



Bank of Ayudhya Public Company Limited
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**Notice of Bank of Ayudhya Public Company Limited
 Re: The Annual General Meeting of Shareholders No. 114**

(Announced on April 1-3, 2026)

The Board of Directors Meeting of Bank of Ayudhya Public Company Limited (the “Bank”) No. 2/2569 (2026) held on Wednesday, February 25, 2026 has resolved to approve the date of **the Electronic Annual General Meeting of Shareholders (e-AGM) No. 114 to be held on Thursday, April 23, 2026 at 14.00 hrs.** according to laws and regulations relating to electronic meeting via Weblink operated by Online Asset Co., Ltd. (IR PLUS), a service provider and system controller for the Bank’s e-AGM. In this regard, the list of shareholders entitled to attend the e-AGM (Record Date) was determined on Thursday, March 12, 2026. The agenda of the e-AGM are as follows:

Agenda 1 The Board of Directors’ Report on 2025 Operations

Fact and reason: The Board of Directors’ Report consists of 2025 financial performance and other relevant information as appear in Form 56-1 E-One Report delivered to the shareholders in the form of QR Code on the Notice of Meeting.

Board of Directors’ Opinion: The Board of Directors resolved to propose that the e-AGM acknowledge the Board of Directors’ Report consisting of 2025 financial performance and other relevant information.

Agenda 2 The Bank’s Statements of Financial Position (Balance Sheets) and Statements of Profit or Loss and Other Comprehensive Income (Profit and Loss Statements) for the Year ended December 31, 2025

Fact and reason: The Bank’s Statements of Financial Position (Balance Sheets) and Statements of Profit or Loss and Other Comprehensive Income (Profit and Loss Statements) for the year ended December 31, 2025, which have been endorsed by the Audit Committee and audited and certified by the Bank’s auditor with unqualified opinions, which appeared in Financial Statements topic of Form 56-1 E-One Report delivered to the shareholders in the form of QR Code on the Notice of Meeting, are summarized below:

Unit: THB Thousand

Description	Consolidated	The Bank Only
Total assets	2,647,156,690	2,333,918,858
Total liabilities	2,207,065,664	2,040,037,290
Total shareholders’ equity (the Bank portion only)	414,761,844	293,881,568
Net profit (the Bank portion only)	31,738,438	15,450,831
Total comprehensive income (the Bank portion only)	29,036,216	15,224,788
Earnings per share (THB)	4.31	2.10

Board of Directors' Opinion: The Board of Directors resolved to propose that the e-AGM consider and approve the Bank's Statements of Financial Position (Balance Sheets) and Statements of Profit or Loss and Other Comprehensive Income (Profit and Loss Statements) for the year ended December 31, 2025.

Agenda 3 Profit Allocation from the Performance of the Year ended December 31, 2025 and Dividend Payment

Fact and reason: From the Bank's financial performance of the year ended December 31, 2025, the Bank and its subsidiaries earned a total net profit of THB 31,738,438,104.51 or THB 4.31 per share. Therefore, when the 2025 performance shows profits, the Bank is considering the dividend payment for the shareholders for the six-month period ended December 31, 2025 at the rate of THB 0.90 per share, when combining with the interim dividend payment for the six-month period ended June 30, 2025 which has already been paid to the 7,355,761,773 ordinary shareholders at the rate of THB 0.40 per share on Thursday, September 25, 2025, the total dividend payment that the Bank will pay from the 2025 performance is at the rate of THB 1.30 per share, which is in compliance with the Bank of Thailand's regulation and the Bank's dividend payment policy. The Bank has no allocation of the legal reserve from performance for the year 2025 because the Bank has fully allocated the legal reserve as required by laws. Details are summarized below:

Unit: THB

Description	Amount
Interim dividend for the six-month period ended June 30, 2025 for 7,355,761,773 ordinary shares at the rate of THB 0.40 each	2,942,304,709.20
Dividend for the six-month period ended December 31, 2025 for 7,355,761,773 ordinary shares at the rate of THB 0.90 each	6,620,185,595.70

The determination of the list of shareholders who are entitled to receive dividend payment (Record Date) shall be Wednesday, May 6, 2026 and the dividend payment will be paid on Thursday, May 21, 2026. This dividend payment will be made from the retained earnings subject to the Corporate Income Tax rates of 20% for which individual shareholders are eligible to claim tax by multiplying dividend amount with 20/80 pursuant to Section 47 bis of the Revenue Code.

