

(Translation)

No.ST. 48/2562

2 October 2019

Re: Notification of the issuance and allocation the transferrable subscription rights of TMB Bank Public Company Limited, tranche 1 (TMB – T1) to the existing shareholders

To: President
The Stock Exchange of Thailand

At the extraordinary general meeting of shareholders of TMB Bank Public Company Limited (TMB) no. 1/2019, held on 23 September 2019 (the EGM 1/2019), a shareholders' resolution was adopted to approve and, in this connection, the Chief Executive Officer, as authorised by the resolution of the EGM 1/2019, resolve to issue 30,357,141,795 transferable subscription rights (TSRs) to be allotted for free on a pro rata basis to TMB's existing shareholders. The allocation ratio is at 1.444533 existing shares to 1 TSR (a fractional number of TSRs will be rounded down) with an exercise price at THB 1.40 per share.

We would like to inform you that, on 2 October 2019, the TSRs under the name "the transferrable subscription rights of TMB Bank Public Company Limited, tranche 1 (TMB – T1)" (with an abbreviation, "TMB – T1") have already been issued and allocated to the shareholders.

In this regard, we would like to notify further on the details of the allocations of the TSRs, the new shares issued in reserved for the exercise of TSRs and the remaining new shares left unsubscribed after the exercise of TSRs (the **Remaining Unsubscribed Shares**) to the existing shareholders as follows:

1. TMB will send the letter of notifying the subscription procedure with the relevant attachments to the eligible shareholders. The attachments will provide details on the exercise of the TSRs and related timetable, for instance, trading period of the TSRs in the Stock Exchange of Thailand (the SET), subscription period, subscription agents, locations to exercise the TSRs and methods and procedures for exercise of the TSRs.
2. TMB will notify details of the trading period on the TSRs in the SET, the book closing date, subscription period and other related information through the SET Community Portal after the SET officially announces the news of TSRs listing status.

3. According to the resolutions of the Extraordinary General Meeting of Shareholders no. 1/2019, TMB will allocate the newly issued shares in an amount of 30,357,141,795 shares in the following sequences:
- 3.1 Allocate to the TSRs holders who exercise their rights to subscribe for the newly issued ordinary shares, at the rate of 1 TSR per 1 newly issued ordinary share at the exercise price of Baht 1.40 per share.
- 3.2 Thereafter, in case there are unsubscribed new shares left after the exercise of TSRs, TMB will allocate those shares to the existing shareholders according to the following conditions:
- (a) The existing shareholder who is eligible to subscribe for the Remaining Unsubscribed Shares must be the shareholders of TMB whose names are in the share register book on the record date for identifying the existing shareholders eligible for the allocation of TSRs, i.e. 27 September 2019 (the **TSRs Record Date**) (the **Eligible Existing Shareholders**) (each Eligible Existing Shareholder is able to oversubscribe for the new ordinary shares beyond the number of TSRs allocated to him/her).
- (b) The offering price of the Remaining Unsubscribed Shares will be at the same price as the TSRs exercise price, i.e. Baht1.40 per share.
- (c) If the number of remaining unsubscribed shares is greater than the aggregate number of oversubscribed shares requested by the Eligible Existing Shareholders, all those Remaining Unsubscribed Shares will be reallocated to all Eligible Existing Shareholders who have made an oversubscription and fully paid the subscription payment within the time specified. On the other hand, if the number of Remaining Unsubscribed Shares is lower than the aggregate number of oversubscribed shares requested by the Eligible Existing Shareholders, all those Remaining Unsubscribed Shares will be reallocated on a pro rata basis (using the shareholding records as at the TSRs Record Date) to all Eligible Existing Shareholders who have made an oversubscription and fully paid the subscription payment within the time specified, until those shares Remaining Unsubscribed Shares become zero.

Please be informed accordingly.

