

(Translation)

No. PorTorBor. 538/2557

9 May 2014

Re: Disclosure of information of related-party transaction

To: President

Stock Exchange of Thailand

Reference is made to the Board of Directors Meeting of Bank of Ayudhya Public Company Limited ("the Bank") held on 18 December 2013 which passed a resolution to employ foreign employees in the form of secondee from Bank of Tokyo-Mitsubishi UFJ, Ltd.

The aforesaid employment transaction is considered a related party transaction as per the Notification of the Capital Market Supervisory Board No. TorJor.21/2551 Re: Criteria for undertaking of related-party transactions with the size of the transaction of more than 0.03% or less than 3% of net asset value. The size of the related party transaction of the Bank is 0.168% of the asset value as at 31 December 2013.

In this regard, the Bank would like to disclose information of such related party transaction as follows:

1. **Date/month/year of transaction:** The date on which the Bank's Board of Directors Meeting approves the employment of foreign employees in the form of secondee, pending the conclusion on the amount of expenses charged by Bank of Tokyo-Mitsubishi UFJ, Ltd. and approval from the Bank's authorized persons for the payment

2. **Counterparty and relationship:**

- Service provider : Bank of Tokyo-Mitsubishi UFJ, Ltd.
- Service recipient : Bank of Ayudhya Public Company Limited
- Relationship : Bank of Tokyo-Mitsubishi UFJ, Ltd. holds 72.01% of total shares in Bank of Ayudhya Public Limited as at 18 December 2013

3. **General characteristic of transaction:** Employment of foreign employees in the form of secondee from Bank of Tokyo-Mitsubishi UFJ, Ltd. for appointment as the Bank's executives consisting of senior executives and executives. In this regard, the performance of duties of such foreign employees at the Bank has already been endorsed by the Bank of Thailand.

4. **Criteria for determination of price and payment condition:** As agreed by the service provider and the service recipient based on the compensation rate applicable to Japanese employees working abroad as actually incurred. The payment will be made on a quarterly basis.

5. **Calculation of transaction size:** Employment of foreign employees in the form of secondee from Bank of Tokyo-Mitsubishi UFJ, Ltd. The payment is made from actual expenses incurred totaling not more than Baht 180 million per year, accounting for 0.168% of the asset value as at 31 December 2013.

6. **Opinion of the Board of Directors:** Bank of Ayudhya Public Company Limited's Board of Directors Meeting No. 12/2013 held on 18 December 2013 resolved to approve the employment of foreign employees in the form of secondee from Bank of Tokyo-Mitsubishi UFJ, Ltd. effective from 1 January 2014 onwards.

7. **Related interest:** As at the date on which the Board of Directors held a meeting and passed a resolution on this matter, there was no director having related interest and/or being a related party.

8. **Opinion of the Audit Committee and/or directors which differs from that of the Board of Directors:**
No director has different opinion.

Sincerely yours,

- Signature -

(Ms. Duangdao Wongpanitkrit)

Chief Financial Officer