

Notice of 52nd Annual General Meeting

NOTICE IS HEREBY GIVEN that the 52nd Annual General Meeting ("52nd AGM") of Allianz Malaysia Berhad ("Company") will be held on Tuesday, 16 June 2026 at 10.00 a.m. at the Grand Ballroom, Level 2, Aloft Kuala Lumpur Sentral, 5 Jalan Stesen Sentral, Kuala Lumpur Sentral, 50470 Kuala Lumpur ("Main Venue") and virtually by way of electronic means via the Vistra Share Registry and IPO (MY) portal ("The Portal") at <https://srmy.vistra.com>, to transact the following businesses:

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 and the Directors' and Auditors' Reports thereon.
- To approve the payment of the following fees to the Non-Executive Directors for the period from 17 June 2026 until the next Annual General Meeting of the Company:

- RM10,000 per month for holding the position of a Non-Executive Director;
- RM4,000 per month for being an Audit Committee member;
- RM3,000 per month for being a Risk Management Committee member; and
- RM2,000 per month for being a Nomination and Remuneration Committee member.

- To approve the benefits payable to the Non-Executive Directors, of up to an amount equivalent to RM1,259,000 for the period from 17 June 2026 until the next Annual General Meeting of the Company.

- To re-elect the following Directors, who retire by rotation in accordance with Clause 19.1 of the Constitution of the Company and who being eligible offer themselves for re-election:

- Peter Ho Kok Wai
- Dr. Muhammed Bin Abdul Khalid

Dr. Hasnita Binti Dato' Hashim, who retires in accordance with Clause 19.7 of the Constitution of the Company, has expressed her intention to retire at the conclusion of 52nd AGM and therefore, she will not seek for re-election.

- To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2026 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 30 April 2026, 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:

- 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
- 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
- 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 30 April 2026, 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:

- 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
- 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
- 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."

- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board

ROSNIZA BINTI MOHAMED RAMLI (LS 0010893) (SSM PC No. 202508000055)
Company Secretary

Kuala Lumpur
30 April 2026

NOTES TO MEMBERS AND PROXIES

1. Hybrid 52nd AGM

- The Company's 52nd AGM will be held on a hybrid mode whereby Members/proxies will have an option, either:
 - To attend physically in person at the Main Venue ("Physical Attendance"); OR
 - To attend virtually using the Remote Participation and Voting ("RPV") facilities which are available on The Portal at <https://srmy.vistra.com> ("Virtual Attendance").
- All Members/proxies who wish to attend the 52nd AGM physically are required to register for the meeting at the Main Venue.
- All Members/proxies who wish to attend the 52nd AGM virtually are required to pre-register their attendance via The Portal at <https://srmy.vistra.com> for the 52nd AGM for verification of their eligibility to attend the 52nd AGM based on the **Record of Depositors as at 8 June 2026**. Pre-registration is not required for Physical Attendance.
- The pre-registration is open from the date of the Notice of the 52nd AGM on Thursday, 30 April 2026 until such time before the voting session ends at the 52nd AGM on Tuesday, 16 June 2026.
- Please refer to the **Administrative Details** for the full guide to Physical Attendance and Virtual Attendance at the 52nd AGM.

2. Submission of Questions Before and During Meeting

- Members may submit questions in relation to the agenda items for the 52nd AGM prior to the 52nd AGM via The Portal at <https://srmy.vistra.com>, no later than Monday, 15 June 2026 at 10.00 a.m.
- During the 52nd AGM, Members who are physically present at the Main Venue will be able to ask questions in person. Members who attend virtually using the RPV facilities may use the Query Box facility to ask questions in real time (in the form of typed text) during the meeting.

3. Appointment of Proxy/Proxies

- For the purposes of determining a Member who shall be entitled to participate in the forthcoming 52nd AGM of the Company, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a **Record of Depositors as at 8 June 2026**. Only a depositor whose name appears in the **Record of Depositors as at 8 June 2026** shall be entitled to participate in the 52nd 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 52nd 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 must be submitted in the following manner, **no later than Monday, 15 June 2026 at 10.00 a.m.**, being twenty-four (24) hours before the appointed time for holding the 52nd AGM:

- In hardcopy**
The Form of Proxy must be deposited at the office of **Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur** or alternatively, the drop-in box located at **Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur**.

- In electronic form**
The Form of Proxy can also be electronically lodged through The Portal at <https://srmy.vistra.com>.

Please refer to the Administrative Details for the 52nd AGM for procedures on the submission of Form of Proxy.

EXPLANATORY NOTES ON ORDINARY BUSINESS

1. Audited Financial Statements for the financial year ended 31 December 2025 ("FY2025")

The Audited Financial Statements for the FY2025 and the Directors' and Auditors' Reports thereon are laid in accordance with Section 340 (1)(a) of the Companies Act 2016 for discussion only. Hence, this item will not be put for voting.