Sincerely Yours

- *Signed* -

(Mr. Naris Aruksakunwong)

Company Secretary

Strategy; Tel. 02 292 4477

ธนาคารทหารไทย จำกัด (มหาชน)

TMB BANK PUBLIC COMPANY LIMITED

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tmbbank.com

(Translation)

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Form of Report to the SET of the Results of the Sale of the transferrable subscription rights of TMB Bank Public Company Limited, tranche 1 (TMB – T1) to existing shareholders of TMB Bank Public Company Limited

2 October 2019

1. Information relating to the securities offering

- Nature of securities : Transferrable subscription rights (TSRs) of TMB Bank Public Company Limited (TMB). TSRs are negotiable and tradable on the Stock Exchange of Thailand (SET), each shareholder has two options: either to subscribe to new ordinary shares issued in reserved for these TSRs or to sell the TSRs for some value on the SET if the shareholder does not wish or is not ready to exercise the subscription rights
- Total issuing number : 30,357,141,795 units
- Total number of new ordinary shares issued in reserve for the exercise of TSRs : Not exceeding 31,481,481,482 shares with a par value of THB 0.95 each
- Rights of TSRs : Each TSR is exchangeable for one new ordinary share at the exercise price of THB1.40 per share without any rights adjustment.
- Allocation procedure : All TSRs will be allocated for free on a pro rata basis to the existing shareholders whose names are in the share register book as at the TSRs record date, i.e. 27 September 2019 at the ratio of 1.444533 existing shares to one TSR (any fractional number of TSRs will be rounded down). Each TSR is exchangeable for one new ordinary share.

However, TMB reserves the right to, at its sole discretion, refuse to allocate the TSRs to any shareholder if such allocation will or

may: (a) violate any applicable laws, rules or regulations of Thailand or any foreign country and/or TMB's articles of association, (b) put an onerous obligation on TMB to fulfill, in addition to its obligation to comply with all applicable laws and regulations relating to the issuance and offering of securities under the laws of Thailand, or (c) conflict with any rules, procedures or conditions relating to the allocation of TSRs. However, TMB may exclusively allocate TSRs to a particular shareholder subject to an exception granted under any foreign law, which remains effective and is permissible at that time. For instance, TMB may allot TSRs to a qualified institutional investor and a professional investor in certain countries subject to applicable laws and exceptions of that country.

All these TSRs are in the scripless form. Each shareholder can select to take any of the following procedures:

1. For those shareholders having a securities trading account opened with a securities company, Thai Securities Depository Company Limited (the TSD) will issue the allocated TSRs in the name of "Thailand Securities Depository Co., Ltd. for Depositors" and keep a record of the number of TSRs deposited by the securities company. At the same time, the relevant securities company will record the deposited number of TSRs owned by each holder and issue a certificate of deposit to that TSRs holder as evidence.
2. Alternatively, if a shareholder does not have a securities trading account, he/she must deposit the allocated TSRs in the Issuer's account for the shareholder, member no. 600. TSD will keep a record of the number of TSRs deposited by each holder in the Issuer's account and issue a certificate of deposit to that TSRs Holder.

Offering Price : THB 0.00 per unit (allocated free of charge)

ธนาคารทหารไทย จำกัด (มหาชน)
TMB BANK PUBLIC COMPANY LIMITED

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Issuing Date : 2 October 2019

Maturity : 55 days – the TSRs will be revoked from being securities on 26 November 2019

2. Results of the sale of shares

[] Totally sold out

[/] Partly sold out from discard of fraction and ownership of incorrect share type, with 1,154,650 TSRs remaining accounting to 0.004% of total issued and offered TSRs. TMB will deal with the remaining TSRs by terminating the remaining 1,154,650 units of TSRs from discard of fraction and ownership of incorrect share type.

3. Details of the sale

	Thai Investors		Foreign Investors		Total
	Juristic Person	Natural Person	Juristic Person	Natural Person	
Number of shareholders	329	91,083	187	255	91,854
Number of TSRs	13,146,160,811	7,026,844,022	10,169,082,831	13,899,481	30,355,987,145
Percentage of total TSRs offered for sale	43.31	23.15	33.50	0.05	100.00

4. Amount of money received from the sale of shares

TSRs are issued and allocated to the existing shareholders for free.