

SET 2023/022

December 12, 2023

Subject: Notification of Procedure for the Exercise of Warrants to Purchase the Newly Issued Ordinary Shares of TEAM Consulting Engineering and Management Public Company Limited No. 1 (“TEAMG-W1”) (Exercise No. 1)

To: President
The Stock Exchange of Thailand

Refer to: Terms and Conditions Regarding the Rights and Duties of the Warrant Issuer and Warrant Holder to Purchase the Newly Issued Ordinary Shares of TEAM Consulting Engineering and Management Public Company Limited No. 1 (“TEAMG-W1”)

Attachment:

1. Notification of Intention to Exercise the Rights of Warrants to Purchase the Newly Issued Ordinary Shares of TEAM Consulting Engineering and Management Public Company Limited No. 1 (“TEAMG-W1”) (“Notification of Intention to Exercise Rights”)

TEAM Consulting Engineering and Management Public Company Limited (“the Company”) issued and offered warrants to purchase the Newly Issued Ordinary Shares of TEAM Consulting Engineering and Management Public Company Limited No. 1 (“TEAMG-W1”) to the existing shareholders of the Company, according to the shareholding proportion (Rights Offering) without charge. Warrant holders can exercise their rights to purchase the Newly Issued Ordinary Shares of the Company according to TEAMG-W1 warrants on the last business day of June and December after the date of issuance of the warrants (“Exercise date”), which the schedule of the first exercise date shall be on December 28, 2023. The last exercise date is the date the warrant expires for 3 years from the date the warrant is issued, which will fall on June 22, 2026 (if such date falls on a holiday of the Company to be postponed to the last business day before that date)

The Company would like to notify about schedule of first exercise of TEAMG-W1 date December 28, 2023 as follows;

1. **Exercise Ratio and Exercise Price**

TEAMG-W1 1 unit of warrant for 1 ordinary share, the exercise price is THB 15.00 per share.

2. **Notification Period for the Exercise of Warrant**

Date December 21– 27, 2023 (only business day) during 8.30 a.m. - 3.30 p.m.

3. **Contact Place for the Exercise**

TEAM Consulting Engineering and Management Public Company Limited
151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230 Thailand

Contact: Khun Wariya Chaowawanich
Telephone: 0-2509-9000 Ext. 2015-6#105
Website: <https://www.teamgroup.co.th>

The Warrant Holders may request the exercise notice form at the Company's office or download at the Company's website (<https://www.teamgroup.co.th>). The Warrant Holders shall notify the Company within the Notification Period for the Exercise of Warrant as specified in the item 2.

4. Exercise Procedures

4.1 In case that the Warrants are in scripless system, the Warrant Holder intending to exercise its rights shall notify its intention and fill in the application forms for the issuance of Warrants in accordance with the requirement of the SET.

In event the Warrant Holder has its account of buying and selling securities in the account of "Thailand Securities Depository Co., Ltd. for Depositor", the Warrant Holder intending to exercise its rights and filling in the application forms for issuance of Warrants in accordance with the requirement of the SET by submitting the same to securities company acting as its broker, the said broker will notify TSD to withdraw the Warrants from the account "Thailand Securities Depository Co., Ltd. for Depositor". TSD will issue the Warrant Certificate to be used as evidence for the exercise of Warrants to purchase the Company's ordinary shares.

In event the Warrant Holder does not have its account of buying and selling securities and the Warrants are with TSD in the "Issuer Account", the Warrant Holder intending to exercise its rights and filling in the application forms for issuance of Warrants in accordance with the requirement of the SET by submitting the same to TSD to withdraw the Warrants from "Issuer Account", TSD will issue the Warrant Certificate to be used as evidence for the exercise of Warrants to purchase the Company's ordinary shares.

The Warrant Holder (both holding the Warrants in certificate form and scripless form) intending to exercise its rights to purchase the Company's ordinary shares must comply with the procedures in notification for exercise of Warrants by performing and submitting the followings for the exercise of its rights within the Notification Period for Exercise of Warrants.

- a) The notification form of exercise of rights to purchase of the Company's ordinary shares which is filled in correctly, clearly and completely in all respects and duly signed by the Warrant Holder, and submitting the same to the Company and/or the Company's representative receiving the notification form (if any) within the Notification Period for Exercise of Warrants.

