these tax losses of Baht 79.20 million will expire in 2025 (2020: The Group does not recognise deferred tax asset of Baht 3.79 million from tax losses of Baht 18.97 million, to carry forward against future taxable income; these tax losses will expire in 2025).

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	Separate financial statements			
	As at 1 January 2021 Thousand Baht	Transactions recognised in profit or loss Thousand Baht	Transactions recognised in other comprehensive income Thousand Baht	As at 31 December 2021 Thousand Baht
<b>Deferred tax assets</b>				
Unrealised loss on the change in fair value of financial assets measured at fair value through profit or loss	23,749	(10,342)	-	13,407
Unrealised loss on the change in fair value of financial assets measured at fair value through other comprehensive income	15,079	-	(1,682)	13,397
Expected credit loss	308	(208)	(100)	-
Loss carried forward	37,926	(11,164)	-	26,762
	77,062	(21,714)	(1,782)	53,566
<b>Deferred tax liabilities</b>				
Unrealised gain on transfer of financial assets	(4,939)	-	-	(4,939)
Unrealised gain on the change in fair value of investment designated at fair value through profit or loss	(40)	(2,901)	-	(2,941)
Unrealised gain on the change in fair value of investment designated at fair value through other comprehensive income	(7,942)	-	1,745	(6,197)
	(12,921)	(2,901)	1,745	(14,077)
<b>Deferred tax assets, net</b>	64,141	(24,615)	(37)	39,489
	Separate financial statements			
	As at 1 January 2020 Thousand Baht	Transactions recognised in profit or loss Thousand Baht	Transactions recognised in other comprehensive income Thousand Baht	As at 31 December 2020 Thousand Baht
<b>Deferred tax assets</b>				
Unrealised loss on the change in fair value of financial assets measured at fair value through profit or loss	34,950	(11,201)	-	23,749
Unrealised loss on the change in fair value of financial assets measured at fair value through other comprehensive income	-	-	15,079	15,079
Employee benefit obligations	1,534	(1,534)	-	-
Expected credit loss	311	66	(69)	308
Loss carried forward	-	37,926	-	37,926
	36,795	25,257	15,010	77,062
<b>Deferred tax liabilities</b>				
Unrealised gain on transfer of financial assets	(4,939)	-	-	(4,939)
Unrealised gain on the change in fair value of financial assets measured at fair value through profit or loss	(4,046)	4,006	-	(40)
Unrealised gain on the change in fair value of financial assets measured at fair value through other comprehensive income	(1,156)	-	(6,786)	(7,942)
	(10,141)	4,006	(6,786)	(12,921)
<b>Deferred tax assets, net</b>	26,654	29,263	8,224	64,141

Deferred income tax assets are recognised for tax loss and carried forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Company does not recognise deferred tax asset of Baht 15.84 million from tax losses of Baht 79.20 million, to carry forward against future taxable income; these tax losses of Baht 79.20 million will expire in 2025 (2020: The Company does not recognise deferred tax asset of Baht 3.79 million from tax losses of Baht 18.97 million, to carry forward against future taxable income; these tax losses will expire in 2025).

## 21 Other assets, net

Other assets as at 31 December 2021 and 2020 consisted of the following:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Other receivables	21,068	25,720	25	-
<u>Less</u> Allowance for doubtful accounts	(960)	(4,542)	-	-
	20,108	21,178	25	-
Revenue Department receivable	47,673	27,814	9,285	6,625
Withholding tax receivable	22,036	18,620	1,523	1,522
Prepaid expenses	9,781	11,123	121	110
Due from rice field insurance scheme	583	1,819	-	-
Accrued loss recovery	20,791	38,687	-	-
Deposits	7,454	8,313	51	52
Undue input value added tax	9,690	8,643	10	-
Others	11,306	5,930	1,015	884
Total	149,422	142,127	12,030	9,193

## 22 Insurance contract liabilities

Insurance contract liabilities as at 31 December 2021 and 2020 consisted of the following:

	<b>Consolidated financial statements</b>		
	<b>2021</b>		
	<b>Insurance contract liabilities</b>	<b>Insurance liabilities recovered from reinsurers</b>	<b>Net</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Claim reserves			
Loss incurred and reported	1,929,799	(1,164,937)	764,862
Loss incurred but not reported	313,947	(90,273)	223,674
Total	2,243,746	(1,255,210)	988,536
Premium reserve			
Unearned premium reserve	2,826,998	(668,642)	2,158,356
Total	5,070,744	(1,923,852)	3,146,892

	Consolidated financial statements		
	2020		
	Insurance contract liabilities Thousand Baht	Insurance liabilities recovered from reinsurers Thousand Baht	Net Thousand Baht
Claim reserves			
Loss incurred and reported	2,174,147	(1,329,395)	844,752
Loss incurred but not reported	262,634	(84,696)	177,938
Total	2,436,781	(1,414,091)	1,022,690
Premium reserve			
Unearned premium reserve	2,720,983	(646,646)	2,074,337
Total	5,157,764	(2,060,737)	3,097,027