The comparison of dividend payments in the last five years is as follows:

Unit: THB : Share

Year	Interim dividend for the six-month period ended June 30	Dividend for the six-month period ended December 31	Total
2025 (proposed)	0.40 paid on Thursday, September 25, 2025	0.90 to be paid on Thursday, May 21, 2026	1.30
2024	0.40	0.45	0.85
2023	0.40	0.45	0.85
2022	0.40	0.45	0.85
2021	0.40	0.45	0.85

(Details as per Supporting Document for Agenda 3)

Board of Directors' Opinion: The Board of Directors resolved to propose that the e-AGM consider and approve the Bank's profit allocation from the performance of the year ended December 31, 2025. The Bank has no allocation of the legal reserve from performance for the year 2025 because the Bank has fully allocated the legal reserve as required by laws. And to consider and approve the dividend payment for the six-month period ended

December 31, 2025 at the rate of THB 0.90 per share and acknowledge the interim dividend payment for the six-month period ended June 30, 2025 which has already been paid at the rate of THB 0.40 per share, the total dividend payment that the Bank will pay from the 2025 performance is at the rate of THB 1.30 per share, which is in compliance with the Bank of Thailand's regulation and the Bank's dividend payment policy. The Bank shall determine the list of shareholders entitled to receive dividend payment (Record Date) on Wednesday, May 6, 2026. The dividend payment is scheduled to be made on Thursday, May 21, 2026.

Agenda 4 Election of Directors to Replace Those Retiring by Rotation

Fact and reason: The following four Directors will retire by rotation at the e-AGM No. 114:

1. Miss Duangdao Wongpanitkrit (Executive Director)
2. Mr. Virat Phairatphiboon (Non-Executive Director)
3. Mr. Noriaki Goto (Independent Director)
4. Mrs. Tongurai Limpiti (Independent Director)

The Nomination and Remuneration Committee (without participation in consideration of members with related interest), thus proceeded with the specific selection criteria and process for selecting suitable persons to serve as the Bank's Directors based on knowledge, competence and experiences in bringing maximum benefit to the Bank as well as alignment with the Bank's business strategy, suitability for the Bank's business operations, and also the diversity of the Bank's Board of Directors structure in terms of professional skills, expertise, age and gender, then proposed to the Board of Directors to consider proposing to the e-AGM to re-elect the following four Directors who will retire by rotation to serve as the Bank's Directors for another term, namely Miss Duangdao Wongpanitkrit (Executive Director), Mr. Virat Phairatphiboon (Non-Executive Director), Mr. Noriaki Goto (Independent Director), and Mrs. Tongurai Limpiti (Independent Director), who have fully performed their duties throughout the past period with accountability, prudence and integrity, being suitable to continue serving as the Bank's Directors.

(Details of persons nominated for election as per Supporting Document for Agenda 4)

During Monday, September 1, 2025 to Sunday, November 30, 2025, the Bank had granted rights to the shareholders to nominate persons to be elected as the Bank's Directors in advance under the criteria as disseminated on the Bank's website (www.krungsri.com) but no shareholder made such nomination.

Board of Directors' Opinion: (Without participation in consideration of the Directors with related interest) The Board of Directors resolved to propose that the e-AGM re-elect Ms. Duangdao Wongpanitkrit (Executive Director), Mr. Virat Phairatphiboon (Non-Executive Director), Mr. Noriaki Goto (Independent Director), and Ms. Tongurai Limpiti (Independent Director), who will retire by rotation, to serve as the Bank's Directors for another term. Based on the Board of Directors' consideration process, all of them are qualified for the Bank's business operations and have been endorsed by the Bank of Thailand.

Agenda 5 The Directors' Remuneration

Fact and reason: The Board of Directors has established policies and criteria for determining remuneration of directors and members of oversight committees reporting to the Board of Directors to ensure that the remuneration is appropriate and commensurate with duties and responsibilities of directors as well as in compliance with relevant laws and regulations and comparable to the industry practice. In addition, the remuneration is subject to regular review on an annual basis.

For 2026 Directors' remuneration, the Nomination and Remuneration Committee proposed that the Board of Directors consider proposing to the e-AGM to consider and approve to adjust the structure of the Directors'

Remuneration by combining attendance fee into retainer fee, to be in line with the industry's practice while maintaining the total remuneration at the existing rate, and for the Oversight Committee reporting to the Board of Directors, increase the remuneration rate for chairpersons and members at the rate of 5 percent.

The Directors' remuneration shall be recognized as the Bank's expenses. In the case where a director vacates his/her office during the year, he/she shall be eligible to receive remuneration according to his/her actual service duration. This shall be effective as from the date of approval by the e-AGM No. 114 and shall remain unchanged until the shareholders' meeting approves any change thereto.

