

TCAP.CSO. 055/2021

20 December 2021

Subject: Connected transaction regarding financial assistance provided to TM Communications and Brand Management Company Limited

To: The President
The Stock Exchange of Thailand

The Board of Directors' Meeting of Thanachart Capital Public Company Limited ("the Company") No. 13/2021 held on 17 December 2021 had a resolution to approve in principle to provide financial assistance to TM Communications and Brand Management Company Limited ("TMCB"), a joint venture company of the Company in which the Company holds 50.00 percent of total paid-up shares. The transaction is the financial assistance provided according to the shareholding proportion. The details are as follows:

1. **Date of transaction** 20 December 2021
2. **Parties involved**
 - 2.1 Lender The Company
 - 2.2 Borrower TMCB
3. **Relationship**
 - 3.1 Lenders
 - The Company A major shareholder of TMCB by holding 50.00 percent of total paid-up shares and a major shareholder of MBK
 - MBK A major shareholder of TMCB by holding 50.00 percent of total paid-up shares and a major shareholder of the Company
 - 3.2 Borrower
 - TMCB A joint venture company in which the Company and MBK each hold 50.00 percent of total paid-up shares
4. **Details of loan limit**
 - 4.1 Loan limit 10 million baht
 - Current interest rate TMBThanachart Bank public Company Limited's MLR -1 percent p.a. (Current MLR is 6.125 percent)

บริษัท ทุนธนชาติ จำกัด (มหาชน)

Thanachart Capital Public Company Limited

444 อาคารเอ็มบีเค ทาวเวอร์ ชั้น 16-17 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330
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4.2 Lending period

1 year (from 20 December 2021 to 19 December 2022)

4.3 Schedule of principal repayment and interest payment

Principal repayment is at the end of validity period and interest is paid at the end of each month

4.4 Purpose of providing financial assistance

To support business and liquidity of TMCB by providing financial assistance in proportion to the shareholding that the Company and MBK hold in TMCB

4.5 Collateral

None

4.6 Other borrowing terms

None

4.7 Conditions that may affect the rights of shareholders

None

5. Source of funds utilization

The Company's excess liquidity and/or borrowings from financial institutions as the Company has higher ability to borrow from financial institutions than the joint venture company

6. Characteristics and scope of interests of connected persons in entering into the transaction

It is a transaction between the Company and TMCB, with MBK being a major shareholder of both the Company and TMCB.

7. Calculation of the size of the connected transaction (Calculated based on the financial statements ending 30 September 2021)

7.1 Total transaction size equals 10,512,500 baht (Calculated from principal of 10 million baht plus interest of 1 year)

7.2 Transaction size

The transaction size is less than 0.03 percent of the net tangible assets ("NTA") (0.03 percent of the NTA as of the end of September 2021 equals 18.657 million baht)

8. Directors having the interests abstained from voting in the Company's Board of Directors' meeting

8.1 Mr. Banterng Tantivit

8.2 Mr. Suphadej Poonpipat

9. Opinions of the Company's Board of Directors and the Audit Committee on this transaction

The Company's Board of Directors and Audit Committee have considered and is of the opinion that the transaction is to support the operation of the joint venture company according to the policy of two major shareholders and is a lending in proportion to their shareholding with appropriate conditions

Please be informed accordingly.

Respectfully yours,

Thanachart Capital Public Company Limited

-Somjate Moosirilert-

(Mr. Somjate Moosirilert)

Chief Executive Officer

Corporate Secretary Office

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