## 22.1 Insurance reserve for short-term insurance contract

### 22.1.1 Claim reserves

	Consolidated financial statements		
	2021		
	Gross Thousand Baht	Reinsurance Thousand Baht	Net Thousand Baht
Balance as at beginning year	2,436,781	(1,414,091)	1,022,690
Claim and loss adjustment expenses incurred during the year	2,286,356	(482,526)	1,803,830
Change in claim reserves and assumptions used in loss reserve calculation	276,727	(56,440)	220,287
Loss paid during the year	(2,756,118)	697,847	(2,058,271)
Balance as at ending year	2,243,746	(1,255,210)	988,536

	Consolidated financial statements		
	2020		
	Gross Thousand Baht	Reinsurance Thousand Baht	Net Thousand Baht
Balance as at beginning year	2,460,703	(1,535,684)	925,019
Claim and loss adjustment expenses incurred during the year	2,989,731	(833,666)	2,156,065
Change in claim reserves and assumptions used in loss reserve calculation	429,437	(156,141)	273,296
Loss paid during the year	(3,443,090)	1,111,400	(2,331,690)
Balance as at ending year	2,436,781	(1,414,091)	1,022,690

**Maturity analysis of claim reserves expected to be paid is as follows:**

	Consolidated financial statements	
	2021 Thousand Baht	2020 Thousand Baht
Claim reserves expected to be paid within 1 year	1,594,142	2,093,003
Claim reserves expected to be paid between 1-2 years	354,913	270,300
Claim reserves expected to be paid between 2-5 years	294,691	73,478
Claim reserves expected to be paid over 5 years	-	-
Total Claim reserves expected to be paid	2,243,746	2,436,781

**Sensitivity analysis of claim reserves is as follows:**

Consolidated financial statements					
2021					
Increase/ (decrease) in assumptions	Thousand Baht	Increase / (decrease) in insurance contract liabilities Thousand Baht	Increase / (decrease) in profit Thousand Baht	Increase / (decrease) in owners' equity Thousand Baht	
Loss ratio of the recent accident year	Increase 2%	27,419	128,534	(101,115)	(80,892)
	Decrease 2%	(26,261)	(123,557)	97,296	77,837
Claim reserve for big claims	Increase 2%	35,480	130,270	(94,791)	(75,832)
	Decrease 2%	(35,086)	(128,038)	92,952	74,361
Unallocated Loss Adjustment Expense ratio (ULAE)	Increase 20%	-	11,865	(11,865)	(9,492)
	Decrease 20%	-	(11,865)	11,865	9,492

Consolidated financial statements					
2020					
Increase/ (decrease) in assumptions	Thousand Baht	Increase / (decrease) in insurance contract liabilities Thousand Baht	Increase / (decrease) in profit Thousand Baht	Increase / (decrease) in owners' equity Thousand Baht	
Loss ratio of the recent accident year	Increase 2%	25,895	116,416	(90,520)	(72,416)
	Decrease 2%	(28,468)	(108,278)	79,810	63,848
Claim reserve for big claims	Increase 2%	48,995	149,095	(100,100)	(80,080)
	Decrease 2%	(49,783)	(144,072)	94,290	75,432
Unallocated Loss Adjustment Expense ratio (ULAE)	Increase 20%	-	13,318	(13,318)	(10,655)
	Decrease 20%	-	(13,318)	13,318	10,655

**22.1.2 Unearned premium reserve**

Consolidated financial statements			
2021			
	Gross Thousand Baht	Reinsurance Thousand Baht	Net Thousand Baht
Balance as at beginning year	2,720,983	(646,646)	2,074,337
Premium written for the year	5,584,707	(1,608,289)	3,976,418
Earned premium for the year	(5,478,692)	1,586,294	(3,892,398)
Balance as at ending year	2,826,998	(668,641)	2,158,357

	Consolidated financial statements		
	2020		
	Gross Thousand Baht	Reinsurance Thousand Baht	Net Thousand Baht
Balance as at beginning year	3,337,238	(1,205,520)	2,131,718
Premium written for the year	5,676,918	(1,564,003)	4,112,915
Earned premium for the year	(6,293,173)	2,122,877	(4,170,296)
Balance as at ending year	2,720,983	(646,646)	2,074,337

### 22.1.3 Unexpired risk reserve

As at 31 December 2021 and 2020, no additional reserve for unexpired risk reserve has been established as the gross unexpired risk reserve estimated by the Group amounting to Baht 1,436.61 million and Baht 1,355.52 million, respectively and net unexpired risk reserve estimated by the Group amounting to Baht 1,255.57 million and Baht 1,292.36 million, respectively, is lower than the unearned premium reserve.

