

(Translation)

Key Features of the Warrants to Purchase Newly Issued Ordinary Shares of
The Erawan Group Public Company Limited No. 3 (ERW-W3)

Category of Warrants	Warrants to purchase newly issued ordinary shares of The Erawan Group Public Company Limited No. 3 (ERW-W3) (the “ERW-W3 Warrants”)
Type of Warrants	Transferable warrants, with the name of bearer
Offering Method	<p>To be offered to the existing shareholders of The Erawan Group Public Company Limited (the “Company”) in proportion to their respective shareholdings, at no cost, at the ratio of 7 existing ordinary shares per 1 unit of warrant, whereby the Company will issue and offer the ERW-W3 Warrants to the existing shareholders whose names appear on the date to determine the rights of shareholders who will receive the allocation of the ERW-W3 Warrants i.e., May 12, 2021. However, the determination of such right remains uncertain and subject to an approval of the Annual General Meeting of shareholders.</p> <p>In calculation for the right to receive the allocation of the warrants, any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down. The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to determine the details of subscription, terms and conditions, and any necessary conditions.</p>
Number of Offering Warrants	Up to 359,647,597 units
Offering Price per Unit	At no cost (Zero Baht)
Term of Warrants	Up to 3 years from the issuance date of the warrants
Newly Issued Ordinary shares reserved for the exercise of Warrants	<p>Up to 359,647,597 shares (at a par value of THB 1.00 per share), representing 7.94 percent of the total paid-up capital of the Company.</p> <p>The calculation method for the Newly Issued Ordinary shares reserved for the</p>

	<p>exercise of Warrants:</p> $= \frac{\text{(Number of shares issued to accommodate the exercise of ERW-W3 Warrants)}}{\text{(Number of paid-up shares + Number of newly issued ordinary shares offered to the existing shareholders in Rights Offering)}} \times 100$
Exercise Ratio	1 unit of warrant per 1 newly issued ordinary share with the exception for the case of the adjustment of exercise ratio in accordance with the adjustment conditions
Exercise Price	<p>THB 3.00 per share with the exception for the case of the adjustment of exercise price in accordance with the adjustment conditions.</p> <p>However, in the event of the adjustment of exercise price, such exercise price shall not be lower than a par value of the Company's shares at the time, unless there is any exception according to the relevant laws.</p>
Issuance Date	June 15, 2021
Exercise Date	<p>The warrant holders shall be entitled to exercise their rights under the ERW-W3 Warrants only once, which is on the date that falls on the 3 years anniversary of the ERW-W3 Warrants from the issuance date of warrants i.e., on June 14, 2024. 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. In this regard, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to determine the exercise date and any necessary details.</p>
Irrevocability of the notification of intention to exercise the warrants	<p>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 9:00 hrs. until 15:00 hrs. within the period of 15 Business Days prior to the exercise date.</p> <p>The intention to exercise the ERW-W3 Warrants shall be irrevocable upon the exercise notice being served.</p>
Warrant Registrar	Thailand Securities Depository Company Limited

Secondary Market for the Warrant	The Company will apply to list the ERW-W3 Warrants on the Stock Exchange of Thailand
Secondary Market for the Ordinary Shares from the Exercise of Warrants	The Company will apply to list the newly issued ordinary shares to be issued upon exercising the ERW-W3 Warrants on the Stock Exchange of Thailand
Purposes of issuing the warrants and benefits that the Company would gain from the allocation of newly issued shares	To strengthen the financial position of the Company which will help the Company in having an appropriate capital structure for business expansion and allow the Company to expand its business investments at an appropriate financial ratio. Moreover, the Company may use such proceeds to support investment opportunities in the hotel business for future business expansion and assets improvement to maintain business competitiveness, thereby, creating a good growth opportunity according to the long-term strategic plans of the Company. The Company will focus on the investment in budget hotels segment, both in Thailand and across the Asia Pacific region. This will increase the contribution of revenue and profit from the domestic customer and reduce reliance on foreign customer which will help the Company to have more stable stream of revenue and profit as well as to reduce the Company's overall risks. In addition, the capital increase will help the Company to have financial flexibility as well as utilize such proceeds as working capital in the existing projects of the Company and for debt repayment.
Expected benefits to shareholders from the capital increase	The capital increase will strengthen the Company's financial position and enhance the Company to increase its capacity in generating revenue and profit in a stable and sustainable manners in the future. Additionally, the Company will gain additional fund to be used as working capital, which will be beneficial to the shareholders of the Company since the Company will utilize such proceeds in its future investment plan as deems appropriates.
Dilution effect to shareholders	1. The newly issued ordinary shares to be issued upon exercising the ERW-W3 Warrants shall have the same rights and benefits as the issued and fully paid-up ordinary shares of the Company in all aspects. Any rights to be vested upon being shareholders from the exercise of the ERW-3 Warrants will be effective

from the day that the Ministry of Commerce accepts to register the amendment of paid-up capital of the Company for the newly issued ordinary shares issued upon exercising the ERW-W3 Warrants.