2. Directors' Fees and Benefits payable to Non-Executive Directors (excluding Nominee Directors of Allianz Asia Holding Pte. Ltd.) ("NEDs")

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

(a) Directors' fees from 17 June 2026 until the next Annual General Meeting ("AGM") of the Company

The shareholders of the Company had at the 51st AGM held on 25 June 2025 ("2025 AGM") approved the payment of Directors' fees to the NEDs effective 26 June 2025 until the next AGM scheduled for 16 June 2026, to be made on a monthly basis (excluding Service Tax), as detailed below ("Directors' Fees"):

	Directors' Fees per month (RM)	Directors' Fees per annum (RM)
Fee to each NED	10,000	120,000
Fee for being an Audit Committee member	4,000	48,000
Fee for being a Risk Management Committee member	3,000	36,000
Fee for being a Nomination and Remuneration Committee ("NRC") member	2,000	24,000

The Directors' fees to be paid to the NEDs for the period from 17 June 2026 until the next AGM of the Company remains the same as the Directors' Fees approved by the shareholders at the 2025 AGM.

The Directors' Fees paid during FY2025 was RM2,044,000 and disclosed in the Note 22.4 of the Audited Financial Statements of the Company for the FY2025.

(b) Directors' benefits for the period from 17 June 2026 until the next AGM of the Company

The benefits extended to NEDs comprise allowances and benefits in-kind to the Chairman and members of the Board/Board Committees of the Company and its insurance subsidiaries (excluding Service Tax).

- Monthly fixed allowance
 - Chairman of the Board: 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
- Benefits in-kind
 - Company car and driver: Chairman of the Board (based on taxable rate)
 - Medical, personal accident and Directors' and Officers' Liability insurance

The shareholders of the Company had at the 2025 AGM approved the payment of benefits to the NEDs, of up to an amount of RM1,184,000 from 26 June 2025 until the next AGM scheduled for 16 June 2026.

Please refer to Note 22.4 of the Audited Financial Statements of the Company for the total benefits paid to the NEDs for FY2025. The estimated total amount of benefits payable to the NEDs from 26 June 2025 to the 52nd AGM is equivalent to RM795,000.

The proposed total amount of benefits payable to the NEDs is estimated to be up to an amount equivalent to RM1,259,000 from 17 June 2026 until the next AGM of the Company in 2027 ("2026/2027 Directors' Benefits"), taking into account the projected number of meetings for the Board/Board Committees as well as the projected number of NEDs involved in these meetings.

The Ordinary Resolution 2, if passed, will allow the Company and its insurance subsidiaries to make payment of the 2026/2027 Directors' Benefits 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.

Peter Ho Kok Wai and Dr. Muhammed Bin Abdul Khalid will retire at the 52nd AGM pursuant to Clause 19.1 of the Constitution of the Company.

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.

Dr. Hasnita Binti Dato' Hashim was appointed as an Independent Non-Executive Director on 1 July 2025. Accordingly, she is standing for re-election pursuant to Clause 19.7 of the Company's Constitution at the 52nd AGM.

Save for Dr. Hasnita Binti Dato' Hashim, all other retiring Directors have indicated their willingness to seek for re-election ("Retiring Directors"). Dr. Hasnita Binti Dato' Hashim has expressed her intention to retire at the conclusion of the 52nd AGM due to personal reasons and therefore she will not seek for re-election.

The NRC conducted fit and proper assessment on the Retiring Directors in accordance with the Company's Fit and Proper Policy and Procedures for Key Responsible Persons ("Fit and Proper Policy").

All the Retiring Directors met the fit and proper criteria prescribed in the Fit and Proper Policy and the Retiring Directors have also fulfilled the independence criteria as prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The evaluation of the Retiring Directors was carried out by the Board members based on the relevant criteria approved by the Board, which include the following:

- Understanding of the Company;
- Industry and Market Awareness;
- Effective Communication and Collaboration;
- Preparation and Engagement;
- Commitment to Continuous Learning; and
- Constructive Feedback to Management.

The evaluation results of the Retiring Directors were submitted to the NRC for review. Based on the assessments, the NRC recommended the re-election of the Retiring Directors for the Board's approval. The Board supported the recommendation of the NRC and sought shareholders' approval for the re-election of the Retiring Directors.

The Retiring Directors had abstained from deliberations and voting on their respective re-elections at the Board Meeting.

The profile of the Retiring Directors is set out in the Board of Directors' Profile in the Integrated Annual Report.

4. Re-appointment of Auditors

The Audit Committee reviewed the proposed re-appointment of PricewaterhouseCoopers PLT ("PwC PLT") (including of engagement partner and concurring partner) as Auditors for the Company and its insurance subsidiaries for the financial year ending 31 December 2026 ("FY2026") 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 FY2026, 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 30 April 2026 ("Circular").

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 6 and 7, 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 Circular, 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 Circular, issued together with the Integrated Annual Report.

ABSTENTION FROM VOTING

- NEDs who are shareholders of the Company, will abstain from voting on Resolutions 1 and 2 with regard to their remunerations.
- Directors referred to in Resolutions 3 and 4 who are shareholders of the Company, will abstain from voting on resolution with regard to their respective re-election at the 52nd AGM.
- The interested Directors and interested major shareholder will abstain from voting in respect of their direct and/or indirect shareholdings on Resolutions 6 and 7 with regard to the proposed shareholders' mandate for recurrent related party transactions involving their interests and/or interests of persons connected to them at the 52nd AGM. Please refer to the Circular for detailed information.

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

The holders of ICPS shall be entitled to attend the 52nd AGM via Physical Attendance or Virtual Attendance but have no right to vote at the 52nd 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-governance.