## 22.2 Claim Development Table

### 22.2.1 Claim development table before reinsurance

Accident Year / Reporting Year	Consolidated financial statements					
	2021					
	2017 Thousand Baht	2018 Thousand Baht	2019 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	Total Thousand Baht
Gross estimate of cumulative claim costs						
- At the end of the accident year	2,899,143	4,024,019	3,807,602	3,220,781	2,592,080	
- One year later	2,758,139	3,632,050	3,861,531	3,084,562	-	
- Two years later	2,764,663	3,535,761	3,827,627	-	-	
- Three years later	2,795,797	3,422,647	-	-	-	
- Four years later	2,759,600	-	-	-	-	
Absolute estimated claim	2,759,600	3,422,647	3,827,627	3,084,562	2,592,080	15,686,516
Cumulative claim paid	(2,741,638)	(3,367,206)	(3,496,097)	(2,814,810)	(1,386,689)	(13,806,440)
Total claim reserve	17,962	55,441	331,530	269,752	1,205,391	1,880,076
Claim liability before year 2017						363,670
Total claim liability						2,243,746

Accident Year / Reporting Year	Consolidated financial statements					
	2020					
	2016 Thousand Baht	2017 Thousand Baht	2018 Thousand Baht	2019 Thousand Baht	2020 Thousand Baht	Total Thousand Baht
Gross estimate of cumulative claim costs						
- At the end of the accident year	2,812,467	2,899,143	4,024,019	3,807,602	3,220,781	
- One year later	2,774,379	2,758,139	3,632,050	3,861,531	-	
- Two years later	2,733,172	2,764,663	3,535,761	-	-	
- Three years later	2,725,206	2,795,797	-	-	-	
- Four years later	2,727,287	-	-	-	-	
Absolute estimated claim	2,727,287	2,795,797	3,535,761	3,861,531	3,220,781	16,141,157
Cumulative claim paid	(2,678,826)	(2,699,520)	(3,258,890)	(3,383,670)	(1,934,151)	(13,955,057)
Total claim reserve	48,461	96,277	276,871	477,861	1,286,630	2,186,100
Claim liability before year 2016						250,681
Total claim liability						2,436,781

## 22.2.2 Claim development table after reinsurance

Accident Year / Reporting Year	Consolidated financial statements					
	2021					Total
	2017 Thousand Baht	2018 Thousand Baht	2019 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	
Gross estimate of cumulative claim costs						
- At the end of the accident year	1,698,005	2,027,944	2,341,472	2,312,948	2,008,540	
- One year later	1,649,769	1,956,231	2,302,602	2,186,004	-	
- Two years later	1,653,168	1,924,386	2,302,332	-	-	
- Three years later	1,655,087	1,917,781	-	-	-	
- Four years later	1,650,508	-	-	-	-	
Absolute estimated claim	1,650,508	1,917,781	2,302,332	2,186,004	2,008,540	10,065,165
Cumulative claim paid	(1,644,490)	(1,911,195)	(2,279,510)	(2,120,235)	(1,207,905)	(9,163,335)
Total claim reserve	6,018	6,586	22,822	65,769	800,635	901,830
Claim liability before year 2017						86,705
Total claim liability						988,535

Accident Year / Reporting Year	Consolidated financial statements					
	2020					Total
	2016 Thousand Baht	2017 Thousand Baht	2018 Thousand Baht	2019 Thousand Baht	2020 Thousand Baht	
Gross estimate of cumulative claim costs						
- At the end of the accident year	1,654,967	1,698,005	2,027,944	2,341,472	2,312,948	
- One year later	1,606,464	1,649,769	1,956,231	2,302,602	-	
- Two years later	1,589,685	1,653,168	1,924,386	-	-	
- Three years later	1,589,927	1,655,087	-	-	-	
- Four years later	1,594,143	-	-	-	-	
Absolute estimated claim	1,594,143	1,655,087	1,924,386	2,302,602	2,312,948	9,789,166
Cumulative claim paid	(1,588,971)	(1,645,764)	(1,892,005)	(2,238,482)	(1,486,727)	(8,851,949)
Total claim reserve	5,172	9,323	32,381	64,120	826,221	937,217
Claim liability before year 2016						85,473
Total claim liability						1,022,690

## 23 Amount due to reinsurers

Amount due to reinsurers as at 31 December 2021 and 2020 consisted of the following:

	Consolidated financial statements	
	2021 Thousand Baht	2020 Thousand Baht
Amounts withheld on reinsurance	663,132	748,482
Reinsurance payables	497,100	501,323
<b>Total amount due to reinsurers</b>	<b>1,160,232</b>	<b>1,249,805</b>



## 24 Employee benefit obligations

The Group operates post-employment benefit plans under the Labor Protection Act, which are considered as unfunded defined benefits plans.