2. The dilution effect to the shareholders of the Company according to the issuance and offering to the warrants to the existing shareholders in proportion to their respective shareholdings, detailed as follows:

(2.1) Control Dilution

In the event that the persons who exercise the right to purchase newly issued ordinary shares under ERW-W3 Warrants are not the existing shareholders of the Company, there will be control dilution according to the following calculation:

Control Dilution = (Number of shares issued to accommodate the exercise of the ERW-W3 Warrants) / (Number of paid-up shares + Number of newly issued ordinary shares offered to the existing shareholders in Rights Offering + Number of shares issued to accommodate the exercise of the ERW-W3 Warrants)

$$= 359,647,597 / (2,517,533,185 + 2,014,026,548 + 359,647,597)$$

$$= 7.35 \text{ percent}$$

(2.2) Price Dilution

Price Dilution can be calculated according to the following formula:

$$\text{Price Dilution} = (\text{Pre-offering market price} - \text{Post-offering market price}) / \text{Pre-offering market price}$$

Pre-offering market price means the weighted average price of the Company's ordinary shares traded on the SET during 7 consecutive business days prior to the date of the Board of Directors' Meeting on February 23, 2021, i.e., from February 11, 2021 to February 22, 2021 which was equivalent to THB 4.36 per share and

Post-offering market price means ((Number of paid-up shares x Pre-offering market price) + (Number of newly issued ordinary shares offered to the existing

shareholders in Rights Offering x Offering price of newly issued ordinary shares offered to the existing shareholders in the Rights Offering) + (Number of shares issued to accommodate the exercise of ERW-W3 Warrants x Exercise Price of ERW-W3 Warrants)) / (Number of paid-up shares + Number of newly issued ordinary shares offered to the existing shareholders in Rights Offering + Number of shares issued to accommodate the exercise of the ERW-W3 Warrants)

Whereas:

Number of paid-up shares = 2,517,533,185 shares

Pre-offering market price = THB 4.36 per share

Number of newly issued ordinary shares offered to the existing shareholders in Rights Offering = 2,014,026,548 shares

Offering Price of newly issued ordinary shares offered to the existing shareholders in the Rights Offering = THB 1.00 per share

Number of shares issued to accommodate the exercise of ERW-W3 Warrants = 359,647,597 shares

Exercise Price of ERW-W3 Warrants = THB 3.00 per share

Post-offering market price

$$= \frac{(2,517,533,185 \times 4.36) + (2,014,026,548 \times 1.00) + (359,647,597 \times 3.00)}{(2,517,533,185 + 2,014,026,548 + 359,647,597)}$$

$$= \text{THB 2.88 per share}$$

Therefore, the Price Dilution can be calculated as follows:

$$= \frac{(4.36 - 2.88)}{4.36}$$

$$4.36$$

$$= 34.03 \text{ percent}$$

(2.3) Earnings Per Share (EPS) Dilution

Since the Company has recorded a loss from the business operating results from the year 2020, therefore; the Earnings Per Share (EPS) Dilution cannot be calculated.

<p>Adjustment of right of warrant</p>	<p>The Company shall adjust the exercise price and exercise ratio during the term of the ERW-W3 Warrants. If any of the events set out below occurs. In this respect, the adjustment shall be made for the purpose of preserving interest of the ERW-W3 Warrant Holders not to be less favorable than those currently available to them.</p> <ol style="list-style-type: none"> 1) The Company changes a par value of its shares as a result of a consolidation or split of the issued shares of the Company. 2) The Company offers to sell its newly issued ordinary shares to the existing shareholders and/or public investors and/or specific investors at the net price per share lower than 90 percent of “the market price of the Company’s shares”. 3) The Company offers to sell its newly issued securities to its existing shareholders , and/or public investors and/or specific investors and such securities confer the right of conversion into ordinary shares or the right to purchase the newly issued ordinary shares (such as convertible debentures or warrants representing rights to purchase the newly issued ordinary shares) at the net price per newly issued ordinary shares below 90 percent of the market price per share of the Company’s ordinary shares. 4) The Company makes payment of dividend whether in whole or in part in the form of the Company’s ordinary shares. 5) The Company distributes dividends in cash in excess of 90 percent of the Company’s net profit according to the consolidated financial statements of the Company at any fiscal year. 6) Any other similar event to those of clause 1) to clause 5) above which results in the deterioration of the interest of the holders of ERW-W3 Warrants. <p>The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors is authorized to determine the terms and conditions, and any details relating to the adjustment of conversion ratio and exercise price of the ERW-W3 Warrants.</p>
<p>Other Conditions</p>	<p>The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake</p>

	<p>any actions with regard to the issuance and allocation of the ERW-W3 Warrants, including, but not limited to determining or modifying the criteria, terms and conditions, and other details related to the issuance and allocation of the ERW-W3 Warrants, the payment method, the exercise date, and any other relevant terms and details. The said person(s) shall also be authorized to negotiate and sign any relevant documents and agreements and perform any other necessary actions related to the issuance and allocation of the ERW-W3 Warrants, the listing of the ERW-W3 Warrants to be issued and the newly issued ordinary shares to be issued upon exercising the ERW-W3 Warrants on the Stock Exchange of Thailand, as well as to proceed with applications for the necessary approval from relevant authorities and to appoint and designate other appropriate persons to be the substitute attorney in fact to perform the above.</p>
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