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- Translation -

No. CORS (Thor) 43 /2562

February 27, 2019

Re: Resolutions of the Board of Directors Meeting of Bank of Ayudhya PCL No. 2/2562 (2019)

To: Shareholders

The Board of Directors Meeting of Bank of Ayudhya PCL No. 2/2562 (2019) held on Wednesday, February 27, 2019 has passed the resolutions to approve the arrangement of Annual General Meeting of Shareholders (AGM), meeting agendas and dividend payment of which the details appear in the notification letter to the Stock Exchange of Thailand as enclosed herewith.

The shareholders are able to download the Notification of the AGM No. 107 and the meeting documents on the Bank's website: www.krungsri.com from Tuesday, March 19, 2019 onwards.

Kindly be informed accordingly.

Yours sincerely,

Bank of Ayudhya Public Company Limited

- Signature -

(Mrs. Thidarat Sethavaravichit)

Corporate Secretary

No. CORS (Thor) 52 /2562

March 15 , 2019

Re: Resolutions of the Board of Directors Meeting of Bank of Ayudhya PCL No. 2/2019

To: The President
The Stock Exchange of Thailand

The Board of Directors Meeting of Bank of Ayudhya PCL No. 2/2019 held on Wednesday, February 27, 2019 has passed the following resolutions:

1. Approved to hold the Annual General Meeting of Shareholders (AGM) No. 107 on Thursday, April 25, 2019 at 14.00 hrs. at the Multipurpose Conference Room, 9th Floor, Head Office Building of Bank of Ayudhya PCL, 1222 Rama III Road, Bang Phongphang, Yan Nawa, Bangkok, to consider the following agendas:

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 106 held on April 26, 2018

Agenda 2 The Board of Directors' Report on 2018 Operations

Agenda 3 The Bank's Statements of Financial Position (Balance Sheets) and Statements of Profit or Loss and Other Comprehensive Income (Profit and Loss Statements) for the Year ended December 31, 2018

This is a proposal to the AGM to consider and approve the Bank's Statements of Financial Position (Balance Sheets) and Statements of Profit or Loss and Other Comprehensive Income (Profit and Loss Statements) for the year ended December 31, 2018.

Unit : THB Thousand

Description	Consolidated	Bank Only
Total assets	2,173,622,384	2,049,901,557
Total liabilities	1,929,904,097	1,853,972,570
Total shareholders' equity	243,718,287	195,928,987
Net profit (Bank portion only)	24,812,637	17,665,526
Total Comprehensive income (Bank portion only)	23,782,175	16,655,678
Earnings per share (THB)	3.37	2.40

Agenda 4 Profit Allocation from the Performance of the Year ended December 31, 2018 and Dividend Payment

This is a proposal to the AGM to consider and approve the Bank's profit allocation from the performance of the year ended December 31, 2018, including the allocation of annual net profit as legal reserve and the dividend payment for the six-month period ended December 31, 2018, which is in compliance with the Bank of Thailand's regulation and the Bank's dividend payment policy.

Unit : THB

Description	Amount
Interim dividend for the six-month period ended June 30, 2018 for 7,355,761,773 ordinary shares at the rate of THB 0.40 each	2,942,304,709.20
Legal reserve (not less than 5% of the annual net profit)	884,000,000.00
Dividend for the six-month period ended December 31, 2018 for 7,355,761,773 ordinary shares at the rate of THB 0.45 each	3,310,092,797.85

This dividend payment will be made from the retained earnings subject to 30% tax, for which individual shareholders are eligible to claim tax by multiplying dividend amount with 3/7 pursuant to Section 47 bis of the Revenue Code.

Comparison of previous dividend payments in the last 5 years is as follows:

Unit : THB : Share

Year	Interim dividend for the six-month period ended June 30	Dividend for the six-month period ended December 31	Total
2018 (proposed)	0.40 paid on September 20, 2018	0.45 to be paid on May 23, 2019	0.85
2017	0.40	0.45	0.85
2016	0.40	0.45	0.85
2015	0.40	0.40	0.80
2014	0.40	0.40	0.80

The determination of the list of shareholders entitled to receive dividend payment (Record Date) shall be Thursday, May 9, 2019. The dividend payment is scheduled to be made on Thursday, May 23, 2019.

Agenda 5 Election of Directors to replace Those retiring by Rotation

This is a proposal to the AGM to re-elect Miss Potjanee Thanavarani (Independent Director), Mr. Noriaki Goto (Executive Director), Miss Junko Kawano (Non-Executive Director) and Miss Nopporn Tirawattanagool (Non-Executive Director) who will retire by rotation to serve as the Bank Directors for another term. Based on the Board of Directors' consideration process, all of them are qualified for the Bank's business operations and have been endorsed by the Bank of Thailand.