	<b>Consolidated financial statements</b>	
	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
Long-term employee benefits	20,549	19,065
Retirement benefits	114,858	132,201
<b>Total amount due to reinsurers</b>	<b>135,407</b>	<b>151,266</b>

### 24.1 Retirement benefits

The plans are final salary retirement plans. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

The movements in the defined benefit obligation for the years are as follows:

	<b>Consolidated financial statements</b>	
	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
<b>As at 1 January</b>	132,201	135,518
Current service cost	15,377	20,548
Interest expense	1,758	3,128
	<b>149,336</b>	<b>159,194</b>
Remeasurements:		
Gain from change in demographic assumptions	(15,217)	-
Loss from change in financial assumptions	2,739	-
Experience gain	(12,136)	-
	<b>(24,614)</b>	<b>-</b>
Payment from plans:		
Benefit payment during the year	(9,864)	(24,423)
Curtailment	-	(2,570)
<b>As at 31 December</b>	<b>114,858</b>	<b>132,201</b>

**Allianz Ayudhya Capital Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2021**

The Group calculated employee benefit obligations by an actuary using the projected unit credit cost method. The assumptions consisted of the following:

	<b>Consolidated financial statements</b>	
	<b>2021</b>	<b>2020</b>
Financial assumptions:		
Discount rate (%)	1.68	2.04
Salary growth rate (%)	3	5
Demographic assumptions:		
Turnover rate (%) subject to range of age of employees	9, 14, 22	10, 15, 25
Retirement age (Year)	60	60

Significant actuarial assumptions - Impact on increase (decrease) in defined benefit obligation

	<b>Consolidated financial statements</b>	
	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
Financial assumptions:		
Discount rate - 1 % increase	(9,564)	(13,000)
Discount rate - 1 % decrease	10,901	14,773
Expected rate of salary - 1% increase	10,167	15,435
Expected rate of salary - 1% decrease	(9,106)	(13,791)
Demographic assumptions:		
Turnover rate - 1% increase	(10,054)	(13,746)
Turnover rate - 1% decrease	2,600	3,424
Life expectancy - 1 year increase	556	776
Life expectancy - 1 year decrease	(553)	(771)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the retirement benefits recognised in the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

Maturity analysis of the benefit payments of the post-employment benefits obligation as at 31 December 2021 and 2020 were as follows:

	<b>Consolidated financial statements</b>	
	<b>2021</b>	<b>2020</b>
Weighted average duration of the defined benefit obligation (Year)	10.73	12.04
Maturity analysis of undiscounted benefits expected to be paid (Thousand Baht)		
Benefits expected to be paid within 1 year	10,495	10,126
Benefits expected to be paid between 1 - 5 years	33,046	50,550
Benefits expected to be paid more than 5 years	571,773	810,396
<b>Total</b>	<b>615,314</b>	<b>871,072</b>

## **24.2 Long term employee benefits - Share-based compensation**

The Group has share-based compensation in accordance with Allianz Group policy using the share price of Allianz SE, a listed company in Frankfurt am Main in XETRA trading.

During the year 2021, there was a share-based compensation plan to employee. The details are as below:

### **Employee Stock Purchase Plan (ESPP)**

The Allianz Group offers Allianz SE shares in 42 countries to entitled employees at favourable conditions. The offer provides an additional 1 Euro on top for every 3 Euro that had been invested by the employees. The shares have a three-year restriction period for not transferring or selling.

During the year ended 31 December 2021, the total Company's contribution under this plan was Baht 0.60 million (2020: Baht 0.65 million).

### **Restricted stock unit (RSU)**

The Allianz Equity Incentive (AEI) is a long-term equity-based plan granting Restricted Stock Units (RSU) provided to executives. The AEI are granted once a year and have a four-year vesting period from the time of their grant. The plan participant is required to formally accept the grant during a defined period. Failure to do so will result in forfeiture of the grant. Any value can be realized if the plan participant remains employed within the Allianz Group or under certain conditions.

Performance criteria are set by the Board of Directors and will measure the performance of the Group.

	<b>RSU</b>	
	<b>2021</b>	<b>2020</b>
	<b>Number of</b>	<b>Number of</b>
	<b>shares</b>	<b>shares</b>
As at 1 January	3,642	-
Granted/Transferred in	1,720	4,460
Exercised	(1,045)	(818)
Forfeited/Transferred out	-	-
As at 31 December	4,317	3,642

The total recognised compensation in other employee benefits for the year ended 31 December 2021 amounting to Baht 9.51 million (2020: Baht 7.74 million) and the total compensation liabilities under "Employee benefits" amounting to Baht 20.55 million (2020: Baht 19.07 million). The Company uses projected cash flow technique to calculate the fair value of this share-based payment plan. The key assumptions for valuations are expected share price and employee turn-over rate.

### **Employee stock benefit plan**

The Allianz Group offers Allianz SE shares in 42 countries to entitled employees at favourable conditions. The offer provides to the eligible employees for one share. The shares have 3 years restriction period which will be held and administered in a central omnibus account during the period. During the year ended 31 December 2021, there is no shares provided to employees under these plans and no other employee benefits (2020: 199 shares and Baht 1.22 million, respectively).

## 25 Lease liabilities

The maturity analysis of lease liabilities is aged as follows:

	Consolidated financial statements	
	2021 Thousand Baht	2020 Thousand Baht
<b>Maturity</b>		
Within 1 year	28,120	29,642
Between 1 - 2 years	29,323	28,636
Between 2 - 3 years	28,440	26,383
Between 3 - 4 years	27,758	21,192
Between 4 - 5 years	24,339	20,208
Over 5 years	59,804	81,815
<b>Total</b>	197,784	207,876
<i>Including - Principal</i>	222,397	233,902
<i>- Interest</i>	(24,613)	(26,026)

For the year ended 31 December 2021 and 2020, the Group have Interest expenses on lease liabilities amounted to Baht 6.92 million and Baht 4.65 million, respectively are recorded as “finance cost” in the statement of comprehensive income.

