

Notice of 47th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 47th Annual General Meeting ("47th AGM") of Allianz Malaysia Berhad ("Company") will be conducted fully virtual from the broadcast venue at Ballroom A, Level 2, Aloft Kuala Lumpur Sentral, 5 Jalan Stesen Sentral, Kuala Lumpur Sentral, 50470 Kuala Lumpur ("Broadcast Venue") on Wednesday, 23 June 2021 at 11.00 a.m. via TIH Online website at <https://tjih.online>, for the following purposes:-

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 and the Directors' and Auditors' Reports thereon.
- To approve the following payments to Non-Executive Directors of the Company and its insurance subsidiaries:-
 - Directors' fees of RM1,868,976 for the financial year ended 31 December 2020.
 - Directors' fees effective 1 January 2021 until the next Annual General Meeting of the Company:-
 - RM10,000 per month to each Non-Executive Director;
 - RM4,000 per month for each Audit Committee member;
 - RM3,000 per month for each Risk Management Committee member; and
 - RM2,000 per month for each Nomination and Remuneration Committee member.
 - Directors' benefits of up to an amount of RM1,263,500 from 24 June 2021 until the next Annual General Meeting of the Company.
- To re-elect Solmaz Altin, who retires by rotation in accordance with Clause 19.1 of the Constitution of the Company and being eligible, offer himself for re-election.
- To re-elect the following Directors who retire in accordance with Clause 19.7 of the Constitution of the Company and being eligible, offer themselves for re-election:-
 - Goh Ching Yin
 - Gerard Lim Kim Meng
- To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration.

Special Business

To consider and if thought fit, to pass the following Ordinary Resolutions:-

6. Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Allianz SE Group

"THAT pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into the recurrent related party transactions with Allianz SE Group as specified in Section 2.2 (A) of the Company's Circular to Shareholders dated 21 May 2021, provided that the transactions are in the ordinary course of business and are on terms not more favourable than those generally available to the public and not to the detriment of the minority shareholders.

AND THAT such authority shall take effect from the passing of this Ordinary Resolution and shall continue in force until:-

(a) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by ordinary resolution passed at the said Annual General Meeting, the authority is renewed; or

(b) the expiration of the period within which next Annual General Meeting is required to be held pursuant to Section 340 (2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Companies Act 2016); or

(c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things including executing all documents as may be required to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

7. Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Rapidpro Consulting Sdn Bhd

"THAT pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into the recurrent related party transactions with Rapidpro Consulting Sdn Bhd as specified in Section 2.2 (B) of the Company's Circular to Shareholders dated 21 May 2021, provided that the transactions are in the ordinary course of business and are on terms not more favourable than those generally available to the public and not to the detriment of the minority shareholders.

AND THAT such authority shall take effect from the passing of this Ordinary Resolution and shall continue in force until:-

(a) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by ordinary resolution passed at the said Annual General Meeting, the authority is renewed; or

(b) the expiration of the period within which next Annual General Meeting is required to be held pursuant to Section 340 (2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Companies Act 2016); or

(c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things including executing all documents as may be required to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

8. To transact any other business for which due notice shall have been given.

By Order of the Board

NG SIEW GEK
MAICSA 7001251
CMI PIC No. 201908001053
Company Secretary

Kuala Lumpur
21 May 2021

NOTES TO MEMBERS AND PROXIES

1. Registration for Remote Participation and Voting facilities ("RPV")

- The Company's 47th AGM will be conducted fully virtual at the Broadcast Venue. Member(s), proxy(ies), attorney(s) or authorised representative(s) **WILL NOT BE ALLOWED** to present physically at the Broadcast Venue on the day of the Meeting. Members can attend, speak (posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 47th AGM via the RPV available on TIH Online website at <https://tjih.online>.
- Registration of RPV is open from the date of the Notice of 47th AGM on Friday, 21 May 2021 at 11.00 a.m. until such time before the voting session ends at the 47th AGM on Wednesday, 23 June 2021.
- Member(s), proxy(ies), attorney(s) or authorised representative(s) are required to register as a user with TIH Online website (first time registration only) prior to pre-register their attendance for the 47th AGM for verification of their eligibility to attend the 47th AGM using the RPV based on the **Record of Depositors as at 15 June 2021**.
- Please follow the Procedures for RPV provided in the **Administrative Details** for the 47th AGM in order to participate in the 47th AGM remotely via RPV.

2. Submission of Questions Before and During Meeting

- Members may submit questions to the Company prior to the 47th AGM via email to InvestorRelations@allianz.com.my or Tricor's TIH Online website at <https://tjih.online> by selecting "e-Services" to login, no later than Tuesday, 22 June 2021 at 11.00 a.m.
- Alternatively, Members may use the query box to transmit questions to Chairman/Board via RPV during live streaming.

