

- Translation -



No. HASB 003/2024

April 24, 2024

Subject: Notification of the Bank Board of Directors' Resolution regarding Connected Transactions

To: The President
The Stock Exchange of Thailand

The Board of Directors Meeting of Bank of Ayudhya PCL (the Bank) No. 4/2567 held on Wednesday, April 24, 2024, has passed the resolution that approved for HC Consumer Finance Philippines, Inc. (HCPH) to sell the written-off loan portfolio to HCPH Financing 1, Inc. (HCPH1) which both entities are the subsidiaries of Bank of Ayudhya PCL under the financial group companies. The total value of the sale transaction is projected at PHP 388.5 million or equivalent to THB 255.7 million, the period of written-off loan portfolio purchase will be between the year 2024 to 2026 (Details shown in Attachment 1).

This Transaction is considered a connected transaction in accordance with the Notification of the Capital Market Supervisory Board. The total transaction value size is greater than 0.03% but less than 3% of the net tangible assets (NTA) of the Bank as of December 31, 2023. Refer to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transaction (No.2), 2004, the transaction size does not require seeking an approval from the Shareholders' Meeting but requires Board of Directors' approval and disclosure to the Stock Exchange of Thailand.

Please be informed accordingly.

Yours sincerely,

- Signature -

(Mr. Kenichi Yamato)
President and Chief Executive Officer

Information Memorandum on the Connected Transaction of Bank of Ayudhya Public Company Limited

1. Transaction Date

- The Audit Committee's Approval: April 4, 2024
- The Board of Directors' Approval: April 24, 2024

2. Parties

Relevant Parties

- Purchaser: HCPH Financing 1, Inc. (HCPH1)—Bank of Ayudhya PCL holds 100% of shares.
- Seller: HC Consumer Finance Philippines, Inc. (HCPH)—Bank of Ayudhya PCL holds 75% of shares and MUFG Bank, the major shareholder of Bank of Ayudhya PCL, holds 25% of shares.
- Parties who are Connected Persons and Relationship: Purchaser and Seller are the subsidiaries of Bank of Ayudhya PCL under financial group company.

3. General Characteristics of Connected Transactions

HC Consumer Finance Philippines, Inc. (HCPH) will sell written-off loan portfolio to HCPH Financing 1, Inc. (HCPH1). Both companies are the subsidiaries of Bank of Ayudhya PCL under the financial group companies. The source of funds of HCPH1 for this transaction is the loan borrowing from Bank of Ayudhya PCL. The credit facility is the 1-year short-term revolving in amount of approximately USD 2 million with the interest rate of not lower than 3-Month Term SOFR + 2.50%. Another source of funds will come from HCPH1's operating income. The period of written-off loan portfolio purchase will be between the year 2024 to 2026 with the total value of PHP 388.5 million or equivalent to THB 255.7 million followed the Discounted Cash Flow (DCF) methodology. The key assumptions of this transaction (e.g. Discount Rate and Administration and Collection fee) are reviewed by the independent consultant (SGV & Co.) of Philippines.

4. Relationship between the parties

Structure of the HC Consumer Finance Philippines, Inc. (HCPH) board of directors, with the bank's executives serving as a member (Mr. K.S. Chandrashekar, Ms. Pathatai Kulachan).

List of HCPH's board of directors as of June 6, 2023;

No.	Name-Surname	Position
1.	Mr. Dan Harsono	Chairman
2.	Mr. David Minol	President
3.	Ms. Jana Pechouckova	Member and Treasurer
4.	Mr. K.S. Chandrashekar	Member
5.	Ms. Patathai Kulachan	Member
6.	Mr. Masashige Nakazono	Member
7.	Mr. Ihor Kruchynenko	Member
8.	Mr. Dominador Gregorio III	Independent Director
9.	Mr. Vicente Sarza	Independent Director

Structure of the HCPH Financing 1, Inc. (HCPH1) board of directors, with the executives of Bank's subsidiary serving as President (Mr. Siriyot Pronanunt).

List of HCPH1's board of directors as of July 5, 2023;

No.	Name-Surname	Position
1.	Mr. Carlos Arleen Balingit Jr.	Chairman
2.	Mr. Siriyot Pronanunt	President
3.	Ms. Juliet Macaspac	Member and Treasurer
4.	Mr. Ryan Co	Independent Director
5.	Mr. Derrick Delegencia	Independent Director

5. Value of Connected Transaction

The Transaction is considered a connected transaction in accordance with the Notification of the Capital Market Supervisory Board relating to Connected Transactions B.E. 2551. The total transaction value size is greater than 0.03% but less than 3% of the Net Tangible Assets ("NTA") of the Bank as of December 31, 2023. Refer to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transaction (No.2), 2004. The transaction size does not require seeking an approval from the Shareholders' Meeting but requires Board of Directors' approval and disclosure to the Stock Exchange of Thailand.

6. Opinion of the Bank's Board of Directors and the Bank's Audit Committee

The Bank's Board of Directors Meeting No. 4/2024 held on April 24, 2024 approved HC Consumer Finance Philippines, Inc. (HCPH) to sell written-off loan portfolio to HCPH Financing 1, Inc. (HCPH1) after endorsed by the Audit Committee Meeting No. 4/2024 held on April 4, 2024.