## 26 Other liabilities

Other liabilities as at 31 December 2021 and 2020 consisted of the following:

	Consolidated financial statements		Separate financial statements	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Other payables - Promotion expense	62,957	65,925	-	-
Premium suspense	239,158	139,824	-	-
Withholding tax payable	14,636	19,610	207	85
Undue output VAT	1,425	4,001	1	-
Contribution to non-life guarantee fund	23,505	19,668	-	-
Others	23,738	27,768	342	159
<b>Total</b>	365,419	276,796	550	244

## 27 Financial information by segment

The business segment results are prepared based on the preparation of management report of the Group. The operating results by business segment provided to Chief Operating Decision Maker to make decisions about allocating resources to and assessing the performance of operating segments is measured in accordance with Financial Reporting Standards.

The Group has been operating in two principal business segments:(1) Non-life insurance business and (2) Investment business, which are only organised and managed in a single geographic area, namely in Thailand. Therefore, no geographical segment information is presented.

For the year ended 31 December 2021 and 2020, there is no revenue from a single external customer contributed 10% or more to the Group's total revenue.

The financial statements of the Group for the year ended 31 December 2021 and 2020 were presented by business segment as follows:

	Consolidated financial statements							
	Non-life insurance business		Investment business		Elimination of inter-segment		Total	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Revenue from external	4,260,073	4,522,192	823,552	427,691	(732,908)	(470,426)	4,350,717	4,479,457
Share of profit on investment in an associate	-	-	1,287,852	1,049,595	-	-	1,287,852	1,049,595
Other income	35,539	65,307	57	241	(1,394)	(3,495)	34,202	62,053
<b>Total revenue</b>	<b>4,295,612</b>	<b>4,587,499</b>	<b>2,111,461</b>	<b>1,477,527</b>	<b>(734,302)</b>	<b>(473,921)</b>	<b>5,672,771</b>	<b>5,591,105</b>
Insurance business expenses	3,640,815	4,095,271	-	-	-	-	3,640,815	4,095,271
Directors and key management personnel's remuneration	125,153	148,808	13,970	14,500	-	-	139,123	163,308
Other expenses	606,351	666,754	17,048	17,476	38,656	147,007	662,055	831,237
Income tax expense (income)	(9,534)	(63,266)	24,615	(29,263)	(14,332)	(37,296)	749	(129,825)
<b>Total expenses</b>	<b>4,362,785</b>	<b>4,847,567</b>	<b>55,633</b>	<b>2,713</b>	<b>24,324</b>	<b>109,711</b>	<b>4,442,742</b>	<b>4,959,991</b>
<b>Net income (loss)</b>	<b>(67,173)</b>	<b>(260,068)</b>	<b>2,055,828</b>	<b>1,474,814</b>	<b>(758,626)</b>	<b>(583,632)</b>	<b>1,230,029</b>	<b>631,114</b>

## 28 Dividend

At the Board of Directors' meeting on 26 April 2021, the payment of interim dividend was approved from the retained earnings at Baht 0.77 per share, totalling Baht 299.74 million. The dividend payment was made on 13 May 2021.

At the Board of Directors' meeting on 13 August 2021, the payment of interim dividend was approved from the retained earnings at Baht 0.77 per share, totalling Baht 299.74 million. The dividend payment was made on 10 September 2021.

At the Board of Directors' meeting on 8 April 2020, the payment of interim dividend was approved from the retained earnings at Baht 0.75 per share, totalling Baht 288.72 million. The dividend payment was made on 7 May 2020.

At the Board of Directors' meeting on 14 August 2020, the payment of interim dividend was approved from the retained earnings at Baht 0.75 per share, totalling Baht 291.95 million. The dividend payment was made on 11 September 2020.

## 29 Earnings per share

Earnings per share for the year ended 31 December 2021 and 2020 calculated from net profit for the year of the Company's shareholders and the number of issued share capital. The calculation was as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
<b>Basic earnings per share</b>				
Profit attributable to Shareholders of the Company (Thousand Baht)	1,230,029	631,114	767,976	425,219
Weighted average number of ordinary shares (Thousand share)	389,267	387,563	389,267	387,563
Earnings (loss) per share (Baht per share)	3.16	1.63	1.97	1.10

## 30 Gain (Loss) on investment

Gain (Loss) on investment for the year ended 31 December 2021 and 2020 were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
<b>Gains (Losses) on investment measured at fair value through profit or loss</b>				
Gains (losses) on sale of investments				
Debt securities	-	-	500	(1,534)
Equity securities	-	-	(13,399)	-
Gains (losses) on fair value adjustment				
Debt securities	-	-	10,104	(6,796)
Equity securities	-	-	21,510	(78,397)
	-	-	18,715	(86,727)
<b>Gains (losses) on investment designated at fair value through profit or loss</b>				
Gains (losses) on fair value adjustment				
Debt securities	(453)	4,105	-	-
	(453)	4,105	-	-
<b>Gains (losses) on investment measured at fair value through other comprehensive income</b>				
Gains (losses) on sale of investments				
Debt securities	611	(121,416)	-	1,246
Equity securities	(8,309)	5,038	-	-
	(7,698)	(116,378)	-	1,246
<b>Gains (losses) on investments</b>	<b>(8,151)</b>	<b>(112,273)</b>	<b>18,715</b>	<b>(85,481)</b>

