

TRITON

-Summary of Information-

Characteristics, conditions, and essence of warrants to purchase ordinary shares of
Triton Holding Public Company Limited No. 6 (TRITN-W6)

<u>Number of warrants</u>	Totaling 393,876,000 units
<u>Number of shares to be exercised</u>	Totaling 393,876,000 shares
<u>Allocation of warrants</u>	It is allocated to the existing shareholders of the Company who subscribe for the convertible debentures of the Company No. 1/2023 in proportion to the number of shares held by each shareholder (Right Offering: RO) whose name appears in the share register book as of February 23, 2023 (Record Date) and allocate warrants to such ordinary shareholders in the ratio of 1 convertible bond per 6,000 warrants with free of charge

Major warrant holders as of April 7, 2023

No.	Name	Number of Warrants	Percentage of warrants
1	Thai NVDR Company Limited	112,002,000	28.436
2	Mr. Sirote Sawatpanich	30,000,000	7.617
3	Miss Wanna Charoenwatana	30,000,000	7.617
4	Mr. Thanapat Losiriphaiboon	24,000,000	6.093
5	Mr. Somnuk Pojkasemsin	19,410,000	4.928
6	Mr. Sibporn Ketpradit	15,000,000	3.808
7	Mr. Ekaluck Tangsukkasemsan	12,000,000	3.047
8	Ms. Sureeporn Phuengputthakhun	12,000,000	3.047
9	Mr. Sasin Weerakul	6,000,000	1.523
10	Mr. Pongpop Sakulthanasombat	6,000,000	1.523
11	Mr. Sasuchon Wongwut	6,000,000	1.523
12	Mr. Thaveepol Tangjairakkarndee	6,000,000	1.523
13	Mrs. Thanika Sawaspanich	6,000,000	1.523
14	Others	109,464,000	27.792
	Total	393,876,000	100.00

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Exercise of rights under warrants

1. Exercise date

The Warrant Holders No. 6 (TRITN-W6) can exercise their rights only 1 time after the issuance and offering date of the Warrants No.6 (TRITN-W6) which is October 6, 2024. The warrants will expire from being listed securities on the next day after the last exercise date. In the event that the exercise date falls on a holiday, the warrants will be postponed the exercise date to a business day prior to the exercise date.

In this regard, the warrants issued by the Company does not require the Company to request the warrant holders to exercise their rights before the period specified under the warrants.

2. Exercise of rights to purchase ordinary shares

To exercise the right to purchase the Company's ordinary shares, Warrant holders may exercise their rights to purchase ordinary shares under the warrants they hold in whole or in some part. For the remaining warrants that are not exercised within the last exercise date The company will assume that the warrant holder does not wish to exercise the right under such warrant. and it shall be deemed that such warrants are terminated without the exercise of rights.

3. Period for notifying the intention to exercise the right

Warrant holders who wish to exercise their rights to purchase the Company's ordinary shares have to notify the intention to exercise the rights to purchase the Company's ordinary shares between 9:00 a.m. and 3:00 p.m. within the period of 15 days prior to the last exercise date. (Hereinafter referred to as “**The Notification Period**”)

However, the Company will not close the register book to suspend the transfer of warrants except in the case of the last exercise of rights The Company will close the warrant registration book for 21 days prior to the last exercise date. And the SET will post the SP (Trading Prohibited) sign 2 business days in advance before the book closing date. (In the event that the date of closing of the register book suspends the transfer of warrant rights on the first day is a holiday, the first day of registration book closing shall be postponed to the previous business day

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Adjustment of Exercise Price and Exercise Ratio

The Company will adjust the exercise price, and the exercise ratio for the purchase of ordinary shares throughout the life of the warrants when one of the following events occurs. The objective is to preserve the benefits of the warrant holders not to be less than before.

- (1) When the Company adjusts the Par Value of the ordinary shares, as a result of a combine or split in value of the previously issued shares. Such adjustment will be in effect immediately when the Par Value is effective, as published through the SET's electronic media dissemination system.
- (2) When the Company offers new allotment of ordinary shares to the existing shareholders and/or public and/ or specific individuals (private placement), and the net price per share of the newly issued ordinary share is lower than 90 percent of "the market price per share of the Company's ordinary shares".

The adjustment in the exercise price and the exercise ratio will take effect immediately, starting from the first day that the purchasers of the ordinary shares do not have the rights to subscribe for newly issued ordinary shares (The first day that there is the SET posts sign XR). In the case that, it is an offer to the existing shareholders (Right Issues) and/or to the general public on the first day of the offering and/ or to specific individuals (Private Placement) as the case may be.

- (3) In case the Company issues new securities to its existing shareholders (a rights offering) and/or public investors (a public offering) and/or specific investors (a private placement) and such securities confer the right of conversion into ordinary shares or the right to purchase the ordinary shares (such as convertible debentures or warrants representing rights to purchase the ordinary shares) at the net price per new ordinary shares below 90 percent of "the market price per share of the Company's ordinary shares".