Agenda 6 The Directors' Remuneration

This is a proposal to the AGM to consider and approve to maintain the structure and rate of the Directors' remuneration, which consists of retainer fee, attendance fee (lump sum) and other annual compensation and to maintain those for the members of committees reporting to the Board of Directors for the year 2019 since the current rate is still comparable to market practice. Other benefits (i.e. medical fee and annual health check, company car) are in accordance with the Bank's regulations.

Agenda 7 Appointment of the Auditors and Determination of the Audit Fees

This is a proposal to the AGM to approve and acknowledge the appointment of the auditors of the Bank including its foreign branches/representative office as well as 18 affiliated companies in Thailand and 2 subsidiaries outside Thailand for the fiscal year 2019, and determination of reasonable audit fee, which has been endorsed by the Audit Committee and in consistent with Consolidated Supervision Principles as follows:

Nominated Auditors	Audit for	Request	Amount (exclusive of VAT and other expenses)	Proposed fee in 2018
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. by 1) Mr. Chavala Tienpasertkij and/or 2) Dr. Suphamit Techamontrikul and/or 3) Mrs. Nisakorn Songmanee	Bank	consider and approve	THB 15,532,000 (increased by THB 3,950,000 or 34.1%)	THB 12,300,000 (actual was THB 11,582,000)
Deloitte (Lao) Sole Co., Ltd.	1) Vientiane Branch, 2) Sawannakhet Branch, Lao PDR	consider and approve	USD 38,495	USD 38,495
Myanmar Vigour Co., Ltd.	Representative Office in Yangon, the Republic of the Union of Myanmar	consider and approve	USD 2,500 for the fiscal period as from October 1, 2019 - September 30, 2020	USD 3,750 for the fiscal period as from April 1, 2018 - September 30, 2018 and the fiscal period as from October 1, 2018 - September 30, 2019
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. by 1) Mr. Chavala Tienpasertkij and/or 2) Dr. Suphamit Techamontrikul and/or 3) Mrs. Nisakorn Songmanee	18 affiliated companies in Thailand	acknowledge	THB 18,739,500 (increased by THB 2,920,000 or 18.5%)	THB 15,819,500
Deloitte (Lao) Sole Co., Ltd.	Krungsri Leasing Services Co., Ltd., Lao PDR	acknowledge	USD 40,700 (increased by USD 9,200 or 29.2%)	USD 31,500
Deloitte Cambodia Co., Ltd.	Hattha Kaksekar Limited, Cambodia	acknowledge	USD 90,000 (increased by USD 67,000 or 291.3%)	USD 31,350 (actual was USD 23,000)

Agenda 8 Change of the Face Value per Unit of the Bank's Debentures

This is a proposal to the AGM to consider and approve the change of the face value per unit of the Bank's debentures from THB 1,000 to be not specifying the face value per unit to be in line with the market practice and to accommodate issuance of debentures in foreign currencies. Others remain unchanged.

Agenda 9 Amendment to the Bank's Articles of Association

This is a proposal to the AGM to consider and approve the amendment to Article 25., Article 30., Article 52., Article 53. bis and Article 54. of the Bank's Articles of Association to be in alignment with the amended laws governing board of directors' meetings and convening an extraordinary general meeting of shareholders.

Agenda 10 Payment of Interim Dividend for the Six-month Period ended June 30, 2018

Agenda 11 Revocation of the AGM No. 104's Resolution on the Entire Business Transfer of Krungsri Factoring Co., Ltd. (KSF) to the Bank

This is a proposal to AGM to acknowledge the revocation of the AGM No. 104's resolution on the purchase and business transfer of KSF to the Bank by means of Entire Business Transfer (EBT) due to the fact that the Bank has changed its business strategies and expanded KSF's business scope to provide IT services, subject to approval from the Bank of Thailand and related agencies.

Agenda 12 Other Business (if any)

2. Approved to determine the list of shareholders who are entitled to attend the AGM No. 107 (Record Date) on Thursday, March 14, 2019.

During September 1, 2018 to November 30, 2018, the Bank had granted rights to the shareholders to propose any meeting agenda or nominate persons to be elected as the Bank's Directors in advance under the rules as disseminated on the Bank's website, but no shareholder proposed any agenda or made such nomination.

The shareholders are able to download the Notification of the AGM No. 107 and the meeting documents from the Bank's website: www.krungsri.com from Tuesday, March 19, 2019 onwards.

Please be informed accordingly.

Yours sincerely,

- Signature -

(Mr. Noriaki Goto)

President and Chief Executive Officer