### 31 Operating expenses

Operating expenses for the year ended 31 December 2021 and 2020 were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Employee benefit expenses, excluded underwriting and loss adjustment expenses	273,067	280,935	(411)	10,218
Premises and equipment expense, excluded underwriting expenses	255,877	133,693	2,852	2,485
Taxes and duties	2,906	2,093	1,962	1,087
Bad debt and allowance for doubtful accounts (Reversal)	1,286	(567)	-	-
Directors' remuneration	11,409	13,810	14,673	8,845
Management fee	128,398	160,733	-	-
Marketing and promotion expenses	5,676	5,838	31	6
Professional fee	15,847	112,113	10,254	5,179
Other operating expense	59,568	130,534	1,192	3,825
<b>Total operating expenses</b>	<b>754,034</b>	<b>839,182</b>	<b>30,553</b>	<b>31,645</b>

### 32 Employee expenses

The employee expenses for the year ended 31 December 2021 and 2020 were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>	<b>Thousand Baht</b>
Salary and wages	466,977	466,831	(429)	3,273
Social fund expenses	3,014	3,788	-	10
Employee benefit expenses	20,609	42,822	-	1,052
Provident fund	14,847	18,477	-	157
Other benefits	51,660	41,278	18	5,726
<b>Total employee expenses</b>	<b>557,107</b>	<b>573,196</b>	<b>(411)</b>	<b>10,218</b>

### 33 Expected credit loss

The expected credit loss for the year ended 31 December 2021 and 2020 were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
Cash and cash equivalent (Reversal)	(586)	(340)	(28)	(11)
Investments in debt securities measured at fair value through other comprehensive income	767	552	502	345
Investments in debt securities measured at amortised cost (Reversal)	(7)	(4)	(9)	(3)
<b>Total expected credit loss</b>	<b>174</b>	<b>208</b>	<b>465</b>	<b>331</b>

### 34 Income tax expense

Income tax expense for the year comprises the following:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
Current tax:				
Current tax on profits for the year	-	-	-	-
Adjustments in respect of prior year	-	-	-	-
<b>Total current tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Deferred income tax:				
Decrease (increase) in deferred tax assets (Note 20)	(637)	(126,640)	21,714	(25,257)
Increase (decrease) in deferred tax liabilities (Note 20)	1,386	(3,185)	2,901	(4,006)
<b>Total deferred income tax</b>	<b>749</b>	<b>(129,825)</b>	<b>24,615</b>	<b>(29,263)</b>
<b>Income tax expense (income)</b>	<b>749</b>	<b>(129,825)</b>	<b>24,615</b>	<b>(29,263)</b>



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The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
Profit before tax	1,230,778	501,289	792,591	395,956
Tax calculated at a tax rate of 20% (2020: 20%)	246,156	100,258	158,518	79,191
Tax effect of:				
Revenue that are granted income tax exemption	(264,787)	(217,944)	(147,474)	(94,912)
Expenses not deductible for tax purpose	5,096	2,655	-	-
Reversal of unutilised derered tax assets in the future	-	-	-	-
Tax losses for which no deferred income tax asset was recorded	2,818	3,658	2,105	3,658
Tax losses from prior period for which no deferred income tax asset was recorded	11,466	(18,452)	11,466	(17,200)
<b>Tax charge (benefit)</b>	<b>749</b>	<b>(129,825)</b>	<b>24,615</b>	<b>(29,263)</b>

For the year ended 31 December 2021, the effective tax rate for the Group and the Company are 0.06% and 3.11%, respectively (2020: 25.90% and 7.39%, respectively).

Effect from income tax relating to components of other comprehensive income.

	<b>Consolidated financial statements</b>					
	<b>2021</b>			<b>2020</b>		
	<b>Before tax Thousand Baht</b>	<b>Benefit (expense) of tax Thousand Baht</b>	<b>Net of tax Thousand Baht</b>	<b>Before tax Thousand Baht</b>	<b>Benefit (expense) of tax Thousand Baht</b>	<b>Net of tax Thousand Baht</b>
<b>Item that will not be reclassified subsequently to profit or loss</b>						
Actuarial gain on deficit employee benefit plans	24,614	(4,923)	19,691	-	-	-
Share of other comprehensive income (loss) in an associate	18,253	(3,651)	14,602	(40,730)	8,146	(32,584)
<b>Item that will be reclassified subsequently to profit or loss</b>						
Gain on revaluation of investments measured at fair value through other comprehensive income	39,383	(7,876)	31,507	131,873	(26,374)	105,499
Loss on sale of investment transferred to profit or loss	28,095	(5,619)	22,476	-	-	-
Share of other comprehensive income (loss) in an associate	(2,944,697)	588,939	(2,355,758)	(460,245)	92,049	(368,196)
<b>Total</b>	<b>(2,834,352)</b>	<b>556,870</b>	<b>(2,267,482)</b>	<b>(369,102)</b>	<b>73,821</b>	<b>(295,281)</b>

