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Ref. No. U.SET 013/2022

8 September 2022

Subject: Disposal of Ordinary Shares in Vienna House Group Hotel Business

To: The Directors and Managers
The Stock Exchange of Thailand

U City Public Company Limited (the “**Company**”) reported the disposal of ordinary shares in Vienna House Group Hotel Business according to U.SET 027/2021 dated 16 December 2021, however, due to the geopolitical implications of the Russian Federation-Ukraine crisis, there is an effect to the performance of the parties’ obligations under our agreement. Causing the Company to negotiate appropriate additional terms for the disposal of ordinary shares in Vienna House Group Hotel Business for the best interest of the Company.

In this regard, the Company would like to inform you that on 30 August 2022, the Company, Vienna House Capital GmbH (“**VHC**”), and Lombard Estate Holdings Limited (“**LEH**”) (which are subsidiaries of the Company), collectively referred to as “**Sellers**”, have entered into Sale and Purchase Agreement in relation to the ordinary shares in Vienna House Group hotel business (“**SPA**”) with HR Neunte Hotel Estate Holdings GmbH, HRG Hotels Sechste Management GmbH, HR Zehnte Hotel Estate Holdings GmbH, ALL Beteiligungsgesellschaft mbH, HR Elfte Hotel Estate Holdings GmbH, ALL Zweite Beteiligungsgesellschaft mbH, and HR Luxembourg Zweite Estate Holdings S.à.r.l. (who are not a connected person of the Company pursuant to the relevant notification concerning connected transactions) (collectively referred to as “**Buyers**”) to dispose of all ordinary shares in (1) Vienna International Asset GmbH (“**VIA**”) held by the Company in the proportion of 89.8 percent of all shares (2) Vienna House Hotelmanagement GmbH (“**VHHM**”) held by VHC in the proportion of 100 percent of all shares (3) Vienna House Real Estate GmbH (“**VHRE**”) held by LEH in the proportion of 100 percent of all shares (4) VHE Bratislava s.r.o. (“**VHEBR**”) held by VHC in the proportion of 11.3 percent of all shares (5) Vienna House Easy Bucharest s.r.l. (“**VHEBU**”) held by VHC in the proportion of 1 percent of all shares and (6) VHE Cracow Sp. z o.o. (“**VHE Cracow**”) held by VHC in the proportion of 100 percent of all shares (collectively referred to as the “**Disposed Subsidiaries**”) and liabilities under shareholder loan owed to the Sellers by the Disposed Subsidiaries and the subsidiaries thereof to the Buyers and/or any other appointed juristic person with the total purchase price of approximately EUR 152,280,887 (or equivalent to Baht 5,590,124,765)¹ (collectively referred to as the “**Divestment of Shares in**

¹ calculated based on the exchange rate of EUR to Baht currency announced by the Bank of Thailand on 7 September 2022, of which EUR 1 is equivalent to Baht 36.7093

European Subsidiaries Transaction”), which is executed pursuant to the resolution of the Board of Directors’ Meeting No. 5/2022 held on 25 August 2022.

In addition, on 7 September 2022, VHC has completely disposed of all ordinary shares in (1) VHHM held by VHC in the proportion of 100 percent of all shares and liabilities under shareholder loan owed to VHC by VHHM and the subsidiaries thereof (2) VHEBR held by VHC in the proportion of 11.3 percent of all shares (3) VHEBU held by VHC in the proportion of 1 percent of all shares and (4) VHE Cracow held by VHC in the proportion of 100 percent of all shares (collectively referred to as the “**Divestment of Shares Transaction Part 1**”) to the Buyers, which the Sellers have received the purchase price under the Divestment of Shares Transaction Part 1 in the total of EUR 42,094,553.62 (or equivalent to Baht 1,545,261,597)².

After the completion of Divestment of Shares Transaction Part 1, VHHM, VHEBR, VHEBU, VHE Cracow, and subsidiaries of VHHM shall cease to be a subsidiary of the Company.

Furthermore, the Buyers will have to complete the purchase of all ordinary shares in (1) VIA held by the Company in the proportion of 89.8 percent of all shares and (2) VHRE held by LEH in the proportion of 100 percent of all shares and liabilities under shareholder loan owed (collectively referred to as the “**Divestment of Shares Transaction Part 2**”) to the Sellers by the Disposed Subsidiaries and the subsidiaries thereof within August 2025. Prior to completion of the Divestment of Shares Transaction Part 2, the Buyers and/or any other appointed juristic person will enter into Operating Lease Agreements with the subsidiaries which hold the assets of the hotel business not yet disposed of according to the Divestment of Shares Transaction Part 2 (including VIA and subsidiaries of VHRE) in order to operate the hotel business. As a result, the Company will receive net rent from the Buyers in the amount of approximately EUR 12,145,000 per annum pursuant to the terms of the Operating Lease Agreement and other related agreements.

In accordance with the Company’s latest consolidated financial statements ended 30 June 2022, the total size of Divestment of Shares in European Subsidiaries Transaction (based on the total value of the consideration paid criteria, which gives the highest value) is equivalent to 14.62 percent, which does not fall within criteria under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and does not fall within the disclosure requirement under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets, B.E. 2547 (as amended) (collectively referred to as the “**Acquisition and Disposal Notification**”). Further, during the past 6 months, the Company and its subsidiaries have not disposed of any other assets.

² calculated based on the exchange rate of EUR to Baht currency announced by the Bank of Thailand on 7 September 2022, of which EUR 1 is equivalent to Baht 36.7093

In this regard, the Buyers do not have any relationship with the Company. The transaction, therefore, is not considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (as amended) (“**Connected Transaction Notification**”).

Please be informed accordingly.

Sincerely yours,
U City Public Company Limited

(Ms. Soraya Satiangoset)
Director