

## Capital Increase Form

TEAM Consulting Engineering and Management Public Company Limited

February 25, 2025

TEAM Consulting Engineering and Management Public Company Limited (the "Company", "TEAMG") would like to report the resolution of the Board of Directors' Meeting No 1/2025, which was convened on February 25, 2025, regarding the capital reduction, capital increase and allocation of newly issued ordinary shares. The details are as follows:

## 1. Capital Reduction and Capital Increase

## 1.1 Capital Reduction

The Board of Directors' Meeting resolved to propose to the shareholders' meeting to consider and approve the capital decrease of 35,000,000 Baht from the registered capital of 511,950,809 Baht to 476,950,809 Baht by canceling 70,000,000 unpaid-up ordinary shares with a par value of 0.50 Baht per share, which are the reserved ordinary shares for offering and allocation by specifying the purpose of utilizing proceeds to specific persons (Private Placement).

## 1.2 Capital Increase

The Board of Directors' Meeting resolved to increase the registered capital of the Company in the amount of 475,954 Baht from the original registered capital of 476,950,809 Baht, totaling to the registered capital of 477,426,763 Baht, to be the additional reserve for the adjustment of the rights of the warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1) of 951,908 shares at a par value of 0.50 Baht per share.

Capital increase	Category of Shares	No. of Shares	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing funds	Common Shares	951,908	0.50	475,954
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Common Shares	- None -	- None -	- None -
	Preferred Shares	-	-	-

## 2. Allocation of Newly Issued Ordinary Shares

## 2.1 Specifying the Purpose of Utilizing Funds

Allocated to	No. of shares	Ratio (Existing: New)	Sales Price (THB per unit)	Subscription and Payment Period	Remark
To support the right adjustment of TEAMG-W1 warrants	951,908	<u>Original</u> <u>exercise ratio:</u> 1 warrant	<u>Original</u> <u>exercise price:</u> 15.000 Baht	Details as in remark	Details as in remark

Allocated to	No. of shares	Ratio (Existing: New)	Sales Price (THB per unit)	Subscription and Payment Period	Remark
		per 1.00 ordinary shares <u>adjusted to</u> 1 warrant per 1.007 ordinary shares	<u>adjusted to</u> 14.902 Baht per share		

Remark: The Board of Directors' Meeting No. 1/2025 resolved to approve to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital from 476,950,809 Baht to 477,426,763 Baht by issuing 951,908 ordinary shares worth at a par value of 0.50 Baht per share, totaling 475,954 Baht, to reserve for the right adjustment of warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1) according to the terms and conditions governing the rights and obligations of the warrant issuer and the holder of the warrant to purchase ordinary shares of TEAM Consulting Engineering and Management Public Company Limited No. 1 (TEAMG-W1). Because the Company has adjusted the rights of the warrants to preserve the interests of the warrant holders not to be inferior. The events that need to adjust the rights specified in the terms and conditions of the warrants TEAMG-W1 according to Clause 5 (e) In the event that the Company distributes dividends in cash in excess of 90 percent of the Company's net profit after the income tax under the separate financial statements of the Company of any relevant fiscal year. Therefore, the Company has to reserve additional ordinary shares to support the adjustment of the rights of the warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1).

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors in considering and determining the conditions and details of actions related to the capital increase, the issuance and allocation of the newly issued ordinary shares as stated above as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, memorandum of associations and / or other requests and / or take any action to comply with the registrar's order in filing a capital increase registration of the Company with the Department of Business Development, Ministry of Commerce, as well as the introduction of new ordinary shares to be listed on the Stock Market of Thailand (the SET) and the submission of documents and evidence to the SEC or other related departments.

**3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital increase shares.**

The Annual General Meeting of Shareholders for year 2025 on April 28, 2025 during 10.00 hrs. to 12.00 hrs. in the form of electronic meeting (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations. The date to determine shareholders eligible to attend the E-AGM (Record date) on March 12, 2025.

**4. Approval for capital increase/allotment of new shares from relevant government agencies and conditions for applying for permission (if any)**

- 1) The Company must obtain approval from the Company's Annual General Meeting of Shareholders.

- 2) The Company will apply for the registration of its capital increase, amendment of paid-up capital, and amendment of Memorandum of Association from the Department of Business Development, the Ministry of Commerce.

**5. Objectives of the capital increase and the use of additional funds**

The Company intends to issue ordinary shares for capital increase in the total amount of not more than 951,908 shares with a par value of 0.50 Baht per share to accommodate the adjustment of warrants allocated to existing shareholders (TEAMG-W1).

**6. Benefits which the Company shall receive from capital increase/share allocation**

to reserve for the right adjustment of warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1) according to the terms and conditions governing the rights and obligations of the warrant issuer and the holder of the warrant to purchase ordinary shares of TEAM Consulting Engineering and Management Public Company Limited No. 1 (TEAMG-W1).

**7. Benefits which shareholders will receive from the capital increase/share allotment:**

to reserve for the right adjustment of warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1) according to the terms and conditions governing the rights and obligations of the warrant issuer and the holder of the warrant to purchase ordinary shares of TEAM Consulting Engineering and Management Public Company Limited No. 1 (TEAMG-W1).

**8. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment:**

- None -

**9. Schedule of actions in the event that the Board of Directors resolves to approve the capital increase/allocation of newly issued shares.**

No.	Procedure	Date / Month / Year
1	Board of Directors' Meeting No. 1/2025	February 25, 2025
2	Date for determining the names of shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date)	March 12, 2025
3	Date for determining the names of shareholders who are	May 9, 2025

No.	Procedure	Date / Month / Year
	entitled to receive dividends (Record Date)	
4	Annual General Meeting of Shareholders 2025	April 28, 2025
5	Register to increase the registered capital and amend the memorandum of association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of approval from the shareholders' meeting

The Company hereby certify that the information contained in this report form is true and complete in all respect.

TEAM Consulting Engineering and Management Public Company Limited

Yours sincerely,

Mr. Chawalit Chantararat

Chief Executive Officer