	Separate financial statements					
	2021			2020		
	Before tax Thousand Baht	Benefit (expense) of tax Thousand Baht	Net of tax Thousand Baht	Before tax Thousand Baht	Benefit (expense) of tax Thousand Baht	Net of tax Thousand Baht
<b>Item that will not be reclassified subsequently to profit or loss</b>						
Loss on revaluation of equity instruments measured at fair value through other comprehensive income	16,402	(3,280)	13,122	(59,971)	11,994	(47,977)
Gain on sale of investment transferred to profit or loss	(6,360)	1,272	(5,088)	-	-	-
<b>Item that will be reclassified subsequently to profit or loss</b>						
Gain on revaluation of debt instruments measured at fair value through other comprehensive income	(9,852)	1,970	(7,882)	18,849	(3,770)	15,079
<b>Total</b>	<b>190</b>	<b>(38)</b>	<b>152</b>	<b>(41,122)</b>	<b>8,224</b>	<b>(32,898)</b>

### 35 Related party transactions

#### a) Parent entities

The Group is controlled by the following entities:

Name	Type	Place of incorporation
ALLIANZ SE	Ultimate controlling party	Germany

The remaining percentage of ownership 61.07% of the shares is widely held.

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b) Significant balances with related parties as at 31 December 2021 and 2020 were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
<b>Assets</b>				
<b>Related company of ultimate parent</b>				
Amounts due from reinsurers	229,768	207,203	-	-
Investment in securities	30,419	24,792	-	-
Other assets	15,293	7,773	-	-
<b>Related company of shareholders</b>				
Deposits at financial institutions	295,876	288,441	4,011	37,980
Premium receivable	10,778	5,907	-	-
Other assets	5,221	3,920	51	66
<b>Subsidiary</b>				
Financial asset measured at fair value through profit or loss	-	-	210,106	-
Accrued investment income	-	-	67	-
Other assets	-	-	50	-
<b>Liabilities</b>				
<b>Related company of ultimate parent</b>				
Amounts withheld on reinsurance	458,067	464,795	-	-
Amount due to reinsurers	246,108	227,042	-	-
Other liabilities	11,017	48,652	-	-
<b>Related company of shareholders</b>				
Commission and brokerage payable	15,578	12,927	-	-
Accrued other underwriting expenses	47,740	37,218	-	-
Lease Liabilities	146,688	168,225	-	-
Other liabilities	8,715	6,859	-	-
<b>Subsidiary</b>				
Other liabilities	-	-	300	2,175

- c) Significant transactions for year ended 31 December 2021 and 2020 with related parties were as follows:

		<b>Consolidated financial statements</b>	
		<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
<b>Revenues</b>			
<b>Related company of ultimate parent company</b>			
Claim recovered from reinsurers		163,500	279,842
Fee and commission income		105,861	101,664
Written premium		-	193
Other income		32,365	38,837
<b>Related company of shareholders</b>			
Written premium		105,990	100,375
Investment income		19	276
<b>Expenses</b>			
<b>Related company of ultimate parent company</b>			
Premiums ceded to reinsurers		576,800	509,262
Commission and brokerage expenses		11,839	7,750
Other expenses		198,614	225,670
<b>Related company of shareholders</b>			
Commission and brokerage expenses		185,289	178,969
Underwriting expenses		110,536	157,449
Other expenses		21,148	25,705
<b>Associate</b>			
Other expenses		3,196	3,264
		<b>Separate financial statements</b>	
		<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
<b>Revenues</b>			
<b>Related company of shareholders</b>			
Net investment income		19	276
<b>Associate</b>			
Net investment income		706,384	439,465
<b>Subsidiary</b>			
Net investment income		5,181	-
Gain on financial asset measured at fair value through profit or loss		10,106	-

	<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>
	<b>Thousand Baht</b>	<b>Thousand Baht</b>
<b>Expenses</b>		
<b>Related company of ultimate parent company</b>		
Other expenses	765	976
<b>Related company of shareholders</b>		
Other expenses	126	3,307
<b>Associate</b>		
Other expense	3,196	3,264
<b>Subsidiary</b>		
Other expense	1,392	3,496

The Group used the same pricing policy and conditions for the above premiums as it did for other customers and other insurance companies.

The Group paid commissions and brokerages and other underwriting expenses as specified in the Bancassurance Agreement made between the Group and such related bank. The commission rates were in compliance with the Office of Insurance Commission criteria and the same basis of the commission rate that the Group has offered to other insurance broker companies.

Interest was charged at the same interest rates as the bank has offered to other insurance companies.

Custodian fee and commission were paid at the same rates and conditions as the related parties charged other customers.