3. Appointment of Proxy/Proxies

- For the purposes of determining a Member who shall be entitled to participate in the forthcoming 47th AGM of the Company, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 15 June 2021. Only a depositor whose name appears in the Record of Depositors as at 15 June 2021 shall be entitled to participate in the 47th AGM or appoint proxy/proxies to participate on his/her behalf.
- Every Member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991, and Exempt Authorised Nominees which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account, is entitled to appoint one (1) or more proxy to exercise all or any of his rights to participate instead of him at the 47th AGM, and that such proxy need not be a Member.
- Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or if the Member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- The instrument of proxy shall be deposited at the Registered Office of the Company at Level 29, Menara Allianz Sentral, 203, Jalan Tun Sambanthan, Kuala Lumpur Sentral, 50470 Kuala Lumpur. The instrument of proxy can also be submitted electronically through Tricor's TIH Online website at <https://tjih.online>. Please refer to the Administrative Details for the 47th AGM for further information on proxy form submission. All proxy forms submitted must be received by the Company **no later than Tuesday, 22 June 2021 at 11.00 a.m.**, being twenty-four (24) hours before the appointed time for holding the 47th AGM.
- A Member who has appointed a proxy or attorney or authorised representative to participate in the 47th AGM via RPV must request for RPV at Tricor's TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV registration in the Administrative Details for the 47th AGM.

1. Audited Financial Statements for the financial year ended 31 December 2020 ("FY 2020")

The Audited Financial Statements for the FY 2020 and the Directors' and Auditors' Reports thereon are laid before the shareholders pursuant to the provision of Section 340 (1)(a) of the Companies Act 2016 and are for discussion only. Hence, this item will not be put for voting.

2. Directors' Remuneration for Non-Executive Directors (excluding Nominee Directors of Allianz SE) ("NEDs")

Pursuant to Section 230(1)(b) of the Companies Act 2016 which requires fees and any benefits payable to the Directors of listed company and its subsidiaries to be approved at a general meeting, the proposed payment of Directors' fees and Directors' benefits to the NEDs under Ordinary Resolutions 1, 2 and 3 include remuneration payable to NEDs by the Company and its insurance subsidiaries, namely Allianz Life Insurance Malaysia Berhad ("Allianz Life") and Allianz General Insurance Company (Malaysia) Berhad ("Allianz General").

(a) Directors' fees for FY 2020

The respective Boards of the Company and its insurance subsidiaries having reviewed the recommendations of the Nomination and Remuneration Committee ("NRC"), recommended the following Directors' fees payable to the NEDs for the FY 2020, for the shareholders' approval:-

	Company	Allianz Life	Allianz General	Grand Total
Directors' Fees*	RM631,077 (2019: RM719,781)	RM571,965 (2019: RM603,119)	RM665,934 (2019: RM713,294)	RM1,868,976 (2019: RM2,036,194)

* Excluding Service Tax.

The Director's fee payable to each of the NEDs and the members of the Board Committees for the FY 2020 are the same as that of the previous financial year.

All the NEDs have abstained from the deliberation and voting on their respective fees at the respective NRC and Board Meetings, where applicable.

(b) Directors' Fees to NEDs and Board Committee members, effective 1 January 2021 to the next annual general meeting ("AGM")

The Directors' remuneration was last reviewed in 2016, following the issuance of the Directors' Remuneration Report 2015 by the Financial Institutions Directors' Education Forum on 7 December 2015. The then Remuneration Committee recommended a 3-year step-up plan (financial years 2016 to 2018) for Directors' remuneration.

The Board approved that a review on the Directors' fees shall be carried out once in every 3 years. Therefore, an independent consultant, KPMG Management & Risk Consulting Sdn Bhd ("KPMG") was engaged by the Board in March 2020 to conduct remuneration review for the Directors ("Board Remuneration Review").

Arising from the Board Remuneration Review, the NRC recommended and the Board approved the following proposed fees for the NEDs with effect from 1 January 2021 and the revised remuneration shall be applicable until the financial year 2023, subject to the shareholders' approval:-

	Current Directors' Fees per annum (RM)		Proposed Directors' Fees per annum (RM)	
	Chairman	Member	Chairman	Member
Company	155,526	132,012	120,000	120,000
Insurance Subsidiaries	144,417	117,108		
Audit Committee	74,616	37,308	48,000	48,000
Risk Management Committee	37,308	18,654	36,000	36,000
NRC	44,436	22,218	24,000	24,000

The Board also proposed that the payment of the Directors' fees for the financial year ending 31 December 2021 ("FY 2021") onwards be made on a monthly basis instead of in arrears after every AGM, subject to the shareholders' approval at the 47th AGM. The Board is of the view that it is just and equitable for the NEDs to be paid on a monthly basis upon services rendered by them to the Company and its insurance subsidiaries:-

Fee	Annually (RM)	Monthly (RM)
Director's Fee	120,000	10,000
Audit Committee Fee	48,000	4,000
Risk Management Committee Fee	36,000	3,000
NRC Fee	24,000	2,000

The Ordinary Resolution 2, if passed, will allow the Company and its insurance subsidiaries to make payment of fees to the NEDs and the Board Committee members on a monthly basis from 1 January 2021 to the next AGM of the Company.

