

**Notification of Allocation of Warrants to Purchase Ordinary Shares of
Takuni Group Public Company Limited No. 2 (TAKUNI-W2)**

1. Details of the securities offered for sale

Takuni Group Public Company Limited (the “**Company**”), head office located at No. 46/7, Rungrojthanakul Building A, Floor 12, Ratchadaphisek Road, HuaiKhwang, HuaiKhwang Bangkok 10310, intends to issue and offer the Warrants to Purchase Ordinary Shares of the Company No. 2 (“**Warrant No. 2**” or “**TAKUNI-W2**”) in an amount not exceeding 350,000,000 units, to be allocated to the Company's existing shareholders who have subscribed and received the allocation of Convertible Bonds of Takuni Group Public Company Limited No. 1/2025 Due 2028 With the Issuer's Rights of Early Redemption and Convertible Bondholders’ Conditional Rights of Early Redemption (“**Convertible Bonds**”) issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), whereby the Company will allocate in the ratio of 1 Convertible Bond unit to 3,500 units of Warrant No. 2 (TAKUNI-W2), without any cost (zero baht). The Company has allocated ordinary shares to support the exercise of rights under the Warrants in the amount of not more than 350,000,000 shares, with a par value of 0.50 baht per share, with an exercise ratio of 1 unit of Warrant to 1 new ordinary share of the Company. The important details of the Warrants are as follows:

Key features of the Warrant No. 2

Name of the warrants	: Warrants to purchase ordinary shares of Takuni Group Public Company Limited No. 2 (“ Warrant No. 2 ” or “ TAKUNI-W2 ”)
Types of warrants	: Type of registered holder and transferable
Issuer and offeror of the warrants	: Takuni Group Public Company Limited
Number of warrants issued and offered	: Not exceeding 350,000,000 units (Three hundred fifty million units)
Number of ordinary shares allocated to support the exercise of rights under the Warrant No. 2	: Not exceeding 350,000,000 shares, representing 43.75% of the total number of outstanding shares of the Company, or representing 50.00% of the total number of outstanding shares of the Company as of the date of the Board of Directors' Meeting No. 6/2025, held on May 13, 2025, when combined with the number of shares to support the Convertible Bonds No. 1/2025, totaling 50,000,000 shares, issued and allocated in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025 on this occasion.

Offering method : Offered and allocated to the Company's existing shareholders who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) without any cost (zero baht) at a ratio of 1 Convertible Bond unit to 3,500 units of the Warrants No. 2.

However, the person who will exercise the right to purchase the Company's ordinary shares under the Warrants No. 2 does not need to be a shareholder of the Company.

Offer price per unit : 0 baht per unit (zero baht)

Date of issue and offering of the warrants : July 30, 2025

Term of the warrants : 3 years from the date of issuance of the warrants

Exercise Ratio : 1 warrants unit for 1 ordinary share of the Company (subject to change according to the rights adjustment conditions)

Exercise price : 0.30 baht, except in the case of adjustment of the exercise price according to the rights adjustment conditions.

The exercise price of the Warrants No. 2 (TAKUNI-W2), set at 0.30 baht, is lower than the par value of the Company's ordinary shares, which is 0.50 baht. This arrangement is permissible under applicable laws, given that the Company has recorded accumulated losses as presented in the statement of financial position as of 31 December 2024. Accordingly, the Company is entitled to determine the exercise price of the TAKUNI-W2 Warrants at a value below the par value of its shares, provided that such exercise price shall not be lower than 0.01 baht, subject to the approval of the shareholders' meeting and provided that a fixed discount rate is clearly stipulated, in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended).

In the event that the exercise price is adjusted, the adjusted exercise price of the Warrants No. 2 may also be lower than the par value of the Company's ordinary shares. However, in any circumstance, the adjusted price shall not be less than 0.01 baht.