The Group has office rental, equipment rental and service agreements with related companies for a term of 3 years. Rental rates and conditions are the same as the related parties offer to other companies.

The Company entered into a management service agreement with a subsidiary for providing about services of managerial and administrative services of accounting, personnel, internal audit and information technology. Service rates are agreed by both parties which are determined based on estimated time spent and cost incurred for the Company.

### Directors and key management personnel's remuneration

During the year ended 31 December 2021 and 2020, the Group had salaries, bonuses, directors' allowance and other benefits of its directors and key management personnel recognised as expenses as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
<b>Directors and key management personnel's remuneration</b>				
Short-term benefits	116,625	144,035	-	3,480
Post-employment benefits	6,457	13,768	-	6,372
Directors' remuneration	16,041	5,505	13,970	4,648
<b>Total</b>	<b>139,123</b>	<b>163,308</b>	<b>13,970</b>	<b>14,500</b>

Both of Directors' remuneration of the Company and subsidiary for the year of 2021 were approved in Annual General Meeting of shareholders held on 29 June 2021 and 27 April 2021, respectively (2020: approved on 31 July 2020 and 10 July 2020, respectively).

### 36 Provident fund

The Group have established a contributory registered provident fund, in accordance with the Provident Fund Act B.E. 2530. Under the plan, employees must pay their contributions, with the Group matching the individuals' contributions as follow:

Year of services	Percentage
Less than 5 years	5
5 years and above	7

A registered provident fund manager has been appointed to manage the fund in compliance with the requirements of the Ministerial Regulations issued under the Provident Fund Act B.E. 2542.

For the years ended 31 December 2021, the Group's and Company's contributions recorded as expenses were Baht 14.85 million and Baht 0, respectively (2020: Baht 18.48 million and Baht 0.16 million, respectively).

### 37 Securities and assets pledged with the Registrar

As at 31 December 2021 and 2020, certain investments in securities of the Group were pledged and used for assets reserved with the Registrar (Note 14) in accordance with the Insurance Act and the Notification of the Office of Insurance Commission regarding "Rates, Rules and Procedures for pledge of unearned premium reserve of Non-Life Insurance Company B.E. 2557", respectively as follows:

**37.1 The investments in debt securities which the Group placed for policy reserve with the Registrar in accordance with the Non-Life Insurance Act B.E. 2535 section 24 and the announcement of the Office of Insurance Commission regarding "Rates, Rules and Procedures for pledge of unearned premium reserve of Non-Life Insurance Company B.E. 2557" were as follows:**

	Consolidated financial statements		Separate financial statements	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Government and state enterprise securities	561,453	601,960	1,082	1,140

**37.2 The investments in debt securities which the Group pledged with the Registrar in accordance with the Insurance Act B.E. 2535 section 19 were as follows:**

	Consolidated financial statements		Separate financial statements	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
Deposits at banks	14,000	14,000	-	-
Government and state enterprise securities	-	14,000	-	-

### 38 Restricted assets

As at 31 December 2021 and 2020, the Group has premium saving certificates amount of Baht 0.35 million and Baht 1.25 million, respectively, were used as collateral in case where the insured drivers are the alleged offenders.

As at 31 December 2021 and 2020, the Group has credit facilities which was secured by deposit at bank of the Group in the same amount of credit limit as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>	<b>2021 Thousand Baht</b>	<b>2020 Thousand Baht</b>
Overdraft facilities	20,000	40,000	-	20,000
Borrowing facilities	-	10,000	-	10,000

### 39 Contribution to non-life guarantee fund

The Group has accumulated funding amount which was paid into contribution to non-life guarantee fund as at 31 December 2021 and 2020 amounting to Baht 124.05 million and Baht 97.75 million, respectively.

### 40 Contingent liabilities

As at 31 December 2021 and 2020, lawsuits have been brought against the Group, as insurer, from which the Group estimates losses totalling Baht 314.90 million and Baht 160.69 million, respectively. The Group's management believes that such estimation is adequate to losses and does not expect the outcome of the litigation to result in losses that differ from the recorded liability by amounts that would be material to the Group's operating results.

### 41 Share capital

As at 31 December 2021, the Group have total authorised number of ordinary shares is 473.47 million shares (2020: 473.47 million shares) amounting to Baht 473.47 million (2020: Baht 473.47 million) with a par value of Baht 1 per share (2020: Baht 1 per share). The Group have total issued and paid-up number of ordinary shares is 389.27 million shares (2020: 389.27 million shares) amounting to Baht 389.27 million. (2020: Baht 389.27 million)



## 42 Legal reserve

	Consolidated financial statements		Separate financial statements	
	2021 Thousand Baht	2020 Thousand Baht	2021 Thousand Baht	2020 Thousand Baht
As at 1 January	50,000	50,000	50,000	50,000
Appropriation during the year	-	-	-	-
As at 31 December	50,000	50,000	50,000	50,000

Under the Public Limited Company Act., B.E. 2535, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the registered capital. The legal reserve is non-distributable.

As at 31 December 2021 and 2020, the Company already had legal reserve of not less than 10% of the authorised capital.