

**Summary of the key features of warrants to purchase newly-issued ordinary shares
Of Eureka Design Public Company Limited No.3 (UREKA-W3)**

1. Basic details of the warrant

Warrant Issuer	Eureka Design Public Company Limited (“the Company”)
Name of securities offered for sale	Warrant to purchase common shares of Eureka Design Public Company Limited, Issue 3 (the “UREKA-W3”) (“Warrant”)
Warrant type	Specified warrant holders and transferable
Number of Warrants Issued and Offered	Not exceeding 545,657,086 units
Number of shares allocated for the exercise of warrants	Not exceeding 545,657,086 shares (at the par value of 0.25 baht per share), equivalent to not exceeding 18.75 percent of the total number of shares sold by the Company after the offering of additional common shares of the Company to existing shareholders in proportion to the amount of 545,657,086 shares.
Offering Method/Allocation Rate	The Company will allocate the warrants to the Company's existing shareholders who have subscribed and received the additional common shares issued and offered for sale to the existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 3 newly issued ordinary shares to 3 warrants. However, the allocation of the W 3 warrants is still uncertain because it must be considered and approved by the 1/2568 Annual General Meeting of Shareholders. In the event that there is a fraction of the warrants remaining from the calculation, the remaining number of warrants from the total allocation will be cut off. The Company will cancel the remaining number of warrants, which will allow the rights to be shown in the number allocated to the shareholders.
Offer price per unit	0 baht per unit (zero baht)
Exercise ratio	1 unit of warrants is entitled to purchase 1 ordinary share of the Company, except in the case of adjustment of the exercise rate according to the conditions of the right adjustment.
Exercise Price	2.00 baht per share, unless there is an adjustment to the exercise of rights in accordance with the rights adjustment conditions.
Date of issuance and offering of warrants	The Board of Directors and/or the Chief Executive Officer and/or persons designated by the Board of Directors and/or the Chief Executive Officer shall have the authority to set the date of issuance and offering of the warrants.
Validity of the warrant	2 years from the date of issuance of the warrant

Exercise Period	The warrant holder can exercise the rights under the warrant for the first time on the specified 6 months from the date of issuance of the warrant at the end of 6 months from the date of issuance of the warrant. In the event that the exercise date falls on the Company's business holiday, the exercise date shall be postponed to the previous business day. The Company will not extend the validity of the warrants and there is no requirement for the holders of the warrants to exercise their rights before maturity.
Period for notification of intention to exercise rights	Warrant holders who wish to exercise the right to purchase ordinary shares of the Company must notify their intention to exercise the right to purchase ordinary shares within 15 business days prior to the expiration date of each time. In the event that the date of notification of intention to exercise the right coincides with the Company's business holiday, the date of notification of intention to exercise such right shall be postponed to the previous business day.
Inability to cancel the notification of intention to exercise the right	When the warrant holder has notified the intention to exercise the right to purchase the warrant shares. The warrant holder will no longer be able to cancel the notification of intention to exercise such rights.
Secondary market of warrants	<p>The Company will list the Warrants as listed securities on the Stock Exchange of Thailand ("Market for Alternative Investment - MAI")</p> <p>Note: After the issuance of the warrants, the Company will submit an application to register the warrants as listed securities on the MAI Stock Exchange. However, the Company cannot guarantee that the MAI Stock Exchange will consider approving the acceptance of such warrants as listed securities. If the MAI Stock Exchange does not consider accepting them as listed securities, investors will not be able to trade the warrants on the MAI Stock Exchange.</p>
Secondary market of ordinary shares that exceed the exercise of convertible rights	The Company will list the ordinary shares arising from the exercise of the right to purchase ordinary shares under these warrants as listed securities on the MAI Stock Exchange of Thailand