- b) The Warrants or Warrant Substitute in the form specified by the SET, which is endorsed by the Warrant Holder in the back of the certificate, in the number of Warrants as specified in the notification form of exercise of rights, together with the power of attorney authorizing third party to receive the new Warrants for the unexercised Warrants (if any), and sending the same to the Company and/or the Company's representative receiving the notification form (if any).
- c) Making payment in the amount as specified in the notification of exercise form and sending the evidence of payment made to the Company or the Company's representative receiving the notification form (if any), provided that the Warrant Holder intending to exercise of Warrants to purchase the Company's ordinary shares must (1) transfer the money into the bank account, Current account, Bank of Ayudhya, -Account name "TEAM Consulting Engineering and Management Public Company Limited" -, Account number 777-0-01910-5 and enclose the money transfer evidence issued by the bank specifying name, surname and contact number, or (2) pay by personal check, cashier check or bank draft which shall be collectible only by the clearing house in Bangkok within 1 Business Day as from each date of notification of the exercise of rights, and such personal check, cashier check or bank draft must be dated 3 Business Days prior to Exercise Date and shall be crossed and made payable to "**TEAM Consulting Engineering and Management Public Company Limited**" and written in the back thereof the name, surname and contact number, or (3) pay by other means as further instructed and informed by the Company and/or the Company's representative receiving the notification form (if any).

The above exercise of rights shall be completed only when the Company and/or the Company's representative receiving the notification form (if any) received the money as specified in the notification of exercise of Warrants (in case of payment made by money transfer to bank account), or the said money is collected (in case of payment made by personal check, cashier check or bank draft). In case the Company and/or the Company's representative receiving the notification form (if any) cannot collect the money for whatsoever reasons that is attributed by the fault of the Company and/or the Company's representative receiving the notification form (if any), the Company shall deem that the Warrant Holder cancel its intention to exercise of Warrants to purchase the Company's ordinary shares for that particular exercise. In addition, the Company and/or the Company's representative receiving the notification form (if any) will send the Warrants together with uncollectable personal check, cashier check or bank draft back to the Warrant Holder within 14 days as from the particular Exercise Date, provided that it shall not prevent the Warrant Holder to exercise of its rights for the next

Exercise Date unless it is the Last Exercise Date. The Company shall also deem that the Warrants are expire without exercise, for which the Company and/or the Company's representative receiving the notification form (if any) shall not responsible for any interest and/or any damages in all respects.

- d) The Warrant Holder shall be responsible for stamp duty or other taxes (if any) as required under the Revenue Code or other rules or laws applicable to the exercise of rights under Warrants.
- e) Other supporting evidences in exercise of rights,
- 1) Thai individual : certified true copy of valid identification card, government official identification card or state enterprise officer identification card (in case of name/surname changed resulting in the name/surname does not match to those specified in the Warrants, the documents issued by government agency such as certificate of name/surname changing, etc. must be provided);
 - 2) Foreign individual : certified true copy of valid alien certificate or passport;
 - 3) Juristic person incorporated in Thailand : a copy of the affidavit issued by the Ministry of Commerce for not more than 6 months prior to that particular Exercise Date, certified true copy by the authorized director(s) of the juristic person as shown in the affidavit, together with a certified true copy of identification document of such authorized director(s) pursuant to Clause 1) or 2) above;
 - 4) Juristic person incorporated outside Thailand : a copy of the certificate of incorporation or corporate affidavit of the juristic person certified true copy by the authorized person(s) of the juristic person, and certified true copy of identification document of such authorized person(s) pursuant to Clause 1) or 2) above, and all documents are notarized, within 1 year prior to that particular Exercise Date, by notary public of the country issuing such documents;
 - 5) Custodian : copies of the certificate of incorporation of the custodian and custodian appointment document together with copy of identification document of its authorized person(s) pursuant to Clause 1) or 2) above certified true copy by such authorized person(s) and notarized, within 1 year prior to that particular Exercise Date, by notary public of the country issuing such documents.

If the Warrant Holder cannot provide the above documents supporting its exercise of rights, the Company and/or the Company's representative receiving the notification form (if any) hereby reserve their rights to consider that the Warrant Holder does not wish to exercise its rights under the Warrants for that particular exercise. Nonetheless, the Company and/or the Company's

representative receiving the notification form (if any) may at their own discretion allow the Warrant Holder to exercise its rights as it deem appropriate.

In this regard, the exercise of rights to purchase such newly issued ordinary shares will be complete only after the Company has received the documents used in submitting the intention to exercise the rights as mentioned above and has collected the said amount. If the Company is unable to collect money in any case that is not due to the Company's fault, it will be considered that the Warrant Holder has expressed intention to cancel the exercise of the right to purchase newly issued ordinary shares at that time. Details and conditions other than those mentioned above, please consider the Terms and Conditions Regarding the Rights and Duties of the Warrant Issuer and Warrant Holder to Purchase the Newly Issued Ordinary Shares of TEAM Consulting Engineering and Management Public Company Limited No. 1 as referred above, which can be downloaded from the Company's website or contact staff as the following details;

Website: https://www.teamgroup.co.th/th/warrant_teamg_w1/

Telephone: 02-509-9000 ext. 2501-6 ext. 105 or 2010-12 ext. 112

Please be informed accordingly.

Yours sincerely,

Dr. Aphichat Sramoon

Chief Executive Officer (CEO)

TEAM Consulting Engineering and Management Public Company Limited