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- Information Memorandum -

Description, Conditions, Key Features of the Warrants to Purchase the Newly Issued Ordinary Shares of Yggdrazil Group Public Company Limited No. 1 (YGG-W1)

Number of the Warrants 89,999,371 units

Underlying Shares 89,999,371 shares

Allocation of the Warrants Yggdrazil Group Public Company Limited (the “**Company**”) issue and allocate the Warrants to Purchase the Ordinary Shares of the Newly Issued Ordinary Shares of Yggdrazil Group Public Company Limited No. 1 (YGG-W1) (the “**Warrants**”) to the existing shareholders of the Company in proportion to their respective shareholdings, at no cost, at the allocation ratio of 4 existing ordinary shares per 1 unit of warrant. The Company will issue and allocate the YGG-W1 Warrants to the existing shareholders whose names appear on the date to determine the rights of shareholders who will receive the allocation of the YGG-W1 Warrants i.e., February 14, 2022 (Record Date).

In the case that there is any fraction of shares or the Warrants derived from the calculation such fractions shall be disregarded.

Major warrant holders As of March 21, 2022

	<u>Name</u>	<u>Number of Warrants</u>	<u>% of Warrants listing at this time</u>
1.	Mr. Tanat Juwiwat	37,124,000	41.25%
2.	Mr. Saroot Tubloy	12,364,182	13.74%
3.	Ms. Hathairat Thavornpanichakij	3,496,742	3.89%
4.	Thai NVDR Company Limited	2,780,099	3.09%
5.	Mrs. Netnapis Nuntawittaya	1,107,089	1.23%
6.	Mrs. Wanmuang See	1,068,750	1.19%
7.	Mr. Kobpong Phrompunya	1,045,000	1.16%
8.	Mr. Chawalit Jaraschotepinit	1,002,500	1.11%
9.	BTS Group Holdings Public Company Limited	805,155	0.89%
10.	Mr. Satit Wangjariya	679,253	0.75%
11.	Others	28,526,601	31.70%
	<u>Total</u>	89,999,371	100%

Exercise Right of Warrants

1. Exercise Date

The Warrant holders shall be entitled to exercise their rights under the YGG-W1 Warrants only once, which is on the date that falls on the 1st year anniversary of the YGG-W1 Warrants from the issuance date of warrants i.e., on March 20, 2023. In the event that the exercise date is not the Company's business day, the exercise date shall be rescheduled to the preceding business day.

2. Exercise of the Warrants to purchase the newly issued shares of the Company

In exercising the rights to purchase the newly issued ordinary shares of the Company, the Warrant holders may exercise their rights under the Warrants to purchase the newly issued ordinary shares either in whole or in part.

3. Period for the Notification of the Intention to Exercise the Warrants

The Warrant holders who wish to exercise their rights to purchase newly issued ordinary shares of the Company shall deliver a notification of the intention to exercise the warrants during 8:30 hrs. until 16:00 hrs. within the period of 15 Days prior to the Maturity Date (the "**Notification Period**"). In this respect, the Company will close the registration book to suspend the transfer of Warrants 21 days prior to the Maturity date. In such case, the SET will post SP sign to suspend the trading of the Warrants for a period of 2 (two) Business Days prior to the book closure. In the case that the first book closure date of the last exercise of Warrants is not a Business Day, such first book closure date shall be rescheduled to the preceding Business Day.

Adjustment of the Exercise Price and the Exercise Ratio

In order for the adjustment to be made for the purpose of preserving the interests of the warrant holders and not to be less favorable than those currently available to them, the Company shall adjust the exercise price and/or the exercise ratio to purchase the Company's newly issued ordinary shares at any time throughout the term of the Warrants, if any of the events set out below occur:

- (a) In case of a change in par value of the Company's share as a result of a share split or a reverse share split, the adjustment of exercise price and exercise ratio shall become effective when the share par value become effective according to the disclosure via SET.
- (b) In the Company issues and offers newly issued ordinary shares to its existing shareholders and/or to the public and/or to specific investors through the private placement at the "net price per share of the company's newly issued ordinary shares" below 90 (ninety) percent of the "market price per share 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 ordinary shares shall not be entitled to subscribe for the newly issued ordinary shares (the first day on which the SET posts XR sign) in case of the offering to the existing shareholders (Rights Issue), and/or the first day on which the newly issued ordinary shares are offered to public offering and/or a private placement, as the case may be.
- (c) In case the Company offers any new securities to its existing shareholders and/or to the public offering and/or to specific investors through private placement and such securities are entitled to convert/change to ordinary shares or the rights to purchase the ordinary shares (the "**newly issued securities with convertible rights**"), such as convertible debentures or warrants to purchase the ordinary shares, at the "net exercise price or conversion price per share of the newly issued ordinary shares reserved

for the exercise” of such rights below 90 (ninety) percent of the “market price per share of the company’s 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 ordinary shares shall not be entitled to subscribe for the newly issued securities with the rights to convert/change to the ordinary shares or the rights to purchase the ordinary shares (the first day on which the SET posts XR or XW sign) in the case of the offering to the existing shareholders (Right Issue), and/or the first day on which any newly issued securities with the rights to convert/change to the ordinary shares or the rights to purchase the ordinary shares are offered in case of a public offering or a private placement, as the case may be.

- (d) In case the Company distributes stock dividends, whether in whole or in part, in the form of the Company’s 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 shares shall not be entitled to receive such stock dividends (the first day on which the SET posts XD sign).
- (e) In the event that the Company distributes dividends in cash in excess of 95 percent of the Company’s net profit¹ of any relevant fiscal year according to the Company’s separate financial statements excluding the retained earnings after deduction of corporate income tax and legal reserve as required by laws. The adjustment of the exercise price and the exercise ratio shall become effective immediately from the first day on which the purchasers of the ordinary shares shall not be entitled to receive such dividend distribution (the first day on which the SET posts XD sign).

In this regard, the percentage of the dividend to be distributed to the shareholders shall be calculated based on the actual dividend paid from the operating results in each fiscal year, divided by net profit according to the separate financial statements of the Company (which has been audited), after legal reserves as required by laws, from the operating results of the respective fiscal period of the same year. The actual dividend payment shall include the interim dividend payment of such fiscal period.

- (f) In any event which will cause the Warrant Holders losing their rights and interest other than those stated in items (a) – (e), the Company may exercise its discretion to adjust the exercise price and/or the exercise ratio (or adjustment of the number of Warrants in lieu of the exercise ratio) in a fair manner without depriving the rights of the Warrant Holders. In such case, the Company’s decision on such matter shall be deemed as final. The Company shall notify the SEC, the SET and the Warrant Registrar of such details immediately or before the effective date of the new exercise ratio or exercise price.

In this regard, if the adjustment made on the exercise price causes the new exercise price calculated based on the formula to be lower than the Company’s share par value the Company reserves the rights to only use the Company’s share par value as the new exercise price, unless the

¹ As the board of directors viewed that the dividend payment in excess of the ratio of 40 percent of the net profit which previously specified is too low and did not reflect the fact, the authorized directors of the Company therefore use the power being granted to undertake any other actions necessary for and relevant to the issuance and allocation of the YGG-W1 according to the resolution of the Board of Director’s Meeting and the Shareholders’ Meeting dated November 12, 2021 and February 4, 2022, respectively, in amending such dividend payment ratio to be in excess of 95 percent of the net profit.

Company has accumulated loss. The adjusted exercise ratio shall be based on the result calculated based on (a) – (f)

In this regard, the Company will notify the new exercise ratio or exercise price through the SET immediately or prior to the effective date of the new exercise ratio and exercise price.

Silent Period

-None-

Others

-None-

Financial Advisor


-None-

Prepared by

Yggdrazil Group Public Company Limited



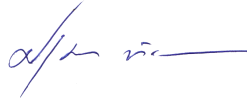
Signed



Director

(Mr. Tanat Juwiwat)

Signed



Director

(Mr. Saroot Tubloy)