Information Memorandum Concerning the Issuance and Offering of the Newly Issued Ordinary Shares of Applied DB Public Company Limited

The Board of Directors' Meeting of Applied DB Public Company Limited (the "**Company**") No. 4/2026 convened on August 7, 2026, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the increase of the Company's registered capital in the amount of 181,499,981 Baht from the existing registered capital of 362,999,961.50 Baht to the new registered capital of 544,499,942.5 0 Baht, by issuing not exceeding 362,999,962 newly issued ordinary shares with a par value of 0.50 Baht per share. The details of the issuance and offering of the Company's newly issued ordinary shares are as follows:

1. **Details of the Offering**

   Allocate the newly issued ordinary shares in the amount of 362,999,962 shares, with a par value of 0.50 Baht per share to accommodate the exercise of the ADB-W1 Warrants, not exceeding 362,999,962 units, to the existing shareholders of the Company in proportionate to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of 2 existing ordinary shares to 1 unit of the warrant. In this regard, further details are provided in the Summary of the Features of the Warrants to Purchase the Ordinary Shares of the Company No. 1 (ADB-W1) (Enclosure No.2).

2. **Objectives of Capital Increase and Plans for Utilizing Proceeds**

   The Company will use the proceeds from the capital increase for the purposes specified in Clause 5 (Objectives of Capital Increase and Plans for Utilizing Proceeds obtained from the Capital Increase) of Capital Increase Report Form (**Enclosure No. 3**).

3. **Dilution Effect**

   3.1 Control Dilution

   (1) In the event that all existing shareholders fully exercise the ADB-W1 Warrants, there will be no change in the shareholding structure, and existing shareholders will not experience any dilution of their shareholding proportion. Conversely, if all shareholders do not fully exercise their rights to subscribe for the newly issued ordinary shares, the Company will proceed with a capital decrease by cancelling the remaining unsubscribed newly issued ordinary shares. In such case, the number of paid-up shares will remain unchanged, and there will be no impact on the shareholding proportion.

   (2) If, following the issuance and offering of ADB-W1 Warrants, all shareholders decline to subscribe for the newly issued ordinary shares to which they are entitled, but the subscribers of newly issued ordinary shares and the individuals exercising of ADB-W1 Warrants are not the Company's existing shareholders, this may result in a dilution of voting rights (Control Dilution). The Control Dilution will be calculated as follows:

$$\text{Control Dilution} = \frac{\text{Number of Shares Reserved for ADB-W1}}{\text{(Number of Paid-up Shares + Number of Shares Reserved for ADB-W1)}}$$

$$= \frac{362{,}999{,}962}{725{,}999{,}923 + 362{,}999{,}962}$$

$$= 33.33\%$$

3.2 Price Dilution

$$\text{Price Dilution} = \frac{\text{Market Price before Offering} - \text{Market Price after Offering}}{\text{Market Price before Offering}}$$

$$= \frac{0.85 - 1.08}{0.85}$$

$$= (27.50)\%$$

$$\text{Market Price after Offering} = \frac{(\text{Merket Price}^{/1} \times \text{Number of Paid-up Shares}) + (\text{Exercise Price} \times \text{Number of Shares received after the exercise of right})}{(\text{Number of Paid-up Shares} + \text{Number of Shares Reserved for ADB-W1})}$$

$$= \frac{(0.85 \times 725{,}999{,}923) + (1.55 \times 362{,}999{,}962)}{(725{,}999{,}923 + 362{,}999{,}962)}$$

$$= 1.08 \text{ Baht per share}$$

Whereas

[/1]Market Price = The market price before the issuance of ADB-W1 Warrants (Baht/Share) calculated based on the total trading value of the Company divided by total number of ordinary shares of the Company that are traded on the Market for Alternative Investment (mai) during 15 consecutive business days before that date the Board of Director proposing the shareholders' meeting for approving the issuance of the ADB-W1 Warrants (Between July 15, 2026 - August 6, 2026). Such weighted average price is calculated based on the average price of trading in each day, which is equivalent to 0.85 Baht per share.