The adjustment of the exercise price and exercise ratio shall be effective on the first date which the purchasers of ordinary shares shall not be granted the rights to subscribe for the new securities with the right to convert/exchange into ordinary shares or the right to purchase

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the ordinary shares; in the case of a rights offering and/or the first day of the offering of the new securities with the right to convert/exchange into the ordinary shares or the right to purchase the ordinary shares in case of a public offering and/or a private placement (as the case may be).

- (4) In case the Company declares dividend payment, whether in whole or in part, in the form of the Company's ordinary shares, the adjustment of the exercise price and the exercise ratio shall become effective immediately from the first day on which the purchasers of the Company's ordinary shares shall not be entitled to receive such stock dividends (the first day on which the SET posts XD sign).
- (5) When the Company makes dividend payment in cash with the amount exceeding 90 percent of the Company's net profit after tax from the separated financial statement in any accounting period, whether it is dividend payment from operating results or retained earnings for the company's financial statements throughout the period of the warrants, the adjustment of the exercise price and the exercise ratio shall become effective immediately from the first day on which the purchasers of the Company's ordinary shares shall not be entitled to receive such dividend distribution (the first day on which the SET posts XD sign).

The percentage of the dividend payout to the shareholders is calculated from the actual dividend paid within each financial year divided by the net profit after tax or retained earnings as shown in the separated financial statements of that financial year. In this regard, the actual dividend shall include all interim dividend payment made during that accounting period.

- (6) In case that, there are circumstances that having effect on the Warrant holders or the holders of the Warrants Certificates to loss their rights or benefits that they should obtain, and those circumstances are not described in (1) to (5), the Company may consider or the Company may appoint the financial advisor for joint consideration to adjust the exercise price

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and/or the exercise ratio in a fair manner without depriving the rights of the Warrant Holders.

In this regard, in the event that such change in exercise price causes the new exercise price to be lower than the par value of the Company's ordinary shares, the par value of the Company's ordinary shares shall be use as the new exercise price.

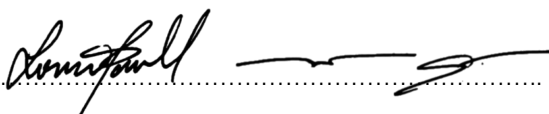
- (7) The calculation of the adjustment of the exercise price and/or the exercise ratio pursuant to clauses (1) – (6) shall be independent from one another. In the event that any two events or more occur at the same time, the calculation must be made in the following order: (1) ⇨ (5) ⇨ (4) ⇨ (2) ⇨ (3) ⇨ (6). In each order of calculation of the change, the exercise price must be maintained in 6 decimal places (six digits), and the 6th decimal (sixth) shall be rounded up if the 7th (seventh) decimal is greater than or equal to 5 (five), otherwise round down. The exercise ratio shall also be maintained in 6 (six) decimal places, rounding up the 6th (sixth) decimal place if the 7th (seventh) decimal place is greater than or equal to 5 (five), otherwise rounding down.
- (8) The calculation of the adjustment of the exercise price and the exercise ratio pursuant to Clauses (1) to (6) shall not be changed in a way that will cause the exercise price to increase and/or the exercise ratio to decrease, except for the case of combining shares. In the event that ordinary shares arising from the exercise of warrants according to the exercise intention (6 decimal places of the new exercise ratio after the change) are calculated as fractions of shares, fractions of shares shall be cut off. Then, if the exercise price after the change (6 decimal places) is multiplied by the number of ordinary shares which has been expressed the intention to exercise the rights in that round can be calculated as a fraction of a baht, the fraction of the baht shall be cut off.
- In the event that the change in the exercise price causes the new exercise price to be lower than the par value of the

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Company's ordinary shares, the Company will determine the par value of the Company's ordinary shares as the new exercise price.

- (9) In adjusting the exercise price and/or the exercise ratio as mentioned above, the Company shall notify the Office of the SEC within 15 days of the occurrence of such events. The notification made to the Office of the SEC shall contain the outcome of the adjustment, the methods of calculation, and reasons for the adjustment, the new Exercise Price, the new Exercise Ratio and the date of the adjustment. The Company will inform the details of the change in the exercise price and/or the exercise ratio through the Stock Exchange of Thailand electronic information distribution system immediately or at least within 9.00 a.m. on the effective date of the exercise price and exercise ratio.
- (10) The Company shall not extend the term of the Warrants and shall not adjust the Exercise Price and Exercise Ratio, except the adjustment according to the Conditions for the Rights Adjustment of Warrants.
- (11) The Company may adjust the exercise price together with the issuance of new warrants to substitute the exercise ratio adjustment. In case the Company must increase the number of reserved shares, the Company shall present the resolution of the shareholder meeting which approves the increase in the number of reserved shares to SEC prior to the adjustment.

<u>Prohibition period</u>	-None-
<u>Others</u>	-None-
<u>Financial advisor</u>	-None-
<u>By</u>	Triton Holding Public Company Limited

Sign.....

(Miss Louise Taechaubol and Mr. Worapong Woottipruk)

Authorized director