- Period of exercise of rights** : The holders of the Warrants No. 2 may exercise their rights for the first time after 6 months from the date of issuance and offering of the Warrants No. 2, and may subsequently exercise their rights under the warrant every 3 months from such First Exercise Date.
- First Exercise Date** : The rights under the warrants can be exercised after 6 months from the date of issuance and offering of the Warrants No. 2.
- Last Exercise Date** : The date on which the Warrants No. 2 has reached its maturity date of 3 years from the date of issuance and offering of the Warrants No. 2. However, in the event that the exercise date falls on a Company holiday, the exercise date shall be postponed to the last business day prior to the exercise date.
- Period for notification of intention to exercise rights** : Holders of Warrants No. 2 who wish to exercise their rights to purchase ordinary shares of the Company must notify their intention to exercise their rights to purchase ordinary shares of the Company between 9:00 a.m. and 4:00 p.m. within 5 business days prior to each exercise date (the “**Notification Period**”). For the last exercise period, the last notification period is within 15 business days prior to the exercise date (the “**Last Notification Period**”).
- The inability to cancel the notification of intention to exercise the rights** : When the warrants holder has notified intention to exercise the right to purchase ordinary shares of the Company under the Warrants No. 2, the warrants holder cannot cancel the notification of intention to exercise such right unless receiving written consent from the Company.
- Offering period** : The offering shall be completed within 1 year from the date on which the shareholders' meeting resolved to approve the issuance and offering of the Warrants No. 2, in which the Board of Directors and/or the Executive Committee and/or the Managing Director or a person assigned by the Board of Directors or the Executive Committee or the Managing Director shall consider and determine the conditions and details accordingly.
- Registrar of warrants** : Thailand Securities Depository Co., Ltd.
- Secondary market for warrants** : The Company will list the Warrants No. 2 as listed securities on the Stock Exchange of Thailand (the “**SET**”).

- Secondary market for ordinary shares arising from the exercise of rights** : The Company will list the ordinary shares resulting from the exercise of the Warrants No. 2 as listed securities on the Stock Exchange.
- Other rights and benefits** : The ordinary shares issued pursuant to the exercise of the Warrants No. 2 shall have the same rights and share status as the Company's ordinary shares previously issued in all respects.
- Conditions for adjusting the rights of warrants** : In order to maintain the benefits of the Warrants No. 2 Holders not to be inferior to the original, the Company will adjust the exercise price and exercise ratio when any of the events specified in Section 11(4)(c) occurs in accordance with the Capital Market Supervisory Board Announcement No. TorJor. 34/2551 on the request for permission and permission to offer for sale of newly issued warrants and newly issued shares to support the Warrants, dated December 15, 2008 (and amendments), which includes the following events:
1. When there is a change in the par value of the Company's shares as a result of a share consolidation or share split
 2. When the Company offers newly issued shares at a low price
 3. When the Company offers Convertible Bonds at a low price or offers warrants at a low price
 4. When the Company pays all or part of dividends in the form of newly issued shares to shareholders
 5. When the Company pays dividends in cash that exceed the rate specified in the Terms and Conditions
 6. When there is any other case of the same nature as 1. to 5. that causes any benefits that the warrants holder will receive when exercising the rights under the warrants to be lower than before

The definition, calculation formula for adjusting the rights, and other additional details will be as specified in the Terms and Conditions.

The Company will assign the Board of Directors and/or the Executive Committee and/or the Managing Director or a person assigned by the Board of Directors or the Executive Committee or the Managing Director to consider and determine the conditions and other details related to adjusting or changing the exercise rate and exercise price.

Reasons for issuing new shares to accommodate changes in the exercise of rights : When the Company adjusts the exercise price and the exercise rate in accordance with the conditions of the rights adjustment as specified in the Terms and Conditions of the Warrants No. 2, which is an event as specified in Section 11(4)(c) of the Capital Market Supervisory Board Announcement No. TorChor.34/2008 on requesting and granting permission to offer for sale newly issued warrants to purchase shares and newly issued shares to support warrants, dated 15 December 2008 (including any amendments).

2. Details of the securities offered for sale

2.1 Method of offering securities

The offering of the Company's Warrants No. 2 (TAKUNI-W2) this time is not through an underwriter and securities underwriter because it is an allocation to the Company's existing shareholders who have subscribed and been allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering). The Company will allocate at a ratio of 1 Convertible Bond unit to 3,500 units of the Warrants No. 2 (TAKUNI-W2) without any cost (zero baht). Shareholders who are entitled to receive the allocation of the warrants must be shareholders whose names appear in the shareholder register as of May 28, 2025 (Record Date) and have been allocated the Convertible Bonds. The Company has allocated ordinary shares to support the exercise of the warrants of not more than 350,000,000 shares, with a par value of 0.50 baht per share, with an exercise ratio of 1 unit of warrant to 1 ordinary share.

2.2 Date and method of subscription and payment of securities purchase reservation fees

Since the allocation of the Warrants No. 2 (TAKUNI-W2) this time is an allocation without any cost, therefore, there is no specified date and method for subscription and payment of the Warrants No. 2 (TAKUNI-W2). Other details are in accordance with the Terms and Conditions of the Warrants No. 2 (TAKUNI-W2).