3.3 Earnings Per Share Dilution

$$\text{Earnings Per Share Dilution} = \frac{\text{Earnings Per Share before Offering} - \text{Earnings Per Share after Offering}}{\text{Earnings Per Share before Offering}}$$

$$= \frac{0.0469 - 0.0313}{0.0469}$$

$$= 33.33\%$$

4. Opinion of the Board of Directors on the Capital Increase

4.1 Reason and Necessity of the Capital Increase

The Company is of opinion that this allocation of ordinary shares for accommodating the exercise of right under ADB-W 1 Warrants, it will enable the Company to obtain additional working capital, which will strengthen the Company's business operation in financial liquidity for future business expansion and investment. This will enable the Company to have increasing revenue opportunity and profit, which benefit to the Company and shareholder in overall.

Therefore, the Board of Director considers that the allocation of ordinary shares for accommodating the exercise of right under ADB-W 1 Warrants is the appropriate funding for the Company’s business operation in future.

4.2 Possibility of the Plan for Utilizing the Proceeds from the Capital Increase

The Company expects to receive the total funding in the amount of not exceeding 562.65 million Baht from the exercise of right under ADB-W1 Warrants. Such funding will be used on the preparation and strengthen of the Company’s finance as the Company’s financial flexibility in working capital and business expansion.

4.3 Reasons of the Capital Increase and Plan for Utilization of Proceeds Obtained from the Offering of Newly Issued Shares, including the Adequacy of Funding Sources

The Board of Directors deems that the increase in the registered capital to accommodate the exercise of rights under the ADB-W1 Warrants is reasonable. The Warrant Holders will exercise their rights under the ADB-W1 Warrants only when they deem that the Company has growth potential and capable of generating an appropriate return for investors, as reflected by the Company's operating performance and the Company's share price on the Market for Alternative Investment (mai). The Company plans to use the proceeds received from each exercise of rights under the ADB-W1 Warrants by the Warrant Holders as working capital for its business operations, including product and service development, business expansion, and investment in projects or business opportunities that are aligned with the Company's strategies and business plans for the best interests of the Company and its shareholders and support the Company's long-term growth, and reduce the Company's reliance on external sources of funding.

4.4 Potential Impact on the Company’s Business Operations, Financial Position and Operating results

The Board of Directors deems that if the exercise of rights under the ADB-W1 Warrants by the Warrant Holders in accordance with the Company's expectations will enable the Company to have sufficient financial liquidity and working capital to support its business operations in accordance with the established plans. The proceeds received will also enable the Company to expand its business and strengthen its financial position, thereby enhancing the Company's competitiveness and supporting its long-term growth.

However, if the Company receives the proceeds from the exercise of rights under the ADB-W1 Warrants lower than expected, this may result in the Company having insufficient working capital to meet its projected requirements. In such case, the Company may need to rely on external sources of funding, such as borrowing from financial institutions.

5. The Board of Directors’ Certification Regarding the Capital Increase

The Board of Directors hereby certifies that it has performed its duties with honesty and due care in the best interest of the Company in relation to this capital increase. In the event that any director fails to perform such duties with honesty and due care in capital increase matters, thereby causing damage to the Company, shareholders could file a claim for compensation against such director on behalf of the Company pursuant to Section 85 of the Public Company Limited Act B.E. 2535 (as amended). Furthermore, if such conduct results in benefits accruing to the directors or related persons without authorization, the shareholders could sue the directors to hold them liable for returning such benefits to the Company on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

The Company hereby certifies that the information contained in this report form is correct and complete in all respects.

Please be informed accordingly.

Sincerely yours,

(Mr. Wang Wanapaison)

(Chief Executive Officer)

Applied DB Public Company Limited