<p>The reason for the issuance of new shares to support the change in the exercise of rights</p>	<p>When there is an adjustment of the exercise price and/or the exercise rate in accordance with the conditions for adjusting the rights as specified in the terms and conditions of the warrants, which is an event specified in Section 11(4)(c) of the Capital Market Supervisory Board Announcement No. TorJor. 34/2008 on requesting permission and granting permission to offer for sale newly issued warrants to purchase shares and newly issued shares to support warrants (including amendments)</p>
<p>Adjustment of Warrant Rights</p>	<p>The exercise price and/or the exercise rate of the right to purchase common shares under the warrant may be changed throughout the term of the warrant in the event that any of the following events occurs, with the aim of protecting the benefits and returns of the warrant holders from being inferior to the original:</p> <ol style="list-style-type: none"> 1. When the Company changes the par value of the Company's shares as a result of the merger or separation of the Company's issued shares. 2. When the Company pays dividends, in whole or in part, in the form of shares to the Company's shareholders. 3. When the Company offers to sell newly issued shares to existing shareholders and/or the general public at a price lower than 90 percent of the market price of the Company's common shares. 4. When the Company offers to sell newly issued convertible debentures or warrants by setting or calculating the price of newly issued shares to support such convertible debentures or warrants at a price lower than 90 percent of the market price of the Company's common shares. 5. When the Company pays dividends in cash, which exceed the rate specified in the rights terms. 6. When there are any other cases of the same nature as items 1 to 5 that cause any benefits and returns that the warrant holders will receive upon exercising their rights under the warrants to be inferior to the original. <p>The Company has assigned the Board of Directors of and/or the Board of Directors and/or persons assigned by the Board of Directors and/or the Executive Committee shall consider and determine the conditions and details.</p>

Registrar of warrants	The Securities Depository (Thailand) Company or a person who has been granted but limited to act as the registrar of the warrants on behalf of the
The purpose of the issuance of warrants and the benefits that the Company will receive from the allocation of new shares.	<p>The Company will use the funds received from the exercise of the rights to purchase ordinary shares of the Company under the Warrants within 2 years from the date of receiving the funds as follows:</p> <p>1) To support the existing business and be a source of funds to support investment in new projects (High business growth) and/or investment in expansion projects from the existing projects, whereby the investment conditions are in accordance with the Company's investment policy framework, which may be an investment in the entire project by the Company itself, a joint venture, an acquisition of businesses and businesses, or any other form that is in accordance with the law, regulations, and announcements of regulatory agencies, not exceeding 1,000 million baht within 2 years from the date of receipt of payment.</p> <p>2) To support the Company's and its subsidiaries' working capital, the remaining amount from paragraph 1 within 3 years from the date of receipt of payment.</p> <p>The exercise of the rights to purchase additional ordinary shares under the UREKA-W3 Warrants and the actual payment may be less than the number of shares that the Company intends to offer for sale, which may cause the Company to receive less than 1,091,314,172.00 baht. In such case, the Company's plan for using the additional capital may differ from the plan for using the funds specified in the paragraph above.</p>
Benefits that shareholders will receive from the capital increase	The holders of the warrants of the Company shall be shareholders of the Company from the date on which the Registrar of the Company has registered the names of the holders of the warrants as shareholders in the register of shareholders of the Company and the Company has successfully registered the change of paid-up capital with the Department of Business Development. The Company has a dividend payment policy of not exceeding 40% of net profit according to the Company's separate financial statements. After corporate income tax Legal reserves and other reserves depending on the investment plan, necessity and suitability in the future.

Other conditions	<p>The Board of Directors and/or the Chief Executive Officer and/or persons assigned by the Board of Directors and/or the Chief Executive Officer shall have the authority to determine or amend any necessary details and conditions relating to the issuance and allocation of UREKA-W3 Warrants under the conditions of the relevant laws and within the framework of the approval of the general meeting of shareholders. Such details include but are not limited to:</p> <p>a. Prepare the terms and conditions of UREKA-W3 Warrants, including determining various details relating to the allocation of UREKA-W3 Warrants, etc.</p> <p>b. Provide information, contact, prepare, sign, deliver, submit documents relating to the issuance and allocation of UREKA-W3 Warrants to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., and other agencies or persons involved in the listing of the Warrants and common shares resulting from the exercise of rights under UREKA-W3 Warrants on the Stock Exchange of Thailand</p> <p>c. Appoint a sub-attorney to have the authority to perform any necessary actions relating to the issuance and allocation of the Warrants</p>
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2. Impact of Issuance and Allocation of Warrants Shareholders may be affected by the exercise of the right to purchase the newly issued ordinary shares under the warrants as follows:

2.1. Price Dilution: If the right to purchase ordinary shares is fully exercised according to all the warrants, the price per share will be reduced, calculated according to the following formula:

$$\begin{aligned}
 \text{Price Dilution} &= \frac{(\text{Pre-IPO Market Price} - \text{Post-IPO Market Price})}{\text{Pre-IPO Price}} \\
 &= \frac{(0.87 - 1.08)}{0.87} \\
 &= -24.64\%
 \end{aligned}$$

Whereas

$$\begin{aligned}
 \text{Pre-IPO Market Price} &= \text{Weighted Average Market Price of the Company's Common Shares for the Past 15 days The date of contact before the Board of Directors meeting No. 1/2025 on February 26, 2025 (between February 4, 2025 and February 25, 2025), which is equal to 0.87 baht (data from SETSMART of the Stock Exchange of Thailand)}
 \end{aligned}$$

$$\begin{aligned}
\text{Market price after the offering} &= \frac{(\text{Market price before the offering} \times \text{Total paid-up shares}) + (\text{Offering price of the newly issued ordinary shares} \times \text{Number of newly issued ordinary shares}) + (\text{Exercise price of the warrants} \times \text{Number of ordinary shares allocated to support the exercise of the warrants})}{(\text{Total number of issued shares} + \text{Number of newly issued ordinary shares offered for sale} + \text{Number of ordinary shares allocated to support the exercise of the warrants})} \\
&= \frac{(\text{Baht } 0.87 \times 1,818,856,954 \text{ shares}) + (\text{Baht } 0.85 \times 545,657,086 \text{ shares}) + (\text{Baht } 2.00 \times 545,657,086 \text{ shares})}{(1,818,856,954 \text{ shares} + 545,657,086 \text{ shares} + 545,657,086 \text{ shares})} \\
&= \text{Baht } 0.87
\end{aligned}$$

- 2.2. If the right to purchase all ordinary shares under the warrants is exercised and the rights are not shareholders of the Company, the proportion of shares held by the existing shareholders will be reduced by calculating the following formula:

$$\begin{aligned}
\text{Control Dilution} &= \frac{\text{Number of ordinary shares allocated to support the warrants}}{(\text{total number of paid-up shares} + \text{number of newly offered ordinary shares} + \text{number of shares allocated for sale} - \text{Ordinary shares allocated to support warrants})} \\
&= \frac{545,657,086 \text{ Shares}}{(1,818,856,954 \text{ shares} + 545,657,086 \text{ shares} - 545,657,086 \text{ Shares})} \\
&= 18.75\%
\end{aligned}$$

- 2.3. Decrease in earnings per share (Earnings Per Share or EPS Dilution)

If the right to purchase all ordinary shares under the warrants is exercised, the earnings per share will decrease, calculated according to the following formula:

$$\begin{aligned}
\text{EPS Dilution} &= \frac{(\text{EPS before IPO} - \text{EPS after IPO})}{\text{EPS before IPO}} \\
&= \frac{(0.035 - 0.019)}{0.022} = 37.50\%
\end{aligned}$$

Where

$$\begin{aligned}
\text{EPS Pre-IPO} &= \frac{\text{Net Profit}}{\text{Total Paid-up Shares}} \\
&= \frac{63,623,681 \text{ Baht}}{1,818,856,954 \text{ Shares}} \\
&= 0.035 \text{ Baht per Share}
\end{aligned}$$

EPS after IPO	=	Net Profit / (Total Paid-up Shares + Newly Offered Ordinary Shares + Number of Ordinary Shares Allocated to Support the Exercise of Warrants)
	=	63,623,681 Baht/(1,818,856,954 shares + 545,657,086 shares + 545,657,086 shares)
	=	Baht 0.022 per share