(c) Directors' benefits for the period from 24 June 2021 to the next AGM of the Company

The Directors' benefits comprise allowances and benefits payable to the Chairman and members of the Board of the respective companies as well as Board Committees.

The Board recommended the following for shareholders' approval:-

- No change to the Chairman monthly fixed allowance; and
- The meeting allowance be revised to as follows:-

Current Meeting Allowance (RM)	Proposed Meeting Allowance (RM)	
Chairman and Member	Chairman	Member
2,645 (per meeting)	3,500 (per meeting)	3,000 (per meeting)

The details of the Directors' benefits are as below:-

Monthly fixed allowance

Chairman of the Board of the Company/Insurance subsidiaries: RM12,000 per month

Meeting allowance

Chairman of the Board/Board Committee: RM3,500 per meeting
Member of the Board/Board Committee: RM3,000 per meeting

Others

Company car and driver: Chairman of the Board of the Company
Medical, personal accident and Directors' and Officers' Liability insurance: Board Members of the Company and its insurance subsidiaries

In determining the estimated total amount payable to the Chairman and the Directors for the period from 24 June 2021 to the next AGM of the respective companies, the Company took into consideration, amongst others, the number of scheduled meetings for the Board and Board Committees and the number of NEDs involved in these meetings.

The Ordinary Resolution 3, if passed, will allow the Company and its insurance subsidiaries to make payment to the NEDs on a monthly basis and/or as and when incurred.

3. Re-election of Directors who retire in accordance with Clause 19.1 and Clause 19.7 of the Company's Constitution

Clause 19.1 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3), shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each three (3) years. A retiring Director shall retain office until the close of the meeting at which he retires.

Solmaz Altin will retire at the 47th AGM pursuant to Clause 19.1 of the Constitution of the Company. He has indicated his willingness to seek for re-election and abstained from the deliberation and voting of his re-election at the Board Meeting.

Pursuant to Clause 19.7 of the Company's Constitution, any Director so appointed shall hold office only until the next following AGM of the Company, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Goh Ching Yin and Gerard Lim Kim Meng were appointed in years 2020 and 2021 respectively, accordingly, they are standing for re-election pursuant to Clause 19.7 of the Company's Constitution at the 47th AGM. They have indicated their willingness to seek for re-election and abstained from the deliberation and voting of their respective re-election at the NRC Meeting and Board Meeting, where applicable.

The profile of Solmaz Altin, Goh Ching Yin and Gerard Lim Kim Meng, are set out in the Board of Directors' Profile in this Annual Report.

4. Re-appointment of Auditors

The Audit Committee reviewed the proposed re-appointment of Messrs PricewaterhouseCoopers PLT ("PwC PLT") (including of engagement partner and concurring partner) as Auditors for the Company and its insurance subsidiaries for the FY 2021 and concluded that PwC PLT met all the evaluation criteria as prescribed by the relevant authorities. The Audit Committee recommended the proposed re-appointment of PwC PLT to the respective Boards of the Company and its insurance subsidiaries for consideration.

The Board having satisfied that PwC PLT met the evaluation criteria as prescribed by the relevant authorities, recommended the proposed re-appointment of PwC PLT as Auditors of the Company for the FY 2021, for the shareholders' approval.

EXPLANATORY NOTES ON SPECIAL BUSINESS

5. Proposed Shareholders' Mandate for Recurrent Related Party Transactions

The Company is principally engaged in investment holding whilst the principal activities of its subsidiaries are underwriting of all classes of general insurance business, life insurance and investment-linked businesses.

It is anticipated that the Company and its insurance subsidiaries will, in the ordinary course of business, enter into recurrent related party transactions with classes of related parties as set out in Section 2.2 of the Company's Circular to Shareholders dated 21 May 2021.

In view of time sensitivity and the frequent nature of such related party transactions, the Directors of the Company are seeking shareholders' approval for the proposed Ordinary Resolutions 8 and 9, to allow the Company and its insurance subsidiaries in their ordinary course of business, to enter into recurrent related party transactions with the respective related parties as detailed in Section 2.2 of the Company's Circular to Shareholders dated 21 May 2021, provided that such transactions are made on arm's length basis and are on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

Detailed information in relation to the proposed shareholders' mandate for recurrent related party transactions are set out in the Company's Circular to Shareholders dated 21 May 2021, issued together with this Annual Report.

ABSTENTION FROM VOTING

- Directors who are shareholders of the Company will abstain from voting on Resolutions 1, 2 and 3.
- Directors referred to in Resolutions 4 to 6, who are shareholders of the Company will abstain from voting on resolution with regard to their respective re-election at the 47th AGM.

NOTE TO THE HOLDERS OF IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES ("ICPS")

The holders of ICPS shall be entitled to attend the 47th AGM via RPV but have no right to vote at the 47th AGM. The voting rights of the ICPS holders are detailed in the Constitution of the Company published on the Company's website at allianz.com.my/corporate-profile.