Structure and Rate of the Directors' Remuneration for Year 2026 as proposed in Comparison with Those of Year 2025

Unit: THB

Position	Retainer Fee per month		Attendance Fee per month		Other Annual Compensation per month		Total Remuneration per person / year	
	2025	2026	2025	2026	2025	2026	2025	2026
Board of Directors								
1. Chairman	328,000	474,000	146,000	-	204,000	204,000	8,136,000	8,136,000
2. Vice Chairman	272,000	403,000	131,000	-	138,000	138,000	6,492,000	6,492,000
3. Non-Executive Director (each)	218,000	323,000	105,000	-	109,000	109,000	5,184,000	5,184,000
4. Independent Director (each)	218,000	323,000	105,000	-	109,000	109,000	5,184,000	5,184,000
<u>Remark</u> Executive Director does not receive any Director's remuneration.								
Oversight Committees reporting to the Board of Directors (i.e. Audit Committee, Nomination and Remuneration Committee, and Risk and Compliance Committee)								
1. Chairman	77,000	80,850	-	-	-	-	924,000	970,200
2. Member (each)	70,000	73,500	-	-	-	-	840,000	882,000

Other benefits i.e. entitlement to medical benefits and annual health check-up, company car, are in accordance with the Bank's regulations with no changes from the previous year.

Board of Directors' Opinion: The Board of Directors resolved to propose that the e-AGM consider and approve to adjust the structure of the Directors' by combining attendance fee into retainer fee, to be in line with the industry's practice while maintaining an overall remuneration, and for the Oversight Committee reporting to the Board of Directors, increase the remuneration rate for chairpersons and members at the rate of 5 percent. The directors' remuneration shall be recognized as the Bank's expenses. In case where a director vacates his/her office during the year, he/she shall be eligible to receive remuneration according to his/her actual service duration. Other benefits i.e. entitlement to medical benefits and annual health check-up, company car, are in accordance with the Bank's regulations. This shall be effective as from the date of approval by the e-AGM No. 114 and shall remain unchanged until the shareholders' meeting approves any change thereto.

Agenda 6 Appointment of the Auditors and Determination of the Audit Fees

Fact and reason: The Audit Committee proposed that the Board of Directors consider proposing to the e-AGM to approve the appointment of the auditors and determination of audit fees of the Bank including its foreign branch/representative office and also acknowledge the appointment of auditors and determination of audit fees of

the companies in the Financial Business Group i.e. 20 companies in Thailand and 10 companies outside Thailand for the fiscal year 2026, which has already been endorsed by the Audit Committee and in consistent with the Consolidated Supervision Principles as follows:

- For consideration and approval

Nominated Auditors	Audit for	Amount proposed this time*	Proposed fee in the previous year*
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. by 1) Mrs. Nisakorn Songmanee and/or 2) Miss Kornthong Luangvilai and/or 3) Mrs. Wilasinee Krishnamra and/or 4) Mr. Wee Sujarit**	Bank	THB 16,436,000 (increased by THB 1,304,000 or 8.6%)	THB 15,132,000
Deloitte (Lao) Sole Co., Ltd.	Vientiane Branch, Lao PDR	LAK 314,093,055 (increased by LAK 34,296,840 or 12.3%)	LAK 279,796,215
Myanmar Vigour Co., Ltd.	Representative Office in Yangon, Myanmar	USD 3,000***	USD 3,000

- For acknowledgement

Auditors	Audit for	Amount proposed this time*	Proposed fee in the previous year*
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. By 1) Mrs. Nisakorn Songmanee and/or 2) Miss Kornthong Luangvilai and/or 3) Mrs. Wilasinee Krishnamra and/or 4) Mr. Wee Sujarit**	20 companies in the Financial Business Group in Thailand (included a new subsidiary)	THB 18,441,000 (increased by THB 392,700 or 2.2%)	THB 17,318,300 (Actual THB 18,048,300 included audit fee of new subsidiary of THB 730,000****)
Deloitte (Lao) Sole Co., Ltd.	2 companies in the Financial Business Group in Lao PDR	LAK 446,797,033 (increased by LAK 31,258,640 or 7.5%)	LAK 415,538,393
Deloitte Cambodia Co., Ltd.	2 companies in the Financial Business Group in Cambodia	USD 127,867 (increased by USD 5,567 or 4.6%)	USD 122,300
Deloitte Vietnam Co., Ltd.	1 company in the Financial Business Group in Vietnam	VND 610,000,000 (increased by VND 70,000,000 or 13.0%)	VND 540,000,000
KAP Liana Ramon Xenia & Rekan (Deloitte Indonesia)	1 company in the Financial Business Group in Indonesia	IDR 1,580,000,000 (decreased by IDR 870,000,000 or 35.5%)	IDR 2,389,000,000 (Actual IDR 2,450,000,000)

Auditors	Audit for	Amount proposed this time*	Proposed fee in the previous year*
Punongbayan & Araullo (Grant Thornton)	3 companies in the Financial Business Group in the Philippines	PHP 3,809,500	PHP 3,907,500 (Actual PHP 3,809,500)
On process (2025: Sycip Gorres Velayo and Co.)	1 company in the Financial Business Group in the Philippines	On process*****	- ***** (Actual PHP 1,450,554)

Remarks: * Exclusive of VAT (if any) and other audit-related expenses.

** During consideration from the Bank of Thailand's endorsement regarding the auditor appointment for the Bank and six companies in Solo Consolidation in Thailand.

*** The proposed audit fees in 2026 for approval shall be the audit fees for the period from April 1, 2026 to March 31, 2027.

**** For acknowledgement auditor appointments and their audit fees of a new subsidiary acquired in 2025

***** Appointment of the auditors and determination of the audit fees will happen after April every year.

In the case where the auditor of the companies in the Financial Business Group are not in the same as the Bank's auditor, the Board of Directors will oversee the preparation of financial statements to be finished within the due date.

The list of 20 companies in the Financial Business Group in Thailand that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is the auditor is as follows:

- | | |
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| 1. Ayudhya Development Leasing Co., Ltd. | 12. Krungsri Securities PCL |
| 2. Ayudhya Capital Auto Lease PCL | 13. Krungsri Nimble Co., Ltd. |
| 3. Tidlor Holdings PCL | 14. Krungsri Genesis Co., Ltd. |
| 4. Ngern Tid Lor PCL | 15. Krungsri General Insurance Broker Ltd. |
| 5. Ayudhya Capital Services Co., Ltd. | 16. Lotus's Money Services Limited |
| 6. General Card Services Ltd. | 17. Lotus's Life Assurance Broker Limited |
| 7. Krungsriayudhya Card Co., Ltd. | 18. Lotus's General Insurance Broker Limited |
| 8. Siam Realty and Services Security Co., Ltd. | 19. Krungsri Finnovate Co., Ltd. |
| 9. Total Services Solutions PCL | 20. Pattanasin Plus (1970) PCL |
| 10. Krungsri Asset Management Co., Ltd. | (For the period from November 12, 2025 to |
| 11. Krungsri Ayudhya AMC Ltd. | November 11, 2026 since it is out of business and in liquidation process) |

The list of 10 companies in the Financial Business Group outside Thailand is as follows:

– Lao PDR: Krungsri Leasing Services Co., Ltd. and Krungsri Non-Deposit Taking Microfinance Institution Co., Ltd.

– Cambodia: Hattha Bank Plc. and Hattha Services Co., Ltd.

– Vietnam: SHBank Finance Company Limited

– Indonesia: PT. Home Credit Indonesia

– The Philippines: SB Finance, Inc. (on process), HC Consumer Finance Philippines, Inc., HCPH Financing 1, Inc. and HCPH Insurance Brokerage, Inc.

(Details as per Supporting Document for Agenda 6)

Board of Directors' Opinion: The Board of Directors resolved to propose that the e-AGM consider and approve the appointment of the auditors and determination of audit fees of the Bank including its foreign branch/ representative office as well as acknowledge the appointment of the auditors and determination of audit fees of the companies in the Financial Business Group i.e. 20 companies in Thailand and 10 companies outside Thailand for the fiscal year 2026, which has been endorsed by the Audit Committee and in consistent with Consolidated Supervision Principles.

Agenda 7 Other Business (if any)

During Monday, September 1, 2025 to Sunday, November 30, 2025, the Bank had granted rights to the shareholders to propose any meeting agenda in advance under the criteria as disseminated on the Bank's website (www.krungsri.com), but no shareholder proposed any agenda.

For the shareholder who wishes to attend the e-AGM, the shareholder can access the Bank's system service provider, IR PLUS, at website <https://webagm.irplus.in.th/> or application "IR PLUS AGM" from Thursday, April 9, 2026 at 9.00 hrs. until the end of e-AGM on Thursday, April 23, 2026. In this regard, Procedure for System Usage and documents for identification can be obtained via the Bank website (www.krungsri.com) in the topic of Investors Relations> Shareholder > The Annual General Meeting of Shareholders No. 114 (Year 2026).

In addition, the Bank uses e-Proxy Voting Service of Thailand Securities Depository Co., Ltd. (TSD) as another channel to facilitate the shareholders who are unable to attend the e-AGM meeting and cast their votes by themselves and would like to give proxy to the directors nominated by the Bank to be a proxy. The shareholders do not have to submit proxy form and identity documents to the Bank, which will also help reducing paper usage and Greenhouse gas emissions. The shareholders can use the e-Proxy Voting Service via TSD's Investor Portal System at <https://ivp.tsd.co.th> from Thursday, March 26, 2026 at 9.00 hrs. to Wednesday, April 22, 2026 at